

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

Department of the Treasury  
Internal Revenue Service

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

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

Name of foundation  
**THE SCHMIDT FAMILY FOUNDATION**

Employer identification number  
20-4170342

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

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

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

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

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

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

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

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

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

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

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

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

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

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

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)   |  |   |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|--|--|---|--|--|------------------------------------|--------------------------------|
| 1a SEE PART IV SCHEDULE  |  |   |  |  |                                    |                                |
| b  |  |   |  |  |                                    |                                |
| c  |  |   |  |  |                                    |                                |
| d  |  |   |  |  |                                    |                                |
| e  |  |   |  |  |                                    |                                |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)   |  |                                    |                                |
| a  |  |   |  |  |                                    |                                |
| b  |  |   |  |  |                                    |                                |
| c  |  |   |  |  |                                    |                                |
| d  |  |   |  |  |                                    |                                |
| e  |  |   |  |  |                                    |                                |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69  |  |   | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |  |                                    |                                |
| (i) F M V as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any   |  |  |                                    |                                |
| a  |  |   |  |  |                                    |                                |
| b  |  |   |  |  |                                    |                                |
| c  |  |   |  |  |                                    |                                |
| d  |  |   |  |  |                                    |                                |
| e  |  |   |  |  |                                    |                                |
| 2 Capital gain net income or (net capital loss) <span style="float:right">                     { If gain, also enter in Part I, line 7<br/>                     If (loss), enter -0- in Part I, line 7 }                 </span> |  |   |  | 2  | 60,957,009.                        |                                |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br>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)<br>Base period years<br>Calendar year (or tax year beginning in)  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|---|--|--|---|
| 2011  | 15,262,878.                              | 166,712,431.                                 | 0.091552  |
| 2010  | 11,930,490.                              | 153,742,301.                                 | 0.077601  |
| 2009  | 18,207,001.                              | 148,207,915.                                 | 0.122848  |
| 2008  | 11,123,037.                              | 186,297,542.                                 | 0.059706  |
| 2007  | 11,249,890.                              | 138,057,216.                                 | 0.081487  |
| 2 Total of line 1, column (d)   |  |  | 2 0.433194  |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years                                     |  |  | 3 0.086639  |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5  |  |  | 4 198,962,068.  |
| 5 Multiply line 4 by line 3   |  |  | 5 17,237,875.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)  |  |  | 6 628,199.  |
| 7 Add lines 5 and 6   |  |  | 7 17,866,074.   |
| 8 Enter qualifying distributions from Part XII, line 4<br>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<br>Part VI instructions |  |  | 8 21,840,872.   |

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

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

**Part VII-A Statements Regarding Activities**

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income...

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).

Table with 5 columns: (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. Row 1: 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."

Table with 5 columns: (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. Row 1: ATCH 18, 505,337, 136,355, 0.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

NOT APPLICABLE

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

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

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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

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

ATTACHMENT 20

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

NONE

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

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

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

c Any submission deadlines
ATCH 23

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

**Part XV Supplementary Information (continued)**

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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, etc.

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

Table with 2 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.

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 columns Yes and No. Rows 1a(1) through 1b(6) and 1c. All 'No' boxes are checked (X).

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

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

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee Date 11/14/13

Paid Preparer Use Only Print/Type preparer's name MICHAEL CAMPBELL Preparer's signature Firm's name BDO USA, LLP Firm's address ONE MARKET ST-SPEAR TOWER, SAN FRANCISCO, CA

**Schedule of Contributors**

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

**2012**

|  |   |
|--|---|
| <b>Name of the organization</b><br>THE SCHMIDT FAMILY FOUNDATION | <b>Employer identification number</b><br>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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE SCHMIDT FAMILY FOUNDATION

Employer identification number  
20-4170342

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Total contributions | (d)<br>Type of contribution   |
|------------|--|----------------------------|---|
| 1          | THE SCHMIDT INVESTMENT LP FUND 2<br>555 BRYANT STREET, #347<br>PALO ALTO, CA 94301 | \$ 44,519,788.             | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution ) |
| 2          | THE SCHMIDT FAMILY LIVING TRUST<br>555 BRYANT STREET, #347<br>PALO ALTO, CA 94301  | \$ 98,740,488.             | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution ) |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |

Name of organization THE SCHMIDT FAMILY FOUNDATION

Employer identification number

20-4170342

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given             | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|---|--|-------------------|
| 1                   | 69,500 SHS OF GOOGLE INC.<br>-----<br>-----<br>-----  | \$ 44,519,788.                           | VAR               |
| 2                   | 142,800 SHS OF GOOGLE INC.<br>-----<br>-----<br>----- | \$ 98,740,488.                           | 11/02/2012        |
| ---                 | -----<br>-----<br>-----                               | \$ -----                                 | -----             |
| ---                 | -----<br>-----<br>-----                               | \$ -----                                 | -----             |
| ---                 | -----<br>-----<br>-----                               | \$ -----                                 | -----             |
| ---                 | -----<br>-----<br>-----                               | \$ -----                                 | -----             |
| ---                 | -----<br>-----<br>-----                               | \$ -----                                 | -----             |
| ---                 | -----<br>-----<br>-----                               | \$ -----                                 | -----             |
| ---                 | -----<br>-----<br>-----                               | \$ -----                                 | -----             |



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      |
|---------------------|---|-------------------------|--|
| ---                 | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                     | (e) Transfer of gift                    |                         |  |
|                     | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                     | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
| ---                 | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                     | (e) Transfer of gift                    |                         |  |
|                     | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                     | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
| ---                 | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                     | (e) Transfer of gift                    |                         |  |
|                     | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                     | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
| ---                 | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                     | (e) Transfer of gift                    |                         |  |
|                     | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                     | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

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

OMB No 1545-0092

**2012**

Name of estate or trust

THE SCHMIDT FAMILY FOUNDATION

Employer identification number

20-4170342

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

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

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

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

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

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

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

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

Schedule D (Form 1041) 2012

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

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

**Part IV Capital Loss Limitation**

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

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

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

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

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

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

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

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

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2012**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**  
▶ **Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.**

Name of estate or trust

Employer identification number

THE SCHMIDT FAMILY FOUNDATION

20-4170342

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

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---------------------------------|-----------------------------|-----------------|--|--|
| 1a FIDELITY   | VAR                             | VAR                         | 619,446.        | 711,876.                                   | -92,430.                                 |
| ACCEL X STRATEGIC PARTNERS  | VAR                             | VAR                         | 301.            |  | 301.                                     |
| ACCOLADE PARTNERS III, LP   | VAR                             | VAR                         | 6,807.          |  | 6,807.                                   |
| BENCHMARK FOUNDERS' FUND VI, LP                                     | VAR                             | VAR                         | 493.            |  | 493.                                     |
| DE SHAW OCULUS FUND, LLC  | VAR                             | VAR                         | 250,807.        |  | 250,807.                                 |
| DUNE REAL ESTATE PARALLEL FUND II, LP                               | VAR                             | VAR                         | 36,494.         |  | 36,494.                                  |
| KPCB GREEN GROWTH FUND, LLC   | VAR                             | VAR                         |                 | 5,019.                                     | -5,019.                                  |
| SCHF US, LP   | VAR                             | VAR                         | 109,029.        |  | 109,029.                                 |
| LEGACY VENTURE IV, LLC  | VAR                             | VAR                         | 7,648.          |  | 7,648.                                   |
| HIGHVISTA II LIMITED PARTNERSHIP                                    | VAR                             | VAR                         | 13,876.         |  | 13,876.                                  |
| FARALLON CAPITAL INSTITUTIONAL PARTNERS                             | VAR                             | VAR                         | 36,355.         |  | 36,355.                                  |
| PARTNERSHIP INCOME - SEC. 1256                                      | VAR                             | VAR                         |                 | 15,416.                                    | -15,416.                                 |
|   |                                 |                             |                 |  |  |
|   |                                 |                             |                 |  |  |
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|   |                                 |                             |                 |  |  |

**1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . 348,945.**

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co ) | (b) Date<br>acquired<br>(mo , day, yr ) | (c) Date sold<br>(mo , day, yr ) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|---|---|----------------------------------|-----------------|---|---|
| 6a FIDELITY   | VAR                                     | VAR                              | 64,498,996.     | 5,727,767.                                    | 58,771,229.                                 |
| ACCEL X STRATEGIC PARTNERS  | VAR                                     | VAR                              | 7,428.          |   | 7,428.                                      |
| ACCOLADE PARTNERS III, LP   | VAR                                     | VAR                              | 112,691.        |   | 112,691.                                    |
| BENCHMARK FOUNDERS' FUND<br>VI, LP                                      | VAR                                     | VAR                              | 284,179.        |   | 284,179.                                    |
| DE SHAW OCULUS FUND, LLC  | VAR                                     | VAR                              | 196,900.        |   | 196,900.                                    |
| DUNE REAL ESTATE PARALLEL<br>FUND II, LP                                | VAR                                     | VAR                              | 22,798.         |   | 22,798.                                     |
| GENERAL ATLANTIC PARTNERS<br>87   | VAR                                     | VAR                              | 207,200.        |   | 207,200.                                    |
| GENERAL ATLANTIC BRAZIL<br>FUNDO  | VAR                                     | VAR                              | 2,043.          |   | 2,043.                                      |
| KPCB GREEN GROWTH FUND,<br>LLC  | VAR                                     | VAR                              |                 | 49,106.                                       | -49,106.                                    |
| KLEINER PERKINS CAUFIELD &<br>BYERS XIII, LLC                           | VAR                                     | VAR                              |                 | 11,542.                                       | -11,542.                                    |
| ROCKWOOD CAPITAL REAL<br>ESTATE PARTNERS FUND VIII                      | VAR                                     | VAR                              | 7,217.          |   | 7,217.                                      |
| SCHF US, LP   | VAR                                     | VAR                              | 363,128.        |   | 363,128.                                    |
| LEGACY VENTURE IV, LLC  | VAR                                     | VAR                              | 217,201.        |   | 217,201.                                    |
| HIGHVISTA II LIMITED<br>PARTNERSHIP                                     | VAR                                     | VAR                              | 98,081.         |   | 98,081.                                     |
| FARALLON CAPITAL<br>INSTITUTIONAL PARTNERS                              | VAR                                     | VAR                              | 91,590.         |   | 91,590.                                     |
| GENERAL ATLANTIC PARTNERS<br>(BERMUDA) II, LP                           | VAR                                     | VAR                              | 62,515.         |   | 62,515.                                     |
| GENERAL ATLANTIC PARTNERS<br>(BERMUDA), LP                              | VAR                                     | VAR                              | 90,584.         |   | 90,584.                                     |
| PARTNERSHIP INCOME - SEC.<br>1256                                       | VAR                                     | VAR                              |                 | 23,125.                                       | -23,125.                                    |
| FUSION-IO, INC - 940 SHS  | VAR                                     | 2/17/2012                        | 23,917.         | 3,637.  | 20,280.                                     |
|   |   |                                  |                 |   |   |
|   |   |                                  |                 |   |   |
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|   |   |                                  |                 |   |   |

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . 60,471,291.

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVEDATTACHMENT 1

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

ATTACHMENT 2

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

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

ATTACHMENT 3FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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



# RENT AND ROYALTY INCOME

|  |                                  |
|--|----------------------------------|
| Taxpayer's Name<br>THE SCHMIDT FAMILY FOUNDATION | Identifying Number<br>20-4170342 |
|--|----------------------------------|

DESCRIPTION OF PROPERTY  
REMAIN 54

|     |                                     |    |  |
|-----|-------------------------------------|----|--|
| 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:      |  | 6,250. |

TOTAL GROSS INCOME 6,250.

OTHER EXPENSES:

|  |  |
|--|--|
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|                                     |  |        |
|-------------------------------------|--|--------|
| 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) |  | 6,250. |

Less Amount to

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

Net Rent or Royalty Income (Loss) 6,250.

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 |
|-----------------------------|------------------------------|-------------------|--------------|-----------|----------------------------|---------------------------------|------------|------------------|--------------------------------|
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
| <b>Totals</b>               |                              |                   |              |           |                            |                                 |            |                  |                                |

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

6,250.

# RENT AND ROYALTY INCOME

|   |   |
|---|---|
| Taxpayer's Name<br><b>THE SCHMIDT FAMILY FOUNDATION</b> | Identifying Number<br><b>20-4170342</b> |
|---|---|

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:                       |  | 8,925. |
| TOTAL GROSS INCOME                  |  | 8,925. |
| 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) |  | 8,925. |

|  |  |        |
|--|--|--------|
| Less Amount to                         |  |        |
| Rent or Royalty                        |  |        |
| Depreciation                           |  |        |
| Depletion                              |  |        |
| Investment Interest Expense            |  |        |
| Other Expenses                         |  |        |
| Net Income (Loss) to Others            |  |        |
| Net Rent or Royalty Income (Loss)      |  | 8,925. |
| 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 |
|-----------------------------|------------------------------|-------------------|--------------|-----------|----------------------------|---------------------------------|------------|------------------|--------------------------------|
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
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|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
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|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
| <b>Totals</b>               |                              |                   |              |           |                            |                                 |            |                  |                                |

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

8,925.



SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

8,832.

# RENT AND ROYALTY INCOME

|   |   |
|---|---|
| <b>Taxpayer's Name</b><br>THE SCHMIDT FAMILY FOUNDATION | <b>Identifying Number</b><br>20-4170342 |
|---|---|

**DESCRIPTION OF PROPERTY**  
 HIGHVISTA II LIMITED PARTNERSHIP

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

|  |  |       |
|--|--|-------|
| <b>TYPE OF PROPERTY:</b><br>REAL RENTAL INCOME |  |       |
| <b>OTHER INCOME:</b>                           |  | -348. |
| <b>TOTAL GROSS INCOME</b>                      |  | -348. |

|  |  |       |
|--|--|-------|
| <b>OTHER EXPENSES:</b>                     |  |       |
|  |  |       |
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|  |  |       |
|  |  |       |
|  |  |       |
| <b>DEPRECIATION (SHOWN BELOW)</b>          |  | 348.  |
| LESS: Beneficiary's Portion                |  |       |
| <b>AMORTIZATION</b>                        |  |       |
| LESS: Beneficiary's Portion                |  |       |
| <b>DEPLETION</b>                           |  |       |
| LESS: Beneficiary's Portion                |  |       |
| <b>TOTAL EXPENSES</b>                      |  |       |
| <b>TOTAL RENT OR ROYALTY INCOME (LOSS)</b> |  | -348. |

|   |       |
|---|-------|
| <b>Less Amount to</b>                         |       |
| Rent or Royalty                               |       |
| Depreciation                                  |       |
| Depletion                                     |       |
| Investment Interest Expense                   |       |
| Other Expenses                                |       |
| Net Income (Loss) to Others                   |       |
| <b>Net Rent or Royalty Income (Loss)</b>      | -348. |
| <b>Deductible Rental Loss (if Applicable)</b> |       |

**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 |
|-----------------------------|------------------------------|-------------------|--------------|-----------|----------------------------|---------------------------------|------------|------------------|--------------------------------|
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
| <b>Totals</b>               |                              |                   |              |           |                            |                                 |            |                  |                                |

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

-348.



# RENT AND ROYALTY INCOME

|  |                                  |
|--|----------------------------------|
| Taxpayer's Name<br>THE SCHMIDT FAMILY FOUNDATION | Identifying Number<br>20-4170342 |
|--|----------------------------------|

DESCRIPTION OF PROPERTY  
DUNE REAL ESTATE PARALLEL FUND II

|     |                                     |    |  |
|-----|-------------------------------------|----|--|
| 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:      |  | 1,929. |

TOTAL GROSS INCOME . . . . . 1,929.

OTHER EXPENSES:

|  |  |  |
|--|--|--|
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|                                     |  |        |
|-------------------------------------|--|--------|
| 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) |  | 1,929. |

Less Amount to

|                                   |        |
|-----------------------------------|--------|
| Rent or Royalty                   |        |
| Depreciation                      |        |
| Depletion                         |        |
| Investment Interest Expense       |        |
| Other Expenses                    |        |
| Net Income (Loss) to Others       |        |
| Net Rent or Royalty Income (Loss) | 1,929. |

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 |
|-----------------------------|------------------------------|-------------------|--------------|-----------|----------------------------|---------------------------------|------------|------------------|--------------------------------|
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
|                             |                              |                   |              |           |                            |                                 |            |                  |                                |
| <b>Totals</b>               |                              |                   |              |           |                            |                                 |            |                  |                                |

THE SCHMIDT FAMILY FOUNDATION

20-4170342

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

1,929.

# RENT AND ROYALTY INCOME

|  |                                  |
|--|----------------------------------|
| Taxpayer's Name<br>THE SCHMIDT FAMILY FOUNDATION | Identifying Number<br>20-4170342 |
|--|----------------------------------|

|   |  |
|---|--|
| DESCRIPTION OF PROPERTY<br>LEGACY VENTURE 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:<br>REAL RENTAL INCOME |    |
| OTHER INCOME:                           | 7. |
| TOTAL GROSS INCOME                      | 7. |

|                                     |    |
|-------------------------------------|----|
| 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. |

|                             |  |
|-----------------------------|--|
| 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. |
| 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

7.

RENT AND ROYALTY SUMMARY

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

FORM 990PF, PART I - OTHER INCOME

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

ATTACHMENT 5

FORM 990PF, PART I - LEGAL FEES

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

ATTACHMENT 6

FORM 990PF, PART I - ACCOUNTING FEES

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



ATTACHMENT 7

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

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

ATTACHMENT 8

FORM 990PF, PART I - TAXES

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

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

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

ATTACHMENT 10

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

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

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

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

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

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

BEGINNING BALANCE DUE ..... 1.

ENDING BALANCE DUE ..... 1.

ENDING FAIR MARKET VALUE ..... 1.

ATTACHMENT 10 (CONT'D)

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

BEGINNING BALANCE DUE ..... 1.

ENDING BALANCE DUE ..... 1.

ENDING FAIR MARKET VALUE ..... 1.

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

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

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

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

ATTACHMENT 10 (CONT'D)

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

BEGINNING BALANCE DUE ..... 100,000.  
 ENDING BALANCE DUE ..... 100,000.  
 ENDING FAIR MARKET VALUE ..... 100,000.

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.

ATTACHMENT 10 (CONT'D)

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

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

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

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

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

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

ATTACHMENT 10 (CONT'D)

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

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

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

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

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

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



ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

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

ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

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

ATTACHMENT 13FORM 990PF, PART II - OTHER ASSETS

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

ATTACHMENT 14

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

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

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

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

ATTACHMENT 16

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

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

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

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17

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

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 18

| <u>NAME AND ADDRESS</u>                                       | <u>TITLE AND AVERAGE<br/>HOURS PER WEEK<br/>DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|---|---|---------------------|--|--|
| J. SCIORTINO<br>555 BRYANT STREET #370<br>PALO ALTO, CA 94301 | EXECUTIVE DIRECTOR<br>40.00   | 122,600.            | 21,895.  | 0  |
| M. PHILBRICK<br>50 MAIN STREET<br>NANTUCKET, MA 02554         | EXECUTIVE DIRECTOR<br>30.00   | 124,000.            | 32,307.  | 0  |
| S. BELL<br>555 BRYANT STREET #370<br>PALO ALTO, CA 94301      | PROGRAM MANAGER<br>40.00  | 100,775.            | 24,624.  | 0  |
| E. PEABODY<br>555 BRYANT STREET #370<br>PALO ALTO, CA 94301   | EXECUTIVE ASSISTANT<br>40.00  | 83,250.             | 16,150.  | 0  |
| R. HOBART<br>50 MAIN STREET<br>NANTUCKET, MA 02554            | PROGRAM MANAGER<br>30.00  | 74,712.             | 41,379.  | 0  |
|   | TOTAL COMPENSATION  | <u>505,337.</u>     | <u>136,355.</u>  | <u>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 YEARATTACHMENT 25

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

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

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

ATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

FORM 990BF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 25 (CONT'D)

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

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

ATTACHMENT 25 (CONT'D)

| <u>RECIPIENT NAME AND ADDRESS</u>   | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br/>AND<br/>FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u>     |
|---|---|---|-------------------|
| STANFORD SPIRITUAL CARE SERVICE<br>300 PASTEUR DRIVE<br>PALO ALTO, CA 94305 | SEC 509(A) (1)  | CHARITABLE DONATION IN MEMORIUM.        | 500               |
|   |   | TOTAL CONTRIBUTIONS PAID                | <u>17,502,100</u> |

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 26RELATIONSHIP 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> |
|---|---------------------------------------|--|---------------|
| CDJP<br>BP 1836<br>YAOUNDÉ<br>CAMEROON  | SEC 509(A)(1)                         | TO PROVIDE GENERAL OPERATING SUPPORT   | 30,000.       |
| CLIMATE SOLUTIONS<br>1402 THIRD AVENUE, SUITE 1305<br>SEATTLE, WA 98101                           | SEC. 509(A)(1)                        | TO SUPPORT COAL TO CLEAN ENERGY SOLUTIONS STORY<br>PROJECT                     | 100,000.      |
| COMMON MARKET<br>428 E ERIE AVENUE<br>PHILADELPHIA, PA 19134                                      | SEC. 509(A)(1)                        | TO SUPPORT GOOD FOOD LAB   | 100,000.      |
| CRADLE TO CRADLE PROD. INNOV. INSTITUTE<br>530 BUSH ST, SUITE 403<br>SAN FRANCISCO, CA 94108      | SEC 509(A)(1)                         | TO SUPPORT PRODUCTS INNOVATION INSTITUTE                                       | 500,000.      |
| DISPOSABLE FILM FESTIVAL<br>1746 POST ST<br>SAN FRANCISCO, CA 94115                               | SEC. 509(A)(1)                        | TO PROVIDE GENERAL OPERATING SUPPORT, CLEAN<br>ENERGY & ECOLOGICAL AGRICULTURE | 70,000.       |
| ELLEN MACARTHUR FOUNDATION<br>42 MEDINA ROAD PO31 7BX<br>COWES<br>ISLE OF WIGHT<br>UNITED KINGDOM | SEC 509(A)(1)                         | TO SUPPORT CIRCULAR ECONOMY FELLOWSHIP PROGRAM                                 | 808,150.      |

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 26 (CONT'D)

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

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 26 (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> |
|---|---------------------------------------|--|---------------|
| OCCIDENTAL ARTS AND ECOLOGY<br>15290 COLEMAN VALLEY ROAD<br>OCCIDENTAL, CA 95465    | SEC. 509(A)(2)                        | TO PROVIDE GENERAL OPERATING SUPPORT AND<br>FACILITIES REDEVELOPMENT | 10,000.       |
| POST CARBON<br>613 4TH STREET, SUITE 208<br>SANTA ROSA, CA 95404                    | SEC 509(A)(1)                         | TO SUPPORT RESEARCH ON SHALE OIL & GAS                               | 50,000        |
| SIERRA CLUB FOUNDATION<br>85 SECOND STREET, SUITE 750<br>SAN FRANCISCO, CA 94105    | SEC 509(A)(1)                         | TO SUPPORT MOVING BEYOND NATURAL GAS PROJECT                         | 500,000.      |
| SUSTAINABLE FOOD ALLIANCE<br>1829 NE ALBERTA ST<br>PORTLAND, OR 97211               | SEC. 509(A)(1)                        | TO SUPPORT GM CORN AND ROUNDUP HERBICIDE RESEARCH                    | 125,000       |
| SUSTAINABLE MARKETS FOUNDATION<br>45 W 36TH STREET, 6TH FLOOR<br>NEW YORK, NY 10018 | SEC. 509(A)(1)                        | TO SUPPORT NEW YORK CLEAN ENERGY                                     | 50,000.       |
| SUSTAINABLE ORGANIC INTEGRATED LIVELIHOOD<br>124 CHURCH RD.<br>SHERBURNE, NY 13460  | SEC 509(A)(1)                         | TO SUPPORT HOUSEHOLD SANITATION                                      | 612,000.      |

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 26 (CONT'D)

| <u>RECIPIENT NAME AND ADDRESS</u>   | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br/>AND<br/>FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u>                      | <u>AMOUNT</u>    |
|---|---|--|------------------|
| U C BERKELEY J SCHOOL<br>101 SPROUL HALL<br>BERKELEY, CA 94704                                  | SEC. 509(A) (1)   | TO SUPPORT FOOD AND FARMING JOURNALISM FELLOWSHIP<br>PROJECT | 1,050,000        |
| V-DAY<br>303 PARK AVE SOUTH, SUITE 1184<br>NEW YORK, NY 10010                                   | SEC. 509(A) (1)   | TO SUPPORT CITY OF JOY AND V-WORLD FARM                      | 1,500,000        |
| WESTERN ORGANIZATION RESOURCE COUNCILS EDUCATION<br>220 SOUTH 27TH STREET<br>BILLINGS, MT 59101 | SEC 509(A) (3)  | TO SUPPORT HOME GROWN PROSPERITY PROJECT                     | 75,000           |
| YALE UNIVERSITY<br>38 HILLHOUSE AVENUE<br>NEW HAVEN, CT 06511                                   | SEC 509(A) (1)  | TO SUPPORT CLIMATE CHANGE COMMUNICATION                      | 200,000.         |
|   |   | TOTAL CONTRIBUTIONS APPROVED                                 | <u>6,350,150</u> |

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

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

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

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



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

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

TOTAL REALIZED GAIN/LOSS

Hillspire LLC

REALIZED GAINS AND LOSSES

The Schmidt Family Foundation

Fidelity

Account 044849

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

| Open Date  | Close Date | Quantity   | Security                        | Cost Basis   | Amort or Accretion | Gain or Loss |            |              |
|------------|------------|------------|---------------------------------|--------------|--------------------|--------------|------------|--------------|
|            |            |            |                                 |              |                    | Proceeds     | Short Term | Long Term    |
| 11/30/2007 | 2/23/2012  | 1449       | Google Class A                  | 857 74       |                    | 876,664 00   |            | 875,806 26   |
| VAR        | 2/23/2012  | 3000       | GOOGLE INC CLASS A              | 900          |                    | 1,815,062 72 |            | 1,814,162 72 |
| VAR        | 2/23/2012  | 1750       | GOOGLE INC CLASS A              | 525          |                    | 1,058,772 94 |            | 1,058,247 94 |
| VAR        | 2/29/2012  | 180        | GOOGLE INC CLASS A              | 54           |                    | 112,512 37   |            | 112,458.37   |
| 8/12/2008  | 3/7/2012   | 8347       | RPX Corp                        | 12,103 15    |                    | 147,529 73   |            | 135,426 58   |
| 11/30/2007 | 3/26/2012  | 1443       | Google Class A                  | 854.19       |                    | 932,140 15   |            | 931,285 96   |
| 5/19/2010  | 3/26/2012  | 1406       | SOLAZYME, INC                   | 12,450 13    |                    | 20,949 86    |            | 8,499 73     |
| VAR        | 3/26/2012  | 3000       | GOOGLE INC CLASS A              | 900          |                    | 1,936,591 43 |            | 1,935,691 43 |
| VAR        | 3/26/2012  | 1750       | GOOGLE INC CLASS A              | 525          |                    | 1,130,454 10 |            | 1,129,929 10 |
| VAR        | 3/27/2012  | 1500       | GOOGLE INC CLASS A              | 450          |                    | 974,433 30   |            | 973,983 30   |
| VAR        | 3/28/2012  | 1500       | GOOGLE INC CLASS A              | 450          |                    | 982,167 64   |            | 981,717 64   |
| VAR        | 4/24/2012  | 600        | GOOGLE INC CLASS A              | 180          |                    | 361,609 91   |            | 361,429 91   |
| 11/30/2007 | 4/25/2012  | 1443       | Google Class A                  | 854 19       |                    | 879,362 83   |            | 878,508 64   |
| VAR        | 4/25/2012  | 750        | GOOGLE INC CLASS A              | 225          |                    | 456,542 90   |            | 456,317 90   |
| VAR        | 4/25/2012  | 1750       | GOOGLE INC CLASS A              | 525          |                    | 1,066,448 33 |            | 1,065,923 33 |
| VAR        | 4/26/2012  | 450        | GOOGLE INC CLASS A              | 135          |                    | 276,847 52   |            | 276,712 52   |
| VAR        | 4/27/2012  | 450        | GOOGLE INC CLASS A              | 135          |                    | 276,432 00   |            | 276,297 00   |
| VAR        | 4/30/2012  | 750        | GOOGLE INC CLASS A              | 225          |                    | 454,709 94   |            | 454,484 94   |
| VAR        | 5/24/2012  | 450        | GOOGLE INC CLASS A              | 135          |                    | 271,791 44   |            | 271,656 44   |
| VAR        | 5/25/2012  | 450        | GOOGLE INC CLASS A              | 135          |                    | 266,628 74   |            | 266,493 74   |
| VAR        | 5/29/2012  | 555        | GOOGLE INC CLASS A              | 166 5        |                    | 329,869 63   |            | 329,703 13   |
| VAR        | 5/29/2012  | 1500       | GOOGLE INC CLASS A              | 450          |                    | 893,514 98   |            | 893,064 98   |
| 11/30/2007 | 5/30/2012  | 1443       | Google Class A                  | 854 19       |                    | 849,191 24   |            | 848,337 05   |
| VAR        | 5/30/2012  | 750        | GOOGLE INC CLASS A              | 225          |                    | 440,514 03   |            | 440,289 03   |
| VAR        | 5/30/2012  | 250        | GOOGLE INC CLASS A              | 75           |                    | 147,122 53   |            | 147,047 53   |
| VAR        | 5/31/2012  | 795        | GOOGLE INC CLASS A              | 238 5        |                    | 462,590 91   |            | 462,352 41   |
| 8/12/2008  | 6/6/2012   | 8270       | RPX Corp                        | 11,991 50    |                    | 111,926 14   |            | 99,934 64    |
| 6/30/2009  | 6/6/2012   | 106907 945 | PIMCO EMRG LOCAL BD FD INSTL CL | 958,997 83   |                    | 1,092,589 70 |            | 133,591 87   |
| 6/30/2009  | 6/6/2012   | 686 757    | PIMCO EMRG LOCAL BD FD INSTL CL | 6,160 21     |                    | 7,018 60     |            | 858 39       |
| 7/7/2009   | 6/6/2012   | 111856 823 | PIMCO EMRG LOCAL BD FD INSTL CL | 1,000,035 00 |                    | 1,143,166 79 |            | 143,131 79   |
| 7/31/2009  | 6/6/2012   | 2436 026   | PIMCO EMRG LOCAL BD FD INSTL CL | 23,069 17    |                    | 24,895 97    |            | 1,826 80     |
| 8/31/2009  | 6/6/2012   | 2060 021   | PIMCO EMRG LOCAL BD FD INSTL CL | 19,487 80    |                    | 21,053 23    |            | 1,565 43     |
| 9/30/2009  | 6/6/2012   | 2446 13    | PIMCO EMRG LOCAL BD FD INSTL CL | 23,972 07    |                    | 24,999 23    |            | 1,027 16     |
| 10/22/2009 | 6/6/2012   | 99502 488  | PIMCO EMRG LOCAL BD FD INSTL CL | 1,000,035 00 |                    | 1,016,906 58 |            | 16,871 58    |
| 10/30/2009 | 6/6/2012   | 3815 328   | PIMCO EMRG LOCAL BD FD INSTL CL | 37,275 75    |                    | 38,992 31    |            | 1,716 56     |
| 11/30/2009 | 6/6/2012   | 2916 305   | PIMCO EMRG LOCAL BD FD INSTL CL | 29,163 05    |                    | 29,804 38    |            | 641 33       |
| 12/31/2009 | 6/6/2012   | 3052 49    | PIMCO EMRG LOCAL BD FD INSTL CL | 30,341 75    |                    | 31,196 18    |            | 854 43       |
| 1/29/2010  | 6/6/2012   | 2372 135   | PIMCO EMRG LOCAL BD FD INSTL CL | 23,460 42    |                    | 24,243 01    |            | 782 59       |
| 2/26/2010  | 6/6/2012   | 2493 631   | PIMCO EMRG LOCAL BD FD INSTL CL | 24,961 25    |                    | 25,484 69    |            | 523 44       |
| 3/31/2010  | 6/6/2012   | 2696 854   | PIMCO EMRG LOCAL BD FD INSTL CL | 27,993 34    |                    | 27,561 61    |            | -431 73      |
| 4/30/2010  | 6/6/2012   | 3287 195   | PIMCO EMRG LOCAL BD FD INSTL CL | 34,449 80    |                    | 33,594 84    |            | -854 96      |
| 5/28/2010  | 6/6/2012   | 2425 945   | PIMCO EMRG LOCAL BD FD INSTL CL | 24,186 67    |                    | 24,792 94    |            | 606 27       |
| 6/30/2010  | 6/6/2012   | 1386 651   | PIMCO EMRG LOCAL BD FD INSTL CL | 13,949 71    |                    | 14,171 45    |            | 221 74       |
| 7/30/2010  | 6/6/2012   | 1593 575   | PIMCO EMRG LOCAL BD FD INSTL CL | 16,796 28    |                    | 16,286 19    |            | -510 09      |
| 8/31/2010  | 6/6/2012   | 1545 655   | PIMCO EMRG LOCAL BD FD INSTL CL | 16,322 12    |                    | 15,796 46    |            | -525 66      |
| 9/30/2010  | 6/6/2012   | 1451 825   | PIMCO EMRG LOCAL BD FD INSTL CL | 16,057 18    |                    | 14,837 52    |            | -1,219 66    |
| 10/29/2010 | 6/6/2012   | 1681 45    | PIMCO EMRG LOCAL BD FD INSTL CL | 18,731 35    |                    | 17,184 27    |            | -1,547 08    |
| 11/30/2010 | 6/6/2012   | 1619 527   | PIMCO EMRG LOCAL BD FD INSTL CL | 17,215 57    |                    | 16,551 42    |            | -664 15      |
| 12/31/2010 | 6/6/2012   | 1648 588   | PIMCO EMRG LOCAL BD FD INSTL CL | 17,557 46    |                    | 16,848 42    |            | -709 04      |
| 12/31/2010 | 6/6/2012   | 7615 432   | PIMCO EMRG LOCAL BD FD INSTL CL | 81,104 35    |                    | 77,829 04    |            | -3,275 31    |
| 1/31/2011  | 6/6/2012   | 1628 801   | PIMCO EMRG LOCAL BD FD INSTL CL | 16,923 24    |                    | 16,646 20    |            | -277 04      |
| 2/28/2011  | 6/6/2012   | 1409 671   | PIMCO EMRG LOCAL BD FD INSTL CL | 14,773 35    |                    | 14,406 71    |            | -366 64      |
| 3/31/2011  | 6/6/2012   | 1509 688   | PIMCO EMRG LOCAL BD FD INSTL CL | 16,183 86    |                    | 15,428 88    |            | -754 98      |
| 4/29/2011  | 6/6/2012   | 1683 251   | PIMCO EMRG LOCAL BD FD INSTL CL | 18,801 91    |                    | 17,202 68    |            | -1,599 23    |
| 5/31/2011  | 6/6/2012   | 1662 043   | PIMCO EMRG LOCAL BD FD INSTL CL | 18,398 82    |                    | 16,985 93    |            | -1,412 89    |
| 6/30/2011  | 6/6/2012   | 1633 381   | PIMCO EMRG LOCAL BD FD INSTL CL | 17,999 86    |                    | 16,693 01    | -1,306 85  |              |
| 7/29/2011  | 6/6/2012   | 1615 542   | PIMCO EMRG LOCAL BD FD INSTL CL | 17,980 98    |                    | 16,510 70    | -1,470 28  |              |
| 8/31/2011  | 6/6/2012   | 1407 473   | PIMCO EMRG LOCAL BD FD INSTL CL | 15,721 47    |                    | 14,384 25    | -1,337 22  |              |
| 9/30/2011  | 6/6/2012   | 1628 167   | PIMCO EMRG LOCAL BD FD INSTL CL | 16,281 67    |                    | 16,639 72    | 358 05     |              |
| 10/31/2011 | 6/6/2012   | 1218 457   | PIMCO EMRG LOCAL BD FD INSTL CL | 12,891 27    |                    | 12,452 52    | -438 75    |              |
| 11/30/2011 | 6/6/2012   | 1640 232   | PIMCO EMRG LOCAL BD FD INSTL CL | 16,795 98    |                    | 16,763 02    | -32 96     |              |
| 12/28/2011 | 6/6/2012   | 423 18     | PIMCO EMRG LOCAL BD FD INSTL CL | 4,252 96     |                    | 4,324 86     | 71 9       |              |
| 12/30/2011 | 6/6/2012   | 1420 145   | PIMCO EMRG LOCAL BD FD INSTL CL | 14,272 46    |                    | 14,513 76    | 241 3      |              |
| 1/31/2012  | 6/6/2012   | 1118 401   | PIMCO EMRG LOCAL BD FD INSTL CL | 11,989 26    |                    | 11,429 96    | -559 3     |              |

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

NET GAINS/LOSSES

6,439,642.47 65,118,442.11 -92,430 11 58,771,229.75