**Educate. Inspire. Mobilize. Stop the Spread of HIV.**

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FROM BOARD CHAIR TOM CROTTY AND CEO & FOUNDER THOMAS S. CLARK

In 2010, the FIFA World Cup™ dominated the headlines in southern Africa. The stadiums were splendid and the crowds electric. GRS, with Sony’s support, took 10,000 young people to their first-ever World Cup Match.

Not long after Spain hoisted the golden trophy, the world once again reflected on an AIDS epidemic nearing its 30th anniversary. Since its discovery in 1981, 25 million people have died of AIDS while another 34 million remain infected. HIV/AIDS hits youth and girls the hardest. Every day, 2500 young people contract HIV. Young people accounted for 41 percent of the new HIV infections in 2009. In southern Africa, young women make up more than 72% of all young people living with HIV.

Despite these devastating facts and the significant obstacles in the way of prevention, in recent years real progress has been made. According to the UNICEF Opportunity in Crisis Report from June 2011, thirty-three countries, many of them in southern Africa, report decreased HIV incidence due to reduced sexual-risk behaviors in young people. This same report also shows a reduction of young people living with HIV from 5.7 million in 2000 to 5 million in 2009. This is hard evidence that young people can change their behavior and avoid HIV.

Our own rigorous studies also suggest that behavior change is possible and that our program is preventing new HIV infections among youth. By the end of 2010, GRS had graduated more than 384,000 youth towards our goal of 1 million by 2014. In 2010 in South Africa alone, we graduated 30,000 young people. In 2010, in Zambia and Malawi we began offering all of our graduates HIV tests and referrals to follow-up care. Throughout 2010, we monitored and evaluated our programs to ensure effectiveness and efficiency.

As we exit 2010, GRS is confident that its program is affecting positive change in the fight against AIDS in Africa. GRS is using the same passion and excitement for “the beautiful game” that ignited Africa and the world in 2010 to deliver our life-saving programs in areas that need it the most. As we enter the 30th year of the battle, we are more confident than ever that we can win the war against this terrible disease.

We thank you for your continued support and generosity and look forward to a productive 2011.

-- Tom Crotty, General Partner, Battery Ventures
Chair, Grassroot Soccer Global Board of Directors

-- Thomas S. Clark, M.D.
CEO and Founder, Grassroot Soccer
OUR MISSION: Grassroot Soccer uses the power of soccer to educate, inspire, and mobilize communities to stop the spread of HIV.

OUR VISION: A world mobilized through soccer to create an AIDS free generation.

OUR GOAL: To educate 1 million youth in HIV prevention education by 2014.
GRS South Africa

The South Africa team graduated 30,000 youth in 2010.

GRS’s Johannesburg team moved into the beautiful Nike Training Center in Soweto (below) just prior to the first World Cup Match in July. We share the space with Nike and our HIV testing partner Right to Care.

The FIFA Football for Hope Center in Khayelitsha, outside Cape Town, was built in 2009 and served as the stage for countless 2010 World Cup highlights including visits by Elton John (pictured right), Queen Sophia of Spain, Lucas Redebe, the U.S. Men’s National Team, and the GRS Global Board of Directors.
In South Africa, GRS launched several Skillz Holiday Camps during the World Cup, providing HIV prevention education and a safe place to spend time for hundreds of youth during the time schools were closed.

Feryal Domingo joined the GRS team as the South African Managing Director in early 2010.

In 2010, GRS South Africa trained an additional 475 Skillz Coaches, who are working every day in schools across the country in the fight against HIV and AIDS.
With support from the Elton John AIDS Foundation, the Zambian team launched an innovative Combination Prevention program that allows GRS to offer HIV testing and follow-up to each of its participants. While still in the early stages, this approach of combining education, testing, and follow-up referrals showed much promise in 2010.

Behavioral Interventions use the SKILLZ curriculum to teach HIV prevention and life skills.

Testing Events empower participants to know their HIV status.

Members of a local HIV+ women’s group provide home-based counseling alongside GRS coaches.

Any participant that tests HIV+ is referred to our treatment partner, Tiny Tim & Friends.

GRS Zambia continued to work closely with the Barclays team to implement HIV prevention education interventions for thousands of youth throughout Lusaka. GRS continued to work in two UNHCR refugee camps, providing HIV prevention education and holding testing tournaments for thousands of camp residents.

Emma Warwick joined the GRS team as the Zambia Managing Director in early 2010.

In 2010, GRS Zambia trained 158 SKILLZ coaches as leaders in the fight against HIV.
In 2010, primary funding for GRS Zimbabwe programs was provided by Children First, a new partner for GRS. This initiative, funded by USAID, mitigates the impact of HIV and AIDS on orphans and vulnerable children in Zimbabwe by developing, implementing, and improving proven models for care and support of vulnerable children.

Several of our Zimbabwe peer educators had special opportunities in 2010 to represent GRS on a larger stage, including serving as a mascot for a World Cup match and participating in the Streetfootball World Festival in Johannesburg, South Africa.

In 2010, GRS Zimbabwe trained 52 SKILLZ COACHES.

Bantu Rovers players volunteer at GRS interventions, such as this one with Coach Amelia.
In 2010 GRS actively managed programs in eight African countries. This included GRS Affiliates in South Africa, Zambia, and Zimbabwe, and implementing partners in Kenya, Lesotho, Malawi, Namibia, and Tanzania. These programs graduated 54,000 students in 2010, bringing our grand total of graduates to 384,200 by the end of 2010.
### ASSETS:

#### CURRENT ASSETS
- Cash and cash equivalents: $1,507,244
- Accounts receivable: $58,865
- Grants receivable, current portion: $3,710,834
- Pledges receivable: $36,354
- Inventory: $394,479
- Prepaid expenses: $60,147

  **Total current assets:** $5,767,923

#### FIXED ASSETS
- Furniture and equipment: $11,806
- Computer equipment: $85,431
- Vehicles: $103,464
- Leasehold improvements: $3,058
- Software: $35,840

  **Total fixed assets:** $239,599

  **Less: Accumulated depreciation:** $(134,434)

  **Net fixed assets:** $105,165

#### OTHER ASSETS
- Deposits: $26,773
- Grants receivable, net of current portion: $814,956

  **Total other assets:** $841,729

**TOTAL ASSETS:** $6,714,817

### LIABILITIES AND NET ASSETS:

#### CURRENT LIABILITIES
- Accounts payable and accrued liabilities: $207,386

#### NET ASSETS
- Unrestricted: $1,389,760
- Temporarily restricted: $5,117,671

  **Total net assets:** $6,507,431

**TOTAL LIABILITIES AND NET ASSETS:** $6,714,817
## Statement of Activities and Change in Net Assets for the Year Ended December 31, 2010

**Grassroots Soccer**

### Revenue

<table>
<thead>
<tr>
<th>Description</th>
<th>Unrestricted</th>
<th>Temporarily Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Grants</td>
<td>$ 1,231,147</td>
<td>$ 128,347</td>
<td>1,359,494</td>
</tr>
<tr>
<td>Contributions</td>
<td>28,930</td>
<td>437,134</td>
<td>466,064</td>
</tr>
<tr>
<td>In-kind contributions</td>
<td>-</td>
<td>429,139</td>
<td>429,139</td>
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<tr>
<td>Event income</td>
<td>292,231</td>
<td>-</td>
<td>292,231</td>
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<tr>
<td>Investment income</td>
<td>296</td>
<td>290</td>
<td>5,586</td>
</tr>
<tr>
<td>Sales</td>
<td>1,329</td>
<td>-</td>
<td>1,329</td>
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<tr>
<td>Net assets released from donor restrictions</td>
<td>4,873,949</td>
<td>(4,873,949)</td>
<td>-</td>
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<tr>
<td><strong>Total revenue</strong></td>
<td>6,432,882</td>
<td>1,420,325</td>
<td>7,853,207</td>
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</tbody>
</table>

### Expenses

<table>
<thead>
<tr>
<th>Description</th>
<th>Unrestricted</th>
<th>Temporarily Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Program services</td>
<td>4,339,507</td>
<td>-</td>
<td>4,339,507</td>
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<tr>
<td>Supporting services:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Management and general</td>
<td>1,264,044</td>
<td>-</td>
<td>1,264,044</td>
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<tr>
<td>Fundraising</td>
<td>401,019</td>
<td>-</td>
<td>401,019</td>
</tr>
<tr>
<td><strong>Total supporting services</strong></td>
<td>1,665,063</td>
<td>-</td>
<td>1,665,063</td>
</tr>
<tr>
<td><strong>Total expenses</strong></td>
<td>6,004,570</td>
<td>-</td>
<td>6,004,570</td>
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<tr>
<td>Change in net assets before other item</td>
<td>428,312</td>
<td>1,420,325</td>
<td>1,848,637</td>
</tr>
</tbody>
</table>

### Other Item

<table>
<thead>
<tr>
<th>Description</th>
<th>Unrestricted</th>
<th>Temporarily Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Currency gain (loss)</td>
<td>32,802</td>
<td>(14,290)</td>
<td>18,512</td>
</tr>
<tr>
<td>Change in net assets</td>
<td>461,114</td>
<td>1,406,035</td>
<td>1,867,149</td>
</tr>
<tr>
<td>Net assets at beginning of year</td>
<td>928,646</td>
<td>3,711,636</td>
<td>4,640,282</td>
</tr>
<tr>
<td><strong>Net assets at the end of year</strong></td>
<td>$ 1,389,760</td>
<td>$ 5,117,671</td>
<td>$ 6,507,431</td>
</tr>
</tbody>
</table>
## STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2010

<table>
<thead>
<tr>
<th></th>
<th>PROGRAM SERVICES</th>
<th>MANAGEMENT &amp; GENERAL</th>
<th>FUNDRAISING</th>
<th>TOTAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Salaries and related benefits</td>
<td>$1,395,363</td>
<td>$980,697</td>
<td>$115,222</td>
<td>$2,491,282</td>
</tr>
<tr>
<td>Travel</td>
<td>813,605</td>
<td>31,870</td>
<td>30,155</td>
<td>875,630</td>
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<tr>
<td>Contract labor</td>
<td>430,267</td>
<td>24,475</td>
<td>18,013</td>
<td>472,755</td>
</tr>
<tr>
<td>Meeting expense</td>
<td>268,637</td>
<td>5,625</td>
<td>99,318</td>
<td>373,580</td>
</tr>
<tr>
<td>Program supplies</td>
<td>370,764</td>
<td>247</td>
<td>29</td>
<td>371,040</td>
</tr>
<tr>
<td>Occupancy</td>
<td>170,208</td>
<td>66,038</td>
<td>7,759</td>
<td>244,005</td>
</tr>
<tr>
<td>Subgrant expense</td>
<td>209,460</td>
<td></td>
<td></td>
<td>209,460</td>
</tr>
<tr>
<td>Professional fees</td>
<td>101,068</td>
<td>22,637</td>
<td>78,285</td>
<td>201,990</td>
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<tr>
<td>Telecommunications</td>
<td>114,616</td>
<td>32,430</td>
<td>9,982</td>
<td>157,028</td>
</tr>
<tr>
<td>Printing and reproduction</td>
<td>147,310</td>
<td>4,535</td>
<td>1,605</td>
<td>153,450</td>
</tr>
<tr>
<td>Supplies/equipment</td>
<td>111,110</td>
<td>30,191</td>
<td>4,161</td>
<td>145,462</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>31,067</td>
<td>21,835</td>
<td>2,565</td>
<td>55,467</td>
</tr>
<tr>
<td>Bank fees and service charges</td>
<td>12,193</td>
<td>6,169</td>
<td>14,846</td>
<td>33,208</td>
</tr>
<tr>
<td>Advertising</td>
<td>25,791</td>
<td>2,297</td>
<td>4,749</td>
<td>32,837</td>
</tr>
<tr>
<td>Education and training</td>
<td>29,124</td>
<td>165</td>
<td>20</td>
<td>29,309</td>
</tr>
<tr>
<td>Insurance</td>
<td>16,863</td>
<td>11,015</td>
<td>1,354</td>
<td>29,232</td>
</tr>
<tr>
<td>Repairs and maintenance</td>
<td>19,601</td>
<td>7,820</td>
<td>919</td>
<td>28,340</td>
</tr>
<tr>
<td>Postage and delivery</td>
<td>20,361</td>
<td>2,558</td>
<td>2,601</td>
<td>25,520</td>
</tr>
<tr>
<td>Other expenses</td>
<td>17,881</td>
<td>4,749</td>
<td>1,416</td>
<td>24,046</td>
</tr>
<tr>
<td>License and permits</td>
<td>11,754</td>
<td>1,349</td>
<td>5,997</td>
<td>19,100</td>
</tr>
<tr>
<td>Dues and subscriptions</td>
<td>8,653</td>
<td>5,871</td>
<td>1,562</td>
<td>16,086</td>
</tr>
<tr>
<td>Equipment rental</td>
<td>13,811</td>
<td>1,471</td>
<td>461</td>
<td>15,743</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>$4,339,507</strong></td>
<td><strong>$1,264,044</strong></td>
<td><strong>$401,019</strong></td>
<td><strong>$6,004,570</strong></td>
</tr>
</tbody>
</table>
OUR 2010 GRANTORS

GRS would like to thank the following grant-making organizations for supporting our work.

Abbott
ABSA
Anglo American
Barclays
BP Castrol
Comic Relief
DeBeers
Dream a Dream
Egmont Trust
Elton John AIDS Foundation
English Premier League
FHI (Family Health International)
FIFA
FIFA FMARC
Ford Foundation
Gilead Sciences Foundation
Hanover Rotary Club
International Sports Programming Initiative, U.S. Department of State
Johnson & Johnson
Kick 4 Life
King Baudouin Foundation
Lake Tanganyika Floating Clinic
Laureus
Levi Strauss

LPCB Zambia (AED Local Partners Capacity Building Program)
MAC AIDS
MAC AIDS Red Campaign
Merck
Mercy Corps
Nike Corporation
Oak Foundation
Pioneer Foods
Pretoria Cement (PPC)
PCI (Project Concern International)
Rational Games
(RED)
Richards Bay Mineral (RBM)
Rio Tinto
Sager Family Foundation
SalesForce
Social Development Fund
Sony
UNHCR
UNICEF
U.S. Embassy, Zambia
World Education
OUR 2010 DONORS

GRS is very grateful to the donors that made our work possible in 2010.

$100,000 - $499,000
The Crotty Family Foundation
Gregg and Kate Lemkau

$25,000 - $99,000
The Moose Fund
Richard Portogallo
Paul Singer
U.S. Soccer Foundation

$5,000 - $24,999
Greg Ansin Fund of the Fidelity Charitable Gift Fund
Ashoka
 Alan and Carol Bernon
Haise R. and Kevin S. Borgmann Family Fund of the Fidelity Charitable Gift Fund
Byrd Family Foundation
Castrol, Ltd.
The Denniston Family
Deutsche Bank, AG
ESPN Domestic, Inc.
ESPN International, Inc.
The Robert J. Fisher & Elizabeth S. Fisher Community Property Trust
Tim Fredel and Jennifer King
International Monetary Fund
Jonathan Klein
Kwik Goal, Ltd.
Major League Soccer
Man House Productions
Mike and Kathy Marchese
Gordon Russell and Bettina McAdoo
Derek Shrier and Cecily Cameron Fund of the Schwab Charitable Fund
Greg and Susan Summe
Trial Pay, Inc.
John and Karen Wood

$1,000 - $4,999
Craig Abruzzo
Ware and Ellen Adams
Larisa and Jeff Alpaugh
Anonymous (6)
Lisa Ansin and Jonathan Guttell
Bauman, Dow & Leon, P.C.
Black Rock Matching Gift Program
Lorenzo Borghese
John BowenHollow
Peter and Devon Briger Foundation
Robert and Grace Brown
Rolando Gonzalex Bunster
Alistair Calvert
Erik Carneal
Bette and Bobby Clark
Cohen-Getz Family Fund of the Foundation for MetroWest
David Downs and Alexis Chapin-Downs
Jeff and Kirstin Engelman
Richard Ernau Fund of the Schwab Charitable Fund
Marc Ernstoff
Ian Fagelson
Kellan Florio
Joseph T. Gardner
Global Bike, Inc.
Goldman Sachs Matching Gift Program
Richard and Janet Goodmanson
Joe and Ashley Januszewski
Gordon Johnson
Aubrey M. Grant
Theresa Grant
Peter H. Grose and Margaret Ruth Nye
Steve Hafner
Heidi Hamels
Charlie Helfinstine and Melisa Moore
Ray Iwanowski
Tariq Jawad
John Snow International
Kick for Hope Inc.
John Khoury
John and Jennifer Langhus
Andy MacDonald
Rosa and Charley Marshall
Maverick Adventures
Jim and Maureen Mellowes
Merck, Inc.
MetroSoccerNY.com
Megan Miller
David and Katherine Moore
Ryan Murphy
Henri Neufeld
John Pick
Piper Jaffray Employee Giving Program
R. Spencer Potts
Pugg Company, Inc.
Rachel Rodin
Rochester Institute of Technology Global Union
Robin Hart Ruthenbeck
Ellen Burke Ryan and Robert Ryan
Tara Burke Ryan
Mark Sachleben
Christopher Salmanpour
P. Olivier Sarkozy
John and Jill Schiffman
David Siegel
Robert and Nancy Solomon
Subak Family Foundation
Anthony Sullivan
Tarleton Fund of the New Hampshire Charitable Foundation
Daniel and Karen Taylor
Judy M. Taylor Living Trust
Jack and Mary Turco
Mark and Cecilia Vonderheide
The Warley Avenue Trust
Dr. Jeff Watson and Tina Watson
Peter and Lynn Wendell
Beth and Keith White
Brian and Becky Wiese
William and Janislee Wiese
### 2010 LOSE THE SHOES TOURNAMENTS

Lose the Shoes tournaments are fundraising soccer tournaments hosted by schools and clubs around the world. Thank you to the following organizations and institutions for hosting these events benefitting GRS.

<table>
<thead>
<tr>
<th>24 Hours of Barefoot Soccer</th>
<th>Macalester College</th>
</tr>
</thead>
<tbody>
<tr>
<td>Activ8 Chicago</td>
<td>Millis Soccer Club</td>
</tr>
<tr>
<td>Alameda Soccer Club</td>
<td>Mooresville High School</td>
</tr>
<tr>
<td>American University</td>
<td>New York University</td>
</tr>
<tr>
<td>Belmont Hill School</td>
<td>Newton North High School</td>
</tr>
<tr>
<td>Boston College</td>
<td>Palo Alto High School</td>
</tr>
<tr>
<td>Boston University</td>
<td>Pamoja Penda Music Festival</td>
</tr>
<tr>
<td>Bowdoin College</td>
<td>Phillips Academy Andover</td>
</tr>
<tr>
<td>Brooks School</td>
<td>Ramapo High School</td>
</tr>
<tr>
<td>Brown University</td>
<td>Rice University</td>
</tr>
<tr>
<td>Burke Academy</td>
<td>Saint Anselm College</td>
</tr>
<tr>
<td>Burr and Burton Academy</td>
<td>Saint Ignatius College Prep</td>
</tr>
<tr>
<td>Carnegie Mellon University</td>
<td>Seoul Foreign School</td>
</tr>
<tr>
<td>Cheltenham High School</td>
<td>Singapore American School</td>
</tr>
<tr>
<td>Chicago Red Stars</td>
<td>Sky Blue FC</td>
</tr>
<tr>
<td>Chinese International School</td>
<td>Springfield College</td>
</tr>
<tr>
<td>The Claremont Colleges</td>
<td>St. Paul’s School</td>
</tr>
<tr>
<td>Columbia University</td>
<td>SUNY Cortland</td>
</tr>
<tr>
<td>Cornell University</td>
<td>Temple University</td>
</tr>
<tr>
<td>Dartmouth College</td>
<td>Tonbridge School</td>
</tr>
<tr>
<td>Drake University</td>
<td>University of British Columbia</td>
</tr>
<tr>
<td>Duke University</td>
<td>University of Maine</td>
</tr>
<tr>
<td>Fieldston High School</td>
<td>University of Notre Dame</td>
</tr>
<tr>
<td>Franklin High School</td>
<td>University of Pennsylvania</td>
</tr>
<tr>
<td>Henderson High School</td>
<td>University of Pittsburgh</td>
</tr>
<tr>
<td>Holderness School</td>
<td>University of Rochester</td>
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<tr>
<td>Hong Kong International School</td>
<td>University of Virginia</td>
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<tr>
<td>Jefferson Forest High School</td>
<td>Vassar College</td>
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<tr>
<td>Las Lomas High School</td>
<td>Walt Whitman High School</td>
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<tr>
<td>Laurel School</td>
<td>Ward Melville High School</td>
</tr>
<tr>
<td>Lewis and Clark College</td>
<td>Washington Freedom Get Active!</td>
</tr>
<tr>
<td>Live to Support Chicago</td>
<td>Yale University</td>
</tr>
<tr>
<td>Loras College</td>
<td></td>
</tr>
</tbody>
</table>
OUR 2010 ROSTER

Global Board of Directors

Tom Crotty, Board Chair
General Partner, Battery Ventures

Kevin Borgmann, Secretary
President, Capital One Auto Finance

Thomas Clark, M.D.
Founder and CEO, Grassroot Soccer

Peter Grieve
Chairman, Cordia Bancorp

Jason Hix
Managing Director, Hix, Reynolds & Co.

Gregg Lemkau
Managing Director, Goldman Sachs

Ric Lewis
CEO and Chairman, Tristan Capital Partners

Vuyelwa Maqubela
Instructor, Phillips Academy Andover

Matt Rightmire
Managing Director, Borealis Ventures

Mary Turco, Ph.D
Director, Center for Continued Education in the Health Sciences and Continuing Medical Education, Dartmouth Hitchcock Medical Center

Ethan Zohn
TV Host, Co-founder, Grassroot Soccer

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Lou Bergholz, Founder, Edgework Consulting

Martha Brady, MSc, Senior Associate, Population Council

Thomas Coates, Ph.D, Director, UCLA Program in Global Health

Helen Epstein, Ph.D, MSc, Author, The Invisible Cure

Douglas Kirby, Ph.D, Senior Research Scientist, ETR Associates

Nancy Padian, Ph.D, MPH, Director of International Research, AIDS Research Institute, UCSF

Ambassadors Council

India Baird, Human Rights Lawyer, Consultant

Steve Boom, President, Loopt

Walter Bortz*, M.D., Internal Medicine Doctor, Palo Alto Clinic; Author

Anne Marie Burgoyne*, Portfolio Director, Draper Richards Foundation

David Clem, CEO, Lyme Properties LLC

Christian Eidem, Co-founder and Chairman, Assante Oil

Ted Henderson*, Managing Director, Schooner Capital

Ken Himmelman*, Director of Admissions, Bennington College

Joe Januszewski, EVP, Business Partnerships & Development, Texas Rangers Baseball Club

Don Kendall, Managing Director & CEO, Kenmont Capital

Brian Klein, Co-Founder, Steelhead Partners

Joel Lamstein, M.D., Founder and CEO, John Snow International

Ted Leland, Vice President, University Pacific

George Lightbody, CFO, Lyme Properties

Angela Mwanza, Senior Vice President, UBS Private Wealth

Bepi Raviola*, Director, Partners in Health

Betsy Reece, Editor

Robert Reece*, M.D., Clinical Professor of Pediatrics, Tufts University School of Medicine

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