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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter Social Security numbers on this form as it may be made publicInformation about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

|   |   |   |
|---|---|---|
| Name of foundation<br><b>GAEA FOUNDATION INC.</b>   |   | <b>A</b> Employer identification number<br><b>52-1858609</b>  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>C/O K. SHORTILL</b><br><b>1201 PENNSYLVANIA AVENUE, NW</b>   | Room/suite  | <b>B</b> Telephone number (see instructions)<br><b>(202) 662-5113</b>   |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>WASHINGTON, DC 20004</b>   |   | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>   |
| <b>G</b> Check all that apply   | <input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change | <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change                             |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |   | <b>D</b> 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,968,398.</b>   |   | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis)  |   | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |

| <b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |        | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--------|------------------------------------|---------------------------|-------------------------|---|
| <b>1</b> Contributions, gifts, grants, etc., received (attach schedule)   |        | 1,940,000.                         |                           |                         |   |
| <b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B   |        |                                    |                           |                         |   |
| <b>3</b> Interest on savings and temporary cash investments   |        | 159.                               | 159.                      | 159.                    | ATCH 1  |
| <b>4</b> Dividends and interest from securities   |        | 4,556.                             | 4,556.                    | 4,556.                  | ATCH 2  |
| <b>5a</b> Gross rents   |        |                                    |                           |                         |   |
| <b>b</b> Net rental income or (loss)  |        |                                    |                           |                         |   |
| <b>6a</b> Net gain or (loss) from sale of assets not on line 10   |        | 1,109.                             |                           |                         |   |
| <b>b</b> Gross sales price for all assets on line 6a  | 1,109. |                                    |                           |                         |   |
| <b>7</b> Capital gain net income (from Part IV, line 2)   |        |                                    | 1,109.                    |                         |   |
| <b>8</b> Net short-term capital gain  |        |                                    |                           |                         |   |
| <b>9</b> Income modifications   |        |                                    |                           |                         |   |
| <b>10a</b> Gross sales less returns and allowances  |        |                                    |                           |                         |   |
| <b>b</b> Less Cost of goods sold  |        |                                    |                           |                         |   |
| <b>c</b> Gross profit or (loss) (attach schedule)   |        |                                    |                           |                         |   |
| <b>11</b> Other income (attach schedule)  |        |                                    |                           |                         |   |
| <b>12</b> Total Add lines 1 through 11  |        | 1,945,824.                         | 5,824.                    | 4,715.                  |   |
| <b>13</b> Compensation of officers, directors, trustees, etc.   |        | 0                                  |                           |                         |   |
| <b>14</b> Other employee salaries and wages   |        | 21,700.                            |                           |                         | 21,700.   |
| <b>15</b> Pension plans, employee benefits  |        | 47,588.                            |                           |                         | 47,588.   |
| <b>16a</b> Legal fees (attach schedule) ATCH 3  |        | 24,067.                            |                           |                         |   |
| <b>b</b> Accounting fees (attach schedule) ATCH 4   |        | 16,139.                            |                           |                         | 16,139.   |
| <b>c</b> Other professional fees (attach schedule)  |        |                                    |                           |                         |   |
| <b>17</b> Interest  |        |                                    |                           |                         |   |
| <b>18</b> Taxes (attach schedule) (see instructions) ATCH 5   |        | 5,448.                             |                           |                         |   |
| <b>19</b> Depreciation (attach schedule) and depletion  |        |                                    |                           |                         |   |
| <b>20</b> Occupancy   |        |                                    |                           |                         |   |
| <b>21</b> Travel, conferences, and meetings   |        |                                    |                           |                         |   |
| <b>22</b> Printing and publications   |        |                                    |                           |                         |   |
| <b>23</b> Other expenses (attach schedule) ATCH 6   |        | 99,526.                            | 2,334.                    |                         | 80,678.   |
| <b>24</b> Total operating and administrative expenses. Add lines 13 through 23  |        | 214,468.                           | 2,334.                    |                         | 166,105.  |
| <b>25</b> Contributions, gifts, grants paid   |        | 45,000.                            |                           |                         | 45,000.   |
| <b>26</b> Total expenses and disbursements Add lines 24 and 25  |        | 259,468.                           | 2,334.                    | 0                       | 211,105.  |
| <b>27</b> Subtract line 26 from line 12   |        |                                    |                           |                         |   |
| <b>a</b> Excess of revenue over expenses and disbursements  |        | 1,686,356.                         |                           |                         |   |
| <b>b</b> Net investment income (if negative, enter -0-)   |        |                                    | 3,490.                    |                         |   |
| <b>c</b> Adjusted net income (if negative, enter -0-)   |        |                                    |                           | 4,715.                  |   |

| Part II Balance Sheets   |  | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)                |  | Beginning of year | End of year    |                       |
|--|--|---|--|-------------------|----------------|-----------------------|
|  |  |   |  | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets   | 1  | Cash - non-interest-bearing . . . . .   |  |                   |                |                       |
|  | 2  | Savings and temporary cash investments . . . . .  |  | 54,277.           | 1,769,172.     | 1,769,172.            |
|  | 3  | Accounts receivable ▶ . . . . .   |  |                   |                |                       |
|  |  | Less allowance for doubtful accounts ▶ . . . . .  |  |                   |                |                       |
|  | 4  | Pledges receivable ▶ . . . . .  |  |                   |                |                       |
|  |  | Less allowance for doubtful accounts ▶ . . . . .  |  |                   |                |                       |
|  | 5  | Grants receivable . . . . .   |  |                   |                |                       |
|  | 6  | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |  |                   |                |                       |
|  | 7  | Other notes and loans receivable (attach schedule) ▶ . . . . .  |  |                   |                |                       |
|  |  | Less allowance for doubtful accounts ▶ . . . . .  |  |                   |                |                       |
|  | 8  | Inventories for sale or use . . . . .   |  |                   |                |                       |
|  | 9  | Prepaid expenses and deferred charges . . . . .   |  |                   |                |                       |
|  | 10 a   | Investments - U S and state government obligations (attach schedule) . . . . .  |  |                   |                |                       |
|  | b  | Investments - corporate stock (attach schedule) . . . . .   |  |                   |                |                       |
|  | c  | Investments - corporate bonds (attach schedule) . . . . .   |  |                   |                |                       |
|  | Liabilities  | 11  | Investments - land, buildings, and equipment basis ▶ . . . . .             |                   |                |                       |
|  |  | Less accumulated depreciation ▶ (attach schedule) . . . . .   |  |                   |                |                       |
| 12   |  | Investments - mortgage loans . . . . .  |  |                   |                |                       |
| 13   |  | Investments - other (attach schedule) . . . . . ATCH 7  | 191,422.   | 197,086.          | 199,226.       |                       |
| 14   |  | Land, buildings, and equipment basis ▶ . . . . . 92,888.  |  |                   |                |                       |
|  |  | Less accumulated depreciation ▶ (attach schedule) . . . . . 92,888.   |  |                   |                |                       |
| 15   |  | Other assets (describe ▶ . . . . .)   |  |                   |                |                       |
| 16   |  | <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .                     | 245,699.   | 1,966,258.        | 1,968,398.     |                       |
| 17   |  | Accounts payable and accrued expenses . . . . .   | 7,600.   | 4,169.            |                |                       |
| 18   |  | Grants payable . . . . .  | 5,000.   |                   |                |                       |
| Net Assets or Fund Balances  | 19   | Deferred revenue . . . . .  |  |                   |                |                       |
|  | 20   | Loans from officers, directors, trustees, and other disqualified persons . . . . .  |  |                   |                |                       |
|  | 21   | Mortgages and other notes payable (attach schedule) . . . . .   |  |                   |                |                       |
|  | 22   | Other liabilities (describe ▶ . . . . . ATCH 8)   |  | 35,000.           |                |                       |
|  | 23   | <b>Total liabilities</b> (add lines 17 through 22) . . . . .  | 12,600.  | 39,169.           |                |                       |
| Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | 24   | Unrestricted . . . . .  | 233,099.   | 1,927,089.        |                |                       |
|  | 25   | Temporarily restricted . . . . .  |  |                   |                |                       |
|  | 26   | Permanently restricted . . . . .  |  |                   |                |                       |
|  | Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31. | 27  | Capital stock, trust principal, or current funds . . . . .                 |                   |                |                       |
|  |  | 28  | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .    |                   |                |                       |
|  |  | 29  | Retained earnings, accumulated income, endowment, or other funds . . . . . |                   |                |                       |
|  |  | 30  | <b>Total net assets or fund balances</b> (see instructions) . . . . .      | 233,099.          | 1,927,089.     |                       |
|  | 31   | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .  | 245,699.   | 1,966,258.        |                |                       |

### 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 | 233,099.   |
| 2 | Enter amount from Part I, line 27a . . . . .   | 2 | 1,686,356. |
| 3 | Other increases not included in line 2 (itemize) ▶ ATCH 9 . . . . .  | 3 | 7,634.     |
| 4 | Add lines 1, 2, and 3 . . . . .  | 4 | 1,927,089. |
| 5 | Decreases not included in line 2 (itemize) ▶ . . . . .   | 5 |            |
| 6 | <b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>   | 6 | 1,927,089. |

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

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)  |  |   | (b) How acquired<br>P - Purchase<br>D - Donation  | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|---|---|--------------------------------------|----------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE   |  |   |   |                                      |                                  |
| <b>b</b>   |  |   |   |                                      |                                  |
| <b>c</b>   |  |   |   |                                      |                                  |
| <b>d</b>   |  |   |   |                                      |                                  |
| <b>e</b>   |  |   |   |                                      |                                  |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)  |                                      |                                  |
| <b>a</b>   |  |   |   |                                      |                                  |
| <b>b</b>   |  |   |   |                                      |                                  |
| <b>c</b>   |  |   |   |                                      |                                  |
| <b>d</b>   |  |   |   |                                      |                                  |
| <b>e</b>   |  |   |   |                                      |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |   |                                      |                                  |
| <b>a</b>   |  |   |   |                                      |                                  |
| <b>b</b>   |  |   |   |                                      |                                  |
| <b>c</b>   |  |   |   |                                      |                                  |
| <b>d</b>   |  |   |   |                                      |                                  |
| <b>e</b>   |  |   |   |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }   |  |   | <b>2</b>  | 1,109.                               |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 |  |   | <b>3</b>  | 0                                    |                                  |

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

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

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)   | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2012   | 193,272.                                 | 316,441.                                     | 0.610768  |
| 2011   | 185,692.                                 | 496,838.                                     | 0.373748  |
| 2010   | 194,774.                                 | 713,332.                                     | 0.273048  |
| 2009   | 167,390.                                 | 856,697.                                     | 0.195390  |
| 2008   | 136,446.                                 | 1,004,376.                                   | 0.135852  |
| <b>2</b> Total of line 1, column (d)   |  |  | <b>2</b> 1.588806   |
| <b>3</b> 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                                      |  |  | <b>3</b> 0.317761   |
| <b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5  |  |  | <b>4</b> 1,821,681.   |
| <b>5</b> Multiply line 4 by line 3   |  |  | <b>5</b> 578,859.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)  |  |  | <b>6</b> 35.  |
| <b>7</b> Add lines 5 and 6   |  |  | <b>7</b> 578,894.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions |  |  | <b>8</b> 211,105.   |

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 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 . . . . .                     |    |      |
|     | Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)  |    |      |
| b   | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . . | 1  | 70.  |
| c   | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                    |    |      |
| 2   | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .                                       | 2  |      |
| 3   | Add lines 1 and 2 . . . . .   | 3  | 70.  |
| 4   | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .                                     | 4  | 0    |
| 5   | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .  | 5  | 70.  |
| 6   | Credits/Payments  |    |      |
| a   | 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .   | 6a | 669. |
| 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  | 669. |
| 8   | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                        | 8  |      |
| 9   | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .   | 9  |      |
| 10  | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .   | 10 | 599. |
| 11  | Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> ▶ 599. <b>Refunded</b> ▶  | 11 |      |

**Part VII-A 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? . . . . .  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .  |     | X  |
| 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  |     |    |
| c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____   |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .   |     | X  |
| If "Yes," attach a detailed description of the activities   |     |    |
| 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  |
| 4 a 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 <b>Form 990-T</b> for this year? . . . . .   |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .  |     | X  |
| If "Yes," attach the statement required by General Instruction T  |     |    |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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   |    |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶<br>DC, MA, NY, _____   |     |    |
| 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 . . . . .   |     | X  |

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**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 <b>WWW.GAEAFoundation.ORG</b>   |   |    |     |    |
| 14  | The books are in care of <b>KEVIN SHORTILL</b> Telephone no <b>202-662-5113</b>   |    |     |    |
| Located at <b>1201 PENNSYLVANIA AVENUE, NW WASHINGTON, DC</b> ZIP+4 <b>20004</b>  |   |    |     |    |
| 15  | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year.      | 15 |     |    |
| 16  | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country |   |    |     | X  |

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

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

|  | 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?   | <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 checked="" type="checkbox"/> Yes <input 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)?   | 1b  | X  |
| 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?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| If "Yes," list the years   |   |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)   | 2b  | X  |
| 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?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?   | 4a  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?  | 4b  | X  |

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b

X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATCH 10              |   | 0   | 22,388.   | 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 ☐

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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 |
|--|---------------------|------------------|
| NONE   |                     |                  |
|  |                     |                  |
|  |                     |                  |
|  |                     |                  |
|  |                     |                  |
|  |                     |                  |
| Total number of others receiving over \$50,000 for professional services . . . . . |                     | ▶                |

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

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 SEA CHANGE - PROVIDES ARTISTS AND ACTIVISTS THE USE OF SEA CHANGE COTTAGE TO FOCUS THEIR ENERGIES INTO "CREATING NEW APPROACHES TO KEY SOCIAL CHANGE ISSUES."  | 80,678.  |
| 2  |          |
| 3  |          |
| 4  |          |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 NONE   |        |
| 2  |        |
| All other program-related investments See instructions   |        |
| 3 NONE   |        |
| Total. Add lines 1 through 3 . . . . .   | ▶      |

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

|          |  |           |            |
|----------|--|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes   |           |            |
| <b>a</b> | Average monthly fair market value of securities  | <b>1a</b> | 200,932.   |
| <b>b</b> | Average of monthly cash balances   | <b>1b</b> | 1,648,490. |
| <b>c</b> | Fair market value of all other assets (see instructions)   | <b>1c</b> |            |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)  | <b>1d</b> | 1,849,422. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)    | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets   | <b>2</b>  |            |
| <b>3</b> | Subtract line 2 from line 1d   | <b>3</b>  | 1,849,422. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)   | <b>4</b>  | 27,741.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4. | <b>5</b>  | 1,821,681. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5   | <b>6</b>  | 91,084.    |

**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.)

|           |  |           |  |
|-----------|--|-----------|--|
| <b>1</b>  | Minimum investment return from Part X, line 6  | <b>1</b>  |  |
| <b>2a</b> | Tax on investment income for 2013 from Part VI, line 5   | <b>2a</b> |  |
| <b>b</b>  | Income tax for 2013 (This does not include the tax from Part VI)   | <b>2b</b> |  |
| <b>c</b>  | Add lines 2a and 2b  | <b>2c</b> |  |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1.                                     | <b>3</b>  |  |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions  | <b>4</b>  |  |
| <b>5</b>  | Add lines 3 and 4  | <b>5</b>  |  |
| <b>6</b>  | Deduction from distributable amount (see instructions)   | <b>6</b>  |  |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | <b>7</b>  |  |

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

|          |   |           |          |
|----------|---|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes   |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 211,105. |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> |          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes   | <b>2</b>  |          |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the   |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> |          |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> |          |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.                                    | <b>4</b>  | 211,105. |
| <b>5</b> | 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). | <b>5</b>  | 0        |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.  | <b>6</b>  | 211,105. |

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

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

|  | (a)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 . . . . .   |               |                            |             |             |
| 2 Undistributed income, if any, as of the end of 2013  |               |                            |             |             |
| a Enter amount for 2012 only . . . . .   |               |                            |             |             |
| b Total for prior years 20____, 20____, 20____ . . . . .   |               |                            |             |             |
| 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 . . . . .  |               |                            |             |             |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____   |               |                            |             |             |
| a Applied to 2012, but not more than line 2a . . . . .   |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see instructions) . . . . .  |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .  |               |                            |             |             |
| d Applied to 2013 distributable amount . . . . .   |               |                            |             |             |
| e Remaining amount distributed out of corpus . . . . .   |               |                            |             |             |
| 5 Excess distributions carryover applied to 2013 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                     |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .  |               |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b . . . . .  |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .  |               |                            |             |             |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .  |               |                            |             |             |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .  |               |                            |             |             |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  |               |                            |             |             |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .  |               |                            |             |             |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .  |               |                            |             |             |
| 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 . . . . .   |               |                            |             |             |

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**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient                                    | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|--|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business)          |   |                                |                                  |         |
| <b>a Paid during the year</b><br><br>ATCH 11 |   |                                |                                  |         |
| <b>Total</b> . . . . .                       |   |                                | ▶ <b>3a</b>                      | 45,000. |
| <b>b Approved for future payment</b>         |   |                                |                                  |         |
| <b>Total</b> . . . . .                       |   |                                | ▶ <b>3b</b>                      |         |

## Part XVI-A 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)<br>Related or exempt<br>function income<br>(See instructions ) |
|--|----------------------|---------------------------|-----------------------|--------------------------------------|--------|--|
|  | (a)<br>Business code | (b)<br>Amount             | (c)<br>Exclusion code | (d)<br>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                    | 159.                                 |        |  |
| 4 Dividends and interest from securities . . . . .         |                      |                           | 14                    | 4,556.                               |        |  |
| 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                    | 1,109.                               |        |  |
| 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) . . . . .       |                      |                           |                       | 5,824.                               |        |  |
| 13 Total. Add line 12, columns (b), (d), and (e) . . . . . |                      |                           |                       | 13                                   | 5,824. |  |

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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




- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | 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?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |              |    |
|          | (1) Cash . . . . .   | <b>1a(1)</b> | X  |
|          | (2) Other assets . . . . .   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions   |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements . . . . .   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees . . . . .   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    | X  |
| <b>d</b> | 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

| b. If "Yes," complete the following schedule: |                          |                                 |
|---|--------------------------|---------------------------------|
| (a) Name of organization                      | (b) Type of organization | (c) Description of relationship |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |

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.

**Sign Here**   

Signature of officer or trustee \_\_\_\_\_ Date \_\_\_\_\_ Title \_\_\_\_\_

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

|                              |   |   |                 |   |                   |
|------------------------------|---|---|-----------------|---|-------------------|
| Paid<br>Preparer<br>Use Only | Print/Type preparer's name<br>REBECCA ROHE                              | Preparer's signature<br><i>Rebecca Rohe</i> | Date<br>7/22/14 | Check <input type="checkbox"/> if self-employed | PTIN<br>P00294876 |
|                              | Firm's name<br>▶ BDO USA, LLP   | Firm's EIN<br>▶ 13-5381590                  |                 |   |                   |
|                              | Firm's address<br>▶ 8405 GREENSBORO DRIVE 7TH FLOOR<br>MCLEAN, VA 22102 | Phone no<br>703-893-0600                    |                 |   |                   |

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

OMB No 1545-0047

**2013**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)**Name of the organization**

GAEA FOUNDATION INC.

**Employer identification number**

52-1858609

**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).

Name of organization **GAEA FOUNDATION INC.**Employer identification number  
52-1858609**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Total contributions | (d)<br>Type of contribution   |
|------------|---|----------------------------|---|
| 1          | GAYLORD NEELY<br>C/O K.SHORTILL, 1201 PENNSYLVANIA AVE NW<br>WASHINGTON, DC 20004 | \$ 1,940,000.              | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions) |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |



Name of organization **GAEA FOUNDATION INC.**

Employer identification number

52-1858609

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

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|--|--|----------------------|
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |

Name of organization GAEA FOUNDATION INC.

Employer identification number

52-1858609

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once See instructions ) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

| (a) No.<br>from<br>Part I               | (b) Purpose of gift     | (c) Use of gift                          | (d) Description of how gift is held |
|---|-------------------------|--|-------------------------------------|
| ---                                     | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| (e) Transfer of gift                    |                         |  |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |
| (a) No.<br>from<br>Part I               | (b) Purpose of gift     | (c) Use of gift                          | (d) Description of how gift is held |
| ---                                     | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| (e) Transfer of gift                    |                         |  |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |
| (a) No.<br>from<br>Part I               | (b) Purpose of gift     | (c) Use of gift                          | (d) Description of how gift is held |
| ---                                     | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| (e) Transfer of gift                    |                         |  |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |
| (a) No.<br>from<br>Part I               | (b) Purpose of gift     | (c) Use of gift                          | (d) Description of how gift is held |
| ---                                     | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| (e) Transfer of gift                    |                         |  |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u>                             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> |
|--|---|--------------------------------------|------------------------------------|
| FIDUCIARY TRUST INTERNATIONAL<br>SEAMEN'S BANK | 153.<br>6.  | 153.<br>6.                           | 153.<br>6.                         |
| TOTAL  | <u>159.</u>                                       | <u>159.</u>                          | <u>159.</u>                        |

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> |
|--------------------|---|--------------------------------------|------------------------------------|
| PIMCO              | 4,556.  | 4,556.                               | 4,556.                             |
| TOTAL              | <u>4,556.</u>                                     | <u>4,556.</u>                        | <u>4,556.</u>                      |

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| LEGAL              | 24,067.   |                                      |                                    |                                |
| TOTALS             | <u>24,067.</u>                                    |                                      |                                    |                                |

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING         | 16,139.   |                                      |                                    | 16,139.                        |
| TOTALS             | <u>16,139.</u>                                    |                                      |                                    | <u>16,139.</u>                 |

ATTACHMENT 5FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> |
|--------------------|---|
| PAYROLL TAXES      | 5,398.  |
| FOUNDATION TAXES   | 50.   |
| TOTALS             | <u>5,448.</u>                                     |

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u>     | REVENUE<br>AND<br>EXPENSES<br><u>PER BOOKS</u> | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|------------------------|--|-----------------------------|------------------------|
| BANK CHARGES           | 2,334.   | 2,334.                      |                        |
| INSURANCE              | 8,336.   |                             |                        |
| MISC. EXPENSE          | 6,379.   |                             |                        |
| PAYROLL FEES           | 1,783.   |                             |                        |
| POSTAGE                | 16.  |                             |                        |
| SEA CHANGE RESIDENCIES | 80,678.  |                             | 80,678.                |
| TOTALS                 | <u>99,526.</u>                                 | <u>2,334.</u>               | <u>80,678.</u>         |



ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u>                    | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|---------------------------------------|------------------------------|-----------------------|
| SCHWAB #0546<br>FIDUCIARY TRUST #1409 | 232.<br>196,854.             | 232.<br>198,994.      |
| TOTALS                                | <u>197,086.</u>              | <u>199,226.</u>       |

ATTACHMENT 8FORM 990PF, PART II - OTHER LIABILITIES

| <u>DESCRIPTION</u> | <u>ENDING<br/>BOOK VALUE</u> |
|--------------------|------------------------------|
| UNCLEARED CHECKS   | 35,000.                      |
| TOTALS             | <u>35,000.</u>               |

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u>       | <u>AMOUNT</u> |
|--------------------------|---------------|
| PRIOR PERIOD ADJUSTMENT  | 7,600.        |
| BALANCE SHEET ADJUSTMENT | 34.           |
| TOTAL                    | <u>7,634.</u> |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

| <u>NAME AND ADDRESS</u>   | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|---|---|---------------------|--|--|
| GAYLORD NEELY<br>C/O K. SHORTILL<br>1201 PENNSYLVANIA AVENUE, NW<br>WASHINGTON, DC 20004    | PRESIDENT<br>40.00  | 0                   | 11,194.  | 0  |
| CATHERINE MUTHER<br>C/O K. SHORTILL<br>1201 PENNSYLVANIA AVENUE, NW<br>WASHINGTON, DC 20004 | TREASURER<br>1.00   | 0                   | 11,194.  | 0  |
| ALLIDA BLACK<br>C/O K. SHORTILL<br>1201 PENNSYLVANIA AVENUE, NW<br>WASHINGTON, DC 20004     | SECRETARY<br>1.00   | 0                   | 0  | 0  |
| GRAND TOTALS  |   | 0                   | 22,388.  | 0  |

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND

| RECIPIENT NAME AND ADDRESS   | FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT        |
|--|--------------------------------|----------------------------------|---------------|
| BREAST CANCER ACTION<br>55 NEW MONTGOMERY ST<br>SUITE 323<br>SAN FRANCISCO, CA 94105 | N/A<br>PC                      | GENERAL OPERATIONS               | 10,000        |
| GLOBAL FUND FOR WOMEN<br>222 SUTTER STREET<br>SAN FRANCISCO, CA 94108                | N/A<br>PC                      | GENERAL OPERATIONS               | 5,000         |
| GLOBAL FUND FOR WOMEN, INC - TEWA<br>1375 SUTTER STREET<br>SAN FRANCISCO, CA 94108   | N/A<br>PC                      | GENERAL OPERATIONS               | 10,000        |
| POLICYLINK<br>1438 WEBSTER STREET, SUITE 303<br>OAKLAND, CA 94612                    | N/A<br>PC                      | GENERAL OPERATIONS               | 5,000         |
| THE POSSIBILITY PROJECT<br>104 W 27TH STREET<br>12TH FLOOR<br>NEW YORK, NY 10001     | N/A<br>PC                      | GENERAL OPERATIONS               | 5,000         |
| RACE FORWARD<br>32 BROADWAY<br>SUITE 1801<br>NEW YORK, NY 10004                      | N/A<br>PC                      | GENERAL OPERATIONS               | 10,000        |
| TOTAL CONTRIBUTIONS PAID   |                                |                                  | <u>45,000</u> |

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10  
▶ Information about Schedule D and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2013**

Name of estate or trust

GAEA FOUNDATION INC.

Employer identification number

52-1858609

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

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

|   | (d)<br>Proceeds<br>(sales price) | (e)<br>Cost<br>(or other basis) | (g)<br>Adjustments<br>to gain or loss from<br>Form(s) 8949, Part I,<br>line 2, column (g) | (h) Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result with<br>column (g) |
|---|----------------------------------|---------------------------------|---|---|
| <b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b |                                  |                                 |   |   |
| <b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .  |                                  |                                 |   |   |
| <b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .   |                                  |                                 |   |   |
| <b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .   |                                  |                                 |   |   |
| <b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .  |                                  |                                 |   | <b>4</b>  |
| <b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .   |                                  |                                 |   | <b>5</b>  |
| <b>6</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .   |                                  |                                 |   | <b>6</b> ( )  |
| <b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . . ▶   |                                  |                                 |   | <b>7</b>  |

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

|  | (d)<br>Proceeds<br>(sales price) | (e)<br>Cost<br>(or other basis) | (g)<br>Adjustments<br>to gain or loss from<br>Form(s) 8949, Part II,<br>line 2, column (g) | (h) Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result with<br>column (g) |
|--|----------------------------------|---------------------------------|--|---|
| <b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b |                                  |                                 |  |   |
| <b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .   |                                  |                                 |  |   |
| <b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .  |                                  |                                 |  |   |
| <b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .   |                                  |                                 |  |   |
| <b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .   |                                  |                                 |  | <b>11</b>   |
| <b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts. . . . .   |                                  |                                 |  | <b>12</b>   |
| <b>13</b> Capital gain distributions. . . . .  |                                  |                                 |  | <b>13</b> 1,109.  |
| <b>14</b> Gain from Form 4797, Part I. . . . .   |                                  |                                 |  | <b>14</b>   |
| <b>15</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .   |                                  |                                 |  | <b>15</b> ( )   |
| <b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back . . . . . ▶  |                                  |                                 |  | <b>16</b> 1,109.  |

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

Schedule D (Form 1041) 2013

**Part III Summary of Parts I and II****Caution:** Read the instructions before completing this part.

|   | (1) Beneficiaries'<br>(see instr.) | (2) Estate's<br>or trust's | (3) Total |
|---|------------------------------------|----------------------------|-----------|
| <b>17</b> Net short-term gain or (loss) . . . . .                             | <b>17</b>                          |                            |           |
| <b>18</b> Net long-term gain or (loss):                                       |                                    |                            |           |
| <b>a</b> Total for year . . . . .   | <b>18a</b>                         |                            | 1,109.    |
| <b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . . | <b>18b</b>                         |                            |           |
| <b>c</b> 28% rate gain . . . . .  | <b>18c</b>                         |                            |           |
| <b>19</b> Total net gain or (loss). Combine lines 17 and 18a. . . . . ▶       | <b>19</b>                          |                            | 1,109.    |

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

**Part IV Capital Loss Limitation**

|   |           |     |
|---|-----------|-----|
| <b>20</b> Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of | <b>20</b> | ( ) |
| <b>a</b> The loss on line 19, column (3) or <b>b</b> \$3,000 . . . . .  |           |     |

**Note:** If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

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

**Form 1041 filers** Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

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

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 990-T, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

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

Schedule D (Form 1041) 2013

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

| Kind of Property                             |                                       | Description                      |                          |                                 |                                     | P<br>or<br>D | Date<br>acquired     | Date sold |
|--|---------------------------------------|----------------------------------|--------------------------|---------------------------------|-------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis        | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj. basis |              | Gain<br>or<br>(loss) |           |
|  |                                       | TOTAL CAPITAL GAIN DISTRIBUTIONS |                          |                                 |                                     |              | 1,109.               |           |
| TOTAL GAIN (LOSS) .....                      |                                       |                                  |                          |                                 |                                     |              | <u>1,109.</u>        |           |



Form **8868**

(Rev. January 2014)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**► **File a separate application for each return**  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

GAEA FOUNDATION INC.

52-1858609

Number, street, and room or suite no. If a P O box, see instructions

Social security number (SSN)

C/O K. SHORTILL, 1201 PENN AVENUE, NW

City, town or post office, state, and ZIP code. For a foreign address, see instructions

WASHINGTON, DC 20004

Enter the Return code for the return that this application is for (file a separate application for each return)  

| Application<br>Is For                    | Return<br>Code | Application<br>Is For             | Return<br>Code |
|--|----------------|-----------------------------------|----------------|
| Form 990 or Form 990-EZ                  | 01             | Form 990-T (corporation)          | 07             |
| Form 990-BL                              | 02             | Form 1041-A                       | 08             |
| Form 4720 (individual)                   | 03             | Form 4720 (other than individual) | 09             |
| Form 990-PF                              | 04             | Form 5227                         | 10             |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05             | Form 6069                         | 11             |
| Form 990-T (trust other than above)      | 06             | Form 8870                         | 12             |

- The books are in the care of ► KEVIN SHORTILL

Telephone No ► 202 662-5113

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2013 or
- ☐ tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

|  |       |      |
|--|-------|------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                   | 3a \$ | 70.  |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b \$ | 669. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions             | 3c \$ | 0    |

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

JSA

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