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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal code NEW YORK, NY 10001		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 39134830.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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	689859.		N/A		
	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	45125.	45125.		STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	6368885.				
	b Gross sales price for all assets on line 6a	23324127.				
	7 Capital gain net income (from Part IV, line 2)		6368885.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	59.	59.		STATEMENT 2		
12 Total. Add lines 1 through 11	7103928.	6414069.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 3	3000.	3000.		0.
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 4	1340.	1340.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings		1258.	1258.		0.
	22 Printing and publications					
	23 Other expenses	STMT 5	500.	500.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23		6098.	6098.		0.
	25 Contributions, gifts, grants paid		1124500.			1124500.
26 Total expenses and disbursements. Add lines 24 and 25		1130598.	6098.		1124500.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		5973330.				
b Net investment income (if negative, enter -0-)			6407971.			
c Adjusted net income (if negative, enter -0-)				N/A		

919

CLOUD MOUNTAIN FOUNDATION

Form 990-PF (2013)

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

04-3493352

Page 2

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	11592.	98191.	98191.
	2 Savings and temporary cash investments	4692734.	7678604.	7678604.
	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		8400.	8400.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	16362328.	13254789.	25349635.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	0.	6000000.	6000000.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	21066654.	27039984.	39134830.	
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	21066654.	27039984.		
30 Total net assets or fund balances	21066654.	27039984.		
31 Total liabilities and net assets/fund balances	21066654.	27039984.		

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	21066654.
2 Enter amount from Part I, line 27a	2	5973330.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	27039984.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27039984.

Form 990-PF (2013)

CLOUD MOUNTAIN FOUNDATION

Form 990-PF (2013)

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

04-3493352

Page 3

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 SCHEDULE ATTACHED - 13600	P	07/01/13	12/31/13
b SCHEDULE ATTACHED - 13606	P	07/01/13	12/31/13
c SCHEDULE ATTACHED - 13600		01/01/12	12/31/13
d SCHEDULE ATTACHED - 13606	P	01/01/12	12/31/13
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 5398559.		4735839.	662720.
b 4758172.		4313133.	445039.
c 7739764.		4337744.	3402020.
d 5427632.		3568526.	1859106.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			662720.
b			445039.
c			3402020.
d			1859106.
e			

2 Capital gain net income or (net capital loss)	2	6368885.
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	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1127111.	21924714.	.051408
2011	775000.	21657708.	.035784
2010	914479.	16066283.	.056919
2009	817074.	18738017.	.043605
2008	814335.	16413870.	.049613

2 Total of line 1, column (d)	2	.237329
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	.047466
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	28711234.
5 Multiply line 4 by line 3	5	1362807.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	64080.
7 Add lines 5 and 6	7	1426887.
8 Enter qualifying distributions from Part XII, line 4	8	1124500.

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.

CLOUD MOUNTAIN FOUNDATION

Form 990-PF (2013)

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

04-3493352

Page 4

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 ☐ and enter 1% of Part I, line 27b		1	128159.
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	128159.
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	128159.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10964.	
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	10964.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	62.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 8	9	117257.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax Refunded	11		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		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	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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 9	X	

Form 990-PF (2013)

CLOUD MOUNTAIN FOUNDATION

Form 990-PF (2013)

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

04-3493352

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X

Website address **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**

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** **Yes** **No** **X**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **N/A**

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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No	
If "Yes," list the years N/A		
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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b

Form 990-PF (2)

Part VII-B

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

N/A

▶

N/A

☐ Yes ☐ No

☐ Yes ☒ No

6b

6b

☐ Yes ☒ No

N/A

Part VIII

[illegible]

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

[illegible]

▶ 0

323551
10-10-13

2013.05000 CLOUD MOUNTAIN FOUNDATION C 345011

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	24003612.
b	Average of monthly cash balances	1b	5144849.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	29148461.
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	29148461.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	437227.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28711234.
6	Minimum investment return. Enter 5% of line 5	6	1435562.

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	1435562.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	128159.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	128159.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1307403.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1307403.
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	1307403.

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	1124500.
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	1124500.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1124500.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1307403.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1013098.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1124500.				
a Applied to 2012, but not more than line 2a			1013098.	
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 2013 distributable amount				111402.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1196001.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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:

CLOUD MOUNTAIN FOUNDATION

Form 990-PF (2013)

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

04-3493352

Page 11

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				
			CIVIC	
ALLIANCE FOR DEMOCRACY			CIVIC	5000.
ALTERNATIVE RADIO			NEWS & INFORMATION	10000.
BEAT			CIVIC	10000.
BLACK BOX VOTING			CIVIC	10000.
Total	SEE CONTINUATION SHEET(S)			1124500.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		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	45125.		
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	59.		
8 Gain or (loss) from sales of assets other than inventory						6368885.
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.		45184.		6368885.
13 Total. Add line 12, columns (b), (d), and (e)					13	6414069.

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

Part XVI-B[illegible]

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.			

[illegible]

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.

May the IRS discuss this return with the preparer shown below (see Instr.)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐
self-employed

PTIN

**Paid
Preparer
Use Only**

STANLEY ROTH

Charles K. K. Co.

11/21/14

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

Form 990-PF (2013)

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

OMB No 1545-0047

2013

Name of the organization

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

Employer identification number

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 foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA 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) (2013)

Name of organization

CLOUD MOUNTAIN FOUNDATION

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

Employer identification number

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		\$	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
1	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	\$ 119258.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	\$ 141389.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	\$ 140506.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
4	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	\$ 23268.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
5	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	\$ 205389.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Name of organization

CLOUD MOUNTAIN FOUNDATION

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

Employer identification number

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
6	BENJAMIN FRIEDMAN KELLOGG ROAD SHEFFIELD, MA 01257	\$ 60049.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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
2	1,490 SH. AMAZON.COM INC.	\$ 483060.	10/16/13
3	44,605 SH. ARMS HOLDING	\$ 703878.	10/15/13
4	244 SH GOOGLE, INC	\$ 247853.	11/07/13
5	28,766 SH YOOK SPA	\$ 1102888.	11/07/13
6	7,582 SH WHOLE FOODS MARKET INC	\$ 467809.	10/15/13
		\$	

Name of organization

Employer identification number

CLOUD MOUNTAIN FOUNDATION**C/O WAGNER, FERBER, FINE & ACKERMAN PLLC****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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

CLOUD MOUNTAIN FOUNDATION

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

04-3493352

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
BNRC			ENVIRONMENTAL	10000.
BOLD NEBRASKA			CIVIC	15000.
BRAVE NEW FOUNDATION			CIVIC	10000.
CAVAILABLE POTENTIAL ENTERPRISES			CIVIC	10000.
CELDF			CIVIC	100000.
CENTER FOR ECOLOGICAL TECHNOLOGY			ENVIORNMENTAL	10000.
CENTER FOR MEDIA & DEMOCRACY			NEWS AND INFORMATION	100000.
CENTER FOR RESPONSIVE POLITICS			CIVIC	15000.
CHEJ			CIVIC	74500.
CLEAN PRODUCTS ACTION			ENVIRONMENTAL	20000.
Total from continuation sheets				1089500.

CLOUD MOUNTAIN FOUNDATION

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

04-3493352

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
CLEAN WATER FUND			ENVIRONMENTAL	25000.
CLOUD MOUNTAIN GRASSROOTS PROJECT			ENVIRONMENTAL	
COAL SWARM			ENVIRONMENTAL	10000.
CONSORTIUM FOR INDUSTRIAL JOURNALISM			NEWS AND INFORMATION	10000.
DEEP DISH TV			NEWS AND INFORMATION	
DEMOCRACY 21			CIVIC	20000.
DEMOCRACY UNLIMITED OF HUMBOLDT COUNTY			CIVIC	30000.
EARTH ISLAND INSTITUTE			ENVIRONMENTAL	5000.
ENVIRONMENTAL HEALTH STRATEGY			ENVIRONMENTAL	10000.
ENVIRONMENTAL MASS RESEARCH & POLICY CTR			ENVIRONMENTAL	
Total from continuation sheets				

CLOUD MOUNTAIN FOUNDATION

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

04-3493352

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
ENVIRONMENTAL RESEARCH FOUNDATION			ENVIRONMENTAL	25000.
FAIR			NEWS AND INFORMATION	15000.
FAIRGROUND COMMUNITY REDEVELOPMENT			CIVIC	10000.
FOOD & ENVIRONMENTAL REPORTING			ENVIRONMENTAL	10000.
FOOD & WATER WATCH			ENVIRONMENTAL	10000.
GLOBAL EXCHANGE			NEWS AND INFORMATION	20000.
GLOBAL PRESS INSTITUTE			MEDIA & INFORMATION	10000.
GREEN CORPS			ENVIRONMENTAL	
HAVE JUSTICE WILL TRAVEL			CIVIC	5000.
HOUSATONIC RIVER INITIATIVE			ENVIRONMENTAL	10000.
Total from continuation sheets				

CLOUD MOUNTAIN FOUNDATION

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

04-3493352

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
INDUSTRIAL MEDIA INSTITUTE			MEDIA AND INFORMATION	20000.
INSTITUTE FOR AGRICULTURE & TRADE POLICY			ENVIRONMENTAL	10000.
INTERNATIONAL MEDIA PROJECT			MEDIA	10000.
INTL FORUM ON GLOBALIZATION			ENVIRONMENTAL	15000.
JUSTICE THROUGH MUSIC			CIVIC	5000.
LIVING RIVERS/PEACEFUL UPRISING			ENVIRONMENTAL	10000.
MASS PIRG EDUCATION FUND			EDUCATIONAL	15000.
MASSACHUSETTS AUDUBON			ENVIRONMENTAL	5000.
NATIONAL LABOR COMMITTEE			CIVIC	15000.
NATIONAL LAWYER GUILD			CIVIC	15000.
Total from continuation sheets				

CLOUD MOUNTAIN FOUNDATION

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

04-3493352

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
NEW ECONOMICS INSTITUTE			NEWS & INFORMATION	10000.
NEW ENGLAND GRASS ROOTS			ENVIRONMENTAL	100000.
NEW VENTURE FOUNDATION			CIVIC	5000.
PAPER TIGER TV			NEWS AND INFORMATION	10000.
PARTNERSHIP FOR CIVIL JUSTICE FDN			CIVIC	10000.
POOCLAD			CIVIC	5000.
PROJECT ON GOVERNMENT OVERSIGH			CIVIC	20000.
PROMETHEUS RADIO PROJECT			CIVIC	10000.
RAILROAD STREET YOUTH PROPECT			EDUCATIONAL	5000.
REAL NEWS PROJECT			NEWS AND INFORMATION	
Total from continuation sheets				

CLOUD MOUNTAIN FOUNDATION

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

04-3493352

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
ROOTS ACTION			CIVIC	10000.
RR STREET YOUTH FOUNDATIN			CIVIC	5000.
RUCKUS			MEDIA AND INFORMATION	15000.
SHEFFIELD LAND TRUST			ENVIRONMENTAL	10000.
SHEN				60000.
SHUM CENTER FOR A NEW ECONOMICS			CIVIC	5000.
STORY OF STUFF			MEDIA & INFORMATION	15000.
SUSTAINABLE MARKETS FOUNDATION			CIVIC	25000.
TOXICS ACTION CENTER			ENVIORNMENTAL	15000.
TRUTHOUT			NEWS AND INFORMATION	30000.
Total from continuation sheets				

C/O WAGNER, FERBER, FINE & ACKERMAN PLLC

Part XV	Supplementary Information
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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)				
ULTIMATE CIVICS/EARTH ISLAND INST			CIVICS	10000.
WAMC			MEDIA & INFORMATION	5000.
WATER FOR ECOLOGICAL TECHNOLOGY			ENVIRONMENTAL	
WBGO			MEDIA AND INFORMATION	
Total from continuation sheets				

323831
05-01-13

CLOUD MOUNTAIN FOUNDATION
INVESTMENTS
DEC. 31, 2013

# 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
1,645	2,297	AMAZON.COM	310,190	456,754	656,010	916,021
32,317	42,878	ARMS HOLDINGS	197,849	135,116	586,770	778,523
3,435	3,550	ALNYLAM PHARM.	84,232	72,834	220,871	228,265
6,812	6,574	ASOS, PLC	324,076	316,922	689,206	665,126
13,818	11,409	AVIS BUDGET GRP.	299,514	246,338	558,524	461,152
2,091	1,571	BOSTON BEER	334,507	354,947	505,583	508,968
28,249	26,626	BEBE STORES INC	165,658	158,340	150,285	141,650
46,505	43,248	BREVILLE GROUP	355,945	292,644	370,172	344,247
16,259	17,790	BOSTON SCIENTIFIC	86,161	115,010	195,433	213,836
8,265	4,333	CARMAX, INC.	273,612	61,449	388,620	203,738
12,190	0	CSR PLC CAMBRIDGE	111,889	0	127,280	0
35,162	12,649	EXACT SCIENCES	252,847	111,545	413,154	148,626
9,219	11,317	FACEBOOK, INC.	296,076	355,254	503,809	618,463
4,525	4,785	FDN MEDICINE	147,680	156,163	107,786	113,979
297	717	GOOGLE, INC.	131,714	351,918	332,851	803,549
9,401	5,273	INSULET CORP.	111,470	64,661	348,777	195,628
8,106	8,352	HOMEAWAY, INC	244,467	251,881	331,373	341,430
13,434	14,314	INTERPACE, INC	234,231	271,632	295,011	314,335
2,300	2,250	LINKEDIN CORP	205,606	200,942	498,709	487,868
4,796	4,339	LDR HOLDINGS	94,685	86,287	113,186	102,400
7,016	3,169	MEDIDATA SOLUTION	167,489	150,458	424,482	383,462
3,615	3,200	MASONITE, INTL	131,478	114,392	216,900	192,000
1,652	2,257	NETFLIX.COM INC	132,941	181,582	608,217	830,960
5,788	4,506	NATURAL GROCERS	114,071	91,832	245,701	191,280
74,610	70,331	OCADO GROUP PLC	184,697	176,003	544,334	513,115
119,245	125,000	REGUS, PLC	384,613	403,138	427,897	448,548
1,219	5,334	RESTORATION HDWR	39,422	170,520	82,039	358,978
7,508	8,332	SOLARCITY CORP	419,738	465,802	426,605	473,424
6,831	7,006	TRIPADVISOR, INC	185,689	190,210	565,812	580,307
13,000	19,566	YOOK SPA	160,771	162,325	584,971	880,426
6,502	8,824	YELP	268,578	364,202	448,313	608,415
0	397,581	EQUITY BANK	0	140,032	0	141,664
0	2,218	SHIMANO	0	131,760	0	190,571
			6,451,896	6,802,893	11,968,681	13,380,954

CLOUD MOUNTAIN FOUNDATION
CAPITAL GAIN SCHEDULE - LONG TERM
CALENDAR YEAR 2013
ACCOUNT # 13606

# OF SHARES	DESCRIPTION	DATE BOT	DATE SOLD	SELL PRICE	COST	GAIN (LOSS)
1,237	AMAZON.COM INC	5/7/2008	10/15/2013	346,133	153,431	192,702
3,268	ARM HOLDINGS	2/10/2010	10/16/2013	49,866	10,314	39,552
7,679	AFYMAX.INC	7/14/2011	11/20/2013	6,956	59,649	-52,693
43,348	AVANTAIR, INC.	1/10/2011	2/19/2013	5,791	95,485	-89,694
5,823	ANNIE'S INC	3/28/2012	12/11/2013	248,510	199,348	49,162
258	BAZAARVOICE INC	2/23/2012	4/12/2013	1,713	3,096	-1,383
1,016	CARMAX, INC.	1/29/2009	10/15/2013	47,206	9,391	37,815
2,692	CHIPOTLE MEXICAN GRILL	12/14/2010	10/31/2013	1,030,120	761,332	268,788
7,095	CHEF'S WAREHOUSE INC	5/1/2012	6/3/2013	138,264	164,050	-25,786
2,967	EXACT SCIENCES CORP	7/21/2011	10/15/2013	29,933	26,225	3,708
93,287	EQUITY BANK LTD	4/18/2011	10/16/2013	37,809	31,804	6,005
426	GOOGLE. INC	2/11/2005	11/8/2013	405,542	216,558	188,984
24,020	IMAGINATION TECHNOLOGIES	7/11/2011	2/1/2013	182,493	178,849	3,644
1,237	INSULET CORP	10/29/2009	10/15/2013	39,027	15,194	23,833
528	LINKEDIN CORP.	2/10/2012	10/15/2013	105,932	47,154	58,778
7,015	LULULEMON ATHLETICA INC	6/15/2010	6/20/2013	495,468	522,487	-27,019
356	MASONITE INTL CORP NEW	10/10/2012	10/15/2013	16,753	12,726	4,027
530	NETFLIX.COM, INC.	1/4/2012	10/15/2013	141,916	42,640	99,276
501	NATURAL GROCERS	7/25/2012	10/15/2013	18,343	7,515	10,828
16,498	OCADO GROUP, PLC	12/31/2010	10/16/2013	89,228	45,153	44,075
3,835	SOURCEFIRE, INC.	9/2/2011	2/27/2013	194,089	107,202	86,887
1,643	TRIPADVISOR INC	1/3/2012	10/15/2013	110,183	44,607	65,576
13,906	WHOLE FOODS MARKET, INC	3/16/2009	11/13/2013	846,210	540,978	305,232
22,224	YOOK SPA	12/3/2009	11/8/2013	798,031	158,515	639,516
3,438	ZIPCAR, INC	4/14/2011	3/15/2013	42,116	114,823	-72,707
				5,427,632	3,568,526	1,859,106

CLOUD MOUNTAIN FOUNDATION
CAPITAL GAINS SCHEDULE - LONG TERM
CALENDAR YEAR 2013
ACCOUNT # 13600

# OF CHARES	DESCRIPTION	DATE BOT	DATE SOLD	SELL PRICE	COST	GAIN LOSS)
3,847	ANAZON.COM, INC	5/13/2008	10/15/2013	1,106,327	519,569	586,758
23,694	ARM HOLDINGS	2/10/2010	10/16/2013	376,902	193,429	183,473
12,084	AFFYMAX, INC	7/12/2011	11/22/2013	10,636	88,292	-77,656
6,639	ANNIE'S INC	3/28/2012	10/15/2013	283,802	228,447	55,355
436	BAZAARVOICE, INC	2/23/2012	4/22/2013	2,802	5,232	-2,430
1,022	CARMAX, INC.	11/8/2012	10/15/2013	48,175	33,241	14,934
1,474	CHIPOTLE MESICAN GRILL	6/17/2008	10/15/2013	621,723	285,005	336,718
7,105	CHEF'S WAREHOUSE, INC	4/3/2012	5/24/2013	139,171	159,718	-20,547
8,736	EXACT SCIENCES CORP.	7/22/2011	10/15/2013	88,503	80,328	8,175
74	GOOGLE, INC.	3/12/2008	5/23/2013	64,299	32,817	31,482
41,564	IMAGINATION TECHNOLOGIES	6/6/2011		331,561	337,048	-5,487
33,463	HALOZYME THERAPEUTICS	3/14/2012	3/22/2013	197,092	404,703	-207,611
2,336	INSULET CORP.	11/2/2009	10/15/2013	74,512	27,699	46,813
2,200	LINKEDIN CORP.	2/10/2012	11/8/2013	455,881	196,665	259,216
7,768	LULULEMON ATHLETICA INC	6/14/2010	4/20/2013	552,189	253,683	298,506
1,652	NETFLIX,.COM INC	1/4/2012	11/8/2013	873,605	223,393	650,212
715	NATURAL GROCERS	7/25/2012	10/15/2013	26,588	10,725	15,863
46,002	OCADO GROUP PLC	12/16/2010	10/16/2013	274,507	113,878	160,629
5,104	SOURCEFIRE, INC.	9/22/2011	2/27/2013	257,647	140,164	117,483
6,851	TRIPADVISOR, INC	1/3/2012	10/24/2013	475,244	186,233	289,011
17,500	WHOLE FOODS MARKET INC	3/16/2009	11/13/2013	1,079,913	436,462	643,451
9,159	YOOK SPA	3/18/2011	11/8/2013	289,165	113,270	175,895
9,083	ZIPCAR, INC.	4/21/2011	1/14/2013	109,520	267,743	-158,223
				7,739,764	4,337,744	3,402,020

CLOUD MOUNTAIN FOUNDATION
CAPITAL GAIN SCHEDULE - SHORT TERM
CALENDAR YEAR 2013
ACCOUIT # 13606

# OF SHARES	DESCRIPTION	DATE BOT	DATE SOLD	SELL PRICE	COST	GAIN (LOSS)
6,050	ALNYLAM PHARMADEUTICALS	1/16/2013	10/15/2013	320,727	127,471	193,256
1,543	ASOS PLC	3/19/2013	10/16/2013	105,813	74,502	31,311
2,677	AVIS BUDGET GROUP, INC	1/7/2013	10/15/2013	80,180	58,121	22,059
5,497	AMERICAN INT'L GROUP	9/12/2012	5/17/2013	245,909	189,192	56,717
494	BOSTON BEER CO INC	4/18/2013	10/15/2013	94,895	79,323	15,572
2,958	BEBE STORES INC	8/1/2013	10/15/2013	16,998	17,737	-739
10,144	BREVILLE GROUP, LTD	4/9/2013	10/16/2013	74,025	68,641	5,384
4,173	BOSTON SCIENTIFIC CORP	10/22/2012	10/15/2013	43,345	22,085	21,260
47,639	C & C GROUP PLC	12/5/2012	4/25/2013	301,923	271,269	30,654
17,211	CHEMOCENTRYX, INC	4/17/2013	9/16/2013	116,125	235,094	-118,969
2,563	CHUY'S HOLDING INC	1/25/2013	7/22/2013	91,189	64,075	27,114
4,853	EBAY INC	9/7/2012	5/7/2013	259,530	239,465	20,065
9,434	ENPHASE ENERGY INC	3/29/2012	2/26/2013	46,279	61,366	-15,087
1,735	FIESTA RESTAURANT GROUP	3/28/2013	7/26/2013	55,085	41,735	13,350
2,361	FACEBOOK INC	1/11/2013	10/15/2013	88,597	80,470	8,127
532	FOUNDATION MEDICINE INC	9/25/2013	10/15/2013	18,284	14,626	3,658
15,830	HALOZYME THERAPEUTICS	3/27/2012	3/15/2013	87,427	209,325	-121,898
5,076	HOWARD HUGHES CORP	2/11/2013	7/30/2013	541,849	373,924	167,925
928	HOMEWAY, INC	8/22/2013	10/15/2013	26,005	27,987	-1,982
3,357	INTERFACE, INC	2/26/2013	10/15/2013	61,148	60,214	934
14,947	KVH INDUSTRIES INC.	3/13/2013	8/7/2013	203,629	200,835	2,794
482	LDR HOLDING CORP.	10/9/2013	10/15/2013	9,981	9,533	448
87,064	MALEE SAMPRAN	4/2/2013	7/11/2013	98,927	216,444	-117,517
395	MASONITE WORLDWIDE	10/10/2012	5/23/2013	18,999	14,120	4,879
2,305	MEDIDATE SOLUTIONS INC	2/7/2013	10/30/2013	219,965	110,010	109,955
556	NATURAL GROCERS	7/25/2012	5/23/2013	15,573	7,740	7,833
12,018	J C PENNEY CO INC	3/1/2013	4/8/2013	180,699	211,643	-30,944
1,252	RESTORATION HARDWARE	12/20/2012	10/15/2013	71,395	38,633	32,762
10,429	SHOPRITE HOLDINGS	2/7/2013	3/4/2013	194,813	221,258	-26,445
2,559	SOLARWINDS, INC	3/7/2012	1/22/2013	138,184	94,648	43,536
3,725	SAREPTA THERAPEUTICS INC	11/30/2012	4/16/2013	125,394	126,331	-937
1,888	SPROUTS FARMERS MARKET	8/1/2013	10/15/2013	74,531	33,984	40,547
2,618	SHIMANO INC.	6/25/2013	12/27/2013	218,340	214,947	3,393
4,788	TILE SHOP HOLDINGS INC	12/13/2012	10/30/2013	116,481	73,355	43,126
3,128	TEXTURA CORP.	10/9/2013	11/22/2013	102,201	114,025	-11,824
3,148	UNITED NATURAL FOODS INC	8/30/2012	3/20/2013	154,814	181,862	-27,048
6,117	ZIPCAR, INC.	2/15/2012	1/14/2013	73,601	86,694	-13,093
980	YELP, INC.	7/31/2013	10/15/2013	65,312	40,449	24,863
				4,758,172	4,313,133	445,039

CLOUD MOUNTAIN FOUNDATION
CAPITAL GAINS SCHEDULE - SHORT TERM
CALENDAR YEAR 2013
ACCOUNT # 13600

# OF SHARES	DESCRIPTION	DATE BOT	DATER SOLD	SELL PRICE	COST	GAIN (LOSS)
4,071	ALNYLAM PHARM.	1/25/2013	10/15/2013	212,174	99,827	112,347
16,952	ASOS, INC.	3/8/2013	10/16/2013	117,199	78,742	38,457
3,433	AVIS BUDGET GROUP	1/8/2013	10/15/2013	103,032	75,324	27,708
10,301	AMERICAN INTL GROUP	9/12/2012	5/17/2013	461,143	354,346	106,797
519	BOSTON BEER	4/15/2013	10/15/2013	100,867	83,027	17,840
3,492	BEBE STORES INC	7/26/2013	10/15/2013	20,199	20,478	-279
2,240	BOSTON SCIENTIFIC	10/22/2012	10/15/2013	42,133	21,409	20,724
1,032	CARMAX, INC	10/8/2012	5/23/2013	47,894	33,566	14,328
58,753	C & C GROUP PLC	2/1/2013	5/3/2013	365,707	404,585	-38,878
15,914	CHEMOCNTRYX, INC	2/21/2013	9/16/2013	107,087	192,407	-85,320
6,802	E BAY INC	9/7/2012	5/7/2013	363,919	335,582	28,337
32,652	ENPHASE ENERGY	3/30/2012	2/19/2013	161,839	222,025	-60,186
8,024	FIESTA RESTAURANT GP	2/26/2013	7/25/2013	259,669	174,683	84,986
2,290	FACEBOOK INC	1/11/2013	10/15/2013	84,526	73,226	11,300
559	FOUNDATION MEDICINE	9/25/2013	10/15/2013	19,543	18,244	1,299
4,624	HOWARD HUGHES CORP	12/20/2012	7/25/2013	497,666	349,979	147,687
1,002	HOMEAWAY, INC	8/22/2013	10/15/2013	28,242	30,219	-1,977
3,337	INTERFACE INC	2/14/2013	10/15/2013	60,991	58,183	2,808
13,418	KVH INDUSTRIES INC	1/25/2013	7/31/2013	186,915	193,050	-6,135
593	LDR HOLDING CORP	10/9/2013	10/15/2013	12,405	8,895	3,510
75,560	MALEE SAMPRAN	3/20/2013	7/10/2013	82,037	187,774	-105,737
451	MASONITE WORLDWIDE	11/9/2012	5/23/2013	21,703	16,403	5,300
5,607	MEDIDATA SOLUTIONS	1/30/2013	10/30/2013	466,715	224,735	241,980
447	MASONITE INTL NEW	11/9/2012	10/15/2013	21,003	16,257	4,746
723	NATURAL GROCERS	7/25/2012	5/23/2013	20,052	10,845	9,207
11,241	J C PENNEY CO INC	3/1/2013	4/8/2013	168,735	198,081	-29,346
303	RESTORATION HDWRE	11/1/2012	10/15/2013	17,273	8,006	9,267
9,733	SHOPRITE HOLDINGS	1/15/2013	3/5/2013	182,978	206,579	-23,601
6,357	SOLARWINDS INC	3/2/2012	1/22/2013	343,716	245,934	97,782
4,802	SAREPTA THERAPEUTICS	10/4/2012	4/16/2013	162,042	165,725	-3,683
1,796	SPROUTS FARMERS MKT	8/1/2013	11/20/2013	71,025	32,328	38,697
5,463	TILE SHOP HOLDINGS	12/13/2012	10/30/2013	132,972	83,564	49,408
6,014	UNITED NATURAL FOODS	9/14/2012	3/15/2013	293,786	360,337	-66,551
5,203	ZIPCAR INC	2/16/2012	1/14/2013	62,736	74,324	-11,588
804	YELP INC	7/31/2013	10/15/2013	54,091	33,155	20,936
5,748	BREVILLE GROUP LTD	8/21/2013	10/16/2013	44,545	43,995	550
				5,398,559	4,735,839	662,720

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
GILDER GAGNON HOWE & CO	45125.	0.	45125.	45125.		
TO PART I, LINE 4	45125.	0.	45125.	45125.		

FORM 990-PF		OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME			
GILDER GAGNON SECURITIES LITIGATION SETTLEMENTS HOWE & CO	59.	59.				
TOTAL TO FORM 990-PF, PART I, LINE 11	59.	59.				

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,	3000.	3000.		0.		
TO FORM 990-PF, PG 1, LN 16B	3000.	3000.		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	1340.	1340.		0.		
TO FORM 990-PF, PG 1, LN 18	1340.	1340.		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.			0.
TO FORM 990-PF, PG 1, LN 23	500.	500.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE STOCK	13254789.		25349635.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	13254789.		25349635.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
U S TREASURY BILLS	COST	6000000.	6000000.	
TOTAL TO FORM 990-PF, PART II, LINE 13		6000000.	6000000.	

FORM 990-PF	INTEREST AND PENALTIES		STATEMENT	8
TAX DUE FROM FORM 990-PF, PART VI			117195.	
UNDERPAYMENT PENALTY			62.	
LATE PAYMENT INTEREST			1888.	
LATE PAYMENT PENALTY			4102.	
SECTION 6651 LATE FILING PENALTY			5274.	
SECTION 6652 LATE FILING PENALTY			200.	
TOTAL AMOUNT DUE			128721.	

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 9
PART VII-A, LINE 10

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

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 10

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/14	117195.	117195.	7	4102.
DATE FILED	11/25/14		117195.		
TOTAL LATE PAYMENT PENALTY					4102.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 11

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/14	117195.	117195.	.0300	184	1786.
LATE FILING PENALTY	11/15/14	5274.	124255.	.0300	10	102.
DATE FILED	11/25/14		124357.			
TOTAL LATE PAYMENT INTEREST						1888.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

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.