Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
CLOUD MOUNTAIN FOUNDATION
C/O WAGNER, FERBER,FINE & ACKERMAN PLLC

A Employer identification number
04-3493352

Number and street (or P O box number if mail is not delivered to street address): 237 WEST 35TH STREET
Room/suite: 1001

B Telephone number
212-576-1829

City or town, state, and ZIP code
NEW YORK, NY 10001

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 23431919.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	3415489.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	104411.	104411.	104411.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	938960.			
	b Gross sales price for all assets on line 6a 10497983.				
	7 Capital gain net income (from Part IV, line 2)		938960.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	19644.	19644.	19644.	STATEMENT 2
	12 Total Add lines 1 through 11	4478504.	1063015.	124055.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2300.	2300.	2300.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	627.	627.	627.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	725.	725.	725.	0.
	22 Printing and publications				
	23 Other expenses STMT 5	500.	500.	500.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	4152.	4152.	4152.	0.
	25 Contributions, gifts, grants paid	1137700.			1137700.
	26 Total expenses and disbursements. Add lines 24 and 25	1141852.	4152.	4152.	1137700.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3336652.			
	b Net investment income (if negative, enter -0-)		1058863.		
	c Adjusted net income (if negative, enter -0-)			119903.	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

14241021 758338 34501 2012.04040 CLOUD MOUNTAIN FOUNDATION C 345011

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	74099.	11592.	11592.
	2 Savings and temporary cash investments	8202817.	4692734.	4692734.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	9479736.	16362328.	18727593.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ MISCELLANEOUS)	1.	0.	0.
	16 **Total assets** (to be completed by all filers)	17756653.	21066654.	23431919.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	17756653.	21066654.	
	30 **Total net assets or fund balances**	17756653.	21066654.	
	31 **Total liabilities and net assets/fund balances**	17756653.	21066654.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	17756653.
2	Enter amount from Part I, line 27a	2	3336652.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	21093305.
5	Decreases not included in line 2 (itemize) ▶ TAXES	5	26651.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21066654.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10497983.		9559023.	938960.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				938960.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — 938960.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 — 3 — -663145.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	775000.	21657708.	.035784
2010	914479.	16066283.	.056919
2009	817074.	18738017.	.043605
2008	814335.	16413870.	.049613
2007	801575.	18978742.	.042235

2	Total of line 1, column (d)	2	.228156
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.045631
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21924714.
5	Multiply line 4 by line 3	5	1000447.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10589.
7	Add lines 5 and 6	7	1011036.
8	Enter qualifying distributions from Part XII, line 4	8	1137700.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	10589.
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	0.
3 Add lines 1 and 2			3	10589.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	10589.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13200.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	13200.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	47.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2564.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	2564.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 7	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ WAGNER, FERBER, FINE & ACKERMAN, PL Telephone no. ▶ 212-576-1829
Located at ▶ 237 WEST 35TH ST SUITE 1001, NEW YORK, NY ZIP+4 ▶ 10001

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A 0.

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
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 ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ 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 ☒ 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 ☒ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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.) N/A	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 ☒ 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.)* N/A	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)*

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	PRESIDENT 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A	0.00	0.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		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 SEE STATEMENT 8	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	16610009.
b	Average of monthly cash balances	1b	5648584.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	22258593.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	22258593.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	333879.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21924714.
6	**Minimum investment return.** Enter 5% of line 5	6	1096236.

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	1096236.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 10589.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	10589.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1085647.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1085647.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1085647.

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	1137700.
b	Program-related investments - total from Part IX-B	1b	0.
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	1137700.
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	5	10589.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1127111.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1085647.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1065151.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1137700.				
a Applied to 2011, but not more than line 2a			1065151.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				72549.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1013098.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

BENJAMIN FRIEDMAN

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 ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLIANCE FOR DEMOCRACY			CIVIC	5000.
BEAT			CIVIC	10000.
BLACK BOX VOTING			CIVIC	15000.
BNRC			ENVIRONMENTAL	10000.
CELDF			CIVIC	75000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1137700.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	104411.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	19644.	
8 Gain or (loss) from sales of assets other than inventory					938960.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		124055.	938960.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1063015.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

			Yes	No
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 11/4/13 — Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Stanley Roth CPA		10/21/13		P00076348

Firm's name ▶ WAGNER FERBER FINE & ACKERMAN, PLLC — Firm's EIN ▶ 11-3061778

Firm's address ▶ 237 WEST 35TH STREET, SUITE 1001
NEW YORK, NY 10001 — Phone no. 212/576-1829

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
CLOUD MOUNTAIN FOUNDATION C/O WAGNER, FERBER,FINE & ACKERMAN PLLC	04-3493352

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	Employer identification number
CLOUD MOUNTAIN FOUNDATION C/O WAGNER, FERBER, FINE & ACKERMAN PLLC	04-3493352

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$ 100725.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
5	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
6	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
CLOUD MOUNTAIN FOUNDATION C/O WAGNER, FERBER,FINE & ACKERMAN PLLC	04-3493352

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
8	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
9	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
10	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
11	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
12	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
CLOUD MOUNTAIN FOUNDATION C/O WAGNER, FERBER, FINE & ACKERMAN PLLC	04-3493352

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
14	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
15	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
16	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
17		$	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization: CLOUD MOUNTAIN FOUNDATION C/O WAGNER, FERBER,FINE & ACKERMAN PLLC

Employer identification number: 04-3493352

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
2	670 SHARES CHIPOTLE MEXICAN GRILL INC	$ 274479.	05/04/12
3	2500 SHARES LULULEMON	$ 197575.	05/04/12
4	2500 SHARES WHOLE FOODS MARKET	$ 226525.	05/04/12
5	1425 MAKO SURGICAL	$ 56758.	05/04/12
6	100 SHARES GOOGLE	$ 60235.	05/04/12
7	6789 SHARES LULULEMON	$ 504626.	10/01/12

Name of organization	Employer identification number
CLOUD MOUNTAIN FOUNDATION C/O WAGNER, FERBER, FINE & ACKERMAN PLLC	04-3493352

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
8	780 SHARES CHIPOTLE MEXICAN GRILL INC	$ 248621.	10/01/12
9	2409 SHARES WHOLE FOOD MARKETS	$ 236383.	10/01/12
10	36 SHARES GOOGLE	$ 27382.	10/01/12
11	300 SHARES AMAZON.COM INC	$ 75681.	12/13/12
12	2000 SHARES WHOLE FOODS MARKET	$ 183730.	12/11/12
13	500 SHARES GOOGLE	$ 347410.	12/11/12

Name of organization: CLOUD MOUNTAIN FOUNDATION C/O WAGNER, FERBER,FINE & ACKERMAN PLLC

Employer identification number: 04-3493352

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
14	1000 SHARES CHIPOTLE MEXICAN GRILL INC	$ 275375.	12/11/12
15	475 SHARES AMAZON.COM INC	$ 118780.	12/11/12
16	1200 SHARES AMAZON.COM INC	$ 299820.	12/14/12
		$	
		$	
		$	

Name of organization

CLOUD MOUNTAIN FOUNDATION
C/O WAGNER, FERBER,FINE & ACKERMAN PLLC

Employer identification number

04-3493352

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) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CLOUD MOUNTAIN FOUNDATION
INVESTMENTS
31-Dec-12

# Of Shares A/C 13600	# Of Shares A/C 13606	Description	Cost A/C 13600	Cost A/C 13606	FMV A/C 13600	FMV A/C 13606
4577	2959	AMAZON.COM INC	676,360 81	582,688 48	1,148,232 00	742,324 00
40346	17196	ARM HLDGS	341,964.90	54,236.84	504,046.00	214,831.00
12084	7679	AFFYMAX INC	88,291.65	59,649.13	229,475 00	145,824 00
0	43348	AVANTAIR INC	0.00	95,484.64	0.00	6,502.00
10301	3845	AMERICAN INTERNATIONAL GROUP	354,346.22	189,191 55	363,625 00	194,044.00
6639	5823	ANNIES INC	228,446.89	199,348 07	221,942.00	194,663 00
436	258	BAZAARVOICE INC	5,232.00	3,096.00	4,077 00	2,412.00
20299	12475	BOSTON SCIENTIFIC CORP	107,569.80	66,201.75	116,313.00	71,482.00
10319	5349	CARMAX INC	340,419.05	70,839.75	387,375.00	200,801.00
0	37439	C&C GROUP PLC	0 00	201,560 76	0 00	220,735 00
1474	2692	CHIPOTLE MEXICAN GRILL	285,004 94	761,332.00	438,456.00	800,762 00
7105	7095	CHEFS WAREHOUSE INC	159,718.48	164,050.32	112,330.00	112,172 00
43898	15616	EXACT SCIENCES	333,175.30	137,769.59	464,880.00	165,373.00
6802	4853	EBAY INC	335,582.00	239,465.46	346,886.00	247,492 00
0	244628	EQUITY BANK LTD	0.00	83,400 56	0.00	67,518 00
32652	9434	ENPHASE ENERGY INC	222,024.83	61,366.31	119,180.00	34,434.00
371	899	GOOGLE INC	164,530 93	545,208 00	262,438.00	635,935.00
41564	24020	IMAGINATION TECHNOLOGIES	337,048.33	178,849.19	267,339 00	154,496 00
33463	15830	HALOZYME	404,703.43	209,324.69	224,537 00	106,219 00
11737	6510	INSULET CORPORATION	139,206 35	79,829 68	249,059.00	138,142 00
4624	3228	HOWARD HUGHES CORP	349,979 28	238,524.36	337,644.00	235,709.00
4500	2778	LINKEDIN CORP	402,271 13	248,095.78	516,690.00	318,970.00
7768	7015	LULULEMON ATHLETICA	253,683.08	522,487.15	592,155 00	534,753.00
4513	3951	MASONITE WORLDWIDE HOLDINGS	164,138.43	141,238.62	148,929.00	130,383 00
4428	2787	NETFLIX COM INC	356,333.95	224,221 81	409,989 00	258,048.00
7226	5563	NATURAL GROCERS BY VITAMIN	135,641.26	107,087.10	137,944.00	106,198 00
120612	64318	OCADO GROUP	298,574.90	176,029 64	170,007.00	90,659.00
215	6586	RESTORATION HARDWARE	5,160 00	209,153.31	7,252 00	222,146.00
5104	3835	SOURCEFIRE INC	140,164 11	107,201.88	241,011.00	181,089.00
6357	2559	SOLARWINDS INC	245,888.76	94,647 99	333,425.00	134,220 00
4802	3715	SAREPTA THERAPEUTICS INC	165,724.62	126,330.81	123,892.00	95,847 00
5463	4788	TILE SHOP HOLDINGS	83,563.55	73,355 02	91,942.00	80,582 00
13862	8649	TRIPADVISOR INC	371,922.46	234,817.43	573,549 00	362,566 00
6014	3148	UNITED NATURAL FOODS	360,336.68	181,861.92	322,290 00	168,701.00
5220	7319	WHOLE FOODS MARKET	376,413.00	540,977.52	475,855 00	667,200.00
22159	13024	YOOX SPA	274,041.02	115,451 67	343,345.00	201,802.00
14286	9555	ZIPCAR INC	342,067.12	188,424.43	117,717 00	78,733.00
521220	620766		8,849,529.26	7,512,799.21	10,403,826.00	8,323,767.00

16,362,328 47 ✓

18,727,593 - ✓

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2578 SH AMERIGROUP CORP		01/18/12	04/10/12
b	4211 SH CENTENE CORP		01/23/12	04/12/12
c	255 SH COMPLETE GENOMICS		05/11/11	02/07/12
d	2422 SH COMPLETE GENOMICS		05/17/11	02/07/12
e	8149 SH COMPLETE GENOMICS		05/12/11	02/07/12
f	4010 SH CAFEPRESS		03/29/12	07/30/12
g	213 SH CAFEPRESS		03/29/12	07/31/12
h	776 SH CAFEPRESS		03/29/12	07/31/12
i	320 SH DEMANDWARE		03/15/12	08/02/12
j	9898 EBAY INC		04/19/12	06/27/12
k	1501 SH FRESH MARKET INC		06/13/12	12/18/12
l	5180 SH FRESH MARKET		06/12/12	12/18/12
m	287 SH INFOBLOX INC		04/19/12	06/15/12
n	9019 SH LIQUIDITY SERVICES		02/14/12	07/16/12
o	129 SH MILLENNIAL MEDIA INC		03/28/12	04/09/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	160539.		182572.	-22033.
b	179431.		184346.	-4915.
c	840.		3792.	-2952.
d	7981.		36551.	-28570.
e	26852.		118968.	-92116.
f	33125.		87092.	-53967.
g	1666.		4625.	-2959.
h	6070.		14744.	-8674.
i	7109.		5120.	1989.
j	417452.		408944.	8508.
k	75374.		78279.	-2905.
l	260117.		261590.	-1473.
m	5234.		4591.	643.
n	375077.		393447.	-18370.
o	2288.		1676.	612.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				** -22033.
b				** -4915.
c				** -2952.
d				** -28570.
e				** -92116.
f				** -53967.
g				** -2959.
h				** -8674.
i				** 1989.
j				** 8508.
k				** -2905.
l				** -1473.
m				** 643.
n				** -18370.
o				** 612.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	311 SH MILLENNIAL MEDIA INC		03/28/12	04/10/12
b	427 SH MILLENNIAL MEDIA INC		03/28/12	04/11/12
c	315 SH MILLENNIAL MEDIA INC		03/28/12	04/12/12
d	9482 SH J C PENNEY CO		01/26/12	07/10/12
e	3790 SOLARWINDS INC		03/02/12	10/25/12
f	4446 SH SPIRIT AIRLINES INC		06/10/11	04/20/12
g	7416 SH SPIRIT AIRLINES		06/08/11	04/20/12
h	15479 SH SEAGATE TECHNOLOGY		02/01/12	06/01/12
i	838 SH SPLUNK INC		04/18/12	06/04/12
j	2045 SH STURM RUGER & CO INC		04/27/12	11/08/12
k	781 SH STURM RUGER & CO INC		04/27/12	11/09/12
l	4880 SH STURM RUGER & CO INC		04/27/12	12/17/12
m	1394 UBIQUITI NETWORKS INC		10/14/11	06/18/12
n	75 YELP INC		03/02/12	06/14/12
o	500 SH AMAZON.COM INC		05/13/08	05/07/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5814.		4042.	1772.
b	7906.		5550.	2356.
c	5882.		4094.	1788.
d	196767.		380497.	-183730.
e	174483.		146113.	28370.
f	100606.		53514.	47092.
g	167812.		90011.	77801.
h	339222.		387710.	-48488.
i	21867.		14244.	7623.
j	101751.		113602.	-11851.
k	37616.		43383.	-5767.
l	216435.		271090.	-54655.
m	17943.		20910.	-2967.
n	1438.		1125.	313.
o	110040.		37865.	72175.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** 1772.
b				** 2356.
c				** 1788.
d				** -183730.
e				** 28370.
f				** 47092.
g				** 77801.
h				** -48488.
i				** 7623.
j				** -11851.
k				** -5767.
l				** -54655.
m				** -2967.
n				** 313.
o				72175.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } ... 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 ... 3

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	43326 SH ARM HLDGS		02/10/10	01/19/12
b	9279 SH ASOS PLC		06/08/10	04/19/12
c	10547 SH ARUBA NETWORKS INC		04/12/10	02/27/12
d	18729 SH CAPSTONE TURBINE CORP		03/15/10	03/06/12
e	36497 SH CAPSTONE TURBINE		04/15/10	03/06/12
f	46535 SH CAPSTONE TURBINE		05/03/10	03/06/12
g	500 SH CHIPOTLE MEXICAN GRILL		06/17/08	05/07/12
h	2249 SH EDWARDS LIFESCIENCES CORP		03/19/09	02/03/12
i	8227 FARO TECHNOLOGIES		03/30/11	08/09/12
j	2642 FUSION-IO INC		07/28/11	08/06/12
k	5430 SH FUSION-IO INC		07/26/11	08/06/12
l	28523 SH JOHN KEELLS		07/12/10	08/14/12
m	64905 SH JOHN KEELLS		07/12/10	08/15/12
n	5593 SH LIVEPERSON INC		05/28/03	12/12/12
o	4158 SH LIVEPERSON INC		05/28/03	12/18/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	381529.		136477.	245052.
b	236378.		86679.	149699.
c	230217.		147454.	82763.
d	18905.		23499.	-4594.
e	36841.		47297.	-10456.
f	46974.		59918.	-12944.
g	200593.		41184.	159409.
h	162008.		69997.	92011.
i	293545.		329905.	-36360.
j	53345.		84357.	-31012.
k	109638.		174342.	-64704.
l	28523.		28426.	97.
m	95590.		89372.	6218.
n	71032.		56535.	14497.
o	52770.		42029.	10741.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				245052.
b				149699.
c				82763.
d				-4594.
e				-10456.
f				-12944.
g				159409.
h				92011.
i				-36360.
j				-31012.
k				-64704.
l				97.
m				6218.
n				14497.
o				10741.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1500 SH LULULEMON ATHLETICA		06/14/10	05/07/12
b	1425 SH MAKO SURGICAL		02/17/11	05/07/12
c	1425 MAKO SURGICAL		02/18/11	05/08/12
d	2108 SH MAKO SURGICAL		02/17/11	05/08/12
e	4416 SH MAKO SURGICAL		02/17/11	11/08/12
f	8364 SH MAKO SURGICAL		02/17/11	11/16/12
g	12829 SH NXSTAGE MEDICAL INC		08/11/10	01/25/12
h	8131 START TODAY CO LTD		07/30/10	02/09/12
i	8700 SH START TODAY CO LTD		09/22/10	02/09/12
j	2128 SH TESLA MOTORS INC		06/29/10	06/22/12
k	1500 SH WHOLE FOODS MARKET		03/16/09	05/07/12
l	3176 ZIPCAR INC		04/14/11	08/03/12
m	5 SH ZILLOW INC		07/20/11	07/23/12
n	1652 SH AMERIGROUP		01/17/12	04/10/12
o	997 SH CENTENE CORP		01/17/12	04/11/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	114052.		32340.	81712.
b	55171.		27204.	27967.
c	38011.		56758.	-18747.
d	56230.		40243.	15987.
e	61772.		84305.	-22533.
f	115288.		159675.	-44387.
g	218320.		206328.	11992.
h	150970.		80385.	70585.
i	161535.		86011.	75524.
j	69456.		36176.	33280.
k	132818.		96975.	35843.
l	21744.		93910.	-72166.
m	197.		100.	97.
n	102872.		117778.	-14906.
o	41048.		44641.	-3593.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				81712.
b				27967.
c				-18747.
d				15987.
e				-22533.
f				-44387.
g				11992.
h				70585.
i				75524.
j				33280.
k				35843.
l				-72166.
m				97.
n				** -14906.
o				** -3593.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 3

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** (SHORT-TERM)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1576 SH CENTENE		01/17/12	04/12/12
b	1420 SH COMPLETE GENOMICS		07/06/11	02/07/12
c	2003 SH COMPLETE GENOMICS		05/13/11	02/07/12
d	3967 SH COMPLETE GENOMICS		06/29/11	02/07/12
e	156 SH CAFEPRESS		03/29/12	07/30/12
f	3500 SH CAFEPRESS		03/29/12	07/30/12
g	663 SH CAFEPRESS		03/29/12	07/31/12
h	250 SH DEMANDWARE		03/15/12	08/02/12
i	7297 SH EBAY INC		04/19/12	06/27/12
j	2751 SH FRESH MARKET INC		06/12/12	12/18/12
k	286 SH INFOBOX INC		04/19/12	06/15/12
l	367 SH LIQUIDITY SERVICES		02/23/12	07/13/12
m	1097 SH LIQUIDITY SERVICES		02/29/12	07/13/12
n	1761 SH LIQUIDITY SERVICES		02/28/12	07/13/12
o	2292 SH LIQUIDITY SERVICES		02/29/12	07/16/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	67291.		70567.	-3276.
b	4710.		21816.	-17106.
c	6644.		29933.	-23289.
d	13159.		61119.	-47960.
e	1287.		2964.	-1677.
f	28895.		76067.	-47172.
g	5196.		12597.	-7401.
h	5554.		4000.	1554.
i	307822.		301942.	5880.
j	137970.		138925.	-955.
k	5216.		4576.	640.
l	15408.		16190.	-782.
m	46058.		47955.	-1897.
n	73973.		77715.	-3742.
o	95124.		100195.	-5071.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** -3276.
b				** -17106.
c				** -23289.
d				** -47960.
e				** -1677.
f				** -47172.
g				** -7401.
h				** 1554.
i				** 5880.
j				** -955.
k				** 640.
l				** -782.
m				** -1897.
n				** -3742.
o				** -5071.

2 Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 3

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	943 SH MILLENNIAL MEDIA INC		03/28/12	04/09/12
b	47 SH MILLENNIAL MEDIA INC		03/28/12	04/10/12
c	104 SH MILLENNIAL MEDIA INC		03/28/12	04/11/12
d	150 SH MILLENNIAL MEDIA INC		03/28/12	04/12/12
e	5822 SH J.C.PENNEY 7 CO		01/26/12	07/10/12
f	812 SH SLOLARWINDS INC		03/07/12	09/07/12
g	1479 SH SOLARWINDS INC		03/08/12	09/07/12
h	1622 SH SOLARWINDS INC		03/07/12	10/25/12
i	9563 SH SEAGATE TECHNOLOGY PLC		02/01/12	06/01/12
j	872 SH SPLUNK INC		04/18/12	06/04/12
k	469 SH STURM RUGER & CO INC		05/02/12	11/08/12
l	4023 SH STURM RUGER & CO INC		05/02/12	12/17/12
m	1266 SH UBIQUITI NETWORKS		10/14/11	06/15/12
n	429 SH UBIQUITI NETWORKS		10/14/11	06/18/12
o	77 SH YELP INC		03/02/12	06/14/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	16749.		12259.	4490.
b	878.		611.	267.
c	1924.		1352.	572.
d	2799.		1950.	849.
e	120821.		233265.	-112444.
f	47473.		30084.	17389.
g	86469.		55753.	30716.
h	74525.		60094.	14431.
i	209720.		239107.	-29387.
j	22769.		14824.	7945.
k	23177.		26932.	-3755.
l	178373.		231021.	-52648.
m	16296.		18990.	-2694.
n	5516.		6435.	-919.
o	1476.		1155.	321.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** 4490.
b				** 267.
c				** 572.
d				** 849.
e				** -112444.
f				** 17389.
g				** 30716.
h				** 14431.
i				** -29387.
j				** 7945.
k				** -3755.
l				** -52648.
m				** -2694.
n				** -919.
o				** 321.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	9358 SH CAPSTONE TURBINE CORP		02/09/11	03/05/12
b	21832 SH CAPSTONE TURBINE CORP		02/08/11	03/05/12
c	34219 SH CAPSTONE TURBINE CORP		02/09/11	03/06/12
d	13 SH FARO TECHNOLOGIES		04/15/11	08/07/12
e	894 SH FARO TECHNOLOGIES		04/25/11	08/07/12
f	1321 SH FARO TECHNOLOGIES		05/05/11	08/08/12
g	1574 SH FARO TECHNOLOGIES		04/15/11	08/08/12
h	37 FUSION-IO INC		06/08/11	08/06/12
i	954 SH FUSION-IO INC		06/17/11	08/06/12
j	2647 SH FUSION-IO INC		06/10/11	08/06/12
k	98 SH GOOGLE INC		07/18/11	10/22/12
l	1802 SH MAKO SURGICAL CORP		02/18/11	05/08/12
m	1948 MAKO SURGICAL		02/18/11	11/08/12
n	2163 MAKO SURGICAL		02/18/11	11/15/12
o	1291 MAKO SURGICAL		02/18/11	11/16/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9846.		14007.	-4161.
b	22969.		32920.	-9951.
c	34614.		51218.	-16604.
d	446.		505.	-59.
e	30698.		36186.	-5488.
f	46511.		50956.	-4445.
g	55419.		61146.	-5727.
h	749.		703.	46.
i	19308.		19713.	-405.
j	53571.		60187.	-6616.
k	65293.		58667.	6626.
l	48037.		36838.	11199.
m	27133.		39823.	-12690.
n	28788.		44218.	-15430.
o	17656.		26392.	-8736.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-4161.
b				-9951.
c				-16604.
d				-59.
e				-5488.
f				-4445.
g				-5727.
h				46.
i				-405.
j				-6616.
k				6626.
l				11199.
m				-12690.
n				-15430.
o				-8736.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1056 SPIRIT AIRLINES INC		05/26/11	07/02/12
b	4410 SPIRIT AIRLINES INC		05/25/11	07/02/12
c	2872 SPIRIT AIRLINES		05/26/11	07/03/12
d	2289 ZIPCAR INC		04/14/11	08/03/12
e	6 ZILLOW INC		07/20/11	07/23/12
f	300 SH AMAZON.COM INC		05/07/08	05/07/12
g	1155 SH ASOS PLC		05/05/10	04/18/12
h	3304 SH ASOS PLC		05/05/10	04/19/12
i	3854 SH ARUBA NETWORKS INC		03/31/10	02/24/12
j	2520 SH COGNIZANT TECHNOLOGY SOLUTIONS		11/18/09	05/07/12
k	170 CHIPOTLE MEXICAN GRILL		06/17/08	05/07/12
l	1601 SH EDWARDS LIFESCIENCE CORP		03/19/09	02/03/12
m	100 SH GOOGLE INC		02/15/05	05/07/12
n	39 SH GOOGLE INC		07/13/06	10/22/12
o	4191 SH JOHN KEELLS		07/13/10	08/09/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	20799.		12286.	8513.
b	86858.		52920.	33938.
c	58228.		33414.	24814.
d	15659.		67721.	-52062.
e	237.		120.	117.
f	65917.		22764.	43153.
g	28033.		10552.	17481.
h	84164.		31268.	52896.
i	83696.		53261.	30435.
j	148499.		114632.	33867.
k	68029.		38420.	29609.
l	115435.		39412.	76023.
m	58760.		41894.	16866.
n	25984.		16339.	9645.
o	5671.		5815.	-144.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				8513.
b				33938.
c				24814.
d				-52062.
e				117.
f				43153.
g				17481.
h				52896.
i				30435.
j				33867.
k				29609.
l				76023.
m				16866.
n				9645.
o				-144.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

** (SHORT-TERM)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	65063 SH JOHN KEELLS		07/13/10	08/14/12
b	2031 SH LIVEPERSON INC		11/25/08	08/01/12
c	252 LIVEPERSON INC		11/25/08	12/19/12
d	1353 SH LIVEPERSON INC		11/24/08	12/19/12
e	5155 SH LIVEPERSON INC		11/24/08	12/20/12
f	1280 SH LIVEPERSON INC		11/24/08	12/21/12
g	774 SH LULULEMON ATHLETICA		06/14/10	05/07/12
h	4236 SH LULULEMON ATHLETICA		06/16/10	12/05/12
i	226 SH LULULEMON ATHLETICA		06/16/10	12/05/12
j	1068 SH NXSTAGE MEDICAL INC		08/04/10	01/23/12
k	2255 SH NXSTAGE MEDICAL INC		08/05/10	01/23/12
l	2663 SH NXSTAGE MEDICAL INC		08/05/10	01/24/12
m	9941 SH START TODAY CO LTD		07/26/10	02/08/12
n	881 SH TESLA MOTORS INC		06/29/10	06/21/12
o	2475 SH TESLA MOTORE INC		06/29/10	06/21/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	90944.		90274.	670.
b	36962.		3094.	33868.
c	3259.		3140.	119.
d	17499.		14405.	3094.
e	67518.		64223.	3295.
f	16363.		15947.	416.
g	58779.		61169.	-2390.
h	289845.		93785.	196060.
i	17163.		5004.	12159.
j	18469.		17733.	736.
k	38996.		37149.	1847.
l	44966.		43871.	1095.
m	185557.		107420.	78137.
n	28667.		16659.	12008.
o	80534.		46316.	34218.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				670.
b				33868.
c				119.
d				3094.
e				3295.
f				416.
g				-2390.
h				196060.
i				12159.
j				736.
k				1847.
l				1095.
m				78137.
n				12008.
o				34218.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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** (SHORT-TERM)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1000 SH WHOLE FOODS MARKET		03/16/09	05/04/12
b	500 SH WHOLE FOODS MARKET		03/18/09	07/20/12
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	88470.		15840.	72630.
b	41604.		7917.	33687.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				72630.
b				33687.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	938960.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	-663145.

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** (SHORT-TERM)

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTER FOR ECOLOGICAL TECHNOLOGY			ENVIORNMENTAL	10000.
CENTER FOR MEDIA & DEMOCRACY			NEWS AND INFORMATION	100000.
CENTER FOR RESPONSIVE POLITICS			CIVIC	15000.
CHEJ			CIVIC	75000.
CLEAN PRODUCTS ACTION			ENVIRONMENTAL	30000.
CLEAN WATER FUND			ENVIRONMENTAL	30000.
CONSORTIUM FOR INDUSTRIAL JOURNALISM			NEWS AND INFORMATION	10000.
DEEP DISH TV			NEWS AND INFORMATION	15000.
DEMOCRACY 21			CIVIC	25000.
DEMOCRACY UNLIMITED OF HUMBOLDT COUNTY			CIVIC	30000.
Total from continuation sheets				1022700.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EARTH ISLAND INSTITUTE			ENVIRONMENTAL	5000.
ENVIRONMENTAL HEALTH STRATEGY			ENVIRONMENTAL	10000.
ENVIRONMENTAL MASS RESEARCH & POLICY CTR			ENVIRONMENTAL	10000.
ENVIRONMENTAL RESEARCH FOUNDATION			ENVIRONMENTAL	25000.
FAIR			NEWS AND INFORMATION	20000.
GLOBAL EXCHANGE			NEWS AND INFORMATION	20000.
CLOUD MOUNTAIN GRASSROOTS PROJECT			ENVIRONMENTAL	5200.
HAVE JUSTICE WILL TRAVEL			CIVIC	5000.
HOUSATONIC RIVER INITIATIVE			ENVIRONMENTAL	10000.
INDUYSTRIAL MEDIA INSTITUTE			MEDIA AND INFORMATION	20000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INSTITUTE FOR AGRICULTURE & TRADE POLICY			ENVIRONMENTAL	20000.
INTL FORUM ON GLOBALIZATION			ENVIRONMENTAL	15000.
MASS PIRG EDUCATION FUND			EDUCATIONAL	15000.
MASSACHUTTES AUDUBON			ENVIRONMENTAL	5000.
NATIONAL LABOR COMMITTEE			CIVIC	20000.
NATIONAL LAWYER GUILD			CIVIC	20000.
NEW ENGLAND GRASS ROOTS			ENVIRONMENTAL	100000.
PAPER TIGER TV			NEWS AND INFORMATION	10000.
POOCLAD			CIVIC	5000.
PROJECT ON GOVERNMENT OVERSIGH			CIVIC	25000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PROMETHEUS RADIO PROJECT			CIVIC	10000.
RAILROAD STREET YOUTH PROFECT			EDUCATIONAL	5000.
REAL NEWS PROJECT			NEWS AND INFORMATION	10000.
RUCKUS			MEDIA AND INFORMATION	15000.
SHEFFIELD LAND TRUST			ENVIRONMENTAL	10000.
SUSTAINABLE MARKETS FOUNDATION			CIVIC	25000.
TOXICS ACTION CENTER			ENVIORNMENTAL	15000.
TRUTHOUT			NEWS AND INFORMATION	30000.
WAMC			MEDIA & INFORMATION	5000.
WBGO			MEDIA AND INFORMATION	5000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
			CIVIC	10000.
ALTERNATIVE RADIO			NEWS & INFORMATION	10000.
BRAVE NEW FOUNDATION			CIVIC	10000.
WATER FOR ECOLOGICAL TECHNOLOGY			ENVIRONMENTAL	10000.
NEW ECONOMICS INSTITUTE			NEWS & INFORMATION	10000.
GLOBAL PRESS INSTITUTE			MEDIA & INFORMATION	10000.
STORY OF STUFF			MEDIA & INFORMATION	10000.
FOOD & ENVIRONMENTAL REPORTING			ENVIRONMENTAL	10000.
FOOD & WATER WATCH			ENVIRONMENTAL	10000.
SEHN				60000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COAL SWARM			ENVIRONMENTAL	10000.
LIVING RIVERS/PEACEFUL UPRISING			ENVIRONMENTAL	10000.
ULTIMATE CIVICS/EARTH ISLAND INST			CIVICS	5000.
JUSTICE THROUGH MUSIC			CIVIC	2500.
GREEN CORPS			ENVIRONMENTAL	10000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GILDER GAGNON HOWE & CO	104411.	0.	104411.
TOTAL TO FM 990-PF, PART I, LN 4	104411.	0.	104411.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GILDER GAGNONSECURITIES LITIGATION SETTLEMENTS HOWE & CO	19644.	19644.	19644.
TOTAL TO FORM 990-PF, PART I, LINE 11	19644.	19644.	19644.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LOUIS STERNBACH & CO,	2300.	2300.	2300.	0.
TO FORM 990-PF, PG 1, LN 16B	2300.	2300.	2300.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX W/H	627.	627.	627.	0.
TO FORM 990-PF, PG 1, LN 18	627.	627.	627.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTRATION FEES	500.	500.	500.	0.
TO FORM 990-PF, PG 1, LN 23	500.	500.	500.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	16362328.	18727593.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16362328.	18727593.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 7

NAME OF CONTRIBUTOR	ADDRESS
BENJAMIN FRIEDMAN	120 KELLOGG ROAD SHEFFIELD, MA 01257

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 8

ACTIVITY ONE

THE FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSES SOLELY THROUGH A PROGRAM OF MAKING CHARITABLE GIFTS AND DOES NOT CONDUCT ANY DIRECT CHARITABLE ACTIVITIES OR MAKE PROGRAM RELATED INVESTMENTS. THEREFORE, FURTHER ALLOCATION OF ADMINISTRATIVE EXPENSES IS NOT REQUIRED.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	0.