



2014 S.L. Gimbel Foundation Fund Grant Application

Internal Use Only: Grant : _____

Organization / Agency Information

20150047

<i>Organization/Agency Name: MIND Research Institute</i>		
17778		
<i>Physical Address: 111 Academy, Suite 100</i>		<i>City/State/Zip Irvine, CA 92617</i>
<i>Mailing Address: 111 Academy, Suite 100</i>		<i>City/State/Zip Irvine, CA 92617</i>
<i>CEO or Director: Matthew Peterson, PhD</i>		<i>Title: CEO/Co-founder</i>
<i>Phone: (949) 871-3400</i>	<i>Fax: (949) 572-2680</i>	<i>Email: info@mindresearch.net</i>
<i>Contact Person: Lori Burrill</i>		<i>Title: Vice President, Individual & Planned Giving</i>
<i>Phone: (949) 345-8689</i>	<i>Fax: (949) 572-2680</i>	<i>Email: lburrill@mindresearch.net</i>
<i>Web Site Address: www.mindresearch.net</i>		<i>Tax ID: 33-0798804</i>

Program / Grant Information

Interest Area: Health Environment Animal Protection Education Human Dignity

<i>Program / Project Name: The Morongo Project</i>		
<i>Amount of Grant Requested: \$50,000</i>	<i>Total Organization Budget: \$27,350,000</i>	<i>Percentage of Organization's Total Budget used for Administration: 5%</i>
<i>Purpose of Grant Request (one sentence):</i> To provide students and teachers at six elementary schools in Morongo Unified School District with MIND's award-winning and innovative math program – giving them access to a cutting-edge digital tool to succeed at math.		
<i>Gimbel Grants Received: List Year(s) and Award Amount(s)</i> 2012 - \$45,000 2011 - \$45,000		

Signatures

<i>Board President / Chair: (Print name and Title)</i>	<i>Signature:</i>	<i>Date:</i>
John Phelan, Chairman	John Phelan	July 30, 2014
<i>Executive Director/President: (Print name and Title)</i>	<i>Signature:</i>	<i>Date:</i>
Matthew Peterson, Ph.D, CEO	Matthew Peterson	July 30, 2014

2014 S.L. Gimbel Foundation APPLICATION

I. Organization Background: Target Population

A. MIND Research Institute's (MIND) mission is to ensure that all students are mathematically equipped to solve the world's most challenging problems. Since 1998, we have been committed to leveling the playing field in education, creating equity among all children, and closing the achievement gap. Our unique research-based math program engages all children, regardless of socioeconomic, linguistic or cultural background. Founded by three University of California scientists, MIND's unique approach accesses the brain's innate "spatial temporal" reasoning ability, which enables students to solve mathematical problems *visually*. Self-paced and self-motivating, ST Math helps students deepen their creative reasoning skills. We believe that every child has the potential to be a powerful learner, and acquire the math proficiency needed to compete in a knowledge-based economy.

B. Recent accomplishments and recognition include:

- In October 2013 MIND was recognized from two prestigious national organizations, the *Business Roundtable* and *Change the Equation*. After a rigorous review, ST Math was deemed to be ready to scale, and was the only math program named one of five "outstanding" K-12 STEM education programs in the nation.
- A recently released WestEd study confirmed gains in schools using ST Math. Our instructional program "made a statistically significant impact on student math performance across 45 high-need, low-performing LAUSD elementary schools."
- In February 2014 MIND was named as a new partner in the *100Kin10* network. The *100Kin10* multi-sector network is committed to training 100,000 STEM teachers by 2021.
- ST Math and MIND were recognized for our students' success in local and national media including *Forbes*, *Psychology Today*, *Huffington Post*, *Washington Times*, *San Francisco Chronicle*, *Sacramento Bee*, *Education Week*, and on *KCAL 9 Los Angeles*, *ABC-LA*, *NBC*, and *CBS*.

C. MIND provides a full suite of supplemental math education programs. Below is a brief description of our programs.

- **ST Math: K-5** is a comprehensive, instructional web-based program that uses spatial temporal reasoning to engage and teach students at any level math concept skills.
- **ST Math: Grade 6** is a grade level curriculum.
- **ST Math: Fluency** for grades K-3 focuses on basic math function through interactive animation.
- **ST Math: Middle School** is designed to improve skills of students performing below grade level.
- **ST Math: High School Intervention** is a full course that rebuilds a solid math foundation.

Approximately 83% of MIND's target schools serve low-income and Title I students and 43% of eligible schools are in Program Improvement or corrective action (federally classified as low-performing). Seventy percent of students using ST Math are from traditionally underserved minority backgrounds, 47% of our students are Latino and 38% are African American. Currently, MIND is serving over 630,000 students and 25,000 teachers in 35 states across the nation.

II. Project Information

A. California lags behind nearly all states in 4th grade math proficiency (46th out of 51) and ranks 46th in the nation on the "best-educated index" according to the National Center for Educational Statistics. Students from low-socioeconomic backgrounds have significantly lower math scores (30%) than that of their peers. Morongo Unified School District serves children living in the San Bernardino County and City of Twentynine Palms, CA. Located in the middle of Mohave Desert, Morongo is a low-income community. The median household income

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for the community is only \$32,251 a year and many families struggle to stay above the federal poverty line. The current unemployment rate is over 10% and 65% of the population only has a high school diploma

B. The Morongo Project will provide ST Math to ten schools in the Morongo Unified School District. Specifically, funding from S.L. Gimbel Foundation will provide the necessary resources for six elementary schools to participate in the project. The project goal is to increase these students' math performance and better prepare them to pursue postsecondary education and successfully compete in today's workforce. ST Math is designed to improve individual student learning and outcomes, especially for those living in low-socio-economic communities, such as Twentynine Palms. Students will experience dramatic improvements in math and problem-solving skills. As a result, they are more apt to excel in other studies, graduate from high school, and find employment – earning higher wages and reducing the need for public services. As adults, they are more likely to contribute to the economic and civic life of the community, thereby supporting long-term economic stability for their community, city and state.

Through MIND's innovative research-based and results-driven ST Math program, students will gain a conceptual understanding of math, allowing them to ascertain a deeper knowledge of how and why math works as well as significantly increase their math proficiency. In addition, schools today are adopting blended-learning approaches, integrating technology at a greater level into everyday learning. ST Math promotes a blended learning environment where each student works at their own individual pace. Real-time reporting for teachers enables them to immediately amend classroom instruction. This digital tool offers teachers an opportunity to engage students more in math learning, thus creating a more supportive, positive learning environment.

Project objectives include:

Objective I: Significant improvements in student math performance and growth.

Activities: Students use ST Math in the computer lab for 90 minutes per week for 60 sessions per year.

Objective II: Increase teacher classroom effectiveness.

Activities: In-depth teacher trainings, refresher training and ongoing follow-up and support from MIND's Education Success team throughout the program year help teachers improve effectiveness.

Beginning in Fall 2014, the grant will serve high-need children from the community of Twentynine Palms, where 76% of the students are low-income and come from underserved families. The grant will serve approximately 2,470 students and 130 teachers. Main activities of the project include: 1) 2,470 students will use ST Math in the computer lab for 90 minutes per week; and 2) 130 teachers will participate in professional development teacher trainings.

MIND will partner with Morongo Unified School District. To our knowledge, there is no other organization within San Bernardino County that provides an innovative math curriculum such as ST Math. In regards to volunteers, interested parties may contact the schools directly for volunteer opportunities. Meanwhile, MIND hosts occasional community events at which we welcome volunteers to assist us with.

The anticipated length of the project is over one school year (2014-15). However, your investment would continue to grow exponentially in subsequent years when new incoming students utilize the program.

C. Evaluation is a key component to carrying out MIND's mission. Success will be evaluated through the following:

- **Differential Math Performance and Student Growth:** Each school year, we collect data from participating schools, which is analyzed to assess our program's effectiveness in raising student performance in mathematics.
- **Online Feedback System:** This system is built into the program and allows teachers to monitor student progress through ST Math. It provides real-time student progress information, allowing MIND staff and educators to view how much of the curriculum a particular student, class or school has completed. We continuously analyze this data to identify modifications needed to improve program effectiveness.

- Educator Surveys: MIND conducts an annual online survey for teachers. In addition to gauging the importance of program and service elements, this survey indicates educators' success in implementing the program.

D. A \$50,000 grant from the S. L. Gimbel Foundation will help support the implementation of ST Math at six elementary schools in Morongo Unified School District, serving @ 2,470 students. The schools include: Friendly Hills, Landers, Morongo Valley, Onaga, Yucca Mesa, and Yucca Valley. In addition to the ST Math program, they will receive: professional and leadership development for teachers and administrators; ongoing, personalized technical and curricular support; access to the program's online reporting tools; and annual evaluation of the program. Our instructional program is aligned to common core math standards and is implemented in conjunction with classroom lessons. Students advance at their own pace through a sequence of problems increasing in difficulty.

III. Project Future

A. The costs to maintain the program after implementation are nominal. Schools will only be required to contribute the annual renewal fee of \$3,500 which helps offset on-going support costs, program upgrades, and data mining and insures school site sustainability without further philanthropic support. The annual fee is also a key indicator of the school's and district's commitment to the program and to implement with fidelity. MIND's school renewal rate continues to exceed 90%.

IV. Governance, Executive Leadership and Key Personnel/Staff Qualifications

A. MIND's Board of Directors, under the guidance of Chairman John Phelan, provides leadership and direction for the organization. In addition to providing financial oversight, the Board generally has decision-making powers regarding matters of policy, direction, strategy, and governance of the organization. At board meetings, members receive and discuss reports from not only the chief executive but also other executive staff members and in-house and outside professionals. When a vote is required, the subject is listed as a topic on the agenda, voted upon and documented in the business minutes of the meeting. Currently Board committees include: Science Review; Compensation; Executive Committee and Audit Committee.

B. Key personnel responsible for the project include: Theresa Poprac, Chief Partnerships Officer who oversees the Education Partnership Managers. She is, responsible for school scholarship selection, site audits, and communication with participating schools and districts. She has over 20 years of experience in the education technology field and prior to that she taught at the middle school level in Los Angeles for four years.

Vice President of Education Services, Jim Lund, will direct the MIND staff charged with program implementation teacher and administrative training and professional development and teacher evaluation surveys. Jim has more than 25 years of experience managing education technology and began his career in as a public school teacher and technology administrator in Minnesota.

Organization Name: MIND Research Institute

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V. Project Budget

A) Please provide a detailed line-item budget for your project by completing the table below. Include all sources of funding for the proposed project.

Line Item Description	Line Item Explanation (Formula/equation used as applicable. Example: 40 books @ \$100 each = \$4000)	Support From Your Agency	Support From Other Funders	Requested Amount From TCF	Line Item Total of Project
Education Consultant	\$29/hr x 85 hours/month x 10 months = \$25,000	\$0	\$22,500	\$2,500	\$25,000
Professional Dev. Specialist	\$60/hr x 17 hours/month x 10 months = \$10,000	\$0	\$7,500	\$2,500	\$10,000
Data Analyst	\$109/hr x 15 hours/month x 6 months = \$10,000	\$0	\$8,000	\$2,000	\$10,000
Tech Support Specialist	\$42/hr x 29 hours/month x 12 months = \$15,000	\$0	\$12,500	\$2,500	\$15,000
Outreach Specialist	\$30/hr x 14 hours/month x 12 months = \$5,000	\$0	\$4,000	\$1,000	\$5,000
Program Manager	\$37/hr x 20.25 hours/month x 12 months = \$9,000	\$0	\$7,000	\$2,000	\$9,000
Benefits	\$74,000 x 20% = @\$15,000	\$0	\$12,000	\$3,000	\$15,000
Printing/Duplication	Not applicable	\$0	\$5,500	\$1,000	\$6,500
Teacher Supplies/Materials	130 pkgs x \$300/educator = \$39,000 (professional development training manuals and materials)	\$0	\$26,000	\$13,000	\$39,000
IT/Technology	Not applicable	\$0	\$32,000	\$9,000	\$41,000
Research, Development and Evaluation	Not applicable	\$0	\$35,000	\$8,000	\$43,000

Equipment	2 laptops & software x \$4,500 ea. + 2 cell phones x \$500/ea. + 2 iPads x \$800/ea.+ 1 smart board x \$5000 + miscellaneous IT equipment (server related) x \$6,400 = \$23,000	\$0	\$20,000	\$3,000	\$23,000
Office Supplies	\$115/wk x 48 weeks = \$5,500 (toner, printer ink, paper, postage, etc.)	\$0	\$5,000	\$500	\$5,500
Travel	.56/mile x 1,800 miles = \$1,000	\$0	\$1,000	\$0	\$1,000
Indirect Expenses	15%		\$44,000	\$0	\$44,000
TOTALS:*	Total Program Expenses*	\$0	\$242,000*	\$50,000*	\$292,000*

***All budget totals and line items are rounded to the nearest whole amount.**

VI. Sources of Funding: Please list your current sources of funding and amounts.

Secured/Awarded

Name of Funder: Foundation, Corporation, Government	Amount
Morongo Unified School District	\$205,000

Pending

Name of Funder: Foundation, Corporation, Government	Amount	Decision Date
Gimbel Foundation	\$50,000	October 2014
TBD –as the district just recently decided to implement ST Math.	\$37,000	

VII. Financial Analysis

Agency Name: MIND Research Institute

Most Current Fiscal Year (Dates): From 1/1/2013 To: 12/31/2013

This section presents an overview of an applicant organization’s financial health and will be reviewed along with the grant proposal. Provide all the information requested on your entire organization. Include any notes that may explain any extraordinary circumstances. Information should be taken from your most recent 990 and audit. Double Check your figures!

Program to Total Expenses Ratio: Percentage of expenses used to support programming versus how much is spent for general management and fundraising. A general rule is that at least 75 percent of total expenses should be used to support programs – the higher the percentage the better.

Program Expenses	/Total Operating Expenses	= Program Expense Ratio
\$20,066,926 ^{16,251,472}	\$23,658,635 ^{18,562,050}	86%
990: Part IX, Column B, Line 25	990: Part IX, Column A, Line 25	

Administrative Expense (100%-Program Expense ratio) per 990 above	Percentage of Organization’s <u>Current</u> Total Budget used for Administration (from cover page)	Differential
5%	5%	0%

If the differential is above (+) or below (-) 10%, provide an explanation:

Quick Ratio: Measures the level of liquidity and measures only current assets that can be quickly turned to cash. A generally standard Quick Ratio equals 1 or more.

Cash	+ Accounts Receivables	/Current Liabilities	= Quick Ratio
\$1,538,962	\$2,052,826	1,778,776	2

Excess or Deficit for the Year:

Excess or (Deficit) Most recent fiscal year end	Excess or (Deficit) Prior fiscal year end
\$639,096	\$978,507

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Education Support Services/Professional Development	Program Personnel	\$0	\$30,000	\$5,000	\$35,000
Technical Support Services	Program Personnel	\$0	\$12,500	\$2,500	\$15,000
Data Analyst	Program Personnel	\$0	\$8,000	\$2,000	\$10,000
Outreach	Program Personnel	\$0	\$4,000	\$1,000	\$5,000
Program Manager	Program Personnel	\$0	\$7,000	\$2,000	\$9,000
Benefits	Benefits @ 20% of cost	\$	\$12,000	\$3,000	\$15,000
Printing/Duplication	Not applicable	\$	\$5,500	\$1,000	\$6,500
Teacher Supplies/Materials	130 materials @ \$300 each	\$0	\$26,000	\$13,000	\$39,000
IT/Technology	Not Applicable	\$0	\$32,000	\$9,000	\$41,000
Research, Development & Evaluation.	Not Applicable	\$0	\$35,000	\$8,000	\$43,000
Equipment	Not Applicable	\$0	\$20,000	\$3,000	\$23,000
Office Supplies	Not Applicable	\$0	\$4,500	\$500	\$5,500
Travel	@ .56/mile	\$0	\$1,000	\$0	\$1,000
Indirect Expenses	15%		\$44,000	\$0	\$44,000
TOTALS:	Total Program Expenses	\$0	\$242,000	\$50,000	\$292,000

Notes: The above figures are from MIND’s 2013 Audited Financial Statements. MIND was granted an extension for the 2013 990 Form –we are in the process of changing our fiscal year dates from a calendar year to a July 1st - June 30th fiscal year.

Diversity of Funding Sources: A financially healthy organization should have a diverse mix of funding sources. Complete those categories that apply to your organization using figures from your most recent fiscal year.

Funding Source	Amount	% of Total Revenue	Funding Source	Amount	% of Total Revenue
Contributions	\$3,809,502	16%	Program Fees	\$18,874,848	78%
Fundraising/Special Events	\$538,687	2%	Interest Income	\$	
Corp/Foundation Grants	\$		Other: In-Kind	\$1,074,462	4%
Government Grants	\$		Other: Sec. sale	\$232	.0%

Notes:

VIII. Application submission check list:

	<u>Submit FOUR (4) Copies: 1 ORIGINAL (WITH ORIGINAL SIGNATURES) and 3 copies, collated and stapled together of the following:</u>		<u>Submit ONE (1) Copy:</u>
X	Completed Grant Application Form (cover sheet, narrative (3 pages maximum), budget and sources of funding, financial analysis page	X	A copy of your current 501(c)(3) letter from the IRS
X	A list of your Board members and their affiliations	X	A copy of your most recent year-end financial statements (audited if available; double-sided)
X	Your current operating budget and the previous year’s actual expenses	X	A copy of your most recent 990 (double-sided)
X	Part IX only of the 990 form, Statement of Functional Expenses (one page)		
X	For past grantees, a copy of your most recent final report.		

MIND RESEARCH INSTITUTE
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2013
WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2012

	Program			December 31	
	Education	Research	Total	2013	2012
WAGES AND BENEFITS					
Salaries	\$ 12,785,810	\$ 249,983	\$ 13,035,793	\$ 1,280,441	\$ 11,666,584
Benefits	954,743	24,181	978,924	105,020	919,200
Payroll taxes	923,666	18,141	941,807	97,375	803,701
Total Wages and Benefits	14,664,219	292,305	14,956,524	1,482,836	13,389,485
OTHER EXPENSES					
Travel, meals, & entertainment	1,373,806	35,391	1,409,197	71,249	1,396,734
Outside services	917,661	1,24,009	1,041,670	111,730	1,168,959
Rent	814,860	14,743	829,603	63,870	741,665
Depreciation & amortization	462,437	9,485	471,922	41,043	532,995
Conferences & meetings	360,597	262	360,859	17,061	381,037
Telecommunications	306,429	584	307,013	4,847	5,858
Accounting & legal	153,147	1,333	154,680	64,875	16,598
Printing & publishing	166,879	82	166,961	2,109	30,058
ERP system	159,998	3,285	163,283	6,597	13,246
Subscriptions	124,794	11	124,805	724	18,862
Public relations & advertising	141,480		141,480	83,798	141,480
Special event awards dinner				83,798	94,756
Postage & shipping	67,050	254	67,304	2,367	3,879
Bank fees	34,117	470	34,587	1,690	73,550
Interest expense	50,064	1,054	51,118	22,713	58,990
Business insurance	24,656	476	25,132	2,214	57,844
Payroll processing fees	11,832	239	12,071	1,047	28,473
Dues & memberships				515	15,560
Software maintenance	2,945		2,945	1,061	11,358
Licenses & permits	311	4	315	6,094	21,962
Other	68,907	954	69,861	2,945	3,903
Total Other Expenses	5,241,970	192,836	5,434,806	2,623	133,239
TOTAL EXPENSES	\$ 19,906,189	\$ 485,141	\$ 20,391,330	\$ 1,999,422	\$ 18,901,136

See independent auditors' report and notes to financial statements

MIND Research Institute
 2014 Operating Budget
 Expenses by Program

Expense Details	Programs					Other			MIND Research TOTAL
	School Support	School Outreach	International	Curriculum Development	Data Analysis	Research	Total	Development - Fundraising	
Direct Labor - Average FTE's	60.5	41.5	1.2	48.4	5.2	4.0	160.7	12.8	21.2
Salaries/Wages	\$ 3,847,594	\$ 5,599,913	\$ 204,800	\$ 4,316,587	\$ 489,771	\$ 327,399	\$ 14,786,064	\$ 1,405,767	\$ 1,028,305
Benefits	708,567	1,167,984	29,664	826,986	83,659	83,932	2,900,792	303,038	235,095
Total labor	4,556,161	6,767,898	234,464	5,143,573	573,430	411,331	17,686,856	1,708,805	1,263,400
Consultants/Contractors	216,433	188,983	8,240	392,063	48,917	84,605	939,241	82,901	62,202
Textbooks	-	-	-	-	-	-	-	-	-
Office Expenses	-	-	-	-	-	-	-	-	-
Depreciation/Amort. Expense	267,268	183,041	4,430	213,361	22,152	17,722	707,974	51,457	33,952
Dues/Memberships	-	75,000	-	-	-	-	75,000	3,000	-
Postage & Shipping	27,500	32,100	1,200	3,600	508	300	65,208	15,000	1,200
Printing & Pubs	40,500	80,650	-	12,000	851	6,000	140,001	72,985	1,200
Subscriptions	51,815	104,399	6,774	61,431	3,870	3,096	231,384	9,825	5,990
Rent	364,944	219,102	5,195	250,518	25,977	20,781	886,517	65,472	39,743
Storage	19,056	-	-	1,200	-	-	20,256	-	-
Supplies	96,000	57,750	6,000	57,571	1,067	2,400	220,788	15,000	3,000
Repairs/Maintenance	-	-	-	6,000	234	-	6,234	-	164
Utilities	600	-	-	-	-	-	600	-	-
Telecommunications	305,010	109,800	3,600	23,615	1,200	444	443,689	9,000	2,400
Total Office Expenses	1,172,693	861,842	27,199	629,296	55,858	50,743	2,797,632	241,779	87,650
Travel	-	-	-	-	-	-	-	-	-
Travel	357,000	483,300	60,000	54,000	9,000	48,000	1,011,300	30,000	18,000
Meals/Entertainment	60,000	119,450	18,000	18,000	6,000	-	221,450	-	6,000
Total Travel	417,000	602,750	78,000	72,000	15,000	48,000	1,232,750	30,000	24,000
Other	-	-	-	-	-	-	-	-	-
Trade Shows/Conf.	30,500	427,400	25,000	-	-	-	482,900	7,800	-
Public Relations	6,000	253,500	-	-	-	-	259,500	-	-
Advertising	-	80,000	-	-	-	-	80,000	-	-
Total Other	36,500	760,900	25,000	-	-	-	822,400	7,800	-
Corporate Insurance	-	-	-	-	-	-	-	-	-
Directors & Officers	3,000	3,000	1,200	6,000	1,200	758	15,158	3,030	10,300
Office/Equipment/Premises	3,000	3,000	6,000	-	-	-	12,000	-	1,200
Workers Compensation	3,000	3,000	-	-	-	-	6,000	-	-
Licenses/Permits	8,868	1,280	-	-	-	-	10,148	-	-
Accounting/Legal	36,166	25,916	15,000	20,733	1,514	1,211	100,539	3,000	23,922
Payroll Service Fees	5,400	4,200	4,200	4,800	600	567	19,767	1,200	1,800
Bank Fees	11,560	8,092	193	9,375	963	771	30,954	2,505	22,000
Bank Interest	30,219	19,139	504	22,161	2,518	2,015	76,556	6,044	3,526
Other	-	-	-	-	-	-	-	-	-
Total Expenses	\$ 6,500,000	\$ 9,250,000	\$ 400,000	\$ 6,300,000	\$ 700,000	\$ 600,000	\$ 23,750,000	\$ 2,100,000	\$ 1,500,000

Total
 \$ 5,350,000
 22,900,000
 \$ 28,250,000

\$ 900,000



Department of the Treasury
Internal Revenue Service

P.O. Box 2508, Room 4010
Cincinnati OH 45201

In reply refer to: 4077550279
Feb. 26, 2013 LTR 4168C 0
33-0798804 000000 00

00033142

BODC: TE

MIND RESEARCH INSTITUTE
M I N D INSTITUTE
111 ACADEMY DRIVE SUITE 100
IRVINE CA 92617



008274

Employer Identification Number: 33-0798804
Person to Contact: Sophia Brown
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This is in response to your Dec. 17, 2012, request for information regarding your tax-exempt status.

Our records indicate that you were recognized as exempt under section 501(c)(3) of the Internal Revenue Code in a determination letter issued in February 1999.

Our records also indicate that you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section(s) 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Please refer to our website www.irs.gov/eo for information regarding filing requirements. Specifically, section 6033(j) of the Code provides that failure to file an annual information return for three consecutive years results in revocation of tax-exempt status as of the filing due date of the third return for organizations required to file. We will publish a list of organizations whose tax-exempt status was revoked under section 6033(j) of the Code on our website beginning in early 2011.



The
Community
Foundation

Serving the Counties of Riverside and San Bernardino

S. L. Gimbel Foundation Fund

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Dr. Albert Karnig

D. Matthew Pim

Dr. Henry Shannon

Beverly Stephenson

Dr. Jonathan Lorenzo Yorba
President and CEO

March 6, 2015

Mr. Andrew Coulson
President, Educ. Services
MIND Research Institute
3631 S. Harbor Blvd., Ste. 200
Santa Ana, CA 92704

Dear Mr. Coulson:

Congratulations! A grant has been approved for **MIND Research Institute** in the amount of **\$50,000** from the S.L. Gimbel Foundation. The **performance period for this grant is March 1, 2015 to February 28, 2016**. Additional funding beyond the performance period is not guaranteed. It is highly recommended that alternative funding sources be sought accordingly. The grant is to support the following as specified in your proposal:

The Morongo Project: To provide students and teachers at six elementary schools in Morongo Unified School District with MIND's award-winning and innovative math program - giving them access to a cutting-edge digital tool to succeed at math.

This grant is subject to the terms outlined in the enclosed Grant Agreement. After you have reviewed the terms and conditions of the Grant Agreement, please sign and date the enclosed copy and return the original copy to The Community Foundation within the next two weeks. Please retain a copy of the signed agreement for your records. Funds will be released upon receipt of the signed Grant Agreement.

A condition of this grant is that you agree to submit the Grant Evaluation Form which includes a narrative report and fiscal report. The **Grant Evaluation is due by March 15, 2016** and a copy will be available online.

We wish you great success and look forward to working with you during the grant performance period.

If you have any questions, please call me at 951-684-4192 ext. 114 or email me at ccudiamat@thecommunityfoundation.net.

Sincerely,

Celia Cudiamat
Executive Vice President of Programs



Confirmed in Compliance
with National Standards for
U.S. Community Foundations

17778 MIND Research Institute

20150047

GIMB1

3700 Sixth Street, Suite 200 ~ Riverside, California 92501

Ph: 951-941-7777 ~ F: 951-684-1011 ~ www.thecommunityfoundation.net

2015 S.L. Gimbel Foundation Fund

Grant Agreement

Organization: MIND Research Institute

Grant Amount: \$ 50,000 **Grant Number:** 20150047

Grant Period: March 1, 2015 to February 28, 2016 (Evaluations due March 15, 2016)

Purpose: **The Morongo Project: To provide students and teachers at six elementary schools in Morongo Unified School District with MIND's award-winning and innovative math program - giving them access to a cutting-edge digital tool to succeed at math.**

1. Use of Grant Funds

Grant funds must be expended within the grant period, for the purpose and objectives described in your grant proposal. Grant funds may not be expended for any other purpose without prior written approval by The Community Foundation. If there are significant difficulties in making use of the funds as specified in your proposal, or if the grant funds cannot be spent within the grant period, notify us in writing promptly.

Formal requests for extensions or variances must be submitted to the Foundation's Board of Directors for approval a minimum of 60 days before the end of the grant period.

Requests for variances or extensions are reviewed on a case-by-case basis and approved by the Board of Directors. If a request is denied, unused funds must be immediately refunded to the Foundation.

2. Payment of Grant Funds

The grant funds will be paid in full by the Foundation upon receipt of the signed Grant Agreement. Challenge grant funds will be paid in full upon receipt of the signed Grant Agreement and upon receipt of documentation providing evidence that condition(s) of the challenge grant has/have been met.

3. Certification and Maintenance of Exempt Organization Status

This grant is specifically conditioned upon Grantee's status as an eligible grantee of The Community Foundation. The Foundation has obtained a copy of the Grantee's IRS determination letter. Grantee confirms that it has not had any change in its tax-exempt status, and shall notify the Foundation immediately of any such change.

4. Final Report and Records

The Grantee will submit the Grant Evaluation report per the deadline set forth in the award letter. This report includes a narrative on outcomes based on goals and objectives set forth in the grant proposal and an expenditure report documenting use of grant funds. If equipment was purchased, copies of receipts need to be included.

5. Grantee's Financial Responsibilities

Grantee will keep records of receipts and expenditures of grant funds and other supporting documentation related to the grant at least four (4) years after completion of the grant and will make such records of receipts, expenditures and supporting documentation available to the Foundation upon request.

6. Publicity

The Community Foundation recommends publicity for the grant and acknowledging The Community Foundation in internal correspondence, brochures as appropriate; newsletters, annual reports and email blasts or e-newsletters.

The credit line of "Made possible in part by a grant from the "S.L. Gimbel Foundation Advised Fund at The Community Foundation – Inland Southern California" is suggested. When your donors are listed in printed materials, include the S.L. Gimbel Foundation Advised Fund at The Community Foundation in the appropriate contribution size category. When publishing our name, please note the "The" at the beginning of our name is a legal part of our name. It should always be used and capitalized. Attaching our logo is also appreciated. Our logo can be downloaded from our website at www.thecommunityfoundation.net.

7. Indemnification

In the event that a claim of any kind is asserted against the Grantee or the Foundation related to or arising from the project funded by the Grant and a proceeding is brought against the Foundation by reason of such claim, the Grantee, upon written notice from the Foundation, shall, at the Grantee's expense, resist or defend such action or proceeding, at no cost to the Foundation, by counsel approved by the Foundation in writing.

Grantee hereby agrees, to the fullest extent permitted by law, to defend, indemnify, and hold harmless the Foundation, its offices, directors, employees, and agents, from and against any and all claims, liabilities, losses, and expenses (including reasonable attorneys' fees) directly, indirectly, wholly, or partially arising from or in connection with any act or omission by Grantee, its employees, or agents in applying for or accepting the Grant, in expending or applying the Grant funds or in carrying out any project or program supported by the Grant, except to the extent that such claims, liabilities, losses, and expenses arise from or in connection with any bad faith act or omission by the Foundation, its officers, directors, employees, or agent.

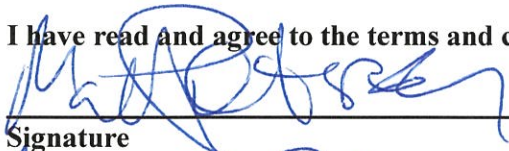
8. Termination

The Community Foundation may terminate this agreement, withhold payments, or both at any time, if, in the Community Foundation's judgment: a) The Community Foundation is not satisfied with the quality of the Grantee's progress toward achieving the project goals and objectives; b) the Grantee dissolves or fails to operate; c) the Grantee fails to comply with the terms and conditions of this agreement.

9. Limitation of Support

This Agreement contains the entire agreement between the parties with respect to the Grant and supersedes any previous oral or written understandings or agreements.

I have read and agree to the terms and conditions of the Grant Agreement.



Signature

Matthew Peterson

Printed Name

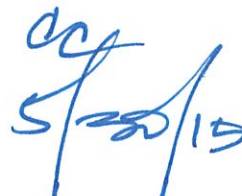
3/13/2015

Date

CFO

Title

Organization: 17778 MIND Research Institute
Grant Number: 20150047





The
Community
Foundation

Serving the Counties of Riverside and San Bernardino

S. L. Gimbel Foundation Fund

BOARD OF DIRECTORS

March 30, 2015

Philip Savage IV
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Dr. Fred Jandt

Andrew Jaramillo

Dr. Albert Karnig

D. Matthew Pim

Teresa Rhyne

Dr. Henry Shannon

Beverly Stephenson

Randall Tagami

Diane Valenzuela

Dr. Jonathan Lorenzo Yorba
President and CEO

Mr. Matthew Peterson
CEO
MIND Research Institute
3631 S. Harbor Blvd., Ste. 200
Santa Ana, CA 92704

Dear Mr. Peterson:

The Community Foundation is pleased to enclose a grant check for **\$50,000** from the S. L. Gimbel Foundation, a component fund at The Community Foundation. By cashing the grant check, you are agreeing to the conditions stated under the *Terms of Grant* which you have signed and returned. The completed Grant Evaluation form is due by March 15, 2016 and will be available online on The Community Foundations website under Grants/Forms. Please note that any grant variances or extensions must be requested in writing and in advance. Any remaining grant funds must be returned to The Community Foundation at the end of the grant period.

We greatly appreciate any help you can give us in publicizing the grant. **Please use the following credit in any grant announcements or materials funded by the grant: "The (name of project/program) is supported by a grant from The S. L. Gimbel Foundation."** You may send copies of articles printed in local papers, stories in your agency newsletter, annual report, press releases, and other publications for our files.

If you have any questions, please contact me at 951-684-4194.

Sincerely,

Celia Cudiamat
Executive Vice President of Programs

20150047

38885

GIMB1



Confirmed in Compliance
with National Standards for
U.S. Community Foundations

The Community Foundation
 Strengthening Inland Southern California through Philanthropy
 3700 SIXTH STREET, SUITE 200
 RIVERSIDE, CA 92501
 951-241-7777 / FAX 951-684-1911

CITIZENS BUSINESS BANK
 A Financial Services Company
 3665 Main Street, Riverside, CA 92501
 90-3414-1222

Check Fraud
 Protection for Business

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PAY * Fifty Thousand and no/100 *

TO THE ORDER OF

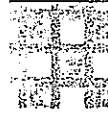
DATE

AMOUNT

03/06/2015

\$ ****50,000.00

MIND Research Institute
 3631 S. Harbor Blvd., Ste. 200
 Santa Ana, CA 92704



Celia Andramat
Jonathan Lorenzo Yorba
 AUTHORIZED SIGNATURE

Security features. Details on back.

⑈038885⑈ ⑆122234149⑆ 244124437⑈

The Community Foundation

38885

17778 MIND Research Institute

03/06/2015 038885

20150047- 03/04/2015 The Morongo Project
 GIMB S.L. Gimbel Foundation Advised Fund

50,000.00 50,000.00

CHECK TOTAL: \$ ****50,000.00

The Community Foundation

38885

17778 MIND Research Institute

03/06/2015 038885

20150047 03/04/2015 The Morongo Project
 GIMB S.L. Gimbel Foundation Advised Fund

50,000.00 50,000.00

CHECK TOTAL: \$ ****50,000.00