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

2013

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- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning

, 2013, and ending

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

A	Employer identification number 77-0456449
B	Telephone number (see the instructions) 510 708-0663
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 33,548,116.** **J** Accounting method Cash Accrual
 Other (specify)

► **\$ 33,548,116.** (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
		1,400,212.	260,322.	260,323.	20,200.
1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	6,741,460.			
b	Gross sales price for all assets on line 6a	22,937,403.			
7	Capital gain net income (from Part IV, line 2)		6,741,460.		
8	Net short-term capital gain			519,899.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (attach schedule)				
11	Other income (attach schedule)				
	See Statement 1	212,190.	-7,478.	212,187.	
12	Total. Add lines 1 through 11	8,614,184.	6,994,305.	992,409.	

		13 Compensation of officers, directors, trustees, etc.	0.	
		14 Other employee salaries and wages		
		15 Pension plans, employee benefits		
16a	Legal fees (attach schedule)	See Stmt 2	28,575.	
b	Accounting fees (attach schedule)	See Stmt 3	48,929.	
c	Other prof fees (attach schedule)	See Stmt 4	969,425.	232,057.
17	Interest		26,659.	26,659.
18	Taxes (attach schedule) (see instrs)	See Stmt 5	100,150.	
19	Depreciation (attach schedule) and depletion	See Stmt 6	1,400.	
20	Occupancy		96,409.	
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)			
	See Statement 7	8,925.		
24	Total operating and administrative expenses. Add lines 13 through 23	1,280,472.	258,716.	677,049.
25	Contributions, gifts, grants paid Part XV	735,464.		735,464.
26	Total expenses and disbursements. Add lines 24 and 25	2,015,936.	258,716.	1,412,513.
27	Subtract line 26 from line 12:			
a	Excess of revenue over expenses and disbursements	6,598,248.		
b	Net investment income (if negative, enter -0-)		6,735,589.	
c	Adjusted net income (if negative, enter -0-)			733,693.

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	409,107.	1,280,461.	1,280,461.	
	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 sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) <u>Statement 8</u>	8,083,113.	6,047,538.	6,047,538.	
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) <u>Statement 9</u>	16,831,536.	14,291,195.	14,291,195.		
14	Land, buildings, and equipment basis <u>11,741,709.</u>					
	Less: accumulated depreciation (attach schedule) <u>See Stmt 10</u> ▶ <u>2,100.</u>	3,500.	11,739,609.	11,739,609.		
15	Other assets (describe ▶ <u>See Statement 11</u>)		189,313.	189,313.		
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	25,327,256.	33,548,116.	33,548,116.		
LIABILITIES	17	Accounts payable and accrued expenses	29,027.	437,568.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)		4,825,000.		
	22	Other liabilities (describe ▶ <u>See Statement 12</u>)	101,088.	141,868.		
	23	Total liabilities (add lines 17 through 22)	130,115.	5,404,436.		
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	25,197,141.	28,143,680.		
	30	Total net assets or fund balances (see instructions)	25,197,141.	28,143,680.		
	31	Total liabilities and net assets/fund balances (see instructions)	25,327,256.	33,548,116.		

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	25,197,141.
2	Enter amount from Part I, line 27a	2	6,598,248.
3	Other increases not included in line 2 (itemize) ▶ <u>See Statement 13</u>	3	5.
4	Add lines 1, 2, and 3.	4	31,795,394.
5	Decreases not included in line 2 (itemize) ▶ <u>See Statement 14</u>	5	3,651,714.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	28,143,680.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 15					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	6,741,460.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	519,899.	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	2,188,118.	22,639,599.	0.096650
2011	1,179,287.	24,257,279.	0.048616
2010	264,892.	20,060,764.	0.013204
2009		3,638,623.	
2008	10,000.	1,729,873.	0.005781

2 Total of line 1, column (d)	2	0.164251
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.032850
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	22,222,494.
5 Multiply line 4 by line 3	5	730,009.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	67,356.
7 Add lines 5 and 6	7	797,365.
8 Enter qualifying distributions from Part XII, line 4	8	8,385,022.

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

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

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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 67,356.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3	Add lines 1 and 2	3 67,356.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5 67,356.
6	Credits/Payments	
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 93,247.
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 93,247.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> If Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 25,891.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 25,891. Refunded	11 0.

Part VII-A Statements Regarding Activities

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?

Yes	No
1 a	X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1 b	X
-----	---

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

1 c	X
-----	---

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If 'Yes,' attach a detailed description of the activities

2	X
---	---

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

3	X
---	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4 a	X
-----	---

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

4 b	X
-----	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5	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:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6	X
---	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

7	X
---	---

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CA

8 b	X
-----	---

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation

9	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

10	X
----	---

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	The books are in care of ► <u>Joan Kriens</u> Located at ► <u>P.O. Box 3141 Saratoga CA</u>	Telephone no ► <u>510 708-0663</u> ZIP + 4 ► <u>95070-1141</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A ► <input type="checkbox"/> ► <u>15</u> N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> 16 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
1 a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 type="checkbox"/> Yes <input type="checkbox"/> Yes <input type="checkbox"/> Yes <input type="checkbox"/> Yes <input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> No <input type="checkbox"/> No <input type="checkbox"/> No
1 b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		N/A
1 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?		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? If 'Yes,' list the years ► <u>20 ___, 20 ___, 20 ___, 20 ___</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2 b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions.)		N/A
3 a	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20 ___, 20 ___, 20 ___, 20 ___</u>		
3 b	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
4 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?		X

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

5a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	N/A
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
If 'Yes' to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	7b

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors
See Statement 16

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Joan Kriens P.O. Box 3141 Saratoga, CA 95070-1141	President 20.00	0.	0.	0.
Scott Kriens P.O. Box 3141 Saratoga, CA 95070-1141	Vice Pres. 20.00	0.	0.	0.
Ken Baker P.O. Box 3141 Saratoga, CA 95070-1141	Treas/Sec'tr 10.00	0.	0.	0.
-----	-----	-----	-----	-----
2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
Total number of other employees paid over \$50,000	-----	-----	-----	0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Sarley Enterprises 294 White Hill Road Hillsdale, NY 12529	Consulting	450,000.
Ifland Engineers 5200 Soquel Avenue Ste 101 Santa Cruz, CA 95062	Bethany Campus Study	90,816.
Spencer Associates Architecture 1121 San Antonio Road Palo Alto, CA 94303	Architect	73,132.
Charles Hartwell, ShiftIt Institute, LLC 1771 Irving Avenue South Minneapolis, MN 55403	Investment Advisor	58,533.
Patrinely Goup LLC 1980 Post Oak Blvd ste 1600 Houston, TX 77056	Campus Developement	57,279.
Total number of others receiving over \$50,000 for professional services		1

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 N/A		
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	Go Blue Note	60,000.
2		
All other program-related investments See instructions.		
3		
Total. Add lines 1 through 3		60,000.

BAA

Form 990-PF (2013)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	13,238,359.
b Average of monthly cash balances	1b	1,032,108.
c Fair market value of all other assets (see instructions)	1c	8,290,441.
d Total (add lines 1a, b, and c)	1d	22,560,908.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	22,560,908.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	338,414.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,222,494.
6 Minimum investment return. Enter 5% of line 5	6	1,111,125.

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

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

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,412,513.
b Program-related investments – total from Part IX-B	1b	60,000.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	6,912,509.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,385,022.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	67,356.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,317,666.

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)

	N/A			
	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 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 (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				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling					►	9/16/14
b	Check box to indicate whether the foundation is a private operating foundation described in section					<input checked="" type="checkbox"/> 4942(j)(3) or	4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
b	85% of line 2a						
c	Qualifying distributions from Part XII, line 4 for each year listed						
d	Amounts included in line 2c not used directly for active conduct of exempt activities						
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c						
3	Complete 3a, b, or c for the alternative test relied upon:						
a	'Assets' alternative test — enter:						
(1)	Value of all assets						
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)						
b	'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed						
c	'Support' alternative test — enter:						
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)						
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)						
(3)	Largest amount of support from an exempt organization						
(4)	Gross investment income						

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

1 Information Regarding Foundation Managers:

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

See Statement 17

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

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Brigham & Womens Hospital 75 Francis Street Boston, MA 02115	N/A	PC	To support medical research	35,000.
CASEL 815 Wset Van Buren St, Ste 210 Chicago, IL 60607	N/A	PC	To support best practices in academic, social and emotional learning	697,964.
CASSY 555 Bryant Street #126 Palo Alto, CA 94301	N/A	PC	To support mental health of students	2,500.
Total			► 3a	735,464.
b Approved for future payment				
Total			► 3b	

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	
4 Dividends and interest from securities				14	260,322.
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	6,741,460.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a See Statement 18		219,593.		-7,403.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		219,593.		6,994,379.	
13 Total. Add line 12, columns (b), (d), and (e)					13 7,213,972.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

• Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

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

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
John Doe

Sign Here	<i>X Bah</i>			111-15-14	CFO	May the IRS discuss this return with the preparer shown below (see instructions)?	
	Signature of officer or trustee		Date	Title		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN	
	Kimberly A. Totah		<i>Kimberly A. Totah</i>	11/14/14			P01330762
	Firm's name	► McCABE & TOTAH, LLP			Firm's EIN ► 77-0368613		
Firm's address	► 1760 THE ALAMEDA, Ste 300 SAN JOSE, CA 95126-1728			Phone no (408) 977-7090			

BAA

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

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

Schedule of Contributors

2013

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

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

Name of the organization

The 1440 Foundation

Employer identification number

77-0456449

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

The 1440 Foundation

77-0456449

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Scott & Joan Kriens	\$ 1,400,212.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	P.O. Box 3141		(Complete Part II for noncash contributions.)
	Saratoga, CA 95070-1141		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)

Name of organization

The 1440 Foundation

Employer identification number

77-0456449

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	8,383 shares Equinix stock	\$ 1,400,212	12/09/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
BAA	Schedule B (Form 990, 990-EZ, or 990-PF) (2013)		

Name of organization

Name of Organization

Employer identification number

Employer Identification
77-0456449

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.

ORGANIZATIONS THAT TOTAL MORE THAN \$1,000 FOR THE YEAR complete columns (a) through (c). For organizations completing Part III, enter total of **exclusively** religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.) Use duplicate copies of Part III if additional space is needed.

N/A

Use duplicate copies of Part III if additional space is needed

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Discount Interest pd py	\$ -1,282.	\$ -1,282.	\$ -1,282.
Passthrough Legacy Ventur		-72.	
Passthrough Wolff 1231	509,185.	289,520.	509,185.
Passthrough Wolff Income	-20,135.	-20,135.	-20,135.
Passthrough Wolff RE	-280,954.	-280,954.	-280,954.
Refund of Inv fees pd PY	5,448.	5,448.	5,448.
Total	<u>\$ 212,190.</u>	<u>\$ -7,403.</u>	<u>\$ 212,262.</u>

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	\$ 28,575.			
Total	<u>\$ 28,575.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit fees	\$ 14,233.			
Bookkeeping	6,075.			
M&T	28,621.			
Total	<u>\$ 48,929.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting fees	\$ 742,600.	\$ 58,533.	\$ 58,533.	\$ 629,461.
Marketing	53,301.			47,588.
Passthrough Legacy	17,023.	17,023.	17,023.	
Passthrough portfolio expenses	10,000.	10,000.	10,000.	
Passthrough Silver Lake	98,039.	98,039.	98,039.	
Portfolio Management Fees CWA	48,462.	48,462.	48,462.	
Total	<u>\$ 969,425.</u>	<u>\$ 232,057.</u>	<u>\$ 232,057.</u>	<u>\$ 677,049.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Tax	\$ 100,000.			
State fees and taxes	150.			
Total	<u>\$ 100,150.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 19
Allocated Depreciation

Date Acquired	Cost Basis	Prior Yr Depr	Method	Rate	Life	Current Yr Depr	Net Invest Income	Adjusted Net Income
Office Furniture 7/02/12	4,200	700	S/L		3	1,400	0	0

Statement 7
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank fees	\$ 19.			
Books, subs, ref,	2,195.			
Contribution	697.			
Office Supplies	3,888.			
Other pass through expense	17.			
Postage, mailing	272.			
Printing , copying	1,541.			
Rent	100.			
Telecommunications	196.			
Total	<u>\$ 8,925.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Juniper Networks, Inc. 27,037 shs	Mkt Val	\$ 610,225.	\$ 610,225.
Juniper Networks 175,000 shares	Mkt Val	3,949,750.	3,949,750.
Google shares	Mkt Val	0.	0.
ECHO	Mkt Val	0.	0.
Facebook	Mkt Val	0.	0.
Fusion	Mkt Val	0.	0.
Equinix 8,383 shares	Mkt Val	1,487,563.	1,487,563.
	Total	<u>\$ 6,047,538.</u>	<u>\$ 6,047,538.</u>

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Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Investments			
Wolff Real Estate Partners	Mkt Val	\$ 3,912,409.	\$ 3,912,409.
Legacy Venture Fund	Mkt Val	318,300.	318,300.
Wolff Income fund	Mkt Val	3,719,866.	3,719,866.
Silver Lake VF	Mkt Val	932,892.	932,892.
Interaxon Note	Mkt Val	0.	0.
	Total Other Investments	<u>\$ 8,883,467.</u>	<u>\$ 8,883,467.</u>
Other Publicly Traded Securities			
Aberdeen	Mkt Val	174,070.	174,070.
Edgewood	Mkt Val	338,629.	338,629.
FPA Crescent	Mkt Val	0.	0.
SPDR Gold	Mkt Val	0.	0.
Nuveen Tradewinds	Mkt Val	0.	0.
Conestoga	Mkt Val	163,859.	163,859.
J Hancock	Mkt Val	0.	0.
Matthews	Mkt Val	0.	0.
Calamos	Mkt Val	0.	0.
i shares China	Mkt Val	0.	0.
IVA Intl	Mkt Val	0.	0.
SPDR S&P	Mkt Val	744,855.	744,855.
GoodHaven	Mkt Val	402,356.	402,356.
The Oakmark	Mkt Val	450,136.	450,136.
Thornburg	Mkt Val	121,905.	121,905.
Vulcan	Mkt Val	194,001.	194,001.
Wisdom Tree	Mkt Val	308,904.	308,904.
Grandeur	Mkt Val	159,914.	159,914.
	Total Other Publicly Traded Securities	<u>\$ 3,058,629.</u>	<u>\$ 3,058,629.</u>
Other Securities			
Knowledge Factor	Mkt Val	499,999.	499,999.
Headspace	Mkt Val	875,000.	875,000.
If You Can Company	Mkt Val	302,392.	302,392.
Interaxon US	Mkt Val	17,171.	17,171.
Mightsight Media	Mkt Val	500,000.	500,000.
Interaxon Canada	Mkt Val	154,537.	154,537.
	Total Other Securities	<u>\$ 2,349,099.</u>	<u>\$ 2,349,099.</u>
	Total	<u>\$ 14,291,195.</u>	<u>\$ 14,291,195.</u>

Statement 10
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 4,200.	\$ 2,100.	\$ 2,100.	\$ 2,100.
Buildings	6,229,260.	0.	6,229,260.	0.
Improvements	308,249.	0.	308,249.	11,737,509.
Land	5,200,000.		5,200,000.	0.
	Total	<u>\$ 11,741,709.</u>	<u>\$ 2,100.</u>	<u>\$ 11,739,609.</u>

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Statement 11
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Excise tax receivable	\$ 25,958.	\$ 25,958.
Excise Tax Receivable	\$ 163,355.	\$ 163,355.
GoBlu International Note	<u>Total \$ 189,313.</u>	<u>\$ 189,313.</u>

Statement 12
Form 990-PF, Part II, Line 22
Other Liabilities

deferred tax	\$ 69,487.
income tax payable	\$ 72,381.
	<u>Total \$ 141,868.</u>

Statement 13
Form 990-PF, Part III, Line 3
Other Increases

rounding	\$ 5.
	<u>Total \$ 5.</u>

Statement 14
Form 990-PF, Part III, Line 5
Other Decreases

book/tax diff	\$ 8,283.
cash accrual adj	\$ 78,453.
unrealized gains/losses	\$ 3,564,978.
	<u>Total \$ 3,651,714.</u>

Statement 15
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Long Term Capital Gain Distributions CWA	Purchased	Various	Various
2	CWA Publicly Traded Securities	Purchased	Various	Various
3	2CWA Publicly Traded Securities	Purchased	Various	Various
4	2CWA Publicly Traded Securities	Purchased	Various	Various
5	2CWA Publicly Traded Mutual Fund sales	Purchased	Various	Various
6	Pass thru Legacy	Purchased	Various	Various
7	Pass thru Legacy	Purchased	Various	Various
8	pass thru Wolff RE Partners	Purchased	Various	Various

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Statement 15 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	54,045.		0.	54,045.				\$ 54,045.
2	4492000.		74,174.	4417826.				4417826.
3	9589892.		9069975.	519,917.				519,917.
4	8655014.		7051776.	1603238.				1603238.
5	37,549.		0.	37,549.				37,549.
6	0.		18.	-18.				-18.
7	9,879.		0.	9,879.				9,879.
8	99,024.		0.	99,024.				99,024.
							Total	\$ 6741460.

Statement 16
Form 990-PF, Part VIII
Compensation Explanation

Sarley Enterprises
 Grant Management and Program Officers

Ifland Engineers
 Engineering sevices for improvements for program related property.
Spencer Associates Architecture
 Architectual services for renovation of Bethany Campus

Charles Hartwell, ShiftIt Institute, LLC
 Investment advisor for program related investments

Statement 17
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Joan Kriens
 Scott Kriens

Statement 18
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Busi- ness Code	(B) Unrelat- ed Business Amount	(C) Exclu- sion Code	(D) Excluded Amount	(E) Related or Exempt Function
Discount Interest pd py			14	\$ -1,282.	
Passthrough SilverLake K-1			14		
Passthrough Legacy Ventur	523000	\$ -72.			
Passthrough Wolff 1231	531390	219,665.	18	289,520.	
Passthrough Wolff Income			16	-20,135.	
Passthrough Wolff RE	531390		16	-280,954.	
Refund of Inv fees pd PY			14	5,448.	
Total		\$ 219,593.		\$ -7,403.	\$ 0.

A0748610

FILED *cc*
Secretary of State
State of California
/R-BK

2009237

NOV 27 2013

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF
THE 1440 FOUNDATION *1cc*

The undersigned certify that:

1. They are the president and secretary, respectively, of The 1440 Foundation, a California corporation.
2. Article III of the Articles of Incorporation of this corporation is amended to read as follows:

ARTICLE III

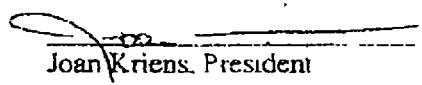
This corporation is organized and operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

A0748610

We further declare under penalty of perjury under the laws of the state of California that the
matters set forth in the certificate are true and correct of our own knowledge

Date: 11/27/13


Joan Kriens, President

Date: 11-27-13


Ken Baker, Secretary



I hereby certify that the foregoing
transcript of 1 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

DEC 02 2013

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State