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

2012

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

The 1440 Foundation
P.O. Box 3141
Saratoga, CA 95070-1141

G Check all that apply: Initial return Initial return of a form
 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, column (c), line 16) **► \$ 25,327,256.** J Accounting method: Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	2,435,262.			
	2 Ck <input type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.....	45,747.	45,747.		
	4 Dividends and interest from securities.....	145,835.	145,835.		
	5 a Gross rents.....				
	b Net rental income or (loss).....				
	6 a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a..... 13,556,187.	1,975,452.			
	7 Capital gain net income (from Part IV, line 2)....		1,975,452.		
	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/(loss) (att sch).....				
	11 Other income (attach schedule).....				
	See Statement 1	-180,590.	-156,796.		
	12 Total. Add lines 1 through 11.....	4,421,706.	2,010,238.	0.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
OPERATING EXPENSES	14 Other employee salaries and wages.....				
	15 Pension plans, employee benefits.....				
	16 a Legal fees (attach schedule) .. See. St. 2 b Accounting fees (attach sch) .. See. St. 3 c Other prof fees (attach sch) .. See. St. 4	10,536. 58,199. 743,511.	202,846.		10,536. 501,325.
	17 Interest.....	3,410.	3,410.		
	18 Taxes (attach schedule) .. See. Stm 5	9,643.			
	19 Depreciation (attach sch) and depletion.....	700.			
	20 Occupancy.....				
	21 Travel, conferences, and meetings.....	26,035.			
	22 Printing and publications.....				
	23 Other expenses (attach schedule) .. See Statement 6	291,250.			273,017.
	24 Total operating and administrative expenses. Add lines 13 through 23.....	1,143,284.	206,256.		784,878.
	25 Contributions, gifts, grants paid. Part. XV.	1,226,280.			1,226,280.
	26 Total expenses and disbursements. Add lines 24 and 25.....	2,369,564.	206,256.	0.	2,011,158.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements ..	2,052,142.			
	b Net investment income (if negative, enter -0) ..		1,803,982.	0.	
	c Adjusted net income (if negative, enter -0) ..				

BAA For Paperwork Reduction Act Notice, see Instructions.

TEEA0504L 12/23/12

Form 990-PF (2012)

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REVENUE
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	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	
ASSETS	1 Cash -- non-interest-bearing.....			
	2 Savings and temporary cash investments.....	2,484,612.	409,107.	409,107.
	3 Accounts receivable.....			
	Less: allowance for doubtful accounts ►	9,483.		
	4 Pledges receivable.....			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable.....			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).....			
	7 Other notes and loans receivable (attach schedule).....			
	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 (attach schedule).....			
	b Investments -- corporate stock (attach schedule).....	9,314.	8,083,113.	8,083,113.
	c Investments -- corporate bonds (attach schedule).....			
	11 Investments -- land, buildings, and equipment: basis.....			
	Less: accumulated depreciation (attach schedule).....			
	12 Investments -- mortgage loans.....			
	13 Investments -- other (attach schedule).....	13,781,545.	16,831,536.	16,831,536.
	14 Land, buildings, and equipment: basis.....	4,200.		
	Less: accumulated depreciation (attach schedule).....	700.		3,500.
	15 Other assets (describe).....			
	16 Total assets (to be completed by all filers -- see the instructions. Also, see page 1, item I).....	16,284,954.	25,327,256.	25,327,256.
LIABILITIES	17 Accounts payable and accrued expenses.....	22,335.	29,027.	
	18 Grants payable.....	400,000.		
	19 Deferred revenue.....			
	20 Loans from officers, directors, trustees, & other disqualified persons.....			
	21 Mortgages and other notes payable (attach schedule).....			
	22 Other liabilities (describe).....	374,209.	101,088.	
NET ASSETS	23 Total liabilities (add lines 17 through 22).....	796,544.	130,115.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ►			
FUNDS	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.....			
	28 Paid-in or capital surplus, or land, building, and equipment fund.....			
	29 Retained earnings, accumulated income, endowment, or other funds.....	15,488,410.	25,197,141.	
	30 Total net assets or fund balances (see instructions).....	15,488,410.	25,197,141.	
	31 Total liabilities and net assets/fund balances (see instructions).....	16,284,954.	25,327,256.	

Part II 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	15,488,410.
2 Enter amount from Part I, line 27a.....	2	2,052,142.
3 Other increases not included in line 2 (itemize).....	3	7,660,130.
4 Add lines 1, 2, and 3.....	4	25,200,682.
5 Decreases not included in line 2 (itemize).....	5	3,541.
6 Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30.....	6	25,197,141.

Capital Gains and Losses or 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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation

(c) Date acquired
(month, day, year)

(d) Date sold
(month, day, year)

1a See Statement 13

b			
c			
d			
e			

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

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 2 1,975,452.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8. 3 0.

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 (column (b) divided by column (c))
2011	1,179,287.	24,257,279.	0.048616
2010	264,892.	20,060,764.	0.013204
2009		3,638,623.	
2008	10,000.	1,729,873.	0.005781
2007	10,000.	2,049,294.	0.004880

2 Total of line 1, column (d) 2 0.072481

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years. 3 0.014496

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. 4 22,639,599.

5 Multiply line 4 by line 3 5 328,184.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 18,040.

7 Add lines 5 and 6. 7 346,224.

8 Enter qualifying distributions from Part XII, line 4. 8 2,206,158.

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 V Excise Tax Based on Investment Income (Section 4940(e), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1.	1	18,040.
Date of ruling or determination letter: _____ (attach copy of letter if necessary – see Instrs)		
1 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.	2	0.
1 c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).	3	18,040.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).	4	0.
3 Add lines 1 and 2.	5	18,040.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		
6 Credits/Payments:		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012.	6 a	11,287.
b Exempt foreign organizations – tax withheld at source.	6 b	
c Tax paid with application for extension of time to file (Form 8868).	6 c	100,000.
d Backup withholding erroneously withheld.	6 d	
7 Total credits and payments. Add lines 6a through 6d.	7	111,287.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	93,247.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax. <input type="checkbox"/> 93,247. <input type="checkbox"/> Refunded.	11	0.

Part VI Statements Regarding Activities

	Yes	No
1 a 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?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	X
<i>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.</i>		
c Did the foundation file Form 1120-POL for this year?	1 c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1) On the foundation ... <input type="checkbox"/> \$ 0. (2) On foundation managers ... <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ... <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>	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? <i>If 'Yes,' attach a conformed copy of the changes.</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>	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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions). <input type="checkbox"/> CA	7	X
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? <i>If 'No,' attach explanation.</i>	8 b	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)? <i>If 'Yes,' complete Part XIV.</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>	10	X

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Part V **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?..... Website address..... ► N/A	13	X
14	The books are in care of ► <u>Joan Kriens</u> Telephone no. ► <u>510 708-0663</u> Located at ► <u>P.O. Box 3141 Saratoga CA</u> ZIP + 4 ► <u>95070-1141</u>		
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
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?..... See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►	16	Yes X No

Part VI **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
1 a	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?.....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?.....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?.....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?.....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.).....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?..... Organizations relying on a current notice regarding disaster assistance check here ►	1 b	N/A
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?.....	1 c	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?..... If 'Yes,' list the years ► <u>20 __ , 20 __ , 20 __ , 20 __</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.).....	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?.....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.).....	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?.....	4 a	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?.....	4 b	X

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Part V **Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5 a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5 b** **N/A**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).

6 a 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? **6 b** **X**

If 'Yes' to 6b, file Form 8870.

7 a 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** **7 b****Part VI** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Joan Kriens P.O. Box 3141 Saratoga, CA 95070-1141	President 20.00	0.	0.	0.
Scott Kriens P.O. Box 3141 Saratoga, CA 95070-1141	Vice Pres. 20.00	0.	0.	0.
Ken Baker P.O. Box 3141 Saratoga, CA 95070-1141	Treas/Sec'tr 10.00	0.	0.	0.
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----

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

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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
Sarley Enterprises 294 White Hill Road Hillsdale, NY 12529	Consulting	318,790.
Sterling Communications Inc 750 University Ave Ste 100 Los Gatos, CA 95032	Consulting	148,887.
Wisdom 2.0 Productions 1211 Laurent St Santa Cruz, CA 95060	Consulting	111,908.
Thomas Callanan 3465 N. Main Street Soquel, CA 94073	Consulting	108,909.
Constellation Wealth Advisors 3000 Sand Hill Road Bldg 2 Ste 160 Menlo Park, CA 94025	Investment Advisory	65,013.
Total number of others receiving over \$50,000 for professional services.....		2

Part IXA 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	N/A	
2		
3		
4		

Part IXB 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	GoBlue International To support research in the science of self-mastery	95,000.
2	InteraXon Note Development of thought controlled technology	100,000.
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3..		195,000.

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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.....	1 a	18,510,074.
b Average of monthly cash balances.....	1 b	838,610.
c Fair market value of all other assets (see instructions).....	1 c	3,635,680.
d Total (add lines 1a, b, and c).....	1 d	22,984,364.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).....	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets.....	2	0.
3 Subtract line 2 from line 1d.....	3	22,984,364.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions).....	4	344,765.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.....	5	22,639,599.
6 Minimum Investment return. Enter 5% of line 5.....	6	1,131,980.

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	1,131,980.
2 a Tax on investment income for 2012 from Part VI, line 5.....	2 a	18,040.
b Income tax for 2012. (This does not include the tax from Part VI.).....	2 b	
c Add lines 2a and 2b.....	2 c	18,040.
3 Distributable amount before adjustments. Subtract line 2c from line 1.....	3	1,113,940.
4 Recoveries of amounts treated as qualifying distributions.....	4	
5 Add lines 3 and 4.....	5	1,113,940.
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	1,113,940.

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.....	1 a	2,011,158.
b Program-related investments – total from Part IX-B	1 b	195,000.
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)	3 a	
b Cash distribution test (attach the required schedule).....	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.....	4	2,206,158.
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	18,040.
6 Adjusted qualifying distributions. Subtract line 5 from line 4.....	6	2,188,118.

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.				1,113,940.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only.			601,385.	
b Total for prior years: 20 ____, 20 ____.		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: ► \$ 2,206,158.				
a Applied to 2011, but not more than line 2a.			601,385.	
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.				1,113,940.
e Remaining amount distributed out of corpus.	490,833.			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.		
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	490,833.			
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 instructions.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	490,833.			
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.	490,833.			

BAA

Form 990-PF (2012)

Part V 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)				
<i>a Paid during the year</i>				
See Statement 15				
Total				► 3a 1,226,280.
<i>b Approved for future payment</i>				
Total				► 3b

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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			14	45,747.	
4 Dividends and interest from securities			14	145,835.	
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.					
8 Gain or (loss) from sales of assets other than inventory.			18	1,975,452.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>See Statement 16</u>		-23,794.		-156,796.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-23,794.		2,010,238.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,986,444.

Part VI 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). (See instructions.)
N/A	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2012

Name of the organization The 1440 Foundation	Employer identification number 77-0456449
Organization type (check one):	
Form 990 or 990-EZ	Section: <input type="checkbox"/> 501(c)(____) (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it must answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

The 1440 Foundation

77-0456449

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Scott & Joan Kriens P.O. Box 3141 Saratoga, CA 95070-1141	\$ 82,828.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Scott & Joan Kriens P.O. Box 3141 Saratoga, CA 95070-1141	\$ 839,396.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Scott & Joan Kriens P.O. Box 3141 Saratoga, CA 95070-1141	\$ 1,513,038.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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	4,785 shares ECHO stock	\$ 82,828.	12/19/12
2	34,650 shares Fusion-io stock	\$ 839,396.	12/19/12
3	54,850 shares Facebook stock	\$ 1,513,038.	12/19/12
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

The 1440 Foundation

Employer identification number

Employer Identification Number
77-0456449

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 total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.). ► \$ **N/A**
Use duplicate copies of Part III if additional space is needed.

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Passthrough SilverLake K-1.....	\$ 5,152.	5,152.	
Passthrough income Wolff.....	2,299.	2,299.	
Passthrough Legacy VI.....	-8.	-4.	
Passthrough Wolff RE.....	-183,296.	-159,506.	
Perpetual RE Partners K-1.....	-13,809.	-13,809.	
Refund of Inv fees pd PY.....	9,072.	9,072.	
Total	<u>\$ -180,590.</u>	<u>\$ -156,796.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees.....	\$ 10,536.			\$ 10,536.
Total	<u>\$ 10,536.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 10,536.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit fees.....	\$ 12,075.			
Bookkeeping.....	7,414.			
M&T.....	38,710.			
Total	<u>\$ 58,199.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting fees.....	\$ 599,627.	\$ 58,962.		\$ 501,325.
Passthrough portfolio expenses.....	78,871.	78,871.		
Portfolio Management Fees CWA.....	65,013.	65,013.		
Total	<u>\$ 743,511.</u>	<u>\$ 202,846.</u>	<u>\$ 0.</u>	<u>\$ 501,325.</u>

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Tax.....	\$ 9,483.			
State fees and taxes.....	160.			
Total	<u>\$ 9,643.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Challenge Award Trophies.....	\$ 1,191.			\$ 1,191.
Marketing.....	287,595.			271,826.
Office expense.....	1,640.			
Other passthrough expense.....	20.			
Passthrough charity.....	804.			
Total	<u>\$ 291,250.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 273,017.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Juniper Networks, Inc. 27,037 shs	Mkt Val	\$ 531,811.	\$ 531,811.
Juniper Networks 175,000 shares	Mkt Val	3,442,250.	3,442,250.
Google shares	Mkt Val	1,768,450.	1,768,450.
ECHO	Mkt Val	85,986.	85,986.
Facebook	Mkt Val	1,460,091.	1,460,091.
Fusion	Mkt Val	794,525.	794,525.
Total		<u>\$ 8,083,113.</u>	<u>\$ 8,083,113.</u>

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Wolff Real Estate Partners	Mkt Val	\$ 4,016,765.	\$ 4,016,765.
Legacy Venture Fund	Mkt Val	127,723.	127,723.
Perpetual Partners RE fund	Mkt Val	845,752.	845,752.
Silver Lake VF	Mkt Val	306,907.	306,907.
Interaxon Note	Mkt Val	105,490.	105,490.

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Statement 8 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
GoBlu International Note	Mkt Val	\$ 102,955.	\$ 102,955.
	Total Other Investments	\$ 5,505,592.	\$ 5,505,592.
<u>Other Publicly Traded Securities</u>			
Aberdeen	Mkt Val	1,096,159.	1,096,159.
Edgewood	Mkt Val	1,257,385.	1,257,385.
FPA Crescent	Mkt Val	853,492.	853,492.
SPDR Gold	Mkt Val	629,611.	629,611.
Nuveen Tradewinds	Mkt Val	1,703,762.	1,703,762.
Conestoga	Mkt Val	791,712.	791,712.
J Hancock	Mkt Val	481,217.	481,217.
Matthews	Mkt Val	510,211.	510,211.
Calamos	Mkt Val	1,025,044.	1,025,044.
1 shares China	Mkt Val	358,994.	358,994.
IVA Intl	Mkt Val	1,043,588.	1,043,588.
SPDR S&P	Mkt Val	1,574,769.	1,574,769.
	Total Other Publicly Traded Securities	\$ 11,325,944.	\$ 11,325,944.
		Total	\$ 16,831,536. \$ 16,831,536.

Statement 9
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 4,200.	\$ 700.	\$ 3,500.	\$ 3,500.
Total	\$ 4,200.	\$ 700.	\$ 3,500.	\$ 3,500.

Statement 10
Form 990-PF, Part II, Line 22
Other Liabilities

deferred tax.....	\$ 91,913.
excise tax payable.....	\$ 9,175.
	Total \$ 101,088.

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

Cash to Accrual Adjustment	\$ 342,818.
Unrealized Gain True Up Adjustment.....	\$ 7,317,312.
	Total \$ 7,660,130.

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Statement 12
Form 990-PF, Part III, Line 5
Other Decreases

Partnership K-1 Adjustment..... \$ 3,541.
 Total \$ 3,541.

Statement 13
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold				
1	Long Term Capital Gain Distributions CWA	Purchased	Various	Various				
2	CWA Statement	Purchased	Various	Various				
3	CWA Statement	Purchased	Various	Various				
4	Passthrough Legacy K-1	Purchased	Various	Various				
5	Passthrough Legacy K-1	Purchased	Various	Various				
6	Passthrough Silver Lake K-1	Purchased	Various	Various				
7	Passthrough Wolff K-1	Purchased	Various	Various				
8	2,175 s Google stock	Purchased	Various	Various				
9	Aberdeen Emerging Markets Mutual Fund	Purchased	Various	Various				
10	Conestoga Small Cap Fund	Purchased	Various	Various				
11	Edgewood Growth Fund	Purchased	Various	Various				
12	FPA Crescent Portfolio Fund	Purchased	Various	Various				
13	Matthews Asia Dividend Fund	Purchased	Various	Various				
Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	24,494.		0.	24,494.				\$ 24,494.
2	8583166.		8362828.	220,338.				220,338.
3	3358984.		3207164.	151,820.				151,820.
4	1,072.		0.	1,072.				1,072.
5	0.		1.	-1.				-1.
6	63,915.		0.	63,915.				63,915.
7	923.		0.	923.				923.
8	1509631.		3,299.	1506332.				1506332.
9	2,197.		0.	2,197.				2,197.
10	0.		3,936.	-3,936.				-3,936.
11	8,677.		0.	8,677.				8,677.
12	0.		3,507.	-3,507.				-3,507.
13	3,128.		0.	3,128.				3,128.
							Total	\$ 1975452.

Statement 14
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Joan Kriens
 Scott Kriens

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Statement 15
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Center for Contemplative Mind 15 Conz Street Ste 1 Northampton, MA 01060	None	501(c) (3)	To support contemplative practices and inquiry in college and university education	\$ 37,500.
Mindful Schools 1944 Embarcadero East Oakland, CA 94606	None	501(c) (3)	To support educational programs that teach mindfulness	90,000.
The Hawn Foundation 220 26th Street ste 203 Santa Monica, CA 90402	None	501(c) (3)	To support programs that equip children with the social and emotional skills they need to lead smarter, healthier and happier lives	125,000.
Garrison Institute P.O. Box 532 Garrison, NY 10524	None	501(c) (3)	To further the emerging movement to bring contemplative education into mainstream teaching practices	125,000.
CASEL 815 Wset Van Buren St, Ste 210 Chicago, IL 60607	None	501(c) (3)	To support best practices in academic, social and emotional learning	707,280.
Omega Institute for Holistic Studies 150 Lake Drive Rhinebeck, NY 12572	None	501(c) (3)	To support the Mindfulness & Education Conference	25,000.
The Impact Foundation 264 Quari Street Aurora, CO 80011	None	501(c) (3)	To support programs for well being of individuals serving society	20,000.

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Statement 15 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Society for Study Knowledge &Development Jean Piaget Soc. 51 East River Pkwy Minneapolis, MN 55455	N/A	501(c) (3)	To support conference on Developmental Contemplative Science	\$ 10,000.
2012 1440 Challenge Awards c/o P.O. Box 3141 Saratoga, CA 95070	None	- See St	To support programs and best practice that cultivate authentic relationship skills in education, wellness and the workplace.	86,500.
				Total \$ 1,226,280.

Statement 16
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Busi- ness Code	(B) Unrelated Business Amount	(C) Exclu- sion Code	(D) Excluded Amount	(E) Related or Exempt Function
Passthrough SilverLake K-1			14	\$ 5,152.	
Passthrough income Wolff			16	2,299.	
Passthrough Legacy VI	525990	\$ -4.	14	-4.	
Passthrough Wolff RE	531390	-23,790.	16	-159,506.	
Perpetual RE Partners K-1			16	-13,809.	
Refund of Inv fees pd PY			14	9,072.	
Total		\$ -23,794.		\$ -156,796.	\$ 0.

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Federal Supplemental Information

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The 1440 Foundation

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The 1440 awarded 4 challenge grants to the following recipients that pursue the goals the 1440 Foundation supports:

1. Ashoka Changemakers Activation Empathy Special Focus Prize
To promote empathy in education through technology of social media
Ashoka c/o Sundeep Poudel
1700 North Moore Street Ste 2000 (20th fl)
Arlington, VA 22209
Award : \$11,500

2. Teen Wellness Counselor
Asako Tsumagaki
3345 Callan Blvd
South San Francisco, CA 94080
Award: \$25,000

3. What Matters Now
The Samvara Project
20660 Stevens Creek Blvd #320
Cupertino CA 95014
Award: \$25,000

4. The Headspace Experiment
Richard Pierson
135 Shepherdness Walk Flat 73
Islington, London, N1-7RR, UK
Award: \$25,000

August 27, 2013

The 1440 Foundation
Schedule D - Capital Gains and Losses/2CWA
As of: December 31, 2012

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
<u>Short-Term Capital Gains and Losses</u>						
5,292.404	ABERDEEN 5292.404/2CWA	Jan 11 12	Jan 11 12	69,595.11	78,645.13	-9,050.02
1,296.394	CALAMOS 59547.928/2CWA_SLD#1	Oct 3 12	Oct 22 12	22,542.30	22,829.50	-287.20
2,881.908	CONESTOGA 2881.908/2CWA	Oct 7 11	Jul 9 12	71,615.42	62,277.19	9,338.23
632.352	CONESTOGA 632.352/2CWA	Jan 11 12	Jan 11 12	14,550.42	14,411.30	139.12
719.515	CONESTOGA 719.515/2CWA	Oct 7 11	Jul 2 12	18,045.44	15,548.51	2,496.93
1,456.665	CONESTOGA 8520.282/2CWA_SLD#1	Jan 5 12	Jan 11 12	33,517.85	33,037.16	480.69
113.138	FPA CRESNT 113.138/2CWA	Jul 5 12	Jul 9 12	3,098.85	3,116.96	-18.11
135.091	FPA CRESNT 135.091/2CWA	Dec 22 11	Jan 11 12	3,678.53	3,590.71	87.82
150.851	FPA CRESNT 150.851/2CWA	Jul 5 12	Jul 9 12	4,131.81	4,155.94	-24.13
37.713	FPA CRESNT 37.713/2CWA	Jul 5 12	Jul 9 12	1,032.96	1,038.98	-6.03
634.927	FPA CRESNT 634.927/2CWA	Dec 22 11	Jan 11 12	17,289.06	16,876.35	412.71
15,202	ISHARES TRLC 15202/2CWA	Jan 18 11	Jan 5 12	1,106,380.31	1,105,468.18	912.15
4,607.982	IVA INTL 81297.978/2CWA_SLD#1	Jan 5 12	Jan 11 12	66,922.49	68,382.45	-1,459.96
1,591.079	IVA INTL 81297.978/2CWA_SLD#2	Jan 5 12	Jul 2 12	24,041.20	23,611.61	429.59
6,294.841	IVA INTL 81297.978/2CWA_SLD#3	Jan 5 12	Jul 9 12	94,737.36	93,415.44	1,321.92
1,403.755	IVA INTL 81297.978/2CWA_SLD#4	Jan 5 12	Oct 22 12	22,544.30	20,831.72	1,712.58
3,350.143	IVA INTL 81297.978/2CWA_SLD#5	Jan 5 12	Oct 2 12	53,602.28	49,716.12	3,886.16
115,648.03	J HANCOCK 115134.052/2CWA	Nov 30 11	Jan 5 12	1,081,306.08	1,081,168.17	137.91
4,693.755	J HANCOCK 83113.688/2CWA_SLD#1	Jan 5 12	Jan 11 12	61,957.56	61,065.92	891.64
6,505.232	J HANCOCK 83113.688/2CWA_SLD#2	Jan 5 12	Jul 9 12	84,828.22	84,633.30	194.92
1,637.209	J HANCOCK 83113.688/2CWA_SLD#3	Jan 5 12	Jul 2 12	21,643.90	21,300.15	343.75
1,066.93	J HANCOCK 83113.688/2CWA_SLD#4	Jan 5 12	Aug 23 12	14,830.33	13,880.80	949.53
708.446	J HANCOCK 83113.688/2CWA_SLD#5	Jan 5 12	Oct 22 12	10,144.94	9,216.91	928.03
35,127.121	J HANCOCK 83113.688/2CWA_SLD#6	Jan 5 12	Oct 2 12	513,207.24	457,005.11	56,202.13
326.939	MATTHEWS 326.939/2CWA	Mar 26 12	Jul 2 12	4,374.44	4,456.18	-81.74
4,311.661	MATTHEWS 4311.661/2CWA	Jan 11 12	Jan 11 12	54,413.16	61,570.52	-7,157.36
624.677	MATTHEWS 624.677/2CWA	Sep 21 12	Oct 2 12	8,776.71	8,732.98	43.73
3,664.431	NUVEEN 3664.431/2CWA	Jan 3 12	Jan 3 12	91,830.64	96,562.02	-4,731.38
207.667	NUVEEN SB 264.397/2CWA_SLD#1	Oct 1 12	Oct 22 12	5,636.08	5,625.70	10.38
302.769	NUVEEN SB 302.769/2CWA	Apr 2 12	Jul 2 12	7,790.25	8,086.96	-296.71
349.657	NUVEEN SB 349.657/2CWA	Jul 2 12	Jul 2 12	8,996.68	8,961.71	34.97
4,120.639	NUVEEN SB 43199.488/2CWA_SLD#1	Jan 5 12	Jan 11 12	102,437.09	102,109.72	327.37
750.012	NUVEEN SB 43199.488/2CWA_SLD#2	Jan 5 12	Jul 2 12	19,297.81	18,585.35	712.46
5,700.939	NUVEEN SB 43199.488/2CWA_SLD#3	Jan 5 12	Jul 9 12	145,487.96	141,289.67	4,218.29
53,337.485	NUVEEN SB 53337.485/2CWA	Nov 30 11	Jan 5 12	1,070,480.32	1,066,752.69	3,727.63
34,499.418	SNOW 34438.822/2CWA	Nov 30 11	Jan 5 12	697,230.24	688,940.61	8,289.63
31,100.339	SNOW 38121.008/2CWA	Jan 5 12	Aug 13 12	599,303.53	568,827.65	30,475.88
2,578.174	SNOW 38121.008/2CWA_SLD#1	Jan 5 12	Jan 11 12	47,789.22	47,155.01	634.21
830.416	SNOW 38121.008/2CWA_SLD#2	Jan 5 12	Jul 2 12	15,645.04	15,188.37	456.67
3,612.079	SNOW 38121.008/2CWA_SLD#3	Jan 5 12	Jul 9 12	67,184.67	66,065.21	1,119.46
8,034.172	SNOW 8034.172/2CWA	Jan 5 12	Aug 8 12	154,818.50	146,945.00	7,873.50
5,232	SPDR S&P 5358/2CWA	Aug 13 12	Nov 7 12	734,267.02	734,289.98	-22.96
126	SPDR S&P 5358/2CWA_SLD#1	Aug 13 12	Oct 22 12	17,972.73	17,683.59	289.14
8,000	SPDR S&P 9439/2CWA	Jan 5 12	Nov 7 12	1,122,732.45	1,025,358.95	97,373.50
529	SPDR S&P 9439/2CWA_SLD#1	Jan 5 12	Jan 11 12	68,283.53	67,801.86	481.67
185	SPDR S&P 9439/2CWA_SLD#2	Jan 5 12	Jul 2 12	25,163.30	23,711.43	1,451.87
725	SPDR S&P 9439/2CWA_SLD#3	Jan 5 12	Jul 9 12	98,011.12	92,923.15	5,087.97
Total Short-term				8,583,166.45	8,362,827.91	220,338.54

August 27, 2013

The 1440 Foundation
Schedule D - Capital Gains and Losses/2CWA
As of: December 31, 2012

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
<u>Long-Term Capital Gains and Losses</u>						
1,490.04	ABERDEEN 1490.04/2CWA	Nov 24 10	Oct 22 12	22,544.30	20,555.10	1,989.20
1,798.855	ABERDEEN 1798.855/2CWA	Mar 15 11	Jul 2 12	25,255.92	24,815.20	440.72
4,231.078	ABERDEEN 4231.078/2CWA	Nov 24 10	Aug 23 12	60,462.10	58,367.72	2,094.38
7,109.307	ABERDEEN 7109.307/2CWA	Nov 24 10	Oct 2 12	107,350.53	98,072.89	9,277.64
7,528.793	ABERDEEN 7528.793/2CWA	Mar 15 11	Jul 9 12	104,650.22	103,859.70	790.52
141.848	CONESTOGA 22520.547/2CWA_SLD#1	Oct 6 11	Oct 22 12	3,381.65	3,065.29	316.36
2,221.29	EDGEWOOD 2221.290/2CWA	Mar 9 10	Jul 2 12	28,854.56	23,101.85	5,752.71
2,523.534	EDGEWOOD 2523.534/2CWA	Nov 24 10	Jan 11 12	30,206.70	27,859.82	2,346.88
3,768.001	EDGEWOOD 3768.001/2CWA	Oct 16 09	Jan 11 12	45,102.97	37,717.69	7,385.28
50.68	EDGEWOOD 50.680/2CWA	Mar 9 10	Jan 11 12	606.64	504.27	102.37
6,262.307	EDGEWOOD 81819.245.1/2CWA_SLD#1	Nov 24 10	Oct 22 12	84,541.14	65,129.22	19,411.92
8,850.569	EDGEWOOD 8850.569/2CWA	Mar 9 10	Jul 9 12	113,464.30	92,047.65	21,416.65
2,198.678	FPA 18979.127/2CWA_SLD#1	Mar 9 10	Oct 22 12	63,124.05	56,198.21	6,925.84
1,274.26	FPA CRESCNT 1274.26/2CWA	Mar 9 10	Jan 11 12	34,698.09	32,570.09	2,128.00
2,553.14	FPA CRESCNT 2553.14/2CWA	Mar 9 10	Jul 9 12	69,930.39	65,258.16	4,672.23
741.68	FPA CRESCNT 741.68/2CWA	Mar 9 10	Jul 2 12	20,433.39	18,957.44	1,475.95
4,384	ISHARES TRLC 4384/2CWA	Nov 24 10	Jan 5 12	319,061.39	297,673.60	21,387.79
4,448	ISHARES TRLC 5905/2CWA	Aug 26 10	Jan 5 12	323,719.23	267,057.92	56,661.31
1,201.273	MATTHEWS 1201.273/2CWA	Jun 30 11	Jul 2 12	16,073.03	16,272.09	-199.06
32,178.771	MATTHEWS 32178.771/2CWA	Jun 30 11	Oct 2 12	452,111.74	435,884.09	16,227.65
6,083.247	MATTHEWS 6083.247/2CWA	Jun 30 11	Jul 9 12	81,576.34	82,401.86	-825.52
708.446	MATTHEWS 708.446/2CWA	Oct 6 11	Oct 22 12	10,144.94	9,596.40	548.54
45,691.492	NUVEEN 45691.492/2CWA	Aug 1 09	Jan 3 12	1,145,028.79	1,204,023.05	-58,994.26
293	SPDR GOLD 2408/2CWA_SLD#1	Nov 24 10	Jan 11 12	46,733.45	39,297.16	7,436.29
100	SPDR GOLD 2408/2CWA_SLD#2	Nov 24 10	Jul 2 12	15,500.74	13,412.00	2,088.74
392	SPDR GOLD 2408/2CWA_SLD#3	Nov 24 10	Jul 9 12	60,547.31	52,575.04	7,972.27
394	SPDR GOLD 2408/2CWA_SLD#4	Nov 24 10	Aug 23 12	63,839.17	52,843.28	10,995.89
60	SPDR GOLD 2408/2CWA_SLD#5	Nov 24 10	Oct 22 12	10,041.38	8,047.20	1,994.18
Total Long-term				3,358,984.46	3,207,163.99	151,820.47
TOTAL CAPITAL GAINS				<u>11,942,150.91</u>	<u>11,569,991.90</u>	<u>372,159.01</u>

August 27, 2013

The 1440 Foundation
Schedule D - Capital Gains and Losses/CWA
As of: December 31, 2012

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
<u>Short-Term Capital Gains and Losses</u>						
143	GOOGLE 4675/CWA_SLD#1	Dec 29 11	Sep 7 12	100,405.95	216.93	100,189.02
732	GOOGLE 4675/CWA_SLD#2	Dec 29 11	Sep 12 12	505,021.58	1,110.44	503,911.14
1,300	GOOGLE 4675/CWA_SLD#3	Dec 29 11	Dec 12 12	904,203.77	1,972.10	902,231.67
Total Short-term				1,509,631.30	3,299.47	1,506,331.83
<u>Long-Term Capital Gains and Losses</u>						
Total Long-term				0.00	0.00	0.00
TOTAL CAPITAL GAINS				1,509,631.30	3,299.47	1,506,331.83