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**Return of Private Foundation**  
 or Section 4947(a)(1) Nonexempt Charitable Trust  
 Treated as a Private Foundation

Department of the Treasury  
 Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation  
**THE SCHMIDT FAMILY FOUNDATION**

Employer identification number  
 20-4170342

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
 555 BRYANT STREET 370

Telephone number (see instructions)  
 (650) 376-7100

City or town, state, and ZIP code  
 PALO ALTO, CA 94301

**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 312,189,881. **J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
 2 Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	143,260,276.	ATCH 1		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,800.	4,800.		ATCH 2
	4 Dividends and interest from securities	2,752,088.	2,752,088.		ATCH 3
	5a Gross rents	25,595.	25,595.		
	b Net rental income or (loss)	25,595.			
	6a Net gain or (loss) from sale of assets not on line 10	4,506,802.			
	b Gross sales price for all assets on line 6a	67,504,497.			
	7 Capital gain net income (from Part IV, line 2)		60,957,009.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 4	85.	85.			
12 Total. Add lines 1 through 11	150,549,646.	63,739,577.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	957,864.			897,954.
	15 Pension plans, employee benefits	198,146.			175,493.
	16a Legal fees (attach schedule) ATCH 5	25,326.	920.		19,273.
	b Accounting fees (attach schedule) ATCH 6	329,795.	17,280.		215,608.
	c Other professional fees (attach schedule) *	859,948.	451,189.		405,993.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 8	209,366.	98,041.		89,082.
	19 Depreciation (attach schedule) and depletion	110,017.	33,356.		
	20 Occupancy	386,625.			354,267.
	21 Travel, conferences, and meetings	101,123.			93,553.
	22 Printing and publications	4,054.			4,054.
	23 Other expenses (attach schedule) ATCH 9	1,833,958.	318,863.		1,474,886.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,016,222.	919,649.		3,730,163.
	25 Contributions, gifts, grants paid	21,868,045.			17,502,100.
26 Total expenses and disbursements. Add lines 24 and 25	26,884,267.	919,649.	0	21,232,263.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	123,665,379.				
b Net investment income (if negative, enter -0-)		62,819,928.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	7,561,523.	36,914,389.	36,914,389.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ *		* 2,901,304.	ATCH 10
		Less allowance for doubtful accounts ▶	2,300,422.	2,901,304.	2,901,304.
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	261,128.	819,059.	819,059.
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 11 . . . . .	30,742,256.	120,669,832.	120,669,832.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) ATCH 12 . . . . .	129,127,127.	138,853,843.	138,853,843.
14	Land, buildings, and equipment basis ▶ 9,293,951. Less accumulated depreciation ▶ (attach schedule) 1,308,444.	7,901,055.	7,985,507.	7,985,507.	
15	Other assets (describe ▶ ATCH 13 ) . . . . .	124,483.	4,045,947.	4,045,947.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	178,017,994.	312,189,881.	312,189,881.	
Liabilities	17	Accounts payable and accrued expenses . . . . .	846,100.	1,802,046.	
	18	Grants payable . . . . .	2,242,455.	6,608,400.	
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ ) . . . . .			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	3,088,555.	8,410,446.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	174,929,439.	303,779,435.	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	174,929,439.	303,779,435.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	178,017,994.	312,189,881.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1 174,929,439.
2	Enter amount from Part I, line 27a . . . . .	2 123,665,379.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14 . . . . .	3 6,113,692.
4	Add lines 1, 2, and 3 . . . . .	4 304,708,510.
5	Decreases not included in line 2 (itemize) ▶ ATCH 15 . . . . .	5 929,075.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 303,779,435.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	60,957,009.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					3	0

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))		
2011	15,262,878.	166,712,431.	0.091552		
2010	11,930,490.	153,742,301.	0.077601		
2009	18,207,001.	148,207,915.	0.122848		
2008	11,123,037.	186,297,542.	0.059706		
2007	11,249,890.	138,057,216.	0.081487		
2 Total of line 1, column (d)				2	0.433194
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years				3	0.086639
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5				4	198,962,068.
5 Multiply line 4 by line 3				5	17,237,875.
6 Enter 1% of net investment income (1% of Part I, line 27b)				6	628,199.
7 Add lines 5 and 6				7	17,866,074.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions				8	21,840,872.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	628,199.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	628,199.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	628,199.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	750,000.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	300,000.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . . . .	7	1,050,000.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8	303.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	421,498.
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ▶ 421,498. <b>Refunded</b> ▶	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address THE SCHMIDT FAMILY FOUNDATION.ORG
14 The books are in care of JEANNE HUEY Telephone no (650) 376-7100
Located at 555 BRYANT STREET #370 PALO ALTO, CA ZIP+4 94301
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

- 5a During the year did the foundation pay or incur any amount to
  - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) ATCH 16
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5b		X
6b		X
7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 18		505,337.	136,355.	0

Total number of other employees paid over \$50,000  6

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HILLSPIRE, LLC MENLO PARK, CA 94025	ACCTG, INVST & MGT	492,285.
MANUKA SPORTS MANAGEMENT LLC NEWPORT, RI 02840	EVENT CONSULTING	116,500.
FREE RANGE STUDIOS LLC OAKLAND, CA 94612	CONSULTING	62,500.
HALFON & ASSOCIATES BOYNTON BEACH, FL 33437	CONSULTING	50,000.
<b>Total number of others receiving over \$50,000 for professional services</b>		0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 11TH HOUR PROJECT - FUNDED EVENTS AND ACTIVITIES TO INCREASE EDUCATION AND AWARENESS AROUND CLIMATE CHANGE, RENEWABLE ENERGY, SUSTAINABLE FOOD AND AGRICULTURE AND HUMAN RIGHTS.	3,137,228.
2 GREENHOUND - FUNCTIONED AS A BUS STATION DURING THE SUMMER SEASON TO PROMOTE PUBLIC TRANSPORTATION AND AS A CAMPUS FOR THE LOCAL ADULT COMMUNITY SCHOOL DURING THE WINTER SEASON.	181,398.
3 REMAIN NANTUCKET - SPONSORED COMMUNITY EVENTS WITH SOCIAL AND CLIMATE ENVIRONMENTAL MESSAGES.	427,769.
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NANTUCKET DREAMLAND FOUNDATION-BELOW MARKET BRIDGE LOAN FOR COMPLETION OF THE NANTUCKET DREAMLAND THEATRE RENOVATIONS.	350,000.
2 ROOT CAPITAL INC - BELOW MARKET LOAN TO PROVIDE FINANCING FOR COMMUNITY BASED ENTERPRISES ENGAGED IN ACTIVITIES THAT FOSTER ENVIRO. CONSERVATION/SOCIALLY EQUITABLE DEVELOPMENT.	150,000.
All other program-related investments See instructions	
3 GREENHOUND - ADDITIONAL FIXED ASSETS ADDED TO THE PROPERTY; INVENTURE CAP CORP. -BELOW MARKET LOAN TO ORG. PROVIDING EXPANSION CAPITAL AND GUIDANCE TO EXISTING MICRO BUSINESSES.	108,609.
<b>Total. Add lines 1 through 3</b>	608,609.



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	103,482,894.
b	Average of monthly cash balances	1b	21,359,332.
c	Fair market value of all other assets (see instructions)	1c	77,149,721.
d	Total (add lines 1a, b, and c)	1d	201,991,947.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	201,991,947.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,029,879.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	198,962,068.
6	Minimum investment return. Enter 5% of line 5	6	9,948,103.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part)

1	Minimum investment return from Part X, line 6	1	9,948,103.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	628,199.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	628,199.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,319,904.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	9,319,904.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,319,904.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	21,232,263.
b	Program-related investments - total from Part IX-B	1b	608,609.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	21,840,872.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	628,199.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,212,673.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				9,319,904.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10, 20 09, 20 08 . . . . .				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .				
b From 2008 . . . . .				
c From 2009 . . . . . 20,801,544.				
d From 2010 . . . . . 4,381,345.				
e From 2011 . . . . . 7,345,078.				
f Total of lines 3a through e . . . . .	32,527,967.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 21,840,872.				
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	12,520,968.	ATCH 19		
d Applied to 2012 distributable amount . . . . .				9,319,904.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	45,048,935.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	45,048,935.			
10 Analysis of line 9				
a Excess from 2008 . . . . .				
b Excess from 2009 . . . . . 20,801,544.				
c Excess from 2010 . . . . . 4,381,345.				
d Excess from 2011 . . . . . 7,345,078.				
e Excess from 2012 . . . . . 12,520,968.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2012, Prior 3 years (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include: 2 a Adjusted net income from Part I or the minimum investment return from Part X for each year listed; b 85% of line 2a; c Qualifying distributions from Part XII, line 4 for each year listed; d Amounts included in line 2c not used directly for active conduct of exempt activities; e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test - enter (1) Value of all assets, (2) Value of assets qualifying under section 4942(j)(3)(B)(i); b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed; c "Support" alternative test - enter (1) Total support other than gross investment income, (2) Support from general public and 5 or more exempt organizations, (3) Largest amount of support from an exempt organization, (4) Gross investment income.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

ATTACHMENT 20

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed ATCH 21

b The form in which applications should be submitted and information and materials they should include ATCH 22

c Any submission deadlines ATCH 23

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors ATCH 24

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a Paid during the year</b></p> <p>ATCH 25</p>				
<b>Total</b> .....				<b>▶ 3a</b> 17,502,100.
<p><b>b Approved for future payment</b></p> <p>ATCH 26</p>				
<b>Total</b> .....				<b>▶ 3b</b> 6,350,150.



Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here 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 taxpayer) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name MICHAEL CAMPBELL Preparer's signature Date 11/13/13 Check if self-employed PTIN P00624713 Firm's name BDO USA, LLP Firm's EIN 13-5381590 Firm's address ONE MARKET ST-SPEAR TOWER, STE 1100 SAN FRANCISCO, CA 94105-1011 Phone no 415-397-7900

**Schedule of Contributors**

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

**2012**

Name of the organization THE SCHMIDT FAMILY FOUNDATION	Employer identification number 20-4170342
---	--

**Organization type (check one)**

**Filers of:**

**Section:**

- |                    |  |
|--------------------|--|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)( ) (enter number) organization<br><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation<br><input type="checkbox"/> 527 political organization         |
| Form 990-PF        | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation<br><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation<br><input type="checkbox"/> 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 THE SCHMIDT FAMILY FOUNDATION

Employer identification number  
20-4170342

**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	THE SCHMIDT INVESTMENT LP FUND 2 555 BRYANT STREET, #347 PALO ALTO, CA 94301	\$ 44,519,788.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
2	THE SCHMIDT FAMILY LIVING TRUST 555 BRYANT STREET, #347 PALO ALTO, CA 94301	\$ 98,740,488.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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 )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



Name of organization THE SCHMIDT FAMILY FOUNDATION

Employer identification number

20-4170342

**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
1	69,500 SHS OF GOOGLE INC. ----- ----- -----	\$ 44,519,788.	VAR
2	142,800 SHS OF GOOGLE INC. ----- ----- -----	\$ 98,740,488.	11/02/2012
---	----- ----- -----	\$ -----	-----
---	----- ----- -----	\$ -----	-----
---	----- ----- -----	\$ -----	-----
---	----- ----- -----	\$ -----	-----
---	----- ----- -----	\$ -----	-----
---	----- ----- -----	\$ -----	-----

Name of organization THE SCHMIDT FAMILY FOUNDATION

Employer identification number

20-4170342

**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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

Name of estate or trust

THE SCHMIDT FAMILY FOUNDATION

Employer identification number

20-4170342

Note: Form 5227 filers need to complete only Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	<b>1b</b>	348,945.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	<b>2</b>	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>3</b>	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	<b>4</b>	( )
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	<b>5</b>	348,945.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	<b>6b</b>	60,471,291.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	<b>7</b>	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>8</b>	
9 Capital gain distributions	<b>9</b>	136,773.
10 Gain from Form 4797, Part I	<b>10</b>	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	<b>11</b>	( )
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	<b>12</b>	60,608,064.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b> <b>Caution: Read the instructions before completing this part.</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		348,945.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
	<b>a</b> Total for year . . . . .	<b>14a</b>		60,608,064.
	<b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>14b</b>		
	<b>c</b> 28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14 . . . . . ▶	<b>15</b>		60,957,009.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of <b>a</b> The loss on line 15, column (3) or <b>b</b> \$3,000	<b>16</b>	( )
-----------	--	-----------	-----

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20 If zero or less, enter -0-	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17 If zero or less, enter -0-	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,400 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15)			<b>30</b>
<b>31</b>	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>31</b>
<b>32</b>	Add lines 30 and 31 . . . . .			<b>32</b>
<b>33</b>	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>33</b>
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .			<b>34</b>





FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
THE SCHMIDT INVESTMENT LP FUND 2 555 BRYANT STREET, #347 PALO ALTO, CA 94301	VAR	44,519,788.
THE SCHMIDT FAMILY LIVING TRUST 555 BRYANT STREET, #347 PALO ALTO, CA 94301	11/02/2012	98,740,488.
<u>TOTAL CONTRIBUTION AMOUNTS</u>		<u>143,260,276.</u>

ATTACHMENT 2

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WELLS FARGO INTEREST	641.	641.
FIDELITY INTEREST	4,143.	4,143.
OTHER INTEREST	16.	16.
TOTAL	<u>4,800.</u>	<u>4,800.</u>



ATTACHMENT 3

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY INVESTMENT	1,667,649.	1,667,649.
HIGHVISTA II LIMITED PARTNERSHIP	65,590.	65,590.
FARALLON CAPITAL INSTITUTIONAL PARTNERS	16,020.	16,020.
LEGACY VENTURE IV, LLC	14,668.	14,668.
ACCEL X STRATEGIC PARTNERS	647.	647.
GENERAL ATLANTIC PARTNERS 90	1,533.	1,533.
DUNE RE PARALLEL FUND II	7,336.	7,336.
GENERAL ATLANTIC PARTNERS 84	7,925.	7,925.
ACCOLADE PARTNERS III	744.	744.
DE SHAW OCULUS FUND	473,206.	473,206.
KPCB GREEN GROWTH FUND	21,560.	21,560.
GENERAL ATLANTIC PARTNERS 85	6,453.	6,453.
GENERAL ATLANTIC PARTNERS 86	3.	3.
GENERAL ATLANTIC PARTNERS 87	2,986.	2,986.
GENERAL ATLANTIC PARTNERS 88	11,880.	11,880.
GENERAL ATLANTIC BRAZIL FUND	62.	62.
KLEINER PERKINS CAUFIELD & BYERS XIII	2,791.	2,791.
ROCKWOOD CAPITAL REAL ESTATE PARTNERS FD	11,362.	11,362.
RODA GROUP INVESTMENT FUND XX	1.	1.
SCHF US, LP	233,755.	233,755.
GENERAL ATLANTIC PARTNERS (BERMUDA) II	54,994.	54,994.
GENERAL ATLANTIC PARTNERS (BERMUDA)	2,339.	2,339.
REGIMENT CAPITAL LTD	129,840.	129,840.
GENERAL ATLANTIC PARTNERS 89B	3,955.	3,955.
PROGRAM RELATED INVESTMENT INCOME	5,954.	5,954.
BENCHMARK FOUNDERS' FUND VI, LP	49.	49.
GENERAL ATLANTIC PARTNERS 91B, LP	8,786.	8,786.
TOTAL	<u>2,752,088.</u>	<u>2,752,088.</u>



SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

6,250.



SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

8,925.



SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

8,832.





SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

-348.



SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

1,929.



SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

7.

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
REMAIN 54	6,250.			6,250.
MAIN OFFICE - PALO ALTO	8,925.			8,925.
SCHF US, LP	8,832.			8,832.
HIGHVISTA II LIMITED	-348.			-348.
DUNE REAL ESTATE PAR	1,929.			1,929.
LEGACY VENTURE IV, LP	7.			7.
TOTALS	<u>25,595.</u>			<u>25,595.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	80.	80.
OTHER INCOME	5.	5.
TOTALS	<u>85.</u>	<u>85.</u>

ATTACHMENT 5

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	25,326.	920.		19,273.
TOTALS	<u>25,326.</u>	<u>920.</u>		<u>19,273.</u>



ATTACHMENT 6

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	329,795.	17,280.		215,608.
TOTALS	<u>329,795.</u>	<u>17,280.</u>		<u>215,608.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	423,476.	423,476.	360,297.
CONSULTANTS	388,010.	27,713.	10,026.
IT SUPPORT	12,042.		35,670.
OTHER PROFESSIONAL FEES	36,420.		
TOTALS	<u>859,948.</u>	<u>451,189.</u>	<u>405,993.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAXES	209,366.	98,041.	89,082.
TOTALS	<u>209,366.</u>	<u>98,041.</u>	<u>89,082.</u>

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK & FINANCE CHARGES	2,880.		325.
DUES & SUBSCRIPTIONS	48,846.		46,677.
INSURANCE	35,162.	10,884.	15,784.
MEALS & ENTERTAINMENT	16,601.		14,562.
OFFICE SUPPLIES	16,217.	956.	
TELEPHONE	55,143.		50,596.
POSTAGE	5,275.		4,791.
RESEARCH	9,683.		9,683.
GRAPHICS/WEB DESIGN	38,707.		38,707.
EVENTS AND SPONSORSHIPS - PROGRAM EXP	1,166,305.		1,166,305.
REPAIRS & MAINTENANCE	65,821.	10,784.	54,413.
UTILITIES	20,647.		19,443.
EQUIPMENT RENTAL	4,299.		4,299.
INVESTMENT INTEREST EXPENSES	296,239.	296,239.	
PAYROLL SERVICE FEES	21,374.		20,210.
REFERENCE MATERIALS	2,035.		2,035.
SUBSIDY PROGRAM EXPENSE	6,000.		6,000.
COMPUTER EQUIPMENT & SUPPLIES	1,668.		19,473.
STATIONARY/SUPPLIES	19,473.		1,356.
BUILDING SUPPLIES	1,356.		227.
GIFT	227.		
TOTALS	<u>1,833,958.</u>	<u>318,863.</u>	<u>1,474,886.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: NANTUCKET DREAMLAND FOUNDATION  
 ORIGINAL AMOUNT: 2,000,000.  
 DATE OF NOTE: 06/09/2008  
 PURPOSE OF LOAN: SUPPORT OF THE RENOVATION OF THE DREAMLAND THEATRE

BEGINNING BALANCE DUE ..... 2,000,000.

ENDING BALANCE DUE ..... 2,000,000.

ENDING FAIR MARKET VALUE ..... 2,000,000.

BORROWER: CLIMATE CENTRAL, INC.  
 ORIGINAL AMOUNT: 800,000.  
 DATE OF NOTE: 07/16/2009  
 PURPOSE OF LOAN: GENERAL SUPPORT OF EXPENSES FOR CLIMATE CENTRAL

BEGINNING BALANCE DUE ..... 1.

ENDING BALANCE DUE ..... 1.

ENDING FAIR MARKET VALUE ..... 1.

ATTACHMENT 10 (CONT'D)

BORROWER: CLIMATE CENTRAL, INC.  
 ORIGINAL AMOUNT: 800,000.  
 DATE OF NOTE: 09/22/2009  
 PURPOSE OF LOAN: GENERAL SUPPORT OF EXPENSES FOR CLIMATE CENTRAL

BEGINNING BALANCE DUE ..... 1.

ENDING BALANCE DUE ..... 1.

ENDING FAIR MARKET VALUE ..... 1.

BORROWER: RUDOLF STEINER FOUNDATION (RSF)  
 ORIGINAL AMOUNT: 100,000.  
 DATE OF NOTE: 07/17/2011  
 PURPOSE OF LOAN: TO SUPPORT MAKING LOANS IN FOOD AND AGRICULTURE

BEGINNING BALANCE DUE ..... 100,420.

ENDING BALANCE DUE ..... 101,302.

ENDING FAIR MARKET VALUE ..... 101,302.

ATTACHMENT 10 (CONT'D)

BORROWER: ROOT CAPITAL INC.  
 ORIGINAL AMOUNT: 100,000.  
 DATE OF NOTE: 12/22/2011  
 PURPOSE OF LOAN: PROVIDE FINANCING FOR COMMUNITY BASED ENTERPRISES

BEGINNING BALANCE DUE .....	100,000.
ENDING BALANCE DUE .....	<u>100,000.</u>
ENDING FAIR MARKET VALUE .....	<u>100,000.</u>

BORROWER: BANYAN WATER INC.  
 ORIGINAL AMOUNT: 100,000.  
 DATE OF NOTE: 12/21/2011  
 PURPOSE OF LOAN: INSTALLATION OF WATER SAVING SOLUTIONS TECHNOLOGY

BEGINNING BALANCE DUE .....	100,000.
ENDING BALANCE DUE .....	<u>100,000.</u>
ENDING FAIR MARKET VALUE .....	<u>100,000.</u>

ATTACHMENT 10 (CONT'D)

BORROWER: NANTUCKET DREAMLAND FOUNDATION  
 ORIGINAL AMOUNT: 350,000.  
 DATE OF NOTE: 03/30/2012  
 PURPOSE OF LOAN: BRIDGE LOAN FOR COMPLETION OF CONSTRUCTION

ENDING BALANCE DUE ..... 350,000.

ENDING FAIR MARKET VALUE ..... 350,000.

BORROWER: ROOT CAPITAL INC.  
 ORIGINAL AMOUNT: 150,000.  
 DATE OF NOTE: 12/21/2012  
 PURPOSE OF LOAN: PROVIDE FINANCING FOR COMMUNITY BASED ENTERPRISES

ENDING BALANCE DUE ..... 150,000.

ENDING FAIR MARKET VALUE ..... 150,000.



ATTACHMENT 10 (CONT'D)

BORROWER: INVENTURE CAPITAL CORPORATION  
ORIGINAL AMOUNT: 100,000.  
DATE OF NOTE: 02/07/2012  
PURPOSE OF LOAN: TO SUPPORT BUSINESSES IN DEVELOPING COUNTRIES

ENDING BALANCE DUE ..... 100,000.

ENDING FAIR MARKET VALUE ..... 100,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 2,300,422.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 2,901,304.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 2,901,304.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOOGLE STOCK	120,669,832.	120,669,832.
TOTALS	<u>120,669,832.</u>	<u>120,669,832.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY INVESTMENTS - MUTUAL FUNDS	61,318,325.	61,318,325.
HIGHVISTA II LIMITED PARTNERSHIP	6,142,251.	6,142,251.
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	5,524,641.	5,524,641.
LEGACY VENTURE IV, LLC	4,468,927.	4,468,927.
ACCEL X STRATEGIC PARTNERS LP	892,061.	892,061.
BENCHMARK FOUNDERS' FUND VI LP	1,705,790.	1,705,790.
DUNE REAL ESTATE PARALLEL FUND II LP	853,370.	853,370.
ROCKWOOD CAPITAL REAL ESTATE PARTNERS FUND VIII, LP	771,358.	771,358.
GENERAL ATLANTIC PARTNERS LP	11,015,265.	11,015,265.
KLEINER PERKINS CAUFIELD & BYERS XIII, LLC	8,261,621.	8,261,621.
GENERAL ATLANTIC BRAZIL FUNDO DE INVEST. EM PARTICIPACOES	2,368.	2,368.
ACCOLADE PARTNERS III, LP	5,656,622.	5,656,622.
D.E. SHAW OCULUS FUND, LLC	8,478,553.	8,478,553.
KPCB GREEN GROWTH FUND, LLC	2,896,818.	2,896,818.
REGIMENT CAPITAL LTD	6,565,569.	6,565,569.
PATHE/GALATEE PRODUCTIONS		
SCHF, LP	10,744,794.	10,744,794.
THE RODA GROUP INVESTMENT FUND XX, LLC	55,510.	55,510.
LONE CASCADE, LP	3,500,000.	3,500,000.
TOTALS	<u>138,853,843.</u>	<u>138,853,843.</u>

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDENDS RECEIVABLE	5,169.	5,169.
INTEREST RECEIVABLE	72,522.	72,522.
OTHER RECEIVABLE	3,927,564.	3,927,564.
DEPOSITS	40,692.	40,692.
TOTALS	<u>4,045,947.</u>	<u>4,045,947.</u>

ATTACHMENT 14

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	6,113,692.
TOTAL	<u>6,113,692.</u>

ATTACHMENT 15

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
EXCISE TAX EXPENSE	789,075.
DEFERRED TAX EXPENSE	140,000.
TOTAL	<u>929,075.</u>

ATTACHMENT 16

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: SOUKTEL INTERNATIONAL  
GRANTEE'S ADDRESS: 93 AVA ROAD M6C 1V7  
CITY, STATE & ZIP: TORONTO  
FOREIGN COUNTRY: CANADA  
GRANT DATE: 10/18/2012  
GRANT AMOUNT: 80,000.  
GRANT PURPOSE: TO SUPPORT THE LABORLOOP PROJECT  
AMOUNT EXPENDED: 26,340.  
ANY DIVERSION? NO  
DATES OF REPORTS: 02/28/2013  
VERIFICATION DATE: 02/28/2013  
RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WENDY SCHMIDT 555 BRYANT STREET #370 PALO ALTO, CA 94301	PRESIDENT/DIRECTOR 30.00	0	0	0
ERIC SCHMIDT 555 BRYANT STREET #370 PALO ALTO, CA 94301	VICE PRESIDENT/DIRECTOR .50	0	0	0
SOPHIE SCHMIDT 555 BRYANT STREET #370 PALO ALTO, CA 94301	VICE PRESIDENT/DIRECTOR .50	0	0	0
AMY RAO 555 BRYANT STREET #370 PALO ALTO, CA 94301	DIRECTOR 5.00	0	0	0
WILLIAM J ARTHUR 555 BRYANT STREET #370 PALO ALTO, CA 94301	SECRETARY .25	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>



990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
J. SCIORTINO 555 BRYANT STREET #370 PALO ALTO, CA 94301	EXECUTIVE DIRECTOR 40.00	122,600.	21,895. 0
M. PHILBRICK 50 MAIN STREET NANTUCKET, MA 02554	EXECUTIVE DIRECTOR 30.00	124,000.	32,307. 0
S. BELL 555 BRYANT STREET #370 PALO ALTO, CA 94301	PROGRAM MANAGER 40.00	100,775.	24,624. 0
E. PEABODY 555 BRYANT STREET #370 PALO ALTO, CA 94301	EXECUTIVE ASSISTANT 40.00	83,250.	16,150. 0
R. HOBART 50 MAIN STREET NANTUCKET, MA 02554	PROGRAM MANAGER 30.00	74,712.	41,379. 0
<b>TOTAL COMPENSATION</b>		<b>505,337.</b>	<b>136,355. 0</b>

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE SCHMIDT FAMILY FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AND THE AMOUNT NEEDED TO SATISFY THE CURRENT YEAR DISTRIBUTION REQUIREMENTS AS BEING MADE OUT OF CORPUS.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

WENDY SCHMIDT  
ERIC SCHMIDT

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ELLYN PEABODY  
555 BRYANT ST, #370  
PALO ALTO, CA 94301  
650-376-7100

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

ONLINE PROCESS, PLEASE SEE DETAILS AT THE WEBSITE:  
THESCHMIDTFAMILYFOUNDATION.ORG

990PF, PART XV - SUBMISSION DEADLINES

ONLINE PROCESS, PLEASE SEE DETAILS AT THE WEBSITE:  
THESCHMIDTFAMILYFOUNDATION.ORG

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

ONLINE PROCESS, PLEASE SEE DETAILS AT THE WEBSITE:  
THESCHMIDTFAMILYFOUNDATION.ORG

FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ADA'S CAFE MITCHELL PARK COMMUNITY CENTER 3800 MIDDLEFIELD ROAD PALO ALTO, CA 94303	SEC 509(A) (1)	TO PROVIDE CAPITAL STARTUP COSTS FOR CAFE SPECIALIZING IN ADA EMPOWERMENT	100,000
AG INNOVATIONS NETWORK 101 MORRIS ST SEBASTOPOL, CA 95472	SEC 509(A) (1)	TO SUPPORT SAN MATEO COUNTY FOOD SYSTEMS	25,000
AMERICAN BAR ASSOCIATION 740 15TH STREET, N.W. WASHINGTON, DC 20005	SEC. 509(A) (1)	TO SUPPORT ABA ROLI - RULE OF LAW FUND FOR JUSTICE & EDUCATION	225,000.
AMERICAN LUNG ASSOCIATION 1531 I ST #201 SACRAMENTO, CA 95814	SEC. 509(A) (1)	TO SUPPORT PUBLIC HEALTH ADVOCACY PROMOTING CALIFORNIA GLOBAL WARMING SOLUTIONS ACT	50,000
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVE., SE WASHINGTON, DC 20003	SEC 509(A) (1)	TO SUPPORT ANIMAL WELFARE APPROVED'S SUSTAINABLE FARMING PROJECTS	250,000
BLUE GREEN ALLIANCE 2828 UNIVERSITY AVE SE MINNEAPOLIS, MN 55414	SEC. 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT, EDUCATION ON CLIMATE CHANGE	170,000.



FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CALIFORNIA ACADEMY OF SCIENCES GOLDEN GATE PARK 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO, CA 94118	SEC 509(A) (1)	TO SUPPORT GENERAL OPERATIONS AND THE ANNUAL BIG BANG GALA	250,000
CATSKILL MOUNTAINKEEPER P O BOX 381 YOUNGSVILLE, NY 12791	SEC 509(A) (1)	TO SUPPORT CATSKILL MOUNTAINKEEPER - GENERAL OPERATING SUPPORT	85,000.
CEC STUYVESANT COVE INC SOLAR ONE 37 WEST 26TH STREET, SUITE 209 NEW YORK, NY 10010	SEC. 509(A) (1)	TO SUPPORT SOLAR ONE'S GREEN DESIGN LAB PROGRAM	100,000
CENTER FOR FOOD SAFETY 2601 MISSION STREET, SUITE 803 SAN FRANCISCO, CA 94110	SEC. 509(A) (1)	TO SUPPORT COORDINATION OF CAFO WORKING GROUP AND LEGAL/POLICY RESEARCH	200,000.
CENTER FOR INVESTIGATIVE REPORTING 2130 CENTER ST., SUITE 103 BERKELEY, CA 94704	SEC. 509(A) (2)	TO SUPPORT CLIMATE CHANGE & AGRICULTURE REPORT	100,000.
CERES 99 CHAUNCY STREET - 6TH FLOOR BOSTON, MA 02111	SEC. 509(A) (1)	TO ENGAGE BUSINESS COMMUNITY ON CLIMATE CHANGE RISK	100,000.

FORM 990FP - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CITIZEN ENGAGEMENT LAB EDUCATION FUND 2150 ALLSTON WAY STE 360 BERKELEY, CA 94704	SEC 509(A) (1)	TO SUPPORT CLIMATE PROJECT	350,000.
CLIMATE CENTRAL INC. 1 PALMER SQUARE, STE. 330 PRINCETON, NJ 08542	SEC. 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT, EDUCATION ON CLIMATE CHANGE	1,500,000
COMMUNITIES FOR A BETTER ENVIRONMENT 6325 PACIFIC BLVD. STE 300 HUNTINGTON PARK, CA 90255	SEC 509(A) (1)	TO SUPPORT COMMUNITIES FOR A BETTER ENVIRONMENT - CLEAN ENERGY & COMMUNICATIONS SUPPORT	110,000
COMMUNITY FOUNDATION FOR NANTUCKET PO BOX 204 NANTUCKET, MA 02554	SEC. 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT FOR THE WHITE HERON THEATRE COMPANY	24,000
COMMUNITY INITIATIVES 1012 TORNEY AVENUE, THE PRESIDIO SAN FRANCISCO, CA 94129	SEC 509(A) (1)	TO SUPPORT DALAI LAMA FELLOWS PROGRAM	100,000.
COMMUNITY VENTURES 436 14TH STREET, SUITE 1120 OAKLAND, CA 94612	SEC. 509(A) (1)	TO SUPPORT SUSTAINABLE ECONOMIES LAW CENTER	50,000

FORM 990EF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CORPORATE ACCOUNTABILITY INTERNATIONAL 10 MILK STREET, SUITE 610 BOSTON, MA 02108	SEC. 509(A) (1)	TO SUPPORT SMALL PLANET INSTITUTE	50,000.
CRADLE TO CRADLE PROD. INNOV INSTITUTE 530 BUSH ST, SUITE 403 SAN FRANCISCO, CA 94108	SEC 509(A) (1)	TO SUPPORT PRODUCTS INNOVATION INSTITUTE	500,000
CYPRESS PERFORMING ARTS ASSOCIATION 44 PAGE STREET #400 SAN FRANCISCO, CA 94102	SEC. 509(A) (1)	TO SUPPORT GENERAL OPERATIONS	325,000
EARTHJUSTICE 156 WILLIAM STREET, SUITE 800 NEW YORK, NY 10038	SEC. 509(A) (2)	TO SUPPORT LEGAL EFFORTS AROUND CLEAN ENERGY	100,000.
EARTHWORKS 1612 K STREET NW, SUITE 808 WASHINGTON, DC 20006	SEC 509(A) (1)	TO SUPPORT EARTHWORK'S OIL & GAS ACCOUNTABILITY	150,000.
ENVIRONMENTAL WORKING GROUP 1436 U ST NW, SUITE 100 WASHINGTON, DC 20009	SEC. 509(A) (1)	TO SUPPORT SUSTAINABLE AGRICULTURE PROGRAM	150,000.

FORM 990FP - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FJC 520 8TH AVE, 20TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO SUPPORT PLAYGROUND IDEAS	38,500
FOOD & WATER WATCH 1616 P STREET, NW SUITE 300 WASHINGTON, DC 20036	SEC. 509(A) (1)	TO SUPPORT EDUCATION AND OUTREACH ON FRACKING IN NEW YORK	65,000.
FOOD & WATER WATCH 1616 P STREET, NW SUITE 300 WASHINGTON, DC 20036	SEC. 509(A) (1)	TO SUPPORT THE ECONOMIC COST OF FOOD MONOPOLIES AND FOOD & WATER JUSTICE PROGRAM	250,000
FUND FOR GLOBAL HUMAN RIGHTS 1666 CONNECTICUT AVE NW, STE 410 WASHINGTON, DC 20009	SEC. 509(A) (1)	TO SUPPORT SOLIDARITE POUR LA PROMOTION SOCIALE ET LA PAIX	50,000.
FUND FOR GLOBAL HUMAN RIGHTS 1666 CONNECTICUT AVE NW, STE 410 WASHINGTON, DC 20009	SEC. 509(A) (1)	TO SUPPORT HUMAN RIGHTS WORK IN DEMOCRATIC REPUBLIC OF CONGO	75,000
GENERATION RWANDA, INC 1666 CONNECTICUT AVE. NW, SUITE 410 WASHINGTON, DC 20009	SEC. 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT, DEVELOPING WORLD EDUCATION PROGRAM	75,000

FORM 990FF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREEN FOR ALL 1611 TELEGRAPH AVENUE, SUITE 600 OAKLAND, CA 94612	SEC. 509 (A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT, POVERTY INITIATIVE	500,000.
GREEN MEDIA TOOL SHED 1915 I STREET, NW, SUITE 700 WASHINGTON, DC 20006	SEC. 509 (A) (2)	TO SUPPORT NETCENTRIC	20,000.
GRIST 710 SECOND AVENUE SUITE 860 SEATTLE, WA 98104	SEC 509 (A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT, ENVIRONMENTAL NEWS & COMMENTARY ON THE WEB	300,000.
INQUIRING SYSTEMS, INC 2150 ALLSTON WAY, SUITE 400 BERKELEY, CA 94704	SEC. 509 (A) (2)	TO SUPPORT DIRECTIVE ANIMAL AGRICULTURE PROJECT	75,000.
INSTITUTE FOR AGRICULTURE & TRADE POLICY 2105 FIRST AVENUE SOUTH MINNEAPOLIS, MN 55404	SEC. 509 (A) (2)	TO SUPPORT AGRICULTURE & TRADE POLICY PROJECT	30,000
INSTITUTE FOR AGRICULTURE & TRADE POLICY 2105 FIRST AVENUE SOUTH MINNEAPOLIS, MN 55404	SEC 509 (A) (2)	TO SUPPORT LOCAL FOOD & FARMING SYSTEMS	125,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
INSTITUTE FOR LOCAL SELF RELIANCE 2720 E 22ND ST MINNEAPOLIS, MN 55406	SEC. 509 (A) (2)	TO SUPPORTING FOUR REPORTS ON FEED-IN TARIFF	50,000.
IOWA CITIZENS FOR COMMUNITY IMPROVEMENT 2001 FOREST AVENUE DES MOINES, IA 50311	SEC. 509 (A) (1)	TO SUPPORT ICCI'S FACTORY FARM ACCOUNTABILITY PROJECT	125,000.
LABC INSTITUTE 2029 CENTURY PARK EAST, SUITE 1240 LOS ANGELES, CA 90067	SEC. 509 (A) (1)	TO SUPPORT CLEAN LA SOLAR PROGRAM	100,000
LAND STEWARDSHIP PROJECT 821 EAST 35TH STREET, SUITE 200 MINNEAPOLIS, MN 55407	SEC 509 (A) (1)	TO SUPPORT RURAL ORGANIZING FOR STEWARDSHIP AND JUSTICE	160,000
MARIN ORGANIC PO BOX 962 PT REYES STATION, CA 94956	SEC. 509 (A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT AND AGRICULTURE PROGRAM EXPANSION	50,000
MENTORING YOUTH PO BOX 2653 NANTUCKET, MA 02554	SEC. 509 (A) (1)	TO SUPPORT IRON TEAM RELAY	5,000.

FORM 990EF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MISSOURI RURAL CRISIS CENTER 1108 RANGELINE ST COLUMBIA, MO 65201	SEC 509(A) (1)	TO SUPPORT FACTORY FARM ORGANIZING AND CIVIC ENGAGEMENT	125,000.
MOTHER JONES 222 SUTTER ST, SUITE 600 SAN FRANCISCO, CA 94108	SEC 509(A) (2)	TO SUPPORT FOOD & ENVIRONMENTAL REPORTING, PUBLIC AFFAIRS OUTREACH	225,000
NANTUCKET LAND COUNCIL 6 ASH LANE PO BOX 502 NANTUCKET, MA 02554	SEC. 509(A) (1)	TO SUPPORT THE CONSERVATION EASEMENT PROJECT	100,000.
NANTUCKET NEW SCHOOL 15 NOBADEER FARM RD. NANTUCKET, MA 02554	SEC. 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT	25,000
NATIONAL TRUST FOR HISTORIC PRESERVATION 2600 VIRGINIA AVENUE, SUITE 1000 WASHINGTON, DC 20037	SEC 509(A) (1)	TO SUPPORT PRESERVATION GREEN LAB, REDUCING GREENHOUSE GAS EMISSIONS	25,000.
NATURAL CAPITALISM SOLUTIONS 11823 NORTH 75TH STREET LONGMONT, CA 80503	SEC. 509(A) (1)	TO SUPPORT CLEAN COALITION, RENEWABLE ENERGY EDUCATION	498,600.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NEW AMERICA FOUNDATION 1899 I STREET, NW, STE. 400 WASHINGTON, DC 20036	SEC 509(A) (1)	TO SUPPORT FOOD AND POWER RESEARCH, SUSTAINABLE FOOD PRACTICES	150,000
NEW WORLD FOUNDATION 666 WEST END AVE, SUITE 1B NEW YORK, NY 10025	SEC 509(A) (1)	TO SUPPORT UNDERFUNDED COMMUNITIES IN FRACKING POLICY DEVELOPMENT	175,000
NRDC 40 WEST 20TH STREET NEW YORK, NY 10011	SEC 509(A) (1)	TO SUPPORT NARRATIVE & HOME RULE LEGAL AID DEFENSE	500,000.
OCCIDENTAL ARTS AND ECOLOGY CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	SEC 509(A) (2)	TO SUPPORT CALIFORNIA CLIMATE & AGRICULTURE NETWORK	50,000
OCCIDENTAL ARTS AND ECOLOGY CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	SEC 509(A) (2)	TO SUPPORT CLIMATE CHANGE RESEARCH AND EDUCATION	100,000
PHYSICIANS FOR SOCIAL RESPONSIBILITY 617 S. OLIVE STREET, SUITE 200 LOS ANGELES, CA 90014	SEC. 509(A) (1)	TO SUPPORT ENGAGEMENT OF COMMUNITIES ON BENEFITS OF CLIMATE POLICY IN CALIFORNIA	75,000.



FORM 990EF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PIE RANCH P.O. BOX 363 PECSADERO, CA 94060	SEC 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT AND CAPITAL CAMPAIGN CONTRIBUTION IN DEVELOPING REGIONAL FOOD SYSTEMS	100,000
PUBLIC ACCOUNTABILITY INITIATIVE 89 RHODE ISLAND ST BUFFALO, NY 14213	SEC 509(A) (1)	TO SUPPORT FOR GREATER TRANSPARENCY IN FRACKING	30,000
ROCKEFELLER FAMILY FUND / RE-AMP 475 RIVERSIDE DRIVE, SUITE 900 FUND NEW YORK, NY 10115	SEC. 509(A) (1)	TO SUPPORT RE-AMP	150,000.
ROCKY MOUNTAIN INSTITUTE. 1820 FOLSOM STREET BOULDER, CO 80302	SEC 509(A) (1)	TO SUPPORT ELECTRICITY INNOVATION LAB	90,000.
SAMASOURCE 76 2ND STREET, SUITE 300 SAN FRANCISCO, CA 94105	SEC 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT	175,000.
SAN FRANCISCO PLANNING & URBAN RESEARCH 654 MISSION STREET SAN FRANCISCO, CA 94105	SEC 509(A) (2)	TO SUPPORT FOOD SYSTEMS & URBAN AGRICULTURE	25,000

FORM 990FF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SLOW FOOD USA 68 SUMMIT STREET, 2B BROOKLYN, NY 11231	SEC. 509(A) (1)	TO SUPPORT COMMUNITY LEADERSHIP & DEVELOPMENT INITIATIVE	100,000
SOLIDAGO FOUNDATION 150 MAIN STREET #24 NORTHAMPTON, MA 01060	SEC. 509(A) (1)	TO SUPPORT POWERING CHANGE - NEW WAY TO WIN ON CLIMATE CHANGE	100,000
SOUKTEL 113 BARKSDALE PRO CTR NEWARK, DE 19711	ER GRANT	TO SUPPORT SCHOOL-TO-WORK TRANSITIONS FOR YOUTH USING TECHNOLOGY	80,000
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO SUPPORT ECO-ACCOUNTABILITY PROJECT	150,000
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT FOR FRACK ACTION	125,000.
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO SUPPORT WATER DEFENSE	150,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO SUPPORT ENERGY POLICY FORUM	20,000
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO SUPPORT TOXICS TARGETING AND THEIR WORK TOWARDS CLEAN ENERGY IN NEW YORK	135,000
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO SUPPORT "THE MESSAGE" FILM	100,000.
SUSTAINABLE NANTUCKET 16 BROAD STREET NANTUCKET, MA 02554	SEC 509(A) (1)	TO SUPPORT GENERAL OPERATIONS	7,500.
THE ENERGY FOUNDATION 301 BATTERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94111	SEC 509(A) (1)	TO PROVIDE GENERAL PROGRAM SUPPORT & WORK ON NATURAL GAS	500,000.
THE NANTUCKET COMEDY FESTIVAL P O BOX 2336 NANTUCKET, CA 02584	SEC 509(A) (2)	TO PROVIDE GENERAL OPERATING SUPPORT	25,000

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE REGENERATION PROJECT 220 MONTGOMERY STREET, SUITE 450 SAN FRANCISCO, CA 94104	SEC 509(A) (1)	TO PROVIDE GENERAL PROGRAM SUPPORT INCLUDING NATIONAL CLIMATE AND AGRICULTURE FOCUSED PROGRAMS	250,000
THE REGENTS OF THE UNIVERSITY OF CALIF 101 SPROUL HALL BERKELEY, CA 94704	SEC 509(A) (1)	TO SUPPORT BERKELEY SUSTAINABLE FOOD SYSTEMS INST	100,000
THE REGENTS OF THE UNIVERSITY OF CALIF 101 SPROUL HALL BERKELEY, CA 94704	SEC. 509(A) (1)	TO SUPPORT MARIN CARBON PROJECT RESEARCH INTO CARBON SEQUESTRATION & GREENHOUSE GAS	270,000.
TIDES CENTER P O BOX 29907 PRESIDIO BUILDING 1014 SAN FRANCISCO, CA 94129	SEC 509(A) (1)	TO SUPPORT THE STORY OF STUFF PROJECT	200,000.
TOWN OF NANTUCKET 16 BROAD STREET NANTUCKET, MA 02554	GOVERNMENT	TO SUPPORT SENIOR ENERGY CONSULTANT	60,000.
TOWN OF NANTUCKET 16 BROAD STREET NANTUCKET, MA 02554	GOVERNMENT	TO SUPPORT ENERGY PROJECT & OUTREACH COORDINATOR	40,000

FORM 990E - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRUST FOR CONSERVATION INNOVATION 150 POST ST , SUITE 342 SAN FRANCISCO, CA 94108	SEC. 509(A) (1)	TO SUPPORT FOOD CRAFT INSTITUTE PROJECT	100,000.
TRUST FOR CONSERVATION INNOVATION 150 POST ST , SUITE 342 SAN FRANCISCO, CA 94108	SEC 509(A) (1)	TO SUPPORT FOOD COMMONS	125,000.
TRUST FOR CONSERVATION INNOVATION 150 POST ST., SUITE 342 SAN FRANCISCO, CA 94108	SEC 509(A) (1)	TO SUPPORT ROOTS OF CHANGE	50,000.
UNIVERSITY OF RHODE ISLAND FOUNDATION 45 UPPER COLLEGE RD KINGSTON, RI 02881	SEC. 509(A) (1)	TO SUPPORT THE SCIENCE OF SAILING EXHIBIT - NEWPORT AMERICA'S CUP	15,000.
V- DAY 303 PARK AVE SOUTH, SUITE 1184 NEW YORK, NY 10010	SEC. 509(A) (1)	TO SUPPORT WRITING PROJECT CHRONICLING ANNEKE VAN WOUDENBERG'S DRC EXPERIENCES	120,000
V- DAY 303 PARK AVE SOUTH, SUITE 1184 NEW YORK, NY 10010	SEC 509(A) (1)	TO SUPPORT CITY OF JOY EMERGENCY FUNDING FOR DEMOCRATIC REPUBLIC OF CONGO	125,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
VIRGINIA ORGANIZING 703 CONCORD AVENUE CHARLOTTESVILLE, VA 22903	SEC 509(A) (1)	TO SUPPORT HEALTH AND ENVIRONMENTAL FUNDERS NETWORK	55,000.
VIRUNGA FUND INC 378 CLINTON STREET, SUITE #1 NEW YORK, NY 11231	SEC 509(A) (1)	TO SUPPORT VIRUNGA NATIONAL PARK	300,000
VIRUNGA FUND INC 378 CLINTON STREET, SUITE #1 NEW YORK, NY 11231	SEC 509(A) (1)	TO SUPPORT VIRUNGA NATIONAL PARK EMERGENCY FUNDING	125,000
WORLDLINK 38 KEYES AVE SAN FRANCISCO, CA 94129	SEC 509(A) (1)	TO SUPPORT LEXICON OF SUSTAINABILITY	50,000.
YALE UNIVERSITY 38 HILLHOUSE AVENUE NEW HAVEN, CT 06511	SEC. 509(A) (1)	TO SUPPORT STUDY OF HUMAN AND ANIMAL HEALTH IMPACTS OF FRACKING	100,000
AMERICAN BAR ASSOCIATION 740 15TH STREET, N.W. WASHINGTON, DC 20005	SEC 509(A) (1)	TO SUPPORT ABA'S RULE OF LAW INITIATIVE FOR THE COMMUNITY PARALEGAL PROJECT	150,000

FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLUMBIA CENTER - CHILDREN'S ENVR. HEALTH 100 HAVEN AVENUE TOWER 3, SUITE 25F NEW YORK, NY 10032	SEC 509(A) (1)	TO SUPPORT TAIYUAN CHINA STUDY ON FOSSIL-FUEL RELATED AIR POLLUTION ON ADVERSE BIRTH OUTCOMES	50,000.
COMMON MARKET 428 E ERIE AVENUE PHILADELPHIA, PA 19134	SEC 509(A) (1)	TO SUPPORT PHILLY GOOD FOOD LAB	100,000.
COMMUNITY PARTNERS 16 W MISSION ST SUITE R SANTA BARBARA, CA 93101	SEC. 509(A) (1)	TO SUPPORT SUSTAINABLE AGRICULTURE AND FOOD SYSTEMS FUNDERS	25,000.
INSTITUTE FOR AGRICULTURE & TRADE POLICY 2105 FIRST AVENUE SOUTH MINNEAPOLIS, MN 55404	SEC. 509(A) (2)	TO SUPPORT THE BEYOND THE FARM BILL PROJECT	175,000
ISLAND PRESS 2000 M STREET NW, SUITE 650 WASHINGTON, DC 20036	SEC. 509(A) (2)	TO SUPPORT OUTREACH & EDUCATIONAL ACTIVITIES IN THE BAY AREA	50,000.
JESSIE SMITH NOYES FOUNDATION 6 EAST 39TH STREET, 12TH FLOOR NEW YORK, NY 10016	SEC 509(A) (1)	TO SUPPORT EAT4HEALTH PROGRAM	150,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MAIN STREET PROJECT 2104 STEVENS AVE S MINNEAPOLIS, MN 55404	SEC 509(A) (1)	TO SUPPORT FOR AGRIPRENEUR TRAINING AT RURAL ENTERPRISE CENTER	150,000
NEW VENTURE FUND 16 W. MISSION ST., SUITE M SANTA BARBARA, CA 93101	SEC 509(A) (1)	TO SUPPORT SUSTAINABLE AGRICULTURE AND FOOD SYSTEMS FUNDERS	25,000
OCCIDENTAL ARTS AND ECOLOGY CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	SEC. 509(A) (2)	TO SUPPORT V-WORLD FARM PROJECT	70,000
PARTNERS IN HEALTH 888 COMMONWEALTH AVE., 3RD FLR BOSTON, MA 02215	SEC 509(A) (1)	TO SUPPORT SOLARIZATION OF MIREBALAIS HOSPITAL	500,000
PIE RANCH P O. BOX 363 PECSADERO, CA 94060	SEC. 509(A) (1)	TO SUPPORT CONSTRUCTION PROJECT	10,000
RESPONSIBLE DRILLING ALLIANCE P.O. BOX 502 WILLIAMSPORT, PA 17703	SEC 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.



FORM 990BE - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SF AMERICA'S CUP ORG COMMITTEE PIER 23, SUITE 100 SAN FRANCISCO, CA 94111	SEC 509(A) (1)	TO SUPPORT 2013 AMERICA'S CUP SUSTAINABILITY PROGRAM	150,000
SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105	SEC. 509(A) (1)	TO SUPPORT BEYOND NATURAL GAS CAMPAIGN	250,000.
SUSTAINABLE FOOD ALLIANCE 1829 NE ALBERTA ST PORTLAND, OR 97211	SEC. 509(A) (1)	TO SUPPORT SUSTAINABLE FOOD TRUST	125,000.
SUSTAINABLE ORGANIC INTEGRATED LIVELIHOOD 124 CHURCH ROAD SHERBURNE, NY 13460	SEC. 509(A) (1)	TO SUPPORT SUSTAINABLE SANITATION IN HAITI.	250,000
SUSTAINABLE ORGANIC INTEGRATED LIVELIHOOD 124 CHURCH ROAD SHERBURNE, NY 13460	SEC 509(A) (1)	TO SUPPORT SUSTAINABLE HOUSEHOLD SANITATION MODEL IN HAITI	388,000
THE TIDES CENTER P O BOX 29907 PRESIDIO BUILDING 1014 SAN FRANCISCO, CA 94129	SEC 509(A) (1)	TO SUPPORT V-DAY	150,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
V- DAY 303 PARK AVE SOUTH, SUITE 1184 NEW YORK, NY 10010	SEC 509(A) (1)	TO SUPPORT V-DAY DEMOCRATIC REPUBLIC OF CONGO	750,000
WATERSHED MEDIA 513 BROWN STREET HEALDSBURG, CA 95448	SEC 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT	75,000.
WESTERN ORGANIZATION - RESOURCE COUNCILS EDUCATION 220 SOUTH 27TH STREET BILLINGS, MT 59101	SEC 509(A) (3)	TO SUPPORT HOME GROWN PROSPERITY PROJECT	275,000.
WESTERN ORGANIZATION - RESOURCE COUNCILS EDUCATION 220 SOUTH 27TH STREET BILLINGS, MT 59101	SEC 509(A) (3)	TO SUPPORT COMING CLEAN CAMPAIGN	75,000.
WESTERN ORGANIZATION - RESOURCE COUNCILS EDUCATION 220 SOUTH 27TH STREET BILLINGS, MT 59101	SEC 509(A) (3)	TO SUPPORT FARM TO MARKET SUSTAINABILITY	100,000
WINROCK INTERNATIONAL 2121 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	SEC. 509(A) (1)	TO PROVIDE SUPPORT FOR ADDRESSING BARRIERS TO EXPANSION OF GRASS-BASED MEAT PRODUCTION	100,000

FORM 990FE - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 25 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS  
STANFORD SPIRITUAL CARE SERVICE  
300 PASTEUR DRIVE  
PALO ALTO, CA 94305

SEC 509 (A) (1)

500

CHARITABLE DONATION IN MEMORIUM.

TOTAL CONTRIBUTIONS PAID

17,502,100

FORM 990-E, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 26

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

<u>RECIPIENT NAME AND ADDRESS</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CDJP BP 1836 YAOUNDE CAMEROON	SEC. 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT	30,000.
CLIMATE SOLUTIONS 1402 THIRD AVENUE, SUITE 1305 SEATTLE, WA 98101	SEC. 509(A) (1)	TO SUPPORT COAL TO CLEAN ENERGY SOLUTIONS STORY PROJECT	100,000.
COMMON MARKET 428 E ERIE AVENUE PHILADELPHIA, PA 19134	SEC. 509(A) (1)	TO SUPPORT GOOD FOOD LAB	100,000.
CRADLE TO CRADLE PROD. INNOV. INSTITUTE 530 BUSH ST, SUITE 403 SAN FRANCISCO, CA 94108	SEC. 509(A) (1)	TO SUPPORT PRODUCTS INNOVATION INSTITUTE	500,000.
DISPOSABLE FILM FESTIVAL 1746 POST ST SAN FRANCISCO, CA 94115	SEC. 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT, CLEAN ENERGY & ECOLOGICAL AGRICULTURE	70,000.
ELLEN MACARTHUR FOUNDATION 42 MEDINA ROAD P031 7BX COWES ISLE OF WIGHT UNITED KINGDOM	SEC. 509(A) (1)	TO SUPPORT CIRCULAR ECONOMY FELLOWSHIP PROGRAM	808,150.

FORM 990E, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 26 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOOD AND ENVIRONMENT REPORTING NETWORK 725 WESTVIEW STREET PHILADELPHIA, PA 19119	SEC 509(A) (1)	TO SUPPORT FOOD AND ENVIRONMENT REPORTING NETWORK	100,000.
GREATER KANSAS CITY COMMUNITY FOUNDATION 1055 BROADWAY #130 KANSAS CITY, MO 64105	SEC. 509(A) (1)	TO SUPPORT ANIMAL AGRICULTURE STRATEGIC ACTION FUND	100,000.
INSTITUTE FOR AGRICULTURE & TRADE POLICY 2105 FIRST AVENUE SOUTH MINNEAPOLIS, MN 55404	SEC 509(A) (2)	TO SUPPORT BEYOND FARM BILL RESEARCH PROJECT	125,000.
MAIN STREET PROJECT 2104 STEVENS AVE. S MINNEAPOLIS, MN 55404	SEC 509(A) (1)	TO SUPPORT ADAPTIVE READINESS	150,000.
MAIN STREET PROJECT 2104 STEVENS AVE. S MINNEAPOLIS, MN 55404	SEC 509(A) (1)	TO PROVIDE GENERAL OPERATING SUPPORT AND FACILITIES REDEVELOPMENT	70,000.
NEW YORK FOUNDATION FOR THE ARTS 20 JAY STREET, 7TH FLOOR BROOKLYN, NY 11201	SEC 509(A) (1)	TO SUPPORT HIGH WATER LINE PROJECT	25,000.

FORM 990-E, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 26 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OCCIDENTAL ARTS AND ECOLOGY 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	SEC. 509(A) (2)	TO PROVIDE GENERAL OPERATING SUPPORT AND FACILITIES REDEVELOPMENT	10,000.
POST CARBON 613 4TH STREET, SUITE 208 SANTA ROSA, CA 95404	SEC 509(A) (1)	TO SUPPORT RESEARCH ON SHALE OIL & GAS	50,000
SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105	SEC 509(A) (1)	TO SUPPORT MOVING BEYOND NATURAL GAS PROJECT	500,000.
SUSTAINABLE FOOD ALLIANCE 1829 NE ALBERTA ST PORTLAND, OR 97211	SEC. 509(A) (1)	TO SUPPORT GM CORN AND ROUNDUP HERBICIDE RESEARCH	125,000
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO SUPPORT NEW YORK CLEAN ENERGY	50,000.
SUSTAINABLE ORGANIC INTEGRATED LIVELIHOOD 124 CHURCH RD. SHERBURNE, NY 13460	SEC 509(A) (1)	TO SUPPORT HOUSEHOLD SANITATION	612,000.

FORM 990EF - PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 26 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
U C BERKELEY J SCHOOL 101 SPROUL HALL BERKELEY, CA 94704	SEC. 509(A) (1)	TO SUPPORT FOOD AND FARMING JOURNALISM FELLOWSHIP PROJECT	1,050,000
V-DAY 303 PARK AVE SOUTH, SUITE 1184 NEW YORK, NY 10010	SEC. 509(A) (1)	TO SUPPORT CITY OF JOY AND V-WORLD FARM	1,500,000
WESTERN ORGANIZATION RESOURCE COUNCILS EDUCATION 220 SOUTH 27TH STREET BILLINGS, MT 59101	SEC 509(A) (3)	TO SUPPORT HOME GROWN PROSPERITY PROJECT	75,000
YALE UNIVERSITY 38 HILLHOUSE AVENUE NEW HAVEN, CT 06511	SEC 509(A) (1)	TO SUPPORT CLIMATE CHANGE COMMUNICATION	200,000.

TOTAL CONTRIBUTIONS APPROVED 6,350,150

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					136,773.	
619,446.		FIDELITY 711,876.					VAR -92,430.	VAR
64498996.		FIDELITY 5,727,767.					VAR 58771229.	VAR
301.		ACCEL X STRATEGIC PARTNERS					VAR 301.	VAR
7,428.		ACCEL X STRATEGIC PARTNERS					VAR 7,428.	VAR
6,807.		ACCOLADE PARTNERS III, LP					VAR 6,807.	VAR
112,691.		ACCOLADE PARTNERS III, LP					VAR 112,691.	VAR
493.		BENCHMARK FOUNDERS' FUND VI, LP					VAR 493.	VAR
284,179.		BENCHMARK FOUNDERS' FUND VI, LP					VAR 284,179.	VAR
250,807.		DE SHAW OCULUS FUND, LLC					VAR 250,807.	VAR
196,900.		DE SHAW OCULUS FUND, LLC					VAR 196,900.	VAR
36,494.		DUNE REAL ESTATE PARALLEL FUND II, LP					VAR 36,494.	VAR
22,798.		DUNE REAL ESTATE PARALLEL FUND II, LP					VAR 22,798.	VAR



**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
207,200.		GENERAL ATLANTIC PARTNERS 87					VAR 207,200.	VAR
2,043.		GENERAL ATLANTIC BRAZIL FUNDO					VAR 2,043.	VAR
		KPCB GREEN GROWTH FUND, LLC 5,019.					VAR -5,019.	VAR
		KPCB GREEN GROWTH FUND, LLC 49,106.					VAR -49,106.	VAR
		KLEINER PERKINS CAUFIELD & BYERS XIII, L 11,542.					VAR -11,542.	VAR
7,217.		ROCKWOOD CAPITAL REAL ESTATE PARTNERS FU					VAR 7,217.	VAR
109,029.		SCHF US, LP					VAR 109,029.	VAR
363,128.		SCHF US, LP					VAR 363,128.	VAR
7,648.		LEGACY VENTURE IV, LLC					VAR 7,648.	VAR
217,201.		LEGACY VENTURE IV, LLC					VAR 217,201.	VAR
13,876.		HIGHVISTA II LIMITED PARTNERSHIP					VAR 13,876.	VAR
98,081.		HIGHVISTA II LIMITED PARTNERSHIP					VAR 98,081.	VAR

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
36,355.		FARALLON CAPITAL INSTITUTIONAL PARTNERS					VAR 36,355.	VAR
91,590.		FARALLON CAPITAL INSTITUTIONAL PARTNERS					VAR 91,590.	VAR
62,515.		GENERAL ATLANTIC PARTNERS (BERMUDA) II,					VAR 62,515.	VAR
90,584.		GENERAL ATLANTIC PARTNERS (BERMUDA), LP					VAR 90,584.	VAR
		PARTNERSHIP INCOME - SEC. 1256 15,416.					VAR -15,416.	VAR
		PARTNERSHIP INCOME - SEC. 1256 23,125.					VAR -23,125.	VAR
23,917.		FUSION-IO, INC - 940 SHS 3,637.					VAR 20,280.	2/17/2012
TOTAL GAIN (LOSS) .....							<u>60957009.</u>	

TOTAL REALIZED GAIN/LOSS

Hillspire LLC

REALIZED GAINS AND LOSSES

The Schmidt Family Foundation

Fidelity

Account 044849

From 01-01-2012 Through 12-31-2012

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Gain or Loss		
						Proceeds	Short Term	Long Term
11/30/2007	2/23/2012	1449	Google Class A	857 74		876,664 00		875,806 26
VAR	2/23/2012	3000	GOOGLE INC CLASS A	900		1,815,062 72		1,814,162 72
VAR	2/23/2012	1750	GOOGLE INC CLASS A	525		1,058,772 94		1,058,247 94
VAR	2/29/2012	180	GOOGLE INC CLASS A	54		112,512 37		112,458 37
8/12/2008	3/7/2012	8347	RPX Corp	12,103 15		147,529 73		135,426 58
11/30/2007	3/26/2012	1443	Google Class A	854.19		932,140 15		931,285 96
5/19/2010	3/26/2012	1406	SOLAZYME, INC	12,450 13		20,949 86		8,499 73
VAR	3/26/2012	3000	GOOGLE INC CLASS A	900		1,936,591 43		1,935,691 43
VAR	3/26/2012	1750	GOOGLE INC CLASS A	525		1,130,454 10		1,129,929 10
VAR	3/27/2012	1500	GOOGLE INC CLASS A	450		974,433 30		973,983 30
VAR	3/28/2012	1500	GOOGLE INC CLASS A	450		982,167 64		981,717 64
VAR	4/24/2012	600	GOOGLE INC CLASS A	180		361,609 91		361,429 91
11/30/2007	4/25/2012	1443	Google Class A	854 19		879,362 83		878,508 64
VAR	4/25/2012	750	GOOGLE INC CLASS A	225		456,542 90		456,317 90
VAR	4/25/2012	1750	GOOGLE INC CLASS A	525		1,066,448 33		1,065,923 33
VAR	4/26/2012	450	GOOGLE INC CLASS A	135		276,847 52		276,712 52
VAR	4/27/2012	450	GOOGLE INC CLASS A	135		276,432 00		276,297 00
VAR	4/30/2012	750	GOOGLE INC CLASS A	225		454,709 94		454,484 94
VAR	5/24/2012	450	GOOGLE INC CLASS A	135		271,791 44		271,656 44
VAR	5/25/2012	450	GOOGLE INC CLASS A	135		266,628 74		266,493 74
VAR	5/29/2012	555	GOOGLE INC CLASS A	166 5		329,869 63		329,703 13
VAR	5/29/2012	1500	GOOGLE INC CLASS A	450		893,514 98		893,064 98
11/30/2007	5/30/2012	1443	Google Class A	854 19		849,191 24		848,337 05
VAR	5/30/2012	750	GOOGLE INC CLASS A	225		440,514 03		440,289 03
VAR	5/30/2012	250	GOOGLE INC CLASS A	75		147,122 53		147,047 53
VAR	5/31/2012	795	GOOGLE INC CLASS A	238 5		462,590 91		462,352 41
8/12/2008	6/6/2012	8270	RPX Corp	11,991 50		111,926 14		99,934 64
6/30/2009	6/6/2012	106907 945	PIMCO EMRG LOCAL BD FD INSTL CL	958,997 83		1,092,589 70		133,591 87
6/30/2009	6/6/2012	686 757	PIMCO EMRG LOCAL BD FD INSTL CL	6,160 21		7,018 60		858 39
7/7/2009	6/6/2012	111856 823	PIMCO EMRG LOCAL BD FD INSTL CL	1,000,035 00		1,143,166 79		143,131 79
7/31/2009	6/6/2012	2436 026	PIMCO EMRG LOCAL BD FD INSTL CL	23,069 17		24,895 97		1,826 80
8/31/2009	6/6/2012	2060 021	PIMCO EMRG LOCAL BD FD INSTL CL	19,487 80		21,053 23		1,565 43
9/30/2009	6/6/2012	2446 13	PIMCO EMRG LOCAL BD FD INSTL CL	23,972 07		24,999 23		1,027 16
10/22/2009	6/6/2012	99502 488	PIMCO EMRG LOCAL BD FD INSTL CL	1,000,035 00		1,016,906 58		16,871 58
10/30/2009	6/6/2012	3815 328	PIMCO EMRG LOCAL BD FD INSTL CL	37,275 75		38,992 31		1,716 56
11/30/2009	6/6/2012	2916 305	PIMCO EMRG LOCAL BD FD INSTL CL	29,163 05		29,804 38		641 33
12/31/2009	6/6/2012	3052 49	PIMCO EMRG LOCAL BD FD INSTL CL	30,341 75		31,196 18		854 43
1/29/2010	6/6/2012	2372 135	PIMCO EMRG LOCAL BD FD INSTL CL	23,460 42		24,243 01		782 59
2/26/2010	6/6/2012	2493 631	PIMCO EMRG LOCAL BD FD INSTL CL	24,961 25		25,484 69		523 44
3/31/2010	6/6/2012	2696 854	PIMCO EMRG LOCAL BD FD INSTL CL	27,993 34		27,561 61		-431 73
4/30/2010	6/6/2012	3287 195	PIMCO EMRG LOCAL BD FD INSTL CL	34,449 80		33,594 84		-854 96
5/28/2010	6/6/2012	2425 945	PIMCO EMRG LOCAL BD FD INSTL CL	24,186 67		24,792 94		606 27
6/30/2010	6/6/2012	1386 651	PIMCO EMRG LOCAL BD FD INSTL CL	13,949 71		14,171 45		221 74
7/30/2010	6/6/2012	1593 575	PIMCO EMRG LOCAL BD FD INSTL CL	16,796 28		16,286 19		-510 09
8/31/2010	6/6/2012	1545 655	PIMCO EMRG LOCAL BD FD INSTL CL	16,322 12		15,796 46		-525 66
9/30/2010	6/6/2012	1451 825	PIMCO EMRG LOCAL BD FD INSTL CL	16,057 18		14,837 52		-1,219 66
10/29/2010	6/6/2012	1681 45	PIMCO EMRG LOCAL BD FD INSTL CL	18,731 35		17,184 27		-1,547 08
11/30/2010	6/6/2012	1619 527	PIMCO EMRG LOCAL BD FD INSTL CL	17,215 57		16,551 42		-664 15
12/31/2010	6/6/2012	1648 588	PIMCO EMRG LOCAL BD FD INSTL CL	17,557 46		16,848 42		-709 04
12/31/2010	6/6/2012	7615 432	PIMCO EMRG LOCAL BD FD INSTL CL	81,104 35		77,829 04		-3,275 31
1/31/2011	6/6/2012	1628 801	PIMCO EMRG LOCAL BD FD INSTL CL	16,923 24		16,646 20		-277 04
2/28/2011	6/6/2012	1409 671	PIMCO EMRG LOCAL BD FD INSTL CL	14,773 35		14,406 71		-366 64
3/31/2011	6/6/2012	1509 688	PIMCO EMRG LOCAL BD FD INSTL CL	16,183 86		15,428 88		-754 98
4/29/2011	6/6/2012	1683 251	PIMCO EMRG LOCAL BD FD INSTL CL	18,801 91		17,202 68		-1,599 23
5/31/2011	6/6/2012	1662 043	PIMCO EMRG LOCAL BD FD INSTL CL	18,398 82		16,985 93		-1,412 89
6/30/2011	6/6/2012	1633 381	PIMCO EMRG LOCAL BD FD INSTL CL	17,999 86		16,693 01	-1,306 85	
7/29/2011	6/6/2012	1615 542	PIMCO EMRG LOCAL BD FD INSTL CL	17,980 98		16,510 70	-1,470 28	
8/31/2011	6/6/2012	1407 473	PIMCO EMRG LOCAL BD FD INSTL CL	15,721 47		14,384 25	-1,337 22	
9/30/2011	6/6/2012	1628 167	PIMCO EMRG LOCAL BD FD INSTL CL	16,281 67		16,639 72	358 05	
10/31/2011	6/6/2012	1218 457	PIMCO EMRG LOCAL BD FD INSTL CL	12,891 27		12,452 52	-438 75	
11/30/2011	6/6/2012	1640 232	PIMCO EMRG LOCAL BD FD INSTL CL	16,795 98		16,763 02	-32 96	
12/28/2011	6/6/2012	423 18	PIMCO EMRG LOCAL BD FD INSTL CL	4,252 96		4,324 86	71 9	
12/30/2011	6/6/2012	1420 145	PIMCO EMRG LOCAL BD FD INSTL CL	14,272 46		14,513 76	241 3	
1/31/2012	6/6/2012	1118 401	PIMCO EMRG LOCAL BD FD INSTL CL	11,989 26		11,429 96	-559 3	

2/29/2012	6/6/2012	1380	174	PIMCO EMRG LOCAL BD FD INSTL CL	15,099	10	14,105	25	-993	85		
3/30/2012	6/6/2012	1686	97	PIMCO EMRG LOCAL BD FD INSTL CL	18,134	93	17,240	68	-894	25		
4/30/2012	6/6/2012	1441	389	PIMCO EMRG LOCAL BD FD INSTL CL	15,523	76	14,730	87	-792	89		
5/31/2012	6/6/2012	1727	693	PIMCO EMRG LOCAL BD FD INSTL CL	17,328	76	17,656	87	328	11		
7/15/2009	6/15/2012	114848	171	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	786,729	64	710,897	25			-75,832	39
9/17/2009	6/15/2012	16056	394	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	124,276	49	99,387	27			-24,889	22
12/9/2009	6/15/2012	12423	138	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	100,130	49	76,897	83			-23,232	66
12/30/2009	6/15/2012	24828	13	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	206,321	76	153,683	33			-52,638	43
3/18/2010	6/15/2012	25959	817	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	205,861	35	160,688	35			-45,173	00
5/19/2010	6/15/2012	1406		SOLAZYME, INC	12,450	13	17,379	94			4,929	81
6/17/2010	6/15/2012	23159	94	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	174,162	75	143,357	42			-30,805	33
9/16/2010	6/15/2012	12539	552	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	99,814	83	77,618	41			-22,196	42
12/31/2010	6/15/2012	4956	734	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	46,048	06	30,681	63			-15,366	43
3/17/2011	6/15/2012	6418	019	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	59,944	30	39,726	81			-20,217	49
6/16/2011	6/15/2012	12857	569	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	114,046	64	79,586	91			-34,459	73
9/15/2011	6/15/2012	12782	947	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	108,015	90	79,125	00			-28,890	90
12/7/2011	6/15/2012	1218	842	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	9,251	01	7,544	49			-1,706	52
12/7/2011	6/15/2012	5122	511	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	38,879	86	31,707	77			-7,172	09
12/28/2011	6/15/2012	35101	945	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	229,215	70	217,277	09			-11,938	61
3/22/2012	6/15/2012	2707	487	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	18,194	31	16,759	04			-1,435	27
VAR	6/25/2012	600		GOOGLE INC CLASS A	180		336,865	93			336,685	93
VAR	6/26/2012	600		GOOGLE INC CLASS A	180		338,721	57			338,541	57
VAR	6/27/2012	600		GOOGLE INC CLASS A	180		342,404	88			342,224	88
11/30/2007	6/28/2012	1443		Google Class A	854	19	814,230	15			813,375	96
VAR	6/28/2012	600		GOOGLE INC CLASS A	180		337,076	52			336,896	52
VAR	6/28/2012	1750		GOOGLE INC CLASS A	525		987,458	60			986,933	60
VAR	6/29/2012	600		GOOGLE INC CLASS A	180		345,813	89			345,633	89
VAR	7/25/2012	600		GOOGLE INC CLASS A	3,735	57	365,886	86			362,151	29
VAR	7/26/2012	600		GOOGLE INC CLASS A	3,735	57	368,748	79			365,013	22
11/30/2007	7/27/2012	1443		Google Class A	854	19	912,203	47			911,349	28
VAR	7/27/2012	2550		GOOGLE INC CLASS A	15,876	19	1,596,481	24			1,580,605	05
VAR	7/27/2012	1750		GOOGLE INC CLASS A	525		1,106,275	87			1,105,750	87
VAR	7/30/2012	225		GOOGLE INC CLASS A	1,400	84	142,535	99			141,135	15
VAR	7/31/2012	2025		GOOGLE INC CLASS A	12,607	56	1,282,342	82			1,269,735	26
VAR	8/27/2012	3000		GOOGLE INC CLASS A	18,677	87	2,004,633	69			1,985,955	82
11/30/2007	8/28/2012	1443		Google Class A	854	19	976,760	26			975,906	07
VAR	8/28/2012	1500		GOOGLE INC CLASS A	9,338	93	1,011,868	63			1,002,529	70
VAR	8/28/2012	1750		GOOGLE INC CLASS A	525		1,184,567	19			1,184,042	19
VAR	8/29/2012	1500		GOOGLE INC CLASS A	9,338	93	1,026,798	09			1,017,459	16
5/19/2010	9/19/2012	1406		SOLAZYME, INC	12,450	13	15,892	08			3,441	95
7/19/2010	9/19/2012	6548		Jive Software, Inc	30,513	68	103,681	32			73,167	64
11/30/2007	9/24/2012	1443		Google Class A	854	19	1,081,909	60			1,081,055	41
VAR	9/24/2012	3000		GOOGLE INC CLASS A	18,677	87	2,232,669	53			2,213,991	66
VAR	9/24/2012	1750		GOOGLE INC CLASS A	525		1,312,087	18			1,311,562	18
VAR	9/25/2012	1215		GOOGLE INC CLASS A	7,564	54	919,587	02			912,022	48
VAR	9/26/2012	1785		GOOGLE INC CLASS A	11,113	33	1,344,079	71			1,332,966	38
VAR	10/25/2012	3000		GOOGLE INC CLASS A	18,677	87	2,033,026	25			2,014,348	38
VAR	10/26/2012	1500		GOOGLE INC CLASS A	9,338	93	1,014,411	07			1,005,072	14
11/30/2007	10/31/2012	1443		Google Class A	854	19	978,605	67			977,751	48
VAR	10/31/2012	1500		GOOGLE INC CLASS A	9,338	93	1,017,145	36			1,007,806	43
VAR	10/31/2012	1750		GOOGLE INC CLASS A	525		1,186,805	21			1,186,280	21
VAR	11/26/2012	3000		GOOGLE INC CLASS A	18,677	87	1,988,311	35			1,969,633	48
11/30/2007	11/27/2012	1443		Google Class A	854	19	967,212	72			966,358	53
VAR	11/27/2012	1800		GOOGLE INC CLASS A	11,206	72	1,203,001	61			1,191,794	89
VAR	11/27/2012	1750		GOOGLE INC CLASS A	525		1,172,988	39			1,172,463	39
VAR	11/28/2012	1200		GOOGLE INC CLASS A	7,471	15	813,828	48			806,357	33
1/25/2008	12/14/2012	855		Facebook Inc	1,376	55	23,252	23			21,875	68
10/12/2010	12/14/2012	1891		Facebook Inc	-		51,426	86			51,426	86
10/12/2010	12/18/2012	1909		Facebook Inc	-		51,638	05			51,638	05
8/12/2008	12/20/2012	4910		RPX Corp	7,119	50	45,284	89			38,165	39
VAR	12/24/2012	1500		GOOGLE INC CLASS A	9,338	93	1,064,909	99			1,055,571	06
VAR	12/26/2012	2250		GOOGLE INC CLASS A	14,008	40	1,593,892	64			1,579,884	24
VAR	12/27/2012	1500		GOOGLE INC CLASS A	9,338	93	1,056,621	78			1,047,282	85
11/30/2007	12/28/2012	1443		Google Class A	854	19	1,014,796	16			1,013,941	97
VAR	12/28/2012	750		GOOGLE INC CLASS A	4,669	47	527,408	28			522,738	81
VAR	12/28/2012	1750		GOOGLE INC CLASS A	525		1,230,695	28			1,230,170	28
7/19/2010	12/31/2012	6517		Jive Software, Inc	32,854	82	92,978	41			60,123	59

NET GAINS/LOSSES

6,439,642.47 65,118,442.11 -92,430.11 58,771,229.75