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Return of Private Foundation

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
THE SCHMIDT FAMILY FOUNDATION

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

City or town, state or province, country, and ZIP or foreign postal code
PALO ALTO, CA 94301

A Employer identification number
20-4170342

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

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

G Check all that apply

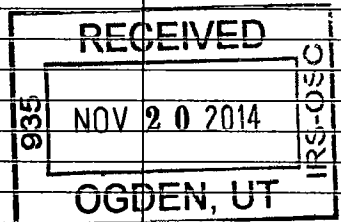
<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

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) **\$ 412,014,860.**

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	57,617,956.	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	10,052.	10,052.		ATCH 2
	4 Dividends and interest from securities	4,203,245.	4,203,245.		ATCH 3
	5a Gross rents	-4,319.	-4,319.		
	b Net rental income or (loss)	-4,319.			
	6a Net gain or (loss) from sale of assets not on line 10	41,217,617.			
	b Gross sales price for all assets on line 6a	219,946,408.			
	7 Capital gain net income (from Part IV, line 2)		171,679,026.		
	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	-1,074,986.	-1,074,986.			
12 Total. Add lines 1 through 11	101,969,565.	174,813,018.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	1,405,320.			1,350,788.
	15 Pension plans, employee benefits	330,264.			284,535.
	16a Legal fees (attach schedule) ATCH 5	94,246.	70,386.		23,356.
	b Accounting fees (attach schedule) ATCH 6	251,744.	20,875.		147,132.
	c Other professional fees (attach schedule)	2,081,630.	1,013,660.		1,059,076.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 8	345,949.	116,566.		124,624.
	19 Depreciation (attach schedule) and depletion	160,015.	36,182.		
	20 Occupancy	516,414.			473,240.
	21 Travel, conferences, and meetings	796,749.			172,992.
	22 Printing and publications	1,145.			1,145.
	23 Other expenses (attach schedule) ATCH 9	2,064,140.	260,197.		1,746,437.
	24 Total operating and administrative expenses. Add lines 13 through 23	8,047,616.	1,517,866.		5,383,325.
	25 Contributions, gifts, grants paid	19,447,642.			19,236,200.
26 Total expenses and disbursements. Add lines 24 and 25	27,495,258.	1,517,866.	0	24,619,525.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	74,474,307.				
b Net investment income (if negative, enter -0-)		173,295,152.			
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	36,914,389.	9,586,025.	9,586,025.
	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) *		* 3,252,322.	ATCH 10
		Less allowance for doubtful accounts	2,901,304.	3,252,322.	3,252,322.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	819,059.	3,965.	3,965.
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 11	120,669,832.	61,791,467.	61,791,467.
	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	138,853,843.	328,180,162.	328,180,162.	
14	Land, buildings, and equipment basis	9,421,107.			
	Less accumulated depreciation (attach schedule)	531,245.	7,985,507.	8,889,862.	
15	Other assets (describe ATCH 13)	4,045,947.	311,057.	311,057.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	312,189,881.	412,014,860.	412,014,860.	
Liabilities	17	Accounts payable and accrued expenses	1,802,046.	3,199,623.	
	18	Grants payable	6,608,400.	6,819,843.	
	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	Total liabilities (add lines 17 through 22)	8,410,446.	10,019,466.		
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	303,779,435.	401,995,394.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	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	Total net assets or fund balances (see instructions)	303,779,435.	401,995,394.		
31	Total liabilities and net assets/fund balances (see instructions)	312,189,881.	412,014,860.		

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)	1 303,779,435.
2	Enter amount from Part I, line 27a	2 74,474,307.
3	Other increases not included in line 2 (itemize) ATCH 14	3 28,786,728.
4	Add lines 1, 2, and 3	4 407,040,470.
5	Decreases not included in line 2 (itemize) ATCH 15	5 5,045,076.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 401,995,394.

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				(i) 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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	171,679,026.
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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(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))
2012	21,212,673.	198,962,068.	0.106617
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
2	Total of line 1, column (d)	2	0.458324
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	0.091665
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	346,982,188.
5	Multiply line 4 by line 3	5	31,806,122.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,732,952.
7	Add lines 5 and 6	7	33,539,074.
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	25,524,442.

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)	1	3,465,903.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	3,465,903.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	3,465,903.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,421,498.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	4,421,498.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6,647.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	948,948.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ▶ 948,948. Refunded ▶	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).
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).
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
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
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2013, 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?
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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)?
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 2013?
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?
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)
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?
b If "Yes," did it have excess business holdings in 2013 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 2013)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2013?

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 -----		667,172.	119,779.	0
----- ----- -----				

Total number of other employees paid over \$50,000 ▶ 8

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	709,204.
GRIFFIN SCHEIN LOS ANGELES, CA 90028	CONSULTING	202,500.
MANUKA SPORTS EVENT MANAGEMENT, LLC NEWPORT, RI 02840	EVENT CONSULTING	132,625.
RICHARD TURER NANTUCKET, MA 02554	PROJECT COORDINATOR	128,710.
HALFRON & ASSOCIATES NEW YORK, NY 10018	CONSULTING	128,063.
Total number of others receiving over \$50,000 for professional services		6

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.	5,173,851.
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.	119,379.
3 REMAIN NANTUCKET - SPONSORED COMMUNITY EVENTS WITH SOCIAL AND CLIMATE ENVIRONMENTAL MESSAGES.	700,279.
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 COASTAL ENTERPRISES - BELOW MARKET LOAN TO BE USED TO ASSIST IN MAINE AGRICULTURAL PROJECTS.	250,000.
2 D-REV DESIGN FOR THE OTHER 90% - BELOW MARKET LOAN TO BE USED FOR DESIGNING AND DELIVERING MEDICAL DEVICES TO PEOPLE LIVING ON LESS THAN \$4 PER DAY.	250,000.
All other program-related investments See instructions	
3 NET OF ADDITIONAL FIXED ASSETS TO GREENHOUND PROPERTY, ADDITIONAL BELOW MARKET LOANS AND REPAYMENTS OF PREVIOUS LOANS.	404,917.
Total. Add lines 1 through 3	904,917.

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	205,207,784.
b	Average of monthly cash balances	1b	36,736,022.
c	Fair market value of all other assets (see instructions)	1c	110,322,375.
d	Total (add lines 1a, b, and c)	1d	352,266,181.
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	352,266,181.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,283,993.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	346,982,188.
6	Minimum investment return. Enter 5% of line 5	6	17,349,109.

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	17,349,109.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,465,903.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,465,903.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	13,883,206.
4	Recoveries of amounts treated as qualifying distributions	4	550,000.
5	Add lines 3 and 4	5	14,433,206.
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	14,433,206.

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	24,619,525.
b	Program-related investments - total from Part IX-B	1b	904,917.
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	25,524,442.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	25,524,442.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				14,433,206.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009		20,801,544.		
c From 2010		4,381,345.		
d From 2011		7,345,078.		
e From 2012		12,520,968.		
f Total of lines 3a through e	45,048,935.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 25,524,442.				
a Applied to 2012, 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)		ATCH 19		
d Applied to 2013 distributable amount				14,433,206.
e Remaining amount distributed out of corpus	11,091,236.			
5 Excess distributions carryover applied to 2013 (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	56,140,171.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	56,140,171.			
10 Analysis of line 9				
a Excess from 2009		20,801,544.		
b Excess from 2010		4,381,345.		
c Excess from 2011		7,345,078.		
d Excess from 2012		12,520,968.		
e Excess from 2013		11,091,236.		

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the 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 (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(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 address 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 Name and address (home or business)	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
a <i>Paid during the year</i> ATCH 25				
Total ► 3a				19,236,200.
b <i>Approved for future payment</i> ATCH 26				
Total ► 3b				4,187,000.

Part XVI-A Analysis of Income-Producing Activities

Table with columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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... b If "Yes," complete the following schedule

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: [Signature] Date: 11/17/14 Title: CFO

Paid Preparer Use Only Print/Type preparer's name: MICHAEL P CAMPBELL Preparer's signature: [Signature] Date: 11/14/14 Check self-employed if PTIN: P00624713 Firm's name: BDO USA, LLP Firm's address: 1 BUSH STREET, STE. 1800 SAN FRANCISCO, CA 94104-4425 Firm's EIN: 13-5381590 Phone no: 415-397-7900

Schedule of Contributors

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

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

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

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

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, 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	\$ 4,526,190.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	THE SCHMIDT FAMILY LIVING TRUST 555 BRYANT STREET, #347 PALO ALTO, CA 94301	\$ 51,519,582.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	THE SCHMIDT FAMILY LIVING TRUST 555 BRYANT STREET, #347 PALO ALTO, CA 94301	\$ 610,184.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
4	HILLSPIRE LLC 555 BRYANT STREET, #347 PALO ALTO, CA 94301	\$ 962,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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	6,000 SHARES OF GOOGLE STOCK	\$ 4,526,190.	01/25/2013
2	60,010 SHARES OF GOOGLE STOCK	\$ 51,519,582.	VAR
3	DONATED PLANE USAGE FOR INTERNATIONAL PHILANTHROPIC TRIP	\$ 610,184.	02/15/2013
4	DONATED RENOVATIONS, PROPERTY AND EQUIPMENT FOR NEW OFFICE SPACE	\$ 962,000.	12/31/2013
		\$	
		\$	

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	
----- ----- -----		----- ----- -----	

ATTACHMENT 1

PENALTY COMPUTATION DETAIL - FORM 2220

<u>DATE PD</u>	<u>UNDERPAYMENT</u>	<u>BEG. DATE</u>	<u>END DATE</u>	<u>DAYS</u>	<u>%</u>	<u>PENALTY</u>
<u>QUARTER 3, RATE PERIOD 1 (09/16/2013 -05/15/2014)</u>						
12/16/2013	888,650.	09/16/2013	12/16/2013	91	3	<u>6,647.</u>
TOTAL TO FORM 2220, LINE 22, COLUMN C						<u>6,647.</u>
TOTAL UNDERPAYMENT PENALTY						<u>6,647.</u>

**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					69,082.	
		ACCEL X STRATEGIC PARTNERS 8.					VAR -8.	VAR
		ACCEL X STRATEGIC PARTNERS 7,918.					VAR -7,918.	VAR
22,032.		ACCOLADE PARTNERS III, LP					VAR 22,032.	VAR
355,187.		ACCOLADE PARTNERS III, LP					VAR 355,187.	VAR
		BENCHMARK FOUNDERS' FUND VI, LP 43,086.					VAR -43,086.	VAR
		DE SHAW OCULUS FUND, LLC 41,614.					VAR -41,614.	VAR
		DE SHAW OCULUS FUND, LLC 153,879.					VAR -153,879.	VAR
62,037.		DUNE REAL ESTATE PARALLEL FD II, LP					VAR 62,037.	VAR
57,371.		GENERAL ATLANTIC PARTNERS 84, LP					VAR 57,371.	VAR
350,638.		GENERAL ATLANTIC PARTNERS 85, LP					VAR 350,638.	VAR
185,779.		GENERAL ATLANTIC PARTNERS 87, LP					VAR 185,779.	VAR
254,375.		GENERAL ATLANTIC PARTNERS 88, LP					VAR 254,375.	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)	
		GENERAL ATLANTIC BRAZIL FUNDO 32.				VAR -32.	VAR	
		KPCB GREEN GROWTH FUND, LLC 684.				VAR -684.	VAR	
		KPCB GREEN GROWTH FUND, LLC 74,677.				VAR -74,677.	VAR	
		KPCB XIII, LLC 9,280.				VAR -9,280.	VAR	
		KPCB XIII, LLC 398,206.				VAR -398,206.	VAR	
40,549.		ROCKWOOD CAPITAL RE PTNRS FD VIII, LP				VAR 40,549.	VAR	
380,047.		SCHF US, LP				VAR 380,047.	VAR	
447,238.		SCHF US, LP				VAR 447,238.	VAR	
18,743.		LEGACY VENTURE IV, LLC				VAR 18,743.	VAR	
459,564.		LEGACY VENTURE IV, LLC				VAR 459,564.	VAR	
46,137.		HIGHVISTA II LIMITED PARTNERSHIP				VAR 46,137.	VAR	
97,145.		HIGHVISTA II LIMITED PARTNERSHIP				VAR 97,145.	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)	
228,637.		FARALLON CAPITAL INSTITUTIONAL PTNRS					VAR 228,637.	VAR
212,881.		FARALLON CAPITAL INSTITUTIONAL PTNRS					VAR 212,881.	VAR
267,148.		GENERAL ATLANTIC PTNRS (BERMUDA) II, LP					VAR 267,148.	VAR
18,937.		GENERAL ATLANTIC PARTNERS 89B, LP					VAR 18,937.	VAR
245,559.		LONE CASCADE, LP					VAR 245,559.	VAR
173,950.		LONE CASCADE, LP					VAR 173,950.	VAR
		POWERSHARES DB COMMODITY INDEX 1,000.					VAR -1,000.	VAR
		POWERSHARES DB COMMODITY INDEX 8,518.					VAR -8,518.	VAR
211076619.		FIDELITY 42434492.					VAR 168642127.	VAR
4,876,753.		FIDELITY 4,652,618.					VAR 227,760.	VAR
		PARTNERSHIP INCOME - SEC. 1256 177,998.					VAR -177,998.	VAR
		PARTNERSHIP INCOME - SEC. 1256 266,997.					VAR -266,997.	VAR
TOTAL GAIN (LOSS)							<u>171679026.</u>	

2/29/2012	10/14/2013	2631 669	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	26,869 34	25,737 62			(1,131 72)	
3/30/2012	10/14/2013	2819 045	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	28,415 97	27,570 15			(845 82)	
4/2/2012	10/14/2013	3070 009	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	30,945 69	30,024 57			(921 12)	
4/2/2012	10/14/2013	1161 625	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	11,709 18	11,360 65			(348 53)	
4/30/2012	10/14/2013	2709 922	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	27,559 91	26,502 93			(1,056 98)	
5/31/2012	10/14/2013	2746 184	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	27,983 61	26,857 57			(1,126 04)	
6/29/2012	10/14/2013	2571 704	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	26,257 10	25,151 17			(1,105 93)	
7/31/2012	10/14/2013	2578 323	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	26,788 78	25,215 90			(1,572 88)	
8/31/2012	10/14/2013	2526 179	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	26,272 26	24,705 93			(1,566.33)	
9/28/2012	10/14/2013	2401.349	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	25,118 11	23,485 10			(1,633 01)	
10/31/2012	10/14/2013	2438 519	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	25,628 83	23,848 62		(1,780 21)		
11/30/2012	10/14/2013	2356 779	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	24,746 18	23,049 21		(1,696 97)		
12/31/2012	10/14/2013	9773 569	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	101,058 70	95,585 13		(5,473 57)		
12/31/2012	10/14/2013	2673 113	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	27,639 99	26,142 94		(1,497 05)		
12/31/2012	10/14/2013	2437 447	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	25,154 45	23,838 14		(1,316 31)		
1/31/2013	10/14/2013	2416 608	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	24,746 07	23,634 33		(1,111 74)		
2/28/2013	10/14/2013	2182 707	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	22,460 05	21,346 79		(1,113 26)		
3/28/2013	10/14/2013	2435 806	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	24,820 86	23,822 09		(998 77)		
4/1/2013	10/14/2013	6327 381	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	64,476 01	61,881 54		(2,594 47)		
4/1/2013	10/14/2013	1040 118	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	10,598 80	10,172 31		(426 49)		
4/30/2013	10/14/2013	2314 945	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	23,820 78	22,640 07		(1,180 71)		
5/31/2013	10/14/2013	2421 568	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	24,385 19	23,682 84		(702 35)		
6/28/2013	10/14/2013	2405 971	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	23,530 40	23,530 31		(0 09)		
7/31/2013	10/14/2013	2504 46	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	24,618 84	24,493 52		(125 32)		
8/30/2013	10/14/2013	2578 377	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	25,036 04	25,216 43		180 39		
9/30/2013	10/14/2013	2451 424	VANGUARD INTERM TERM INVESTMENT GRADE ADMI	24,048 47	23,974 84		(73 63)		
7/5/2013	10/17/2013	0 789	ISHARE MSCI JAPAN IN	9 10	9 44		0 34		
7/5/2013	10/17/2013	0 883	ISHARES MSCI EMRG MKT FD EMERGING MARKETS	33 95	38 04		4 09		
7/31/2013	10/17/2013	0 889	SPDR S&P 500 ETF TRUSTUNIT SER 1 S&P	149 52	151 85		2 33		
9/27/2013	10/17/2013	0 597	VANGUARD EUROPEAN ETF	32 71	32 90		0 19		
12/19/2008	11/15/2013	5919	RPX Corp	12,806 35	100,228 23		87,421 88		
7/14/2009	11/15/2013	2986	RPX Corp	8,963 67	50,562 85		41,599 18		
10/1/2008	11/15/2013	2384	Silver Spring Networks Inc	20,264 00	49,657 85		29,393 85		
7/14/2009	12/18/2013	12164	RPX Corp	36,516 33	201,259 60		164,743 27		
11/12/2010	12/18/2013	1073	RPX Corp	8,347 94	17,753 33		9,405 39		
4/29/2013	12/23/2013	7911	iShares Core Total U S Bond Market ETF	882,634 22	844,944 17		(37,690 05)		
12/15/2008	12/23/2013	1815	ISHARES TIPS BOND ETF	173,851 85	200,000 44		26,148 59		
4/29/2013	12/23/2013	24010	ISHARES TR MSCI ACWI INDEXFD	1,250,469 61	1,360,181 24		109,711 63		
4/30/2013	12/23/2013	14825	ISHARES TR MSCI ACWI INDEXFD	772,687 90	839,845 35		67,157 45		
5/13/2013	12/23/2013	2555	POWERSHARES DB COMMODITYINDEX TRACKINGFD UNIT BE	67,028 13	65,436 75	1,482 00	(109 38)		
5/14/2013	12/23/2013	2560	POWERSHARES DB COMMODITYINDEX TRACKINGFD UNIT BE	67,040 51	65,564 81	1,486 00	10 30		
5/15/2013	12/23/2013	1135	POWERSHARES DB COMMODITYINDEX TRACKINGFD UNIT BE	29,409 21	29,068 78	657 00	316 57		
5/19/2010	12/23/2013	2566	SOLAZYME, INC	22,721 93	25,458 12		2,736 19		
5/13/2013	12/23/2013	479	VANGUARD INDEX FDS VANGUARDREIT ETF FORMERLYVANG	36,486 96	31,432 44		(5,054.52)		
5/14/2013	12/23/2013	476	VANGUARD INDEX FDS VANGUARDREIT ETF FORMERLYVANG	36,493 21	31,235 57		(5,257 64)		
5/15/2013	12/23/2013	476	VANGUARD INDEX FDS VANGUARDREIT ETF FORMERLYVANG	36,504 20	31,235 57		(5,268 63)		
5/16/2013	12/23/2013	17	VANGUARD INDEX FDS VANGUARDREIT ETF FORMERLYVANG	1,316 62	1,115 56		(201 06)		
VAR	VAR	181461	GOOGLE INC CLASS A	92,101 05	157,135,164 56		157,043,063 51		
TOTAL				47,087,110 40	215,953,372 26	3,625.00	227,759 70	168,642,127 16	

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	01/25/2013	4,526,190.
THE SCHMIDT FAMILY LIVING TRUST 555 BRYANT STREET, #347 PALO ALTO, CA 94301	VAR	51,519,582.
THE SCHMIDT FAMILY LIVING TRUST 555 BRYANT STREET, #347 PALO ALTO, CA 94301	02/15/2013	610,184.
HILLSPIRE LLC 555 BRYANT STREET, #347 PALO ALTO, CA 94301	12/31/2013	962,000.

TOTAL CONTRIBUTION AMOUNTS

57,617,956.

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	579.	579.
FIDELITY INTEREST	9,449.	9,449.
OTHER INTEREST	24.	24.
TOTAL	<u>10,052.</u>	<u>10,052.</u>

ATTACHMENT 3

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY INVESTMENT	3,018,247.	3,018,247.
ACCEL X STRATEGIC PARTNERS	576.	576.
ACCOLADE PARTNERS III	34,703.	34,703.
BENCHMARK FOUNDERS' FUND VI, LP	191.	191.
DE SHAW OCULUS FUND, LLC	485,324.	485,324.
DUNE RE PARALLEL FUND II	31,247.	31,247.
GENERAL ATLANTIC PARTNERS 84	11,186.	11,186.
GENERAL ATLANTIC PARTNERS 85	13,693.	13,693.
GENERAL ATLANTIC PARTNERS 86	3.	3.
GENERAL ATLANTIC PARTNERS 87	753.	753.
GENERAL ATLANTIC PARTNERS 88	3,507.	3,507.
GENERAL ATLANTIC BRAZIL FUNDO	2.	2.
KPCB GREEN GROWTH FUND	33,879.	33,879.
KLEINER PERKINS CAUFIELD & BYERS XIII	3,051.	3,051.
ROCKWOOD CAPITAL REAL ESTATE PARTNERS FD	24,150.	24,150.
SCHF US, LP	218,509.	218,509.
LEGACY VENTURE IV	19,472.	19,472.
HIGHVISTA II LIMITED PARTNERSHIP	47,142.	47,142.
FARALLON CAPITAL INSTITUTIONAL PARTNERS	5,692.	5,692.
GENERAL ATLANTIC PARTNERS (BERMUDA) II	46,984.	46,984.
GENERAL ATLANTIC PARTNERS (BERMUDA)	1,460.	1,460.
GENERAL ATLANTIC PARTNERS 89B	2,576.	2,576.
GENERAL ATLANTIC PARTNERS 90	2,681.	2,681.
REGIMENT CAPITAL LTD	144,201.	144,201.
GENERAL ATLANTIC PARTNERS 91B	17,208.	17,208.
ECOTRUST FORESTS II, LLC	188.	188.
ECOVATIVE DESIGN, LLC	19.	19.
GENERAL ATLANTIC PARTNERS (BERMUDA) III	150.	150.
LONE CASCADE, LP	35,589.	35,589.
POWERSHARES DB COMMODITY INDEX TRACKING	862.	862.
TOTAL	<u>4,203,245.</u>	<u>4,203,245.</u>

RENT AND ROYALTY INCOME

Taxpayer's Name THE SCHMIDT FAMILY FOUNDATION	Identifying Number 20-4170342
---	---

DESCRIPTION OF PROPERTY
REMAIN 54

<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	X	<input type="checkbox"/>	No	Did you actively participate in the operation of the activity during the tax year?
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TYPE OF PROPERTY.		
REAL RENTAL INCOME		
OTHER INCOME:	13,898.	
TOTAL GROSS INCOME		13,898.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS Beneficiary's Portion		
AMORTIZATION		
LESS Beneficiary's Portion		
DEPLETION		
LESS Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		13,898.

Less Amount to

Rent or Royalty	
Depreciation	
Depletion	
Investment Interest Expense	
Other Expenses	
Net Income (Loss) to Others	

Net Rent or Royalty Income (Loss)

Deductible Rental Loss (if Applicable)

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

13,898.

RENT AND ROYALTY INCOME

Taxpayer's Name THE SCHMIDT FAMILY FOUNDATION	Identifying Number 20-4170342
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DESCRIPTION OF PROPERTY
MAIN OFFICE-PALO ALTO

Yes No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY		
REAL RENTAL INCOME		
OTHER INCOME:	425.	
TOTAL GROSS INCOME		425.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		425.

Less Amount to

Rent or Royalty	
Depreciation	
Depletion	
Investment Interest Expense	
Other Expenses	
Net Income (Loss) to Others	

Net Rent or Royalty Income (Loss) 425.

Deductible Rental Loss (if Applicable)

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

425.

RENT AND ROYALTY INCOME

Taxpayer's Name THE SCHMIDT FAMILY FOUNDATION	Identifying Number 20-4170342
---	---

DESCRIPTION OF PROPERTY
SCHF US, LP

Yes No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:	
REAL RENTAL INCOME	
OTHER INCOME:	23,174.
TOTAL GROSS INCOME	23,174.
OTHER EXPENSES:	
DEPRECIATION (SHOWN BELOW)	
LESS: Beneficiary's Portion	
AMORTIZATION	
LESS: Beneficiary's Portion	
DEPLETION	
LESS: Beneficiary's Portion	
TOTAL EXPENSES	
TOTAL RENT OR ROYALTY INCOME (LOSS)	23,174.

Less Amount to	
Rent or Royalty	_____
Depreciation	_____
Depletion	_____
Investment Interest Expense	_____
Other Expenses	_____
Net Income (Loss) to Others	_____
Net Rent or Royalty Income (Loss)	23,174.
Deductible Rental Loss (if Applicable)	_____

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

23,174.

RENT AND ROYALTY INCOME

Taxpayer's Name THE SCHMIDT FAMILY FOUNDATION	Identifying Number 20-4170342
---	---

DESCRIPTION OF PROPERTY
HIGHVISTA II LIMITED PARTNERSHIP

Yes No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:		
REAL RENTAL INCOME		
OTHER INCOME:	-2,356.	
TOTAL GROSS INCOME		-2,356.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-2,356.

Less Amount to	
Rent or Royalty	_____
Depreciation	_____
Depletion	_____
Investment Interest Expense	_____
Other Expenses	_____
Net Income (Loss) to Others	_____
Net Rent or Royalty Income (Loss)	-2,356.
Deductible Rental Loss (if Applicable)	_____

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

-2,356.

RENT AND ROYALTY INCOME

Taxpayer's Name THE SCHMIDT FAMILY FOUNDATION	Identifying Number 20-4170342
---	---

DESCRIPTION OF PROPERTY
DUNE R/E PARALLEL FD

Yes	<input checked="" type="checkbox"/>	No	Did you actively participate in the operation of the activity during the tax year?
-----	-------------------------------------	----	--

TYPE OF PROPERTY:						
REAL RENTAL INCOME	.....				
OTHER INCOME	.....				7,279.	
TOTAL GROSS INCOME	.....					7,279.
OTHER EXPENSES	.....				
DEPRECIATION (SHOWN BELOW)	.....				
LESS: Beneficiary's Portion	.....				
AMORTIZATION	.....				
LESS: Beneficiary's Portion	.....				
DEPLETION	.....				
LESS: Beneficiary's Portion	.....				
TOTAL EXPENSES	.....				
TOTAL RENT OR ROYALTY INCOME (LOSS)	.....					7,279.

Less Amount to						
Rent or Royalty	.....				
Depreciation	.....				
Depletion	.....				
Investment Interest Expense	.....				
Other Expenses	.....				
Net Income (Loss) to Others	.....				
Net Rent or Royalty Income (Loss)	.....					7,279.
Deductible Rental Loss (if Applicable)	.....				

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

7,279.

RENT AND ROYALTY INCOME

Taxpayer's Name THE SCHMIDT FAMILY FOUNDATION	Identifying Number 20-4170342
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DESCRIPTION OF PROPERTY
LEGACY VENT. IV, LLC

Yes	<input checked="" type="checkbox"/>	No	Did you actively participate in the operation of the activity during the tax year?
-----	-------------------------------------	----	--

TYPE OF PROPERTY:
REAL RENTAL INCOME

OTHER INCOME:		5.
---------------	--	----

TOTAL GROSS INCOME 5.

OTHER EXPENSES:

DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		5.

Less Amount to

Rent or Royalty	
Depreciation	
Depletion	
Investment Interest Expense	
Other Expenses	
Net Income (Loss) to Others	

Net Rent or Royalty Income (Loss) 5.

Deductible Rental Loss (if Applicable)

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

5.

RENT AND ROYALTY INCOME

Taxpayer's Name THE SCHMIDT FAMILY FOUNDATION Identifying Number 20-4170342

DESCRIPTION OF PROPERTY
DREF II CIV I, LP

Yes No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

REAL RENTAL INCOME		
OTHER INCOME:		
	-46,744.	
TOTAL GROSS INCOME		-46,744.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-46,744.

Less Amount to

Rent or Royalty	_____
Depreciation	_____
Depletion	_____
Investment Interest Expense	_____
Other Expenses	_____
Net Income (Loss) to Others	_____

Net Rent or Royalty Income (Loss) -46,744.

Deductible Rental Loss (if Applicable) _____

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

-46,744.

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	13,898.			13,898.
MAIN OFFICE-PALO ALTO	425.			425.
SCHF US, LP	23,174.			23,174.
HIGHVISTA II LIMITED	-2,356.			-2,356.
DUNE R/E PARALLEL FD	7,279.			7,279.
LEGACY VENT. IV, LLC	5.			5.
DREF II CIV I, LP	-46,744.			-46,744.
TOTALS	<u>-4,319.</u>			<u>-4,319.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PARTNERSHIP INCOME	-1,074,989.	-1,074,989.
OTHER INCOME	3.	3.
TOTALS	<u>-1,074,986.</u>	<u>-1,074,986.</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	94,246.	70,386.		23,356.
TOTALS	<u>94,246.</u>	<u>70,386.</u>		<u>23,356.</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	251,744.	20,875.		147,132.
TOTALS	<u>251,744.</u>	<u>20,875.</u>		<u>147,132.</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	960,970.	960,970.	
CONSULTANTS	1,035,777.	52,690.	978,957.
IT SUPPORT	41,310.		37,296.
OTHER PROFESSIONAL FEES	43,573.		42,823.
TOTALS	<u>2,081,630.</u>	<u>1,013,660.</u>	<u>1,059,076.</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	345,949.	116,566.	124,624.
TOTALS	<u>345,949.</u>	<u>116,566.</u>	<u>124,624.</u>

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK & FINANCE CHARGES	1,144.		316.
PAYROLL SERVICE FEES	31,813.		29,352.
DUES & SUBSCRIPTIONS	65,240.		62,834.
REFERENCE MATERIALS	3,990.		3,990.
INSURANCE	46,180.	11,809.	23,224.
MEALS & ENTERTAINMENT	47,413.		45,266.
OFFICE SUPPLIES	27,946.		
GIFT	150.		150.
COMPUTER EQUIPMENT & SUPPLIES	482.		
STATIONARY/SUPPLIES	11,441.		11,441.
BUILDING SUPPLIES	1,262.		1,262.
TELEPHONE	62,562.		57,351.
ADVERTISING	28,068.		28,068.
POSTAGE	6,856.		6,469.
RESEARCH	18,644.		18,644.
GRAPHICS/WEB DESIGN	30,835.		30,835.
EVENT & SPONSORSHIP- PROG. EXP	1,333,462.		1,333,462.
REPAIRS & MAINTENANCE	65,630.	7,987.	57,034.
UTILITIES	21,503.		20,272.
STAFF DEVELOPMENT	2,651.		
EQUIPMENT LEASE	10,467.		10,467.
INVESTMENT INTEREST EXPENSES	240,401.	240,401.	
SUBSIDY PROGRAM EXPENSE	6,000.		6,000.
TOTALS	<u>2,064,140.</u>	<u>260,197.</u>	<u>1,746,437.</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 101,302.

ENDING BALANCE DUE 102,320.

ENDING FAIR MARKET VALUE 102,320.

ATTACHMENT 10 (CONT'D)

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

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

BEGINNING BALANCE DUE 150,000.
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

BEGINNING BALANCE DUE 100,000.
 ENDING BALANCE DUE NONE
 ENDING FAIR MARKET VALUE NONE

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 NONE
 ENDING FAIR MARKET VALUE NONE

ATTACHMENT 10 (CONT'D)

BORROWER: COASTAL ENTERPRISES
 ORIGINAL AMOUNT: 250,000.
 DATE OF NOTE: 03/01/2013
 PURPOSE OF LOAN: TO SUPPORT MAINE AGRICULTURAL PROJECTS

BEGINNING BALANCE DUE NONE

 ENDING BALANCE DUE 250,000.

 ENDING FAIR MARKET VALUE 250,000.

BORROWER: VIRUNGA FUND INC.
 ORIGINAL AMOUNT: 150,000.
 DATE OF NOTE: 04/19/2013
 PURPOSE OF LOAN: TO SUPPORT OFF-GRID HYDRO-ELECTRIC OPERATIONS

BEGINNING BALANCE DUE NONE

 ENDING BALANCE DUE 150,000.

 ENDING FAIR MARKET VALUE 150,000.

ATTACHMENT 10 (CONT'D)

BORROWER: LIGTT CORPORATION
 ORIGINAL AMOUNT: 250,000.
 DATE OF NOTE: 12/17/2013
 PURPOSE OF LOAN: TO SUPPORT TECHNOLOGY DEVELOPMENT BY LIGTT

BEGINNING BALANCE DUE NONE

 ENDING BALANCE DUE 250,000.

 ENDING FAIR MARKET VALUE 250,000.

BORROWER: D-REV DESIGN FOR THE OTHER 90%
 ORIGINAL AMOUNT: 250,000.
 DATE OF NOTE: 07/15/2013
 PURPOSE OF LOAN: TO SUPPORT THE DESIGN OF MEDICAL DEVICES

BEGINNING BALANCE DUE NONE

 ENDING BALANCE DUE 250,000.

 ENDING FAIR MARKET VALUE 250,000.

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

BEGINNING BALANCE DUE 350,000.

ENDING BALANCE DUE NONE

ENDING FAIR MARKET VALUE NONE

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 2,901,304.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 3,252,322.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 3,252,322.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOOGLE STOCK	61,791,467.	61,791,467.
TOTALS	<u>61,791,467.</u>	<u>61,791,467.</u>

FORM 990PE, PART II - OTHER INVESTMENTS

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY INVEST. - MUTUAL FUND	189,039,717.	189,039,717.
HIGHVISTA II LIMITED PTRNSHIP	6,738,941.	6,738,941.
FARALLON CAP. INST. PTRNS, LP	7,398,843.	7,398,843.
LEGACY VENTURE IV, LLC	5,613,279.	5,613,279.
ACCEL X STRATEGIC PARTNERS LP	1,013,258.	1,013,258.
BENCHMARK FOUNDERS' FUND VI LP	3,746,294.	3,746,294.
DUNE R/E PARALLEL FUND II, LP	873,156.	873,156.
ROCKWOOD CAP R/E PTRNS FD VIII	620,208.	620,208.
GENERAL ATLANTIC PARTNERS LP	11,078,901.	11,078,901.
KPCB XIII, LLC	8,549,145.	8,549,145.
GENERAL ATLANTIC BRAZIL FUNDO	2,264.	2,264.
ACCOLADE PARTNERS III, LP	8,438,062.	8,438,062.
D.E. SHAW OCULUS FUND, LLC	8,493,709.	8,493,709.
KPCB GREEN GROWTH FUND, LLC	3,377,681.	3,377,681.
REGIMENT CAPITAL LTD	7,066,367.	7,066,367.
SCHF, LP	12,527,546.	12,527,546.
THE RODA GP INVESTMENT FUND XX		
LONE CASCADE, LP	6,401,927.	6,401,927.
DREF II CIV I, LP	1,887,481.	1,887,481.
ECOTRUST FORESTS II, LLC	125,584.	125,584.
ECOVATIVE DESIGN, LLC	925,917.	925,917.
BIL, LTD.	7,846,806.	7,846,806.
VIKING LONG FUND III, LP	11,961,388.	11,961,388.
COATUE OFFSHORE FUND LTD.	8,972,457.	8,972,457.
PARVUS EUROPEAN OPP. FUND	5,602,998.	5,602,998.
REDWOOD OFFSHORE FUND, LTD	1,100,246.	1,100,246.
REDWOOD DRAWDOWN OFFSHORE FUND	163,723.	163,723.
TECREF 3 RUBICON S.A.R.L.	7,915,749.	7,915,749.
INVENTURE CAPITAL CORP	98,515.	98,515.
ECO.LOGIC BRANDS INC.	600,000.	600,000.
TOTALS	<u>328,180,162.</u>	<u>328,180,162.</u>

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDENDS RECEIVABLE	88,136.	88,136.
INTEREST RECEIVABLE	86,074.	86,074.
OTHER RECEIVABLE	6,970.	6,970.
DEPOSITS	129,877.	129,877.
TOTALS	<u>311,057.</u>	<u>311,057.</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	28,786,728.
TOTAL	<u>28,786,728.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
EXCISE TAX EXPENSE	3,289,076.
DEFERRED TAX EXPENSE	1,756,000.
TOTAL	<u>5,045,076.</u>

ATTACHMENT 16FORM 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: 53,660.
ANY DIVERSION? NO
DATES OF REPORTS: 02/11/2014
VERIFICATION DATE: 02/11/2014
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.

GRANTEE'S NAME: CATER COMMUNICATIONS
GRANTEE'S ADDRESS: 179 RESERVOIR ROAD
CITY, STATE & ZIP: SAN RAFAEL, CA 94901
GRANT DATE: 05/16/2013
GRANT AMOUNT: 50,000.
GRANT PURPOSE: TO SUPPORT THE "STOP FOOLING CALIFORNIA" SOCIAL MEDIA EDUCATIONAL PROJECT.
AMOUNT EXPENDED: 50,000.
ANY DIVERSION? NO
DATES OF REPORTS: 01/15/2014
VERIFICATION DATE: 01/15/2014
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.

GRANTEE'S NAME: CO-CREATION HUB
GRANTEE'S ADDRESS: 6TH FLOOR, 294 HERBERT MACAULAY WAY
CITY, STATE & ZIP: SABO-YABA
FOREIGN PROVINCE: LAGOS
FOREIGN COUNTRY: NIGERIA
GRANT DATE: 12/17/2013
GRANT AMOUNT: 65,000.
GRANT PURPOSE: FOR GENERAL SUPPORT OF THE MOBILE EXPERIENCE CENTER/
LABORATORY.
AMOUNT EXPENDED: 65,000.
ANY DIVERSION? NO
DATES OF REPORTS: 10/01/2014
VERIFICATION DATE: 10/01/2014
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.

CONT'D ON NEXT PAGE

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

GRANTEE'S NAME: ELLEN MACARTHUR FOUNDATION
GRANTEE'S ADDRESS: THE SAIL LOFT, 42 MEDINA ROAD PO 317BX
CITY, STATE & ZIP: COWES
FOREIGN PROVINCE: ISLE OF WRIGHT
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 03/05/2013
GRANT AMOUNT: 770,000.
GRANT PURPOSE: TO PROVIDE GENERAL SUPPORT FOR THE INTERNATIONAL
FELLOWSHIP PROGRAMME ON THE CIRCULAR ECONOMY.

AMOUNT EXPENDED: 292,299.

ANY DIVERSION? NO

DATES OF REPORTS: 08/31/2013

VERIFICATION DATE: 08/31/2013

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.

GRANTEE'S NAME: JESSIE SMITH NOYES FOUNDATION
GRANTEE'S ADDRESS: 6 EAST 39TH STREET
CITY, STATE & ZIP: NEW YORK, NY 10016
GRANT DATE: 06/05/2013
GRANT AMOUNT: 150,000.
GRANT PURPOSE: TO SUPPORT THE "EAT4HEALTH" PROGRAM.
AMOUNT EXPENDED: 150,000.

ANY DIVERSION? NO

DATES OF REPORTS: 05/30/2014

VERIFICATION DATE: 05/30/2014

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.

GRANTEE'S NAME: MARY ROBINSON FDN FOR CLIMATE JUSTICE
GRANTEE'S ADDRESS: 6 SOUTH LEINSTER STREET
CITY, STATE & ZIP: DUBLIN 2
FOREIGN COUNTRY: IRELAND
GRANT DATE: 06/21/2013
GRANT AMOUNT: 100,000.
GRANT PURPOSE: FOR GENERAL SUPPORT AND ADVANCING CLIMATE JUSTICE.
AMOUNT EXPENDED: 49,479.

ANY DIVERSION? NO

DATES OF REPORTS: 04/01/2014

VERIFICATION DATE: 04/01/2014

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	155,716.	21,424. 0
M. PHILBRICK 50 MAIN STREET NANTUCKET, MA 02554	EXECUTIVE DIRECTOR 30.00	143,988.	32,102. 0
J. FARIAS 555 BRYANT STREET #370 PALO ALTO, CA 94301	CONTROLLER 40.00	133,835.	21,331. 0
J. DEAN 555 BRYANT STREET #370 PALO ALTO, CA 94301	PROGRAM MANAGER 40.00	123,626.	17,812. 0
S. BELL 555 BRYANT STREET #370 PALO ALTO, CA 94301	PROGRAM MANAGER 40.00	110,007.	27,110. 0
<u>TOTAL COMPENSATION</u>		<u>667,172.</u>	<u>119,779. 0</u>

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

ATTACHMENT 25

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ABA FUND FOR JUSTICE & EDUCATION 1050 CONNECTICUT AVE NW, SUITE 400 WASHINGTON, DC 20036	SEC. 509 (A) (3)	TO INCREASE ACCESS TO JUSTICE THROUGH COMMUNITY BASED PARALEGALS IN MANIEMA	425,000
AMERICAN LUNG ASSOCIATION 1531 I STREET, #201 SACRAMENTO, CA 95814	PC	TO SUPPORT PUBLIC HEALTH ADVOCACY FOR CALIFORNIA CLIMATE AND TRANSPORTATION POLICY	125,000
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVENUE, SE WASHINGTON, DC 20003	PC	TO SUPPORT ANIMAL WELFARE APPROVED	300,000
ASIAN PACIFIC ENVIRONMENTAL NETWORK 426 17TH STREET, SUITE 500 OAKLAND, CA 94612	PC	TO SUPPORT EDUCATION DEFENDING AB 32	95,000
BALTIMORE COUNTY SAILING CENTER P.O. BOX 34134 ESSEX, MD 21221	PC	TO SUPPORT OYSTER BIO-FILTRATION PROGRAM	5,000
BLUE GREEN ALLIANCE 2828 UNIVERSITY AVE. SE MINNEAPOLIS, MN 55414	PC	TO SUPPORT CALIFORNIA CLIMATE POLICY DEFENSE AND IMPLEMENTATION	110,000.

FORM 990PF, 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
BOURNE COMMUNITY BOATING P O BOX 3157 BOURNE, MA 02532	PC	TO SUPPORT BELLY BIOLOGY PROGRAM	7,000
CATER COMMUNICATIONS, INC 914 MISSION AVENUE, SUITE 4D SAN RAFAEL, CA 94901	ER GRANT	TO SUPPORT THE "STOP FOOLING CA" SOCIAL MEDIA EDUCATION PROJECT	50,000
CATSKILL MOUNTAINKEEPER P.O. BOX 381 YOUNGVILLE, NY 12791	PC	TO PROVIDE GENERAL OPERATING SUPPORT	75,000
CERES 99 CHAUNCEY STREET, 6TH FLOOR BOSTON, MA 02111	PC	TO SUPPORT MOBILIZING AND DEPLOYING CORPORATE LEADERS/INVESTORS TO ADDRESS CLIMATE CHANGE	125,000
CITIZEN ENGAGEMENT LAB EDUCATION FUND 2150 ALLSTON WAY, SUITE 360 BERKELEY, CA 94704	PC	TO SUPPORT PRESENTE ORG, PEOPLE OF THE SUN LATINO ENVIRONMENTAL ADVOCACY	75,000
CITIZEN ENGAGEMENT LAB EDUCATION FUND 2150 ALLSTON WAY, SUITE 360 BERKELEY, CA 94704	PC	TO SUPPORT CEL CLIMATE	200,000

FORM 990FE, 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
CLIMATE CENTRAL INC 1 PALMER SQUARE, SUITE 330 PRINCETON, NJ 08542	PC	TO PROVIDE GENERAL OPERATING AND MEDIA SUPPORT	1,250,000.
CLIMATE SOLUTIONS 1402 THIRD AVENUE, #1305 SEATTLE, WA 98101	PC	TO SUPPORT SOLUTIONS STORIES PROJECT	225,000
CO-CREATION HUB NIGERIA LTD 6TH FLOOR, 294 HERBERT MACAULAY WAY SABO, YABA LAGOS NIGERIA	ER GRANT	TO PROVIDE GENERAL SUPPORT FOR THE MOBILE EXPERIENCE CENTER/LABORATORY	65,000
COMMUNITIES FOR A BETTER ENVIRONMENT 6325 PACIFIC BLVD , SUITE 300 HUNTINGTON PARK, CA 90255	PC	TO SUPPORT CLEAN ENERGY AND CLIMATE JUSTICE	150,000
COMMUNITY FOUNDATION FOR NANTUCKET P O BOX 204 NANTUCKET, MA 02554	PC	TO SUPPORT GIVING CARDS PROJECT	15,000
COMMUNITY INITIATIVES 1012 TORNEY AVENUE, THE PRESIDIO SAN FRANCISCO, CA 94129	PC	TO PROVIDE GENERAL SUPPORT TO DALAI LAMA FELLOWS - YEAR FOUR	150,000

FORM 990-BE, 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>
COMMUNITY INITIATIVES 1012 TORNEY AVENUE, THE PRESIDIO SAN FRANCISCO, CA 94129	PC	TO SUPPORT DALAI LAMA FELLOWS - ETHICAL LEADERSHIP ASSEMBLY	25,000.
COMMUNITY PARTNERS 1000 N ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	PC	TO SUPPORT FARMER VETERAN COALITION	75,000
COMMUNITY VENTURES 436 14TH STREET, SUITE 1120 OAKLAND, CA 94612	PC	TO PROVIDE GENERAL OPERATING SUPPORT FOR THE SUSTAINABLE ECONOMIES LAW CENTER	110,000.
COURAGEOUS SAILING CENTER OF BOSTON, INC CHARLESTOWN NAVY YARD ONE FIRST AVENUE BOSTON, MA 02129	PC	TO SUPPORT COURAGEOUSLY GREEN INITIATIVE	7,300.
EARTHWORKS 1612 K STREET NW, SUITE 808 WASHINGTON, DC 20006	PC	TO SUPPORT OIL AND GAS ACCOUNTABILITY PROJECT	150,000
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	PC	TO PROVIDE GENERAL SUPPORT	25,000.

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

ATTACHMENT 25 (CONTD)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOOD & WATER WATCH 1616 P STREET, NW SUITE 300 WASHINGTON, DC 20036	PC	TO SUPPORT THE WORK ON FRACKING BAN	75,000
FOOD CRAFT INSTITUTE 65 WEBSTER STREET OAKLAND, CA 94607	PC	TO SUPPORT CLASSES AND CURRICULUM	100,000
FRIENDS OF THE EARTH 1100 15TH STREET NW, 11TH FLOOR WASHINGTON, DC 20005	PC	TO SUPPORT ELIMINATING FOSSIL FUEL SUBSIDIES	100,000
FUND FOR GLOBAL HUMAN RIGHTS 1666 CONNECTICUT AVE. NW, SUITE 410 WASHINGTON, DC 20009	PC	TO SUPPORT CDJP	30,000.
FUND FOR GLOBAL HUMAN RIGHTS 1666 CONNECTICUT AVE. NW, SUITE 410 WASHINGTON, DC 20009	PC	TO SUPPORT CDJP 2013 YOUTH ENGAGEMENT	35,000.
FUND FOR GLOBAL HUMAN RIGHTS 1666 CONNECTICUT AVE NW, SUITE 410 WASHINGTON, DC 20009	PC	TO SUPPORT FRONTLINE ACTIVISM IN DRC	125,000.

FORM 990FE, 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
FUND FOR GLOBAL HUMAN RIGHTS 1666 CONNECTICUT AVE NW, SUITE 410 WASHINGTON, DC 20009	PC	TO SUPPORT CVPD MASISI PROJECT	50,000
GLOBAL GREEN USA 2218 MAIN STREET, 2ND FLOOR SANTA MONICA, CA 90405	PC	TO SUPPORT SOLAR FOR SANDY PROJECT	50,000
GREATER KANSAS CITY COMMUNITY FOUNDATION 1055 BROADWAY BLVD., SUITE 130 KANSAS CITY, MO 64105	PC	TO SUPPORT THE FOOD AND FARM COMMUNICATIONS FUND	100,000
GREATER KANSAS CITY COMMUNITY FOUNDATION 1055 BROADWAY BLVD., SUITE 130 KANSAS CITY, MO 64105	PC	TO SUPPORT ANIMAL AGRICULTURE STRATEGIC ACTION FUND	200,000
GREEN FOR ALL 1611 TELEGRAPH AVENUE, SUITE 600 OAKLAND, CA 94612	PC	TO SUPPORT GFA WORK IN CLIMATE AND AGRICULTURE	300,000
GRIST 710 SECOND AVENUE, SUITE 860 SEATTLE, WA 98104	PC	TO SUPPORT CONNECTING THE DOTS	350,000

FORM 990PF, 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
INQUIRING SYSTEMS, INC. 2323 BROADWAY, SUITE 223 OAKLAND, CA 94612	PC	TO PROVIDE GENERAL SUPPORT OF COFED'S FELLOWSHIP/COMMUNITY COLLEGE PROGRAM	50,000
INQUIRING SYSTEMS, INC 2323 BROADWAY, SUITE 223 OAKLAND, CA 94612	PC	TO SUPPORT COOPERATIVE FOOD EMPOWERMENT DIRECTIVE	75,000
INSTITUTE FOR LOCAL SELF RELIANCE 2720 E 22ND STREET MINNEAPOLIS, MN 55406	PC	TO SUPPORT COMPOSTING MAKES \$ENSE	100,000.
INSTITUTE FOR LOCAL SELF RELIANCE 2001 S STREET NW, SUITE 570 WASHINGTON, DC 20009	PC	TO SUPPORT ENVISIONING A DEMOCRATIC ENERGY SYSTEM	75,000
JESSIE SMITH NOYES FOUNDATION 6 E. 39TH STREET, 12TH FLOOR NEW YORK, NY 10016	ER GRANT	TO SUPPORT EAT4HEALTH PROGRAM	150,000
KINGDOM COUNTY PRODUCTIONS 949 SOMERS ROAD BARNET, VT 05821	PC	TO SUPPORT FILM PRODUCTION OF PETER AND JOHN	20,000

FORM 990BF, 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>
LABC INSTITUTE 2029 CENTURY PARK EAST, SUITE 1240 LOS ANGELES, CA 90067	PC	TO SUPPORT CLEAN LA COALITION	100,000
LAND STEWARDSHIP PROJECT 821 EAST 35TH STREET, SUITE 200 MINNEAPOLIS, MN 55407	PC	TO SUPPORT CCHD APPEAL	10,000
MADRE 121 WEST 27TH STREET, #301 NEW YORK, NY 10001	PC	TO SUPPORT KOFATIV, A GRASSROOTS GROUP GROWS IN HAITI	15,000
MARIA MITCHELL ASSOCIATION 4 VESTAL STREET NANTUCKET, MA 02554	PC	TO SUPPORT LIVING LAB NANTUCKET PILOT PROGRAM	15,000
MARIA MITCHELL ASSOCIATION 4 VESTAL STREET NANTUCKET, MA 02554	PC	TO SUPPORT MARIA MITCHELL ASSOCIATION	5,000
MARIN AGRICULTURAL LAND TRUST P.O. BOX 809 POINT REYES STATION, CA 94956	PC	TO SUPPORT MARIN CARBON PROJECT	305,000

FORM 990DP, 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>
MARIN ORGANIC P O. BOX 962 POINT REYES STATION, CA 94956	PC	TO SUPPORT BUILDING LOCAL ORGANIC AGRICULTURE	20,000
MARINLINK 5800 NORTHGATE DRIVE, #250 SAN RAFAEL, CA 94903	PC	TO SUPPORT CARBON CYCLE INSTITUTE	100,000
MARY ROBINSON FOUNDATION 6 5TH LEINSTER STREET DUBLIN 2 IRELAND	ER GRANT	TO SUPPORT EQUITY JUSTICE AND RIGHTS	100,000
MEDIA MATTERS FOR AMERICA P O BOX 52155 WASHINGTON, DC 20091	PC	TO SUPPORT CLEAN ENERGY FUNDIT TRAINING AND MESSAGING	125,000
MOTHER JONES 222 SUTTER STREET, SUITE 600 SAN FRANCISCO, CA 94108	PC	TO SUPPORT THE PUBLIC AFFAIRS PROGRAM AND MOTHER JONES' FOOD AND HUMAN RIGHTS	250,000.
MOVEMENT STRATEGY CENTER 436 14TH STREET, 5TH FLOOR OAKLAND, CA 94612	PC	TO SUPPORT MOVEMENT GENERATION JUSTICE AND ECOLOGY PROJECT	50,000.

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>
NATIONAL CAUCUS OF ENVIRONMENTAL LEGISLATORS 218 D STREET SE, 1ST FLOOR WASHINGTON, DC 20003	PC	TO SUPPORT ENERGY FREEDOM A PRAIRIE FIRE COMMUNICATIONS CAMPAIGN	100,000
NATURAL CAPITALISM SOLUTIONS 11823 NORTH 75TH STREET LONGMONT, CO 80503	PC	TO SUPPORT CLEAN COALITION	300,000
NATURAL CAPITALISM SOLUTIONS 11823 NORTH 75TH STREET LONGMONT, CO 80503	PC	TO SUPPORT THE CLEAN CONTRACT RESEARCH AND DESIGN	150,000
NEW ENGLAND SCIENCE AND SAILING FOUNDATION 70 WATER STREET STONINGTON, CT 06378	PC	TO SUPPORT HEALTHY SEAS EDUCATION PROGRAM	7,500
NEW ERA COLORADO FOUNDATION P O BOX 4274 BOULDER, CO 80306	PC	TO PROVIDE GENERAL SUPPORT	25,000.
NEW WORLD FOUNDATION 666 WEST END AVENUE, SUITE 1B NEW YORK, NY 10025	PC	TO SUPPORT POOLED FRACKING FUND	200,000.

FORM 990PF, 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
NRDC 40 WEST 20TH STREET NEW YORK, NY 10011	PC	TO SUPPORT CLEAN ENERGY & FUELS INITIATIVE	400,000.
NRDC 40 WEST 20TH STREET NEW YORK, NY 10011	PC	TO SUPPORT OPERATIONS	100,000
PEOPLE'S GROCERY 909 7TH STREET OAKLAND, CA 94607	PC	TO PROVIDE GENERAL OPERATING SUPPORT	50,000
PESTICIDE ACTION NETWORK NORTH AMERICA 1611 TELEGRAPH AVENUE, SUITE 1200 OAKLAND, CA 94612	PC	TO PROVIDE GENERAL OPERATING SUPPORT	125,000
PHYSICIANS FOR SOCIAL RESPONSIBILITY 617 S OLIVE STREET, SUITE 200 LOS ANGELES, CA 90014	PC	TO SUPPORT CREDIBLE VOICES FOR CLEAN AIR	150,000
PHYSICIANS SCIENTISTS & ENGINEERS FOR HE 436 14TH STREET, SUITE 808 OAKLAND, CA 94612	PC	TO SUPPORT THE ANALYSIS OF THE MONTEREY SHALE PLAY IN CA	100,000

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
PRBO CONSERVATION SCIENCE 3820 CYPRESS DRIVE, #11 PETALUMA, CA 94954	PC	TO SUPPORT RANGELAND WATERSHED PROGRAM	75,000
PUBLIC ACCOUNTABILITY INITIATIVE 89 RHODE ISLAND STREET BUFFALO, NY 14213	PC	TO SUPPORT PUBLIC ACCOUNTABILITY INITIATIVES, STRATEGIC RESEARCH ON FRACKING	50,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, 10TH FLOOR OAKLAND, CA 94607	PC	TO SUPPORT ROOTS OF CHANGE AND CALIFORNIA FOOD POLICY	50,000
RESOURCE MEDIA 101 MONTGOMERY STREET, SUITE 2600 SAN FRANCISCO, CA 94104	PC	TO SUPPORT LEVERAGING THE ENVIRONMENTAL JUSTICE VOICE	120,000
ROCKING THE BOAT 812 EDGEWATER ROAD BRONX, NY 10474	PC	TO SUPPORT ON-WATER YOUTH DEVELOPMENT PROGRAM	7,500
ROCKY MOUNTAIN INSTITUTE 1820 FOLSOM STREET BOULDER, CO 80302	PC	TO SUPPORT ELECTRICITY INNOVATION LAB	200,000.

FORM 990PF, 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
ROZALIA PROJECT P O BOX 75 GRANVILLE, VT 05747	PC	TO SUPPORT CLEAN OCEAN PROJECT	33,000.
SAIL, NEWPORT 60 FORT ADAMS DRIVE NEWPORT, RI 02840	PC	TO SUPPORT MAKING THE MOST OF NARRAGANSETT BAY	7,500.
SAMASOURCE 76 2ND STREET, SUITE 300 SAN FRANCISCO, CA 94105	PC	TO SUPPORT THE 11TH HOUR PROJECT GIVES WORK PROGRAM	175,000
SAN FRANCISCO PLANNING & URBAN RESEARCH 654 MISSION STREET SAN FRANCISCO, CA 94105	PC	TO SUPPORT FOOD SYSTEMS & URBAN AGRICULTURE	25,000.
SF AMERICA'S CUP ORG. COMMITTEE PIER 23, SUITE 100 SAN FRANCISCO, CA 94111	PC	TO SUPPORT THE 2013 AMERICA'S CUP SUSTAINABILITY PROGRAM	150,000.
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 230 CALIFORNIA STREET, SUITE 304 SAN FRANCISCO, CA 94111	PC	TO SUPPORT ACCOUNTABILITY COUNSEL	100,000

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
SOIL CARBON COALITION 501 SOUTH STREET ENTERPRISE, OR 97828	PC	TO SUPPORT CALIFORNIA RANCHER TO RANCHER PROGRAM	25,000.
SOLIDAGO FOUNDATION 150 MAIN STREET, #24 NORTHAMPTON, MA 01060	PC	TO SUPPORT POWERING CHANGE - A NEW WAY TO WIN ON CLIMATE	185,000
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	PC	TO SUPPORT FRACK ACTION	225,000.
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	PC	TO SUPPORT ECO-ACCOUNTABILITY PROJECT NETWORK AND HUB	275,000
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	PC	TO SUPPORT INVESTIGATING THE RISE OF HYDRAULIC FRACKING	12,000
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	PC	TO SUPPORT TOXICS TARGETING	100,000

FORM 990PF, 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 NANTUCKET 16 BROAD STREET NANTUCKET, MA 02554	PC	TO PROVIDE OPERATING SUPPORT - DOWNTOWN NANTUCKET LOCATION	7,500
SUSTAINABLE ORGANIC INTEGRATED LIVELIHOOD 124 CHURCH ROAD SHERBURNE, NY 13460	PC	TO SUPPORT POOPMOBILE EMERGENCY SUPPORT	10,000.
TAXPAYERS FOR COMMON SENSE 651 PENNSYLVANIA AVENUE SE WASHINGTON, DC 20003	PC	TO PROVIDE SUPPORT FOR ENDING SUBSIDIES FOR OIL AND GAS	100,000
THE ENERGY FOUNDATION 301 BATTERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94111	PC	TO SUPPORT CLEAN ENERGY AND CLIMATE POLICY IN THE NORTHEAST	300,000
THE PEW CHARITABLE TRUSTS 2005 MARKET STREET, #1700 PHILADELPHIA, PA 19103	PC	TO SUPPORT COMMUNICATING THE SUCCESS OF CLEAN ENERGY ECONOMY	100,000.
THE REGENTS UNIVERSITY OF CALIF, DAVIS ONE SHIELDS AVENUE DAVIS, CA 95616	PC	TO SUPPORT POLICY INSTITUTE FOR ENERGY, ENVIRONMENT AND ECONOMY	125,000

FORM 990PF, 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
THEATRE WORKSHOP OF NANTUCKET PO BOX 1297 NANTUCKET, MA 02554	PC	TO SUPPORT THE THEATRE WORKSHOP OF NANTUCKET	25,000
TIDES FOUNDATION P.O BOX 29198 SAN FRANCISCO, CA 94129	PC	TO SUPPORT YEARS OF LIVING DANGEROUSLY	250,000
TIDES CENTER PRESIDIO BUILDING 1014 P O BOX 29907 SAN FRANCISCO, CA 94129	PC	TO SUPPORT THE STORY OF STUFF PROJECT	250,000
TOWN OF NANTUCKET 16 BROAD STREET NANTUCKET, MA 02554	GOVERNMENT	TO SUPPORT TOWN OF NANTUCKET SENIOR ENERGY CONSULTANT	40,000
TOWN OF NANTUCKET 16 BROAD STREET NANTUCKET, MA 02554	GOVERNMENT	TO SUPPORT TOWN OF NANTUCKET ENERGY PROJECT & OUTREACH COORDINATOR	30,000
TOWN OF NANTUCKET 16 BROAD STREET NANTUCKET, MA 02554	GOVERNMENT	TO SUPPORT DOWNTOWN BIKE PATH, PHASE 1	60,000

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

ATTACHMENT 25 (CONT'D.)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

<u>RECIPIENT NAME AND ADDRESS</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TRUST FOR CONSERVATION INNOVATION 150 POST STREET, SUITE 342 SAN FRANCISCO, CA 94108	PC	TO SUPPORT FINANCE FOR FOOD	25,000.
TRUST FOR CONSERVATION INNOVATION 150 POST STREET, SUITE 342 SAN FRANCISCO, CA 94108	PC	TO SUPPORT FOOD COMMONS	145,000
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02138	PC	TO SUPPORT HALF THE OIL. ELEVATING DIVERSE VOICES PROJECT	125,000
UNIVERSITY OF MASSACHUSETTS - BOSTON 100 MORRISSEY BLVD BOSTON, MA 02125	PC	TO SUPPORT BIOMIMICRY LIVING LABS	100,000
UNIVERSITY OF RHODE ISLAND FOUNDATION 45 UPPER COLLEGE ROAD KINGSTON, RI 02881	PC	TO SUPPORT PROVIDENCE URBAN WATERS CLEANUP	5,000
VIRGINIA ORGANIZING 703 CONCORD AVENUE CHARLOTTESVILLE, VA 22903	PC	TO SUPPORT ALLIANCE OF NURSES FOR A HEALTHY ENVIRONMENT	75,000

FORM 990PF, 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
VIRUNGA FUND INC. 378 CLINTON STREET, SUITE #1 NEW YORK, NY 11231	PC	TO SUPPORT VIRUNGA NATIONAL PARK AND THE CONGO DIARIES	100,000.
VIRUNGA FUND INC 378 CLINTON STREET, SUITE #1 NEW YORK, NY 11231	PC	TO SUPPORT VIRUNGA YOUTH ALLIANCE	5,000
VIRUNGA FUND INC 378 CLINTON STREET, SUITE #1 NEW YORK, NY 11231	PC	TO SUPPORT VIRUNGA NATIONAL PARK	300,000
WAYZATA SAILING FOUNDATION 456 ARLINGTON CIRCLE SOUTH WAYZATA, MN 55391	PC	TO SUPPORT INVASIVE SPECIES PROJECT	7,500
WITNESS 80 HANSON PLACE, 5TH FLOOR BROOKLYN, NY 11217	PC	TO SUPPORT PROMOTION OF HUMAN RIGHTS THROUGH VIDEO ADVOCACY	75,000.
WORLDBLINK 38 KEYES AVENUE SAN FRANCISCO, CA 94129	PC	TO SUPPORT LEXICON OF SUSTAINABILITY - POP-UP SHOWS, LOCALIZER TOOLKIT & DC METRO SHOW	75,000.

FORM 990PF, 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
YALE UNIVERSITY 38 HILLHOUSE AVENUE NEW HAVEN, CT 06511	PC	TO SUPPORT THE YALE PROJECT ON CLIMATE CHANGE	300,000
ADA'S CAFE MITCHELL PARK COMMUNITY CENTER 3700 MIDDLEFIELD ROAD PALO ALTO, CA 94303	PC	TO SUPPORT CAPITAL ASSETS ACQUISITION AND BUILD-OUT	300,000
CENTER FOR FOOD SAFETY 2601 MISSION STREET, SUITE 803 SAN FRANCISCO, CA 94110	PC	TO PROVIDE GENERAL OPERATING SUPPORT	250,000
CITIZEN ENGAGEMENT LAB EDUCATION FUND 2150 ALLSTON WAY BERKELEY, CA 94704	PC	TO SUPPORT CALIFORNIA ANTI-FRACKING MEDIA PRODUCTION	100,000
CLIMATE SOLUTIONS 1402 THIRD AVENUE, #1305 SEATTLE, WA 98101	PC	TO SUPPORT COAL TO CLEAN ENERGY SOLUTIONS STORIES	100,000
COLUMBIA CHILDREN ENVIRONMENTAL HEALTH STUDY 630 WEST 169TH STREET NEW YORK, NY 10032	PC	TO SUPPORT AIR POLLUTION & ENVIRONMENTAL HEALTH STUDIES IN TAIYUAN CHINA	100,000

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

ATTACHMENT 25 (CONTD.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMON MARKET 428 E ERIE AVENUE PHILADELPHIA, PA 19134	PC	TO SUPPORT GOOD FOOD LAB PROJECT	100,000
CRADLE TO CRADLE PROD INNOV INSTITUTE 530 BUSH STREET, SUITE 403 SAN FRANCISCO, CA 94108	PC	TO PROVIDE GENERAL OPERATING SUPPORT	250,000
CRADLE TO CRADLE PROD. INNOV INSTITUTE 530 BUSH STREET, SUITE 403 SAN FRANCISCO, CA 94108	PC	TO SUPPORT INNOVATION CHALLENGE AND MATERIAL HEALTH DATABASE	250,000.
CYPRESS PERFORMING ARTS ASSOCIATION 44 PAGE STREET, SUITE 4D SAN FRANCISCO, CA 94102	PC	TO SUPPORT CYPRESS STRING QUARTET BAY AREA EDUCATIONAL OUTREACH	75,000.
ELLEN MACARTHUR FOUNDATION 42 MEDINA ROAD PO31 7BX COWES ISLE OF WIGHT UNITED KINGDOM	ER GRANT	TO SUPPORT THE INTERNATIONAL FELLOWSHIP PROGRAM ON THE CIRCULAR ECONOMY	444,900
FOOD AND ENVIRONMENT REPORTING NETWORK 1133 BROADWAY, SUITE 706 NEW YORK, NY 10010	PC	TO PROVIDE GENERAL OPERATING SUPPORT	100,000

FORM 990BE, 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>
FRACKRACKER ALLIANCE 1845 MARKET STREET CAMP HILL, PA 17011	SEC 509(A) (3)	TO PROVIDE GENERAL OPERATING SUPPORT	100,000.
FUND FOR GLOBAL HUMAN RIGHTS 1666 CONNECTICUT AVE NW, SUITE 410 WASHINGTON, DC 20009	PC	TO SUPPORT CENTRE OLAME - WOMEN'S HOSTEL & EQUIPMENT	30,000.
GREATER KANSAS CITY COMMUNITY FOUNDATION 1055 BROADWAY BLVD, SUITE 130 KANSAS CITY, MO 64105	PC	TO SUPPORT FOOD AND FARM COMMUNICATION FUND	100,000.
IATP 2105 FIRST AVENUE S MINNEAPOLIS, MN 55404	PC	TO SUPPORT BEYOND THE FARM BILL	125,000.
LAND STEWARDSHIP PROJECT 821 E 35TH STREET, #200 MINNEAPOLIS, MN 55407	PC	TO SUPPORT DRAWING A LINE IN THE SAND	100,000
MAIN STREET PROJECT 2104 STEVENS AVENUE S. MINNEAPOLIS, MN 55404	PC	TO SUPPORT ADAPTIVE READINESS	150,000

FORM 990FE, 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>
NATIONAL NETWORK TO END DOMESTIC VIOLENCE 1400 16TH STREET NW, SUITE 330 WASHINGTON, DC 20036	PC	TO SUPPORT NORTH DAKOTA COUNCIL ON ABUSED WOMEN'S SERVICES -THE OIL PATCH	75,000.
NEW AMERICA FOUNDATION 1899 L STREET NW, SUITE 400 WASHINGTON, DC 20036	PC	TO SUPPORT FOOD AND POWER PROJECT	250,000
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	PC	TO SUPPORT THE SOLUTIONS PROJECT	50,000.
NEW YORK FOUNDATION FOR THE ARTS 20 JAY STREET, 7TH FLOOR BROOKLYN, NY 11201	PC	TO SUPPORT HIGH WATER LINE & HIGHWATERLINE PROJECT FUND	25,000.
OCCIDENTAL ARTS AND ECOLOGY CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	PC	TO PROVIDE GENERAL OPERATING SUPPORT TO CALIFORNIA CLIMATE & AGRICULTURE NETWORK	50,000.
OCCIDENTAL ARTS AND ECOLOGY CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	PC	TO PROVIDE GENERAL OPERATING SUPPORT AND FACILITIES REDEVELOPMENT	300,000.

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

ATTACHMENT 25 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PC PIE RANCH 2080 CABRILLO HIGHWAY PESCADERO, CA 94060	TO PROVIDE GENERAL OPERATING SUPPORT TO CAPITAL CAMPAIGN	200,000
PC POST CARBON INSTITUTE 613 4TH STREET, SUITE 208 SANTA ROSA, CA 95404	TO SUPPORT BUSTING THE HYPE OF SHALE OIL & GAS	50,000.
PC PRESIDENT AND FELLOWS OF HARVARD COLLEGE 324 NORTH MAIN STREET PETERSHAM, MA 01366	TO SUPPORT FOR CENTER FOR HEALTH AND GLOBAL ENVIRONMENT	75,000.
PC SAN FRANCISCO FILM SOCIETY 39 MESA STREET, SUITE 110 SAN FRANCISCO, CA 94129	TO PROVIDE GENERAL OPERATING SUPPORT TO THE DISPOSABLE FILM FESTIVAL	70,000.
PC SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105	TO SUPPORT BEYOND NATURAL GAS CAMPAIGN	500,000.
PC SUSTAINABLE MARKETS FOUNDATION 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	TO SUPPORT THE NEW YORK ANTI-FRACKING MOVEMENT	50,000.

FORM 990PF, 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 ORGANIC INTEGRATED LIVELIHOOD 124 CHURCH ROAD SHERBURNE, NY 13460	PC	TO SUPPORT SUSTAINABLE HOUSEHOLD WASTE MODEL	244,500
THE REGENERATION PROJECT 369 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104	PC	TO SUPPORT INTERFAITH POWER & LIGHT CAMPAIGN	250,000
THE REGENTS OF THE UNIVERSITY OF CALIF 101 SPROUL HALL BERKELEY, CA 94704	PC	TO SUPPORT FOOD & FARMING FELLOWSHIP PROGRAM - SCHOOL OF JOURNALISM	200,000
THE WALLACE CENTER AT WINROCK INTERNATIONAL 2101 RIVERFRONT DRIVE LITTLE ROCK, AR 72202	PC	TO SUPPORT WALLACE CENTER AT WINROCK INTERNATIONAL	50,000
V-DAY 111 E 14TH STREET, #188 NEW YORK, NY 10003	PC	TO SUPPORT CITY OF JOY & V-WORLD FARM	750,000
WATERSHED MEDIA 513 BROWN STREET HEALDSBURG, CA 95448	PC	TO PROVIDE GENERAL OPERATING SUPPORT	15,000.

FORM 990BF, 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
WORC 220 SOUTH 27TH STREET BILLINGS, MT 59101	SEC. 509(A) (3)	TO SUPPORT HOMEGROWN PROSPERITY PROJECT	75,000
YALE UNIVERSITY 38 HILLHOUSE AVENUE NEW HAVEN, CT 06511	PC	TO SUPPORT YALE UNIVERSITY'S SCHOOL OF FORESTRY & ENVIRONMENTAL STUDIES	200,000
RAINFOREST ACTION NETWORK 425 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94108	PC	TO SUPPORT RAINFOREST ACTION NETWORK	5,000
TOTAL CONTRIBUTIONS PAID			<u>19,236,200</u>

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

ATTACHMENT 26

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACCOUNTABILITY COUNSEL 230 CALIFORNIA STREET, SUITE 304 SAN FRANCISCO, CA 94111	TO PROVIDE GENERAL SUPPORT	125,000
ADA'S CAFE MITCHELL PARK COMMUNITY CENTER 3700 MIDDLEFIELD ROAD PALO ALTO, CA 94303	TO SUPPORT ADA'S CAFE	65,000
CALIFORNIA CLIMATE & AGRICULTURE NETWORK 1029 K STREET, SUITE 37 SACRAMENTO, CA 95814	TO SUPPORT CALIFORNIA CLIMATE & AGRICULTURE NETWORK	125,000
CENTER FOR FOOD SAFETY 2601 MISSION STREET, SUITE 803 SAN FRANCISCO, CA 94110	TO SUPPORT CENTER FOR FOOD SAFETY	250,000
CITIZEN ENGAGEMENT LAB EDUCATION FUND 2150 ALLSTON WAY BERKELEY, CA 94704	TO SUPPORT CITIZEN ENGAGEMENT LAB	100,000
CLEAN THE BAY 1 PATROL ROAD NORTH KINGSTOWN, RI 02852	TO SUPPORT CLEAN THE BAY	50,000

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

ATTACHMENT 26 (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>
COLUMBIA CHILDREN ENVIRONMENTAL HEALTH STUDY 630 WEST 168TH STREET NEW YORK, NY 10032	PC	TO SUPPORT COLUMBIA CHILDREN ENVIRONMENTAL HEALTH STUDY	200,000
CYPRESS PERFORMING ARTS ASSOCIATION 44 PAGE STREET, #400 SAN FRANCISCO, CA 94102	PC	TO SUPPORT CYPRESS STRINGS QUARTET - BAY AREA EDUCATIONAL OUTREACH	75,000
ENVIRONMENT CALIFORNIA RESEARCH & POLICY CENTER 3435 WILSHIRE BLVD , SUITE 385 LOS ANGELES, CA 90010	PC	TO SUPPORT ENVIRONMENT CALIFORNIA	25,000
FRACTACKER ALLIANCE 1845 MARKET STREET CAMP HILL, PA 17011	PC	TO SUPPORT FRACTACKER ALLIANCE	100,000
GLOBAL STRATEGIES 828 SAN PABLO AVENUE, SUITE 260 ALBANY, CA 94706	PC	TO SUPPORT GLOBAL STRATEGIES	12,000.
HARVARD CENTER FOR HEALTH 401 PARK DRIVE, 4TH FLOOR WEST, SUITE 415 BOSTON, MA 02215	PC	TO SUPPORT HARVARD CENTER FOR HEALTH	75,000

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

ATTACHMENT 26 (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>
KARTEMQUIN EDUCATIONAL FILMS 1901 W WELLINGTON CHICAGO, IL 60657	PC	TO SUPPORT GENERATION FOOD - FS KARTEMQUIN EDUCATIONAL FILMS	75,000
KITCHEN TABLE ADVISORS 150 POST STREET, SUITE 342 SAN FRANCISCO, CA 94108	PC	TO SUPPORT KITCHEN TABLE ADVISORS - FS TCI	5,000
LAND STEWARDSHIP PROJECT 821 E 35TH STREET, #200 MINNEAPOLIS, MN 55407	PC	TO SUPPORT LAND STEWARDSHIP PROJECT	150,000.
NEW AMERICA FOUNDATION 1899 L STREET NW, SUITE 400 WASHINGTON, DC 20036	PC	TO SUPPORT NEW AMERICA FOUNDATION - FOOD AND POWER PROJECT	275,000
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	PC	TO SUPPORT NEW VENTURE FUND - THE SOLUTION'S PROJECT SEED FUNDING ROUND	100,000
NORTH DAKOTA COUNCIL ON ABUSED WOMEN 525 NORTH 4TH STREET BISMARCK, ND 58501	PC	TO SUPPORT NORTH DAKOTA COUNCIL ON ABUSED WOMEN'S SERVICES (CAWS)	75,000

FORM 990PF, 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 CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	PC	TO PROVIDE GENERAL OPERATING SUPPORT - OAEC	125,000
OCCIDENTAL ARTS AND ECOLOGY CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	PC	TO PROVIDE GENERAL OPERATING SUPPORT - OAEC	175,000
OCCIDENTAL ARTS AND ECOLOGY CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	PC	TO SUPPORT FACILITIES REDEVELOPMENT - OAEC	150,000
OCCIDENTAL ARTS AND ECOLOGY CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	PC	TO SUPPORT FACILITIES REDEVELOPMENT - OAEC	100,000
OCCIDENTAL ARTS AND ECOLOGY CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	PC	TO SUPPORT OAEC	20,000
PIE RANCH 2080 CABRILLO HIGHWAY PESCADERO, CA 94060	PC	TO SUPPORT PIE RANCH	300,000

FORM 990PF, 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
REAL FOOD MEDIA PROJECT 2201 BROADWAY, SUITE 508 OAKLAND, CA 94612	PC	TO SUPPORT REAL FOOD MEDIA/ FS CAI	35,000
REGENERATION PROJECT 369 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104	PC	TO SUPPORT REGENERATION PROJECT	250,000
SAFSF 16 W MISSION STREET, SUITE M SANTA BARBARA, CA 93101	PC	TO SUPPORT SAFSF - FS NEW VENTURE FUND	50,000
SAN FRANCISCO FILM SOCIETY 39 MESA STREET, SUITE 110 SAN FRANCISCO, CA 94129	PC	TO SUPPORT SF FILM SOCIETY	30,000
SELC 2323 BROADWAY, SUITE 203 OAKLAND, CA 94612	PC	TO SUPPORT SELC - COMMUNITY VENTURES	175,000
SELC 2323 BROADWAY, SUITE 203 OAKLAND, CA 94612	PC	TO SUPPORT SELC - COMMUNITY VENTURES	135,000

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

ATTACHMENT 26 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUSTAINABLE MARKETS FOUNDATION 45 W. 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	TO SUPPORT SUSTAINABLE MARKETS, CONGO DIARIES PROJECT	100,000.
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	TO SUPPORT SUSTAINABLE MARKETS	45,000
THE EDIBLE SCHOOLYARD PROJECT 1781 ROSE STREET BERKELEY, CA 94703	TO SUPPORT THE EDIBLE SCHOOLYARD PROJECT	25,000
THE REGENTS OF THE UNIVERSITY OF CALIF 101 SPROUL HALL BERKELEY, CA 94704	TO SUPPORT THE REGENTS OF UCB - J SCHOOL	300,000
THE REGENTS OF THE UNIVERSITY OF CALIF 101 SPROUL HALL BERKELEY, CA 94704	TO SUPPORT THE REGENTS - BFI	125,000
THE WALLACE CENTER AT WINROCK INTERNATIONAL 2101 RIVERFRONT DRIVE LITTLE ROCK, AR 72202	TO SUPPORT THE WALLACE CENTER AT WINROCK INTERNATIONAL	50,000

FORM 990BF, 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
VIRGINIA ORGANIZING 703 CONCORD AVENUE CHARLOTTESVILLE, VA 22903	PC	TO SUPPORT VIRGINIA ORGANIZING	50,000
WATERSHED MEDIA 513 BROWN STREET HEALDSBURG, CA 95448	PC	TO SUPPORT WATERSHED MEDIA	60,000
WILDFIRE PROJECT 857 BROADWAY, 3RD FLOOR NEW YORK, NY 10003	PC	TO SUPPORT WILDFIRE PROJECT - FS RES PUBLICA	5,000
TOTAL CONTRIBUTIONS APPROVED			<u>115,000</u>

**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.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust THE SCHMIDT FAMILY FOUNDATION	Employer identification number 20-4170342
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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

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked	4,876,753.	4,652,618.	3,625.	227,760.
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	941,155.	230,584.		710,571.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7 938,331.

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

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	211,076,619.	42,434,492.		168,642,127.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	2,982,799.	953,313.		2,029,486.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13 69,082.
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 170,740,695.

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

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
17	Net short-term gain or (loss)	17		938,331.
18	Net long-term gain or (loss):			
a	Total for year	18a		170,740,695.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a	19		171,679,026.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	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 a The loss on line 19, column (3) or b \$3,000	20	()
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Note: If the loss on line 19, 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 18a and 19 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 18b, col (2) or line 18c, 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 18a and 19 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 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23	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)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15%	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20%	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45		

Sales and Other Dispositions of Capital Assets

Department of the Treasury
Internal Revenue Service

Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

2013

File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No 12A

Name(s) shown on return

THE SCHMIDT FAMILY FOUNDATION

Social security number or taxpayer identification number

20-4170342

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	FIDELITY			4,876,753.	4652618.	0	3,625.	227,760.
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).			4,876,753.	4652618.		3,625.	227,760.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	ACCEL X STRATEGIC PARTNERS				8.			-8.
	ACCOLADE PARTNERS III, LP			22,032.				22,032.
	DE SHAW OCULUS FUND, LLC				41,614.			-41,614.
	KPCB GREEN GROWTH FUND LLC				684.			-684.
	KPCB XIII, LLC				9,280.			-9,280.
	SCHF US, LP			380,047.				380,047.
	LEGACY VENTURE IV, LLC			18,743.				18,743.
	HIGHVISTA II LIMITED PARTNERSHIP			46,137.				46,137.
	FARALLON CAPITAL INSTITUTIONAL PTNRS			228,637.				228,637.
	LONE CASCADE, LP			245,559.				245,559.
	POWERSHARES DB COMMODITY INDEX				1,000.			-1,000.
	PARTNERSHIP INCOME - SEC. 1256				177,998.			-177,998.
	2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►			941,155.	230,584.			710,571.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)
THE SCHMIDT FAMILY FOUNDATION

Social security number or taxpayer identification number
20-4170342

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check Box D, E, or F below. Check **only one box**. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	FIDELITY			211076619.	42434492.			168642127.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								
				211076619.	42434492.			168642127.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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You **must** check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

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						(f) Code(s) from instructions	(g) Amount of adjustment	
	ACCEL X STRATEGIC PARTNERS				7,918.			-7,918.
	ACCOLADE PARTNERS III, LP			355,187.				355,187.
	BENCHMARK FOUNDERS' FUND VI, LP				43,086.			-43,086.
	DE SHAW OCULUS FUND, LLC				153,879.			-153,879.
	DUNE REAL ESTATE PARALLEL FD II, LP			62,037.				62,037.
	GENERAL ATLANTIC PARTNERS 84, LP			57,371.				57,371.
	GENERAL ATLANTIC PARTNERS 85, LP			350,638.				350,638.
	GENERAL ATLANTIC PARTNERS 87, LP			185,779.				185,779.
	GENERAL ATLANTIC PARTNERS 88, LP			254,375.				254,375.
	GENERAL ATLANTIC BRAZI FUNDO				32.			-32.
	KPCB GREEN GROWTH FUND LLC				74,677.			-74,677.
	KPCB XIII, LLC				398,206.			-398,206.
	ROCKWOOD CAPITAL RE PTNRS FD VIII, LP			40,549.				40,549.
	SCHF US, LP			447,238.				447,238.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				2,982,799.	953,313.			2029486.

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss if you enter an amount in column (g). enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	LEGACY VENTURE IV, LLC			459,564.				459,564.
	HIGHVISTA II LIMITED PARTNERSHIP			97,145.				97,145.
	FARALLON CAPITAL INSTITUTIONAL PTNRS			212,881.				212,881.
	GENERAL ATLANTIC PTNRS (BERMUDA) II, LP			267,148.				267,148.
	GENERAL ATLANTIC PARTNERS 89B, LP			18,937.				18,937.
	LONE CASCADE, LP			173,950.				173,950.
	POWERSHARES DB COMMODITY INDEX				8,518.			-8,518.
	PARTNERSHIP INCOME - SEC. 1256				266,997.			-266,997.

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.