Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning NOV 1, 2013 , and ending OCT 31, 2014

Name of foundation GILES W. & ELISE G. MEAD FOUNDATION	**A Employer identification number** 95-6040921
Number and street (or P O box number if mail is not delivered to street address) / Room/suite PO BOX 2218	**B** Telephone number 707-226-2164
City or town, state or province, country, and ZIP or foreign postal code NAPA, CA 94558	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 22,685,087. **J** Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	62.	62.		
	4 Dividends and interest from securities	875,113.	322,291.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	602,196.			STATEMENT1
	b Gross sales price for all assets on line 6a 4,955,928.				
	7 Capital gain net income (from Part IV, line 2)		1,490,034.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-27,726.	14,524.		STATEMENT2
	12 **Total.** Add lines 1 through 11	1,449,645.	1,826,911.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	3,500.	0.		3,500.
	14 Other employee salaries and wages	37,750.	5,663.		32,087.
	15 Pension plans, employee benefits	3,081.	462.		2,620.
	16a Legal fees				
	b Accounting fees STMT 3	4,835.	2,418.		2,417.
	c Other professional fees STMT 4	77,150.	77,150.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion	166.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	9,030.	0.		9,030.
	22 Printing and publications	2,591.	0.		2,591.
	23 Other expenses STMT 5	8,075.	34,634.		8,075.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	146,178.	120,327.		60,320.
	25 Contributions, gifts, grants paid	980,560.			1,105,560.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,126,738.	120,327.		1,165,880.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	322,907.			
	b **Net investment income** (if negative, enter -0-)		1,706,584.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	240.	335.	335.
	2	Savings and temporary cash investments	292,462.	116,103.	116,103.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 7	14,499,418.	14,878,155.	14,878,155.
	c	Investments - corporate bonds STMT 8	4,073,777.	4,272,941.	4,272,941.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	3,929,647.	3,417,235.	3,417,235.
	14	Land, buildings, and equipment basis ▶ 3,693.			
		Less accumulated depreciation ▶ 3,375.	484.	318.	318.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	22,796,028.	22,685,087.	22,685,087.
Liabilities	17	Accounts payable and accrued expenses	80.	79.	
	18	Grants payable	250,000.	125,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	250,080.	125,079.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ X **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	16,547,958.	16,547,958.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	5,997,990.	6,012,050.	
	30	**Total net assets or fund balances**	22,545,948.	22,560,008.	
	31	**Total liabilities and net assets/fund balances**	22,796,028.	22,685,087.	

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	22,545,948.
2	Enter amount from Part I, line 27a	2	322,907.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	22,868,855.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	308,847.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,560,008.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MARKETABLE SECURITIES	P	VARIOUS	VARIOUS
b	BHC INTERIM FUNDING III	P	VARIOUS	VARIOUS
c	CUPPS SMALL CAP GROWTH	P	VARIOUS	VARIOUS
d	CAPITAL GAIN DISTRIBUTION	P		
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	4,449,599.		3,465,894.	983,705.
b	13,759.			13,759.
c	320,754.			320,754.
d	171,816.			171,816.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				983,705.
b				13,759.
c				320,754.
d				171,816.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,490,034.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,089,570.	21,579,469.	.050491
2011	881,749.	19,878,646.	.044357
2010	1,041,190.	20,246,987.	.051424
2009	952,247.	18,907,744.	.050363
2008	842,200.	16,635,624.	.050626

2 **Total** of line 1, column (d)	2	.247261
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	.049452
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	22,407,239.
5 Multiply line 4 by line 3	5	1,108,083.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,066.
7 Add lines 5 and 6	7	1,125,149.
8 Enter qualifying distributions from Part XII, line 4	8	1,165,880.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	17,066.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	17,066.
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	17,066.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,330.		
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	12,330.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	4,736.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		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 **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	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, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.GILESWMEADFOUNDATION.ORG

14 The books are in care of ▶ JUDI OUELLETTE Telephone no. ▶ 707-226-2164

Located at ▶ 3027 ATLAS PEAK ROAD, NAPA, CA ZIP+4 ▶ 94558

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		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)? ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | **6b** | | X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | **7b** |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		3,500.	0.	0.

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,875,663.
b	Average of monthly cash balances	1b	506,700.
c	Fair market value of all other assets	1c	3,366,103.
d	**Total** (add lines 1a, b, and c)	1d	22,748,466.
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	22,748,466.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	341,227.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,407,239.
6	**Minimum investment return** Enter 5% of line 5	6	1,120,362.

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

1	Minimum investment return from Part X, line 6	1	1,120,362.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 17,066.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	17,066.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,103,296.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,103,296.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,103,296.

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	1,165,880.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,165,880.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	17,066.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	1,148,814.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,103,296.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010 90,537.				
d From 2011				
e From 2012 39,029.				
f **Total** of lines 3a through e	129,566.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 1,165,880.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,103,296.
e Remaining amount distributed out of corpus	62,584.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	192,150.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	192,150.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010 90,537.				
c Excess from 2011				
d Excess from 2012 39,029.				
e Excess from 2013 62,584.				

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

1-a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed: SEE STATEMENT 12

SEE STATEMENT 11

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				
AMERICAN RIVER CONSERVANCY 348 HIGHWAY 49 PO BOX 562 COLOMA, CA 95613	N/A	PC: 501(C)(3)	TO AID IN THE PURCHASE OF 10,115 ACRES AT THE HEADWATERS OF THE N AND S FORK OF THE AMERICAN RIVER	50,000.
ARIZONA MUSEUM OF NATURAL HISTORY GUILD 53 N MACDONALD MESA, AZ 85201	N/A	PC: 501(C)(3)	FOR ADMISSIONS TO THE AZ MUSEUM OF NAT HISTORY BY CHILDREN ON SCHOOL TRIPS FROM TITLE 1 SCHOOLS	10,000.
AUDUBON CALIFORNIA 100 BELL CANYON ROAD TRABUCO CANYON, CA 92679	N/A	PC: 501(C)(3)	AUDUBON STARR RANCH'S CLIMATE-SMART LAND MGMT PROJECT FOR INVASIVE PLANT CONTROL AND RESTORATION	10,000.
BORN FREE USA PO BOX 22505 SACRAMENTO, CA 95822	N/A	PC: 501(C)(3)	INVESTIGATION OF TRAFFICKING AND IDENTIFICATION OF SUPPLY CHAIN USED IN ILLEGAL IVORY TRADE	20,000.
CALIFORNIA NATIVE PLANT SOCIETY 2707 K STREET, SUITE 1 SACRAMENTO, CA 95816	N/A	PC: 501(C)(3)	DESERT RENEWABLE ENERGY CONSERVATION PLAN	20,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,105,560.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	62.	
4 Dividends and interest from securities			14	875,113.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	-27,726.	
8 Gain or (loss) from sales of assets other than inventory			18	602,196.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,449,645.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,449,645.

(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).

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Jane Mead 3/13/15 PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JANE M. SEARING	JANE M. SEARING MS	3/12/2015		P00000565
Firm's name ▶ CLARK NUBER, PS			Firm's EIN ▶ 94-1194016	
Firm's address ▶ 10900 NE 4TH STREET, SUITE 1700 BELLEVUE, WA 98004			Phone no. 425-454-1919	

323822 10-10-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CALIFORNIA WATER IMPACT NETWORK 808 ROMERO CANYON ROAD SANTA BARBARA, CA 93108	N/A	PC: 501(C)(3)	SUPPORT OF ENVIRONMENTAL WATER CAUCUS'S CALIFORNIA WATER SOLUTIONS PROJECT, PHASE 3	25,000.
CENTRAL SIERRA ENVIRONMENTAL RESOURCE CENTER PO BOX 396 TWAIN HARTE, CA 95383	N/A	PC: 501(C)(3)	RIM FIRE RECOVERY STRATEGIC PROGRAM	15,000.
COUNCIL ON FOUNDATION 2121 CRYSTAL DRIVE, SUITE 170 ARLINGTON, VA 22202	N/A	PC: 501(C)(3)	OPERATING EXPENSES	1,660.
DIABETES HANDS FOUNDATION 1962 UNIVERSITY AVENUE, #1 BERKELEY, CA 94704	N/A	PC: 501(C)(3)	OPERATIONAL SUPPORT OF TUDIABETES AND ESTUDIABETES PROGRAMS	15,000.
EARTH LAW CENTER PO BOX 3283 FREMONT, CA 94539	N/A	PC: 501(C)(3)	ADVANCING CALIFORNIA WATERWAYS' RIGHTS TO FLOW INITIATIVE	20,000.
FAMILY PROMISE OF GREATER PHOENIX 7221 E BELLEVIEW STREET SCOTTSDALE, AZ 85257	N/A	PC: 501(C)(3)	FUNDS TO ESTABLISH A POST-GRADUATE FAMILY AFTERCARE PROGRAM	30,000.
FRED HUTCHINSON CANCER RESEARCH CENTER 1100 FAIRVIEW AVENUE N, M5-C800 SEATTLE, WA 97205	N/A	PC: 501(C)(3)	RESEARCH TO AID IN EARLY DETECTION, DIAGNOSIS AND TREATMENT OF PANCREAS CANCER	100,000.
GEOS INSTITUTE 84 FOURTH STREET ASHLAND, OR 97520	N/A	PC: 501(C)(3)	SUPPORT FOR ON-THE-GROUND WATERSHED RESTORATION PROJECTS (GREEN INFRASTRUCTURE)	25,000.
GIFFORD PINCHOT TASK FORCE 9110 NE HIGHWAY 99, SUITE D VANCOUVER, WA 98665	N/A	PC: 501(C)(3)	YOUNG FRIENDS OF THE FOREST PROGRAM AND THE GIFFORD PINCHOT ROAD RESTORATION PROJECT	22,500.
INSTITUTE FOR LOCAL SELF RELIANCE 2001 S STREET NW, SUITE 570 WASHINGTON, DC 20009	N/A	PC: 501(C)(3)	GENERAL PROGRAM SUPPORT	40,000.
Total from continuation sheets				995,560.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAGUNA DE SANTA ROSA FOUNDATION 900 SANFORD ROAD SANTA ROSA, CA 95401	N/A	PC: 501(C)(3)	LEARNING LAGUNA WETLAND SCIENCE PROGRAM	15,000.
LAND TRUST OF NAPA COUNTY 1700 SOSCOL AVENUE, SUITE 20 NAPA, CA 94559	N/A	PC: 501(C)(3)	PLANNING AND IMPLEMENTATION OF STEWARDSHIP PROJECTS	25,000.
LEWIS AND CLARK LAW SCHOOL 10015 SW TERWILLIGER BOULEVARD PORTLAND, OR 97219-7799	N/A	PC: 501(C)(3)	SUPPORT OF THE EARTHRISE LAW CENTER'S ENVIRONMENTAL LITIGATION AND EDUCATION PROGRAM	25,000.
LOS ANGELES WORLD AFFAIRS COUNCIL 3535 HAYDEN AVENUE, SUITE 200 CULVER CITY, CA 90232	N/A	PC: 501(C)(3)	FUNDS FOR A "DIGITAL LIBRARY" THAT WOULD PROVIDE INT'L AFFAIRS CONTENT ONLINE	31,400.
NATIONAL FOREST FOUNDATION 803 2ND STREET, SUITE A DAVIS, CA 95616	N/A	PC: 501(C)(3)	TRUCKEE RIVER RESTORATION AND THE MOKELUMNE FUND	50,000.
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH STREET NW, SUITE 700 WASHINGTON, DC 20001	N/A	PC: 501(C)(3)	PROTECT NATIONAL PARKS FROM OIL AND GAS DEVELOPMENT THROUGH MASTER LEASING PLANS	30,000.
OREGON STATE PARKS FOUNDATION 888 SW FIFTH AVENUE, SUITE 1600 PORTLAND, OR 97204	N/A	PC: 501(C)(3)	LET'S GO PROGRAM FOR UNDERSERVED CHILDREN AND FAMILIES	25,000.
OREGON WILD 5825 N GREELEY AVENUE PORTLAND, OR 97217	N/A	PC: 501(C)(3)	CRATER LAKE WILDERNESS CAMPAIGN	35,000.
PEPPERWOOD PRESERVE 2130 PEPPERWOOD PRESERVE ROAD SANTA ROSA, CA 95404	N/A	PC: 501(C)(3)	PRESCRIBED BURN AND RESTORATION PROGRAM	30,000.
PRODUCT STEWARDSHIP INSTITUTE 29 STANHOPE STREET, 3RD FLOOR BOSTON, MA 2116	N/A	PC: 501(C)(3)	IMPLEMENTATION OF PRODUCT STEWARDSHIP PROGRAMS	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PUBLIC EMPLOYEES FOR ENVIRONMENTAL RESPONSIBILITY 2000 P STREET NW, SUITE 240 WASHINGTON, DC 20036	N/A	PC: 501(C)(3)	FUNDS TO PROTECT CALIFORNIA RESOURCES BY REDUCING THE NUMBER AND DENSITY OF ROADS ON OUR PUBLIC LANDS	30,000.
QUIVERA COALITION 1413 SECOND STREET, SUITE 1 SANTA FE, NM 87505	N/A	PC: 501(C)(3)	FUNDS TO AID IN THE PUBLICATION OF COURTNEY WHITE'S BOOK	10,000.
SAN FRANCISCO BAYKEEPER 785 MARKET ST, SUITE 850 SAN FRANCISCO, CA 94103	N/A	PC: 501(C)(3)	WORK TO PROTECT SAN FRANCISCO BAY FROM INDUSTRIAL STORM WATER POLLUTION	20,000.
SANCTUARY FOREST PO BOX 166 WHITETHORN, CA 95589	N/A	PC: 501(C)(3)	LOST COAST REDWOOD AND SALMON INITIATIVE, THE WORKING FOREST CONSERVATION EASEMENT PROJECT	25,000.
SIERRA CLUB 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105-3441	N/A	PC: 501(C)(3)	WILD ALASKA CAMPAIGN	25,000.
SIERRA FUND 206 SACRAMENTO STREET, SUITE 101 NEVADA CITY, CA 95959	N/A	PC: 501(C)(3)	GENERAL PROGRAM SUPPORT	35,000.
SOCIAL & ENVIRONMENTAL ENTREPRENEURS, INC 22231 MULHOLLAND HIGHWAY, SUITE 209 CALABASAS, CA 91302	N/A	PC: 501(C)(3)	PROJECT FOR IMPROVED ENVIRONMENTAL COVERAGE	15,000.
THE HUNTINGTON LIBRARY 1151 OXFORD ROAD SAN MARINO, CA 91108	N/A	PC: 501(C)(3)	SUPPORT FOR RESEARCH AND A BOOK ON CABRILLO	25,000.
TROUT UNLIMITED 1777 N KENT STREET, SUITE 100 ARLINGTON, VA 22209	N/A	PC: 501(C)(3)	WESTERN WATER PROJECT AND INSTREAM WATER INCENTIVES PROJECT	35,000.
WATERSHED PROJECT 1327 SOUTH 46TH STREET RICHMOND, CA 94804	N/A	PC: 501(C)(3)	RICHMOND GREENWAY RAIN GARDENS	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTERN ENVIRONMENTAL LAW CENTER 208 PASEO DEL PUEBLO SUR #602 TAOS, NM 87571	N/A	PC: 501(C)(3)	PROTECTION AND RESTORATION OF WILD SALMON AND STEELHEAD TROUT RUNS IN OREGON AND NORTHERN CA	10,000.
WESTERN RIVERS 71 SW OAK STREET PORTLAND, OR 97204	N/A	PC: 501(C)(3)	BLUE CREEK SALMON SANCTUARY-YUROK TRIBAL PRESERVE PROJECT	35,000.
AMERICAN UNIVERSITY SCHOOL OF COMMUNICATION 4400 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20016-8017	N/A	PC: 501(C)(3)	INVESTIGATIVE REPORTING WORKSHOP	35,000.
POINT BLUE CONSERVATION SCIENCE 3820 CYPRESS DRIVE, #11 PETALUMA, CA 94954	N/A	PC: 501(C)(3)	FARALLON MARINE WILDLIFE CONSERVATION AND RESEARCH PROGRAM 2 YEARS SUPPORT	50,000.
SEVA FOUNDATION 1786 FIFTH STREET BERKELEY, CA 94710	N/A	PC: 501(C)(3)	AMERICAN INDIAN SIGHT INITIATIVE PROGRAM 2 YEAR SUPPORT	20,000.
SONOMA ECOLOGY CENTER PO BOX 1486 ELDRIDGE, CA 95431	N/A	PC: 501(C)(3)	2 YEAR GRANT FOR THE ENVIROLEADER INTERNSHIP PROGRAM	20,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MARKETABLE SECURITIES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,449,599.	3,847,403.	0.	0.	602,196.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BHC INTERIM FUNDING III	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,759.	13,759.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CUPPS SMALL CAP GROWTH	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
320,754.	320,754.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DISTRIBUTION	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
171,816.	171,816.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	602,196.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	-27,736.	14,524.	
CA STATE REFUND	10.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-27,726.	14,524.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,835.	2,418.		2,417.
TO FORM 990-PF, PG 1, LN 16B	4,835.	2,418.		2,417.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	77,150.	77,150.		0.
TO FORM 990-PF, PG 1, LN 16C	77,150.	77,150.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	4,734.	0.		4,734.
REPAIRS	541.	0.		541.
MEMBERSHIP DUES	1,225.	0.		1,225.
DEDUCTIONS FROM K-1'S	0.	34,634.		0.
INSURANCE	1,575.	0.		1,575.
TO FORM 990-PF, PG 1, LN 23	8,075.	34,634.		8,075.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
UNREALIZED LOSSES	308,800.
PRIOR PERIOD ADJUSTMENT	47.
TOTAL TO FORM 990-PF, PART III, LINE 5	308,847.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB (DENVER) (SEE ATTACHMENT A)	802,126.	802,126.
SCHWAB (DSM CAPITAL) (SEE ATTACHMENT B)	2,444,259.	2,444,259.
SCHWAB (SEE ATTACHMENT C)	11,631,770.	11,631,770.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,878,155.	14,878,155.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LEGG MASON BW GLOBAL	1,249,729.	1,249,729.
PIMCO SHORT TERM INSTL	22,423.	22,423.
PIMCO TOTAL RETURN FUND	1,355,216.	1,355,216.
TEMPLETON GLOBAL BOND	1,645,573.	1,645,573.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,272,941.	4,272,941.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BHC INTERIM FUNDING II, L.P.	FMV	314,849.	314,849.
BHC INTERIM FUNDING III, L.P.	FMV	235,788.	235,788.
CUPPS SMALL CAP GROWTH FUND, LLC	FMV	543,229.	543,229.
L-R GLOBAL LIQUIDATING FUND	FMV	50,311.	50,311.
OIL LEASES	FMV	821.	821.
PACIFIC DIVERSIFIED STRATEGIES, LLC	FMV	2,272,237.	2,272,237.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,417,235.	3,417,235.

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JANE W. MEAD PO BOX 2218 NAPA, CA 94558	PRESIDENT 1.00	1,200.	0.	0.
PARRY MEAD MURRAY PO BOX 2218 NAPA, CA 94558	VICE PRESIDENT 1.00	1,200.	0.	0.
CALDER M. MACKAY PO BOX 2218 NAPA, CA 94558	CFO 1.00	0.	0.	0.
RICHARD N. MACKAY PO BOX 2218 NAPA, CA 94558	SECRETARY/TREASURER 1.00	0.	0.	0.
GILES W. MEAD PO BOX 2218 NAPA, CA 94558	DIRECTOR 1.00	0.	0.	0.
KATHERINE CONE KECK PO BOX 2218 NAPA, CA 94558	DIRECTOR 1.00	1,100.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		3,500.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GILES W. & ELISE G. MEAD FOUNDATION
PO BOX 2218
NAPA, CA 94558

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
707-226-2164	GILES W. AND ELISE G. MEAD FOUNDATION

FORM AND CONTENT OF APPLICATIONS

SUPPORTED ENVIRONMENTAL ORGANIZATIONS GENERALLY HAVE AS THEIR PRIMARY MISSION FORESTRY, FISHERIES AND THE SUSTAINABLE USE OF NATURAL RESOURCES IN WESTERN NORTH AMERICA.
SUPPORTED SCIENTIFIC AND MEDICAL ORGANIZATIONS GENERALLY HAVE AS THEIR PRIMARY MISSION THE ENDOCRINE SYSTEM AND IN PARTICULAR, DIABETES AND ITS COMPLICATIONS.
THE FOUNDATION BOARD MEETS IN EARLY JANUARY, JUNE AND OCTOBER OF EACH YEAR.
A COMPLETE PROPOSAL WOULD INCLUDE THE FOLLOWING:
1. A DETAILED DESCRIPTION OF THE PROJECT (3-5 PAGES)
2. PROJECT BUDGET AND TIMEFRAME
3. OTHER FUNDING SOURCES
4. A COPY OF IRS QUALIFIED TAX EXEMPTION LETTER
5. A LIST OF STAFF AND DIRECTORS ASSOCIATED WITH THE PROJECT

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A - 2D (CONTINUATION) STATEMENT 12

NAME OR DESCRIPTION OF GRANT PROGRAM

GILES W. AND ELISE G. MEAD FOUNDATION

FORM AND CONTENT OF APPLICATIONS

6. CURRENT FINANCIAL STATEMENTS AND AN ANNUAL PROGRAM REPORT, IF AVAILABLE

Giles W & Elise G Mead Foundation
EIN: 95-6040921
2013 Form 990-PF
Part II, line 10b Detail

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
A B M INDUSTRIES INC	**280.0000**	**27.6400**	**7,739.20**		**(154.56)**	**2.24%**	**173.60**
SYMBOL: ABM	120.0000	27.9067	3,348.81	12/20/13	(32.01)	315	Short-Term
	160.0000	28.4059	4,544.95	01/08/14	(122.55)	296	Short-Term
Cost Basis			*7,893.76*				***Accrued Dividend: 43.40***

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
AMC ENTERTAINMENT HLDGS	**325.0000**	**25.4000**	**8,255.00**		**314.93**	**3.14%**	**260.00**
SYMBOL: AMC	85.0000	23.7352	2,017.50	09/02/14	141.50	59	Short-Term
	80.0000	24.6208	1,969.67	09/08/14	62.33	53	Short-Term
	85.0000	24.6052	2,091.45	09/11/14	67.55	50	Short-Term
	75.0000	24.8193	1,861.45	09/17/14	43.55	44	Short-Term
Cost Basis			*7,940.07*				
ARGO GROUP INTL HLDGS F	**240.0000**	**55.8000**	**13,392.00**		**996.98**	**1.29%**	**172.80**
SYMBOL: AGII	55.0000	52.0927	2,865.10	07/08/14	203.90	115	Short-Term
	50.0000	50.7380	2,536.90	07/10/14	253.10	113	Short-Term
	50.0000	52.4890	2,624.45	07/15/14	165.55	108	Short-Term
	45.0000	52.1080	2,344.86	07/21/14	166.14	102	Short-Term
	40.0000	50.5927	2,023.71	08/05/14	208.29	87	Short-Term
Cost Basis			*12,395.02*				
BANK OF THE OZARKS INC	**250.0000**	**35.2400**	**8,810.00**		**6,164.73**	**1.41%**	**125.00**
SYMBOL: OZRK	250.0000	10.5810	2,645.27	09/30/11	6,164.73	1127	Long-Term
BRINKS CO	**120.0000**	**21.0000**	**2,520.00**		**(500.53)**	**1.90%**	**48.00**
SYMBOL: BCO	120.0000	25.1710	3,020.53	09/21/12	(500.53)	770	Long-Term
BRISTOW GROUP INC	**245.0000**	**73.9000**	**18,105.50**		**3,188.18**	**1.73%**	**313.60**
SYMBOL: BRS	145.0000	52.0553	7,548.02[1]	07/18/11	3,167.48	1201	Long-Term
	50.0000	73.1480	3,657.40	05/16/14	37.60	168	Short-Term
	50.0000	74.2380	3,711.90	05/21/14	(16.90)	163	Short-Term
Cost Basis			*14,917.32*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
BROWN SHOE COMPANY INC	**665.0000**	**26.5900**	**17,682.35**		**4,656.42**	**1.05%**	**186.20**
SYMBOL: BWS	85.0000	16.9498	1,440.74	03/19/13	819.41	591	Long-Term
	360.0000	16.6897	6,008.31	04/25/13	3,564.09	554	Long-Term
	100.0000	25.0495	2,504.95	05/14/14	154.05	170	Short-Term
	120.0000	25.5994	3,071.93	05/14/14	118.87	170	Short-Term
Cost Basis			*13,025.93*				
BUCKLE INC	**85.0000**	**49.3300**	**4,193.05**		**139.03**	**1.78%**	**74.80**
SYMBOL: BKE	85.0000	47.6943	4,054.02	10/23/14	139.03	8	Short-Term
CASEYS GEN STORES INC	**145.0000**	**81.8700**	**11,871.15**		**3,521.57**	**0.97%**	**116.00**
SYMBOL: CASY	25.0000	49.8288	1,245.72	12/20/11	801.03	1046	Long-Term
	80.0000	55.3618	4,428.95	03/27/12	2,120.65	948	Long-Term
	40.0000	66.8727	2,674.91	02/14/14	599.89	259	Short-Term
Cost Basis			*8,349.58*				
CASH AMERICA INTL INC	**262.0000**	**49.1500**	**12,877.30**		**2,534.86**	**0.28%**	**36.68**
SYMBOL: CSH	10.0000	38.0210	380.21	09/24/12	111.29	767	Long-Term
	57.0000	42.7570	2,437.15	07/25/13	364.40	463	Long-Term
	110.0000	39.2823	4,321.06	10/25/13	1,085.44	371	Long-Term
	85.0000	37.6943	3,204.02	02/07/14	973.73	266	Short-Term
Cost Basis			*10,342.44*				
CATO CORP CL A NEW	**170.0000**	**35.6700**	**6,063.90**		**1,260.46**	**3.36%**	**204.00**
SYMBOL: CATO	25.0000	27.9196	697.99	03/05/14	193.76	240	Short-Term
	80.0000	28.3018	2,264.15	03/06/14	589.45	239	Short-Term
	65.0000	28.3276	1,841.30	05/05/14	477.25	179	Short-Term
Cost Basis			*4,803.44*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
COMMUNITY BANK SYSTEM	280.0000	38.1500	10,682.00		3,230.76	3.14%	336.00
SYMBOL: CBU	5.0000	16.6240	83.12[1]	07/24/09	107.63	1925	Long-Term
	100.0000	22.9628	2,296.28[1]	03/01/10	1,518.72	1705	Long-Term
	100.0000	24.5289	2,452.89[1]	05/26/11	1,362.11	1254	Long-Term
	75.0000	34.9193	2,618.95	08/08/14	242.30	84	Short-Term
Cost Basis			*7,451.24*				
COMPASS MINERALS INTL	199.0000	85.6800	17,050.32		2,128.26	2.80%	477.60
SYMBOL: CMP	39.0000	75.9689	2,962.79	07/12/12	378.73	841	Long-Term
	70.0000	75.5017	5,285.12	09/20/12	712.48	771	Long-Term
	90.0000	74.1572	6,674.15	08/26/13	1,037.05	431	Long-Term
Cost Basis			*14,922.06*				
COMSTOCK RES INC NEW	590.0000	11.8400	6,985.60		(3,553.28)	4.22%	295.00
SYMBOL: CRK	315.0000	17.1694	5,408.39	07/30/13	(1,678.79)	458	Long-Term
	140.0000	16.6757	2,334.60	07/31/13	(677.00)	457	Long-Term
	135.0000	20.7102	2,795.89	09/12/14	(1,197.49)	49	Short-Term
Cost Basis			*10,538.88*				
CON WAY INC	385.0000	43.3700	16,697.45		(365.00)	1.38%	231.00
SYMBOL: CNW	155.0000	42.9276	6,653.78	08/19/13	68.57	438	Long-Term
	140.0000	40.2129	5,629.81	01/17/14	441.99	287	Short-Term
	90.0000	53.0984	4,778.86	09/15/14	(875.56)	46	Short-Term
Cost Basis			*17,062.45*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CUBIC CORPORATION	**378.0000**	**48.2400**	**18,234.72**		**(159.41)**	**0.49%**	**90.72**
SYMBOL: CUB	55.0000	50.6074	2,783.41	02/06/12	(130.21)	998	Long-Term
	93.0000	48.4592	4,506.71	07/12/12	(20.39)	841	Long-Term
	50.0000	52.9380	2,646.90	02/18/14	(234.90)	255	Short-Term
	90.0000	46.2194	4,159.75	05/21/14	181.85	163	Short-Term
	90.0000	47.7484	4,297.36	05/28/14	44.24	156	Short-Term
Cost Basis			*18,394.13*				
CURTISS WRIGHT CORP	**215.0000**	**69.2100**	**14,880.15**		**6,353.44**	**0.75%**	**111.80**
SYMBOL: CW	145.0000	38.2906	5,552.15'	03/07/11	4,483.30	1334	Long-Term
	70.0000	42.4937	2,974.56	08/29/13	1,870.14	428	Long-Term
Cost Basis			*8,526.71*				
DEAN FOODS CO NEW	**1,785.0000**	**14.7100**	**26,257.35**		**(1,254.72)**	**1.90%**	**499.80**
SYMBOL: DF	430.0000	15.1839	6,529.08	04/01/14	(203.78)	213	Short-Term
	530.0000	16.2408	8,607.67	04/04/14	(811.37)	210	Short-Term
	360.0000	15.1238	5,444.59	05/15/14	(148.99)	169	Short-Term
	210.0000	17.0306	3,576.43	06/02/14	(487.33)	151	Short-Term
	255.0000	13.1541	3,354.30	09/30/14	396.75	31	Short-Term
Cost Basis			*27,512.07*				
EL PASO ELECTRIC CO NEW	**275.0000**	**37.8400**	**10,406.00**		**1,271.35**	**2.95%**	**308.00**
SYMBOL: EE	75.0000	30.3706	2,277.80	05/17/12	560.20	897	Long-Term
	200.0000	34.2842	6,856.85	09/28/12	711.15	763	Long-Term
Cost Basis			*9,134.65*				
ENDURANCE SPECALTY HLDGF	**245.0000**	**57.9500**	**14,197.75**		**4,069.03**	**2.34%**	**333.20**
SYMBOL: ENH	245.0000	41.3417	10,128.72'	07/13/11	4,069.03	1206	Long-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
FINISH LINE INC CL A	**500.0000**	**26.4700**	**13,235.00**		**5,722.22**	**1.20%**	**160.00**
SYMBOL: FINL	260.0000	14.4278	3,751.24	10/04/10	3,130.96	1488	Long-Term
	240.0000	15.6730	3,761.54	11/12/10	2,591.26	1449	Long-Term
Cost Basis			*7,512.78*				
FXCM INC	**1,015.0000**	**16.4600**	**16,706.90**		**(623.62)**	**1.45%**	**243.60**
SYMBOL: FXCM	315.0000	19.0729	6,007.97	08/26/13	(823.07)	431	Long-Term
	260.0000	16.4930	4,288.19	10/25/13	(8.59)	371	Long-Term
	220.0000	16.4746	3,624.43	12/02/13	(3.23)	333	Short-Term
	220.0000	15.4986	3,409.93	04/22/14	211.27	192	Short-Term
Cost Basis			*17,330.52*				
G & K SERVICES INC CL A	**205.0000**	**63.0700**	**12,929.35**		**796.00**	**1.96%**	**254.20**
SYMBOL: GK	45.0000	62.5931	2,816.69	10/21/13	21.46	375	Long-Term
	70.0000	62.5968	4,381.78	11/01/13	33.12	364	Short-Term
	90.0000	54.8320	4,934.88	02/03/14	741.42	270	Short-Term
Cost Basis			*12,133.35*				
GREENHILL & CO INC	**520.0000**	**45.0000**	**23,400.00**		**(2,552.08)**	**4.00%**	**936.00**
SYMBOL: GHL	200.0000	50.5654	10,113.08	08/19/13	(1,113.08)	438	Long-Term
	100.0000	50.1752	5,017.52	10/22/13	(517.52)	374	Long-Term
	100.0000	49.9275	4,992.75	04/22/14	(492.75)	192	Short-Term
	50.0000	50.1490	2,507.45	05/27/14	(257.45)	157	Short-Term
	70.0000	47.4468	3,321.28	06/11/14	(171.28)	142	Short-Term
Cost Basis			*25,952.08*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
GREIF INC CL A	**355.0000**	**44.0600**	**15,641.30**		**(2,070.71)**	**3.81%**	**598.40**
SYMBOL: GEF	60.0000	53.3181	3,199.09	04/23/14	(555.49)	191	Short-Term
	50.0000	53.9452	2,697.26	04/29/14	(494.26)	185	Short-Term
	50.0000	54.4290	2,721.45	05/06/14	(518.45)	178	Short-Term
	25.0000	54.5052	1,362.63	05/29/14	(261.13)	155	Short-Term
	35.0000	54.5848	1,910.47	06/05/14	(368.37)	148	Short-Term
	70.0000	42.7568	2,992.98	10/02/14	91.22	29	Short-Term
	65.0000	43.5096	2,828.13	10/06/14	35.77	25	Short-Term
Cost Basis			*17,712.01*				
HANCOCK HOLDING CO	**450.0000**	**35.1900**	**15,835.50**		**1,318.95**	**2.72%**	**432.00**
SYMBOL: HBHC	200.0000	32.6475	6,529.50	08/27/13	508.50	430	Long-Term
	250.0000	31.9482	7,987.05	09/10/13	810.45	416	Long-Term
Cost Basis			*14,516.55*				
HANOVER INSURANCE GROUP	**200.0000**	**66.9400**	**13,388.00**		**1,076.84**	**2.21%**	**296.00**
SYMBOL: THG	65.0000	60.1267	3,908.24	08/08/14	442.86	84	Short-Term
	65.0000	63.1667	4,105.84	08/25/14	245.26	67	Short-Term
	70.0000	61.3868	4,297.08	09/12/14	388.72	49	Short-Term
Cost Basis			*12,311.16*				
HYSTER-YALE MH CL A	**130.0000**	**78.4900**	**10,203.70**		**(720.34)**	**1.40%**	**143.00**
SYMBOL: HY	20.0000	88.0765	1,761.53	07/17/14	(191.73)	106	Short-Term
	25.0000	87.3272	2,183.18	07/21/14	(220.93)	102	Short-Term
	25.0000	88.4372	2,210.93	07/30/14	(248.68)	93	Short-Term
	25.0000	84.6080	2,115.20	07/31/14	(152.95)	92	Short-Term
	35.0000	75.8057	2,653.20	08/14/14	93.95	78	Short-Term
Cost Basis			*10,924.04*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
IBERIABANK CORP	235.0000	68.8600	16,182.10		3,986.27	1.97%	319.60
SYMBOL: IBKC	80.0000	52.1413	4,171.31	02/13/13	1,337.49	625	Long-Term
	50.0000	51.1654	2,558.27	02/21/13	884.73	617	Long-Term
	50.0000	50.6636	2,533.18	04/12/13	909.82	567	Long-Term
	55.0000	53.3285	2,933.07	09/05/13	854.23	421	Long-Term
Cost Basis			*12,195.83*				
INNOPHOS HOLDINGS INC	139.0000	57.0000	7,923.00		1,104.00	3.36%	266.88
SYMBOL: IPHS	14.0000	50.7428	710.40	07/25/13	87.60	463	Long-Term
	65.0000	49.2376	3,200.45	01/21/14	504.55	283	Short-Term
	60.0000	48.4691	2,908.15	01/27/14	511.85	277	Short-Term
Cost Basis			*6,819.00*				
INTERSIL CORP CL A	982.0000	13.2900	13,050.78		2,354.56	3.61%	471.36
CLASS A	387.0000	10.2307	3,959.29	07/09/12	1,183.94	844	Long-Term
SYMBOL: ISIL	270.0000	9.0921	2,454.88	09/20/12	1,133.42	771	Long-Term
	325.0000	13.1755	4,282.05	08/04/14	37.20	88	Short-Term
Cost Basis			*10,696.22*				
J2 GLOBAL INC	380.0000	54.0900	20,554.20		3,652.51	2.05%	421.80
SYMBOL: JCOM	130.0000	41.1826	5,353.74	06/27/13	1,677.96	491	Long-Term
	100.0000	45.5895	4,558.95	02/10/14	850.05	263	Short-Term
	80.0000	46.4318	3,714.55	05/16/14	612.65	168	Short-Term
	70.0000	46.7778	3,274.45	05/20/14	511.85	164	Short-Term
Cost Basis			*16,901.69*				
MAXIMUS INC	315.0000	48.4600	15,264.90		10,155.80	0.37%	56.70
SYMBOL: MMS	35.0000	15.2908	535.18[1]	10/06/10	1,160.92	1486	Long-Term
	280.0000	16.3354	4,573.92[1]	01/20/11	8,994.88	1380	Long-Term
Cost Basis			*5,109.10*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
NICE SYSTEMS LTD ADR F	**520.0000**	**40.6800**	**21,153.60**		**1,962.05**	**1.57%**	**332.80**
SPONSORED ADR	85.0000	35.0509	2,979.33	04/05/13	478.47	574	Long-Term
1 ADR REP 1 ORD	140.0000	35.0279	4,903.91	04/15/13	791.29	564	Long-Term
SYMBOL: NICE	70.0000	38.5778	2,700.45	07/19/13	147.15	469	Long-Term
	60.0000	38.3361	2,300.17	08/02/13	140.63	455	Long-Term
	100.0000	37.2155	3,721.55	05/16/14	346.45	168	Short-Term
	65.0000	39.7867	2,586.14	05/28/14	58.06	156	Short-Term
Cost Basis			*19,191.55*				
PHIBRO ANIMAL HEALTH	**260.0000**	**25.9200**	**6,739.20**		**1,210.35**	**1.54%**	**104.00**
SYMBOL: PAHC	110.0000	18.7813	2,065.95	09/02/14	785.25	59	Short-Term
	80.0000	22.6118	1,808.95	10/09/14	284.65	22	Short-Term
	70.0000	23.6278	1,653.95	10/27/14	160.45	4	Short-Term
Cost Basis			*5,528.85*				
PLANTRONICS INC	**355.0000**	**51.8700**	**18,413.85**		**6,182.46**	**1.15%**	**213.00**
SYMBOL: PLT	245.0000	30.3168	7,427.63	09/20/11	5,280.52	1137	Long-Term
	70.0000	43.2178	3,025.25	05/16/14	605.65	168	Short-Term
	40.0000	44.4627	1,778.51	05/22/14	296.29	162	Short-Term
Cost Basis			*12,231.39*				
PORTLAND GENERAL ELEC	**505.0000**	**36.4100**	**18,387.05**		**5,915.17**	**3.07%**	**565.60**
SYMBOL: POR	275.0000	23.3528	6,422.04	03/15/11	3,590.71	1326	Long-Term
	170.0000	24.0524	4,088.92	09/27/11	2,100.78	1130	Long-Term
	60.0000	32.6820	1,960.92	03/21/14	223.68	224	Short-Term
Cost Basis			*12,471.88*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
PRIMERICA INC	**205.0000**	**51.1500**	**10,485.75**		**3,788.22**	**0.93%**	**98.40**
SYMBOL: PRI	135.0000	32.4349	4,378.72	03/27/13	2,526.53	583	Long-Term
	70.0000	33.1258	2,318.81	04/12/13	1,261.69	567	Long-Term
Cost Basis			*6,697.53*				
RENT A CENTER INC	**405.0000**	**30.9700**	**12,542.85**		**121.22**	**2.97%**	**372.60**
SYMBOL: RCII	235.0000	31.8780	7,491.35	10/14/14	(213.40)	17	Short-Term
	170.0000	29.0016	4,930.28	10/22/14	334.62	9	Short-Term
Cost Basis			*12,421.63*				
SCHWEITZER-MAUDUIT INTL	**515.0000**	**43.0600**	**22,175.90**		**2,804.84**	**3.34%**	**741.60**
SYMBOL: SWM	105.0000	28.5033	2,992.85[1]	07/11/11	1,528.45	1208	Long-Term
	140.0000	28.8657	4,041.20[1]	08/04/11	1,987.20	1184	Long-Term
	60.0000	33.5065	2,010.39	09/25/12	573.21	766	Long-Term
	120.0000	53.4305	6,411.67	11/18/13	(1,244.47)	347	Short-Term
	90.0000	43.4994	3,914.95	02/07/14	(39.55)	268	Short-Term
Cost Basis			*19,371.06*				
SM ENERGY CO	**195.0000**	**56.3000**	**10,978.50**		**(751.90)**	**0.17%**	**19.50**
SYMBOL: SM	195.0000	60.1558	11,730.40	10/17/14	(751.90)	14	Short-Term
							Accrued Dividend: 9.75
SOUTHWEST GAS CORP COM	**70.0000**	**58.0900**	**4,066.30**		**359.32**	**2.51%**	**102.20**
SYMBOL: SWX	70.0000	52.9568	3,706.98	10/15/14	359.32	16	Short-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
STAGE STORES INC NEW	**707.0000**	**16.8700**	**11,927.09**		**(1,256.00)**	**3.31%**	**395.92**
SYMBOL: SSI	170.0000	7.1052	1,207.90[1]	12/26/08	1,660.00	2135	Long-Term
	110.0000	24.9453	2,743.99	07/12/13	(888.29)	476	Long-Term
	187.0000	24.9144	4,659.00	08/05/13	(1,504.31)	452	Long-Term
	140.0000	18.6899	2,616.59	05/06/14	(254.79)	178	Short-Term
	100.0000	19.5561	1,955.61	05/14/14	(268.61)	170	Short-Term
Cost Basis			*13,183.09*				
STANCORP FINL GROUP INC	**126.0000**	**69.5600**	**8,764.56**		**4,426.99**	**1.58%**	**138.60**
SYMBOL: SFG	26.0000	18.8438	489.94[1]	03/16/09	1,318.62	2055	Long-Term
	100.0000	38.4763	3,847.63	01/31/12	3,108.37	1004	Long-Term
Cost Basis			*4,337.57*				
STANDARD MOTOR PRODS INC	**230.0000**	**39.5200**	**9,089.60**		**1,795.77**	**1.31%**	**119.60**
SYMBOL: SMP	100.0000	30.3778	3,037.78	09/11/13	914.22	415	Long-Term
	130.0000	32.7388	4,256.05	10/09/13	881.55	387	Long-Term
Cost Basis			*7,293.83*				
SUSQUEHANNA BANCSHRS INC	**1,140.0000**	**9.8100**	**11,183.40**		**(1,029.14)**	**3.66%**	**410.40**
SYMBOL: SUSQ	260.0000	10.9523	2,847.62	04/21/14	(297.02)	193	Short-Term
	430.0000	10.7498	4,622.42	04/24/14	(404.12)	190	Short-Term
	450.0000	10.5388	4,742.50	04/25/14	(328.00)	189	Short-Term
Cost Basis			*12,212.54*			***Accrued Dividend: 102.60***	
THOR INDUSTRIES INC	**190.0000**	**52.8900**	**10,049.10**		**148.34**	**2.04%**	**205.20**
SYMBOL: THO	10.0000	51.2700	512.70	07/02/13	16.20	486	Long-Term
	130.0000	51.6008	6,708.11	11/07/13	167.59	358	Short-Term
	50.0000	53.5990	2,679.95	01/16/14	(35.45)	288	Short-Term
Cost Basis			*9,900.76*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
UNITED COMMUNITY BKS NEW	**595.0000**	**18.0300**	**10,727.85**		**360.65**	**0.66%**	**71.40**
BLAIRSVILLE GA	120.0000	17.6045	2,112.55	09/04/14	51.05	57	Short-Term
SYMBOL: UCBI	105.0000	17.8342	1,872.60	09/09/14	20.55	52	Short-Term
	115.0000	17.8568	2,053.54	09/09/14	19.91	52	Short-Term
	110.0000	17.5463	1,930.10	09/17/14	53.20	44	Short-Term
	145.0000	16.5407	2,398.41	09/29/14	215.94	32	Short-Term
Cost Basis			*10,367.20*				
VALLEY NATIONAL BANCORP	**1,195.0000**	**9.9800**	**11,926.10**		**(304.63)**	**4.40%**	**525.80**
SYMBOL: VLY	750.0000	10.3896	7,792.24	04/14/14	(307.24)	200	Short-Term
	260.0000	10.0801	2,620.83	06/27/14	(26.03)	126	Short-Term
	185.0000	9.8251	1,817.66	08/08/14	28.64	84	Short-Term
Cost Basis			*12,230.73*				
WATTS WATER TECH INC A	**200.0000**	**60.6300**	**12,126.00**		**500.80**	**0.98%**	**120.00**
CLASS A	130.0000	57.8719	7,523.35	10/29/13	358.55	367	Long-Term
SYMBOL: WTS	70.0000	58.5978	4,101.85	02/18/14	142.25	255	Short-Term
Cost Basis			*11,625.20*				
WEBSTER FINANCIAL CORP	**480.0000**	**31.3400**	**15,043.20**		**3,139.71**	**2.55%**	**384.00**
WATERBURY CONN	315.0000	22.6676	7,140.30	02/08/12	2,731.80	996	Long-Term
SYMBOL: WBS	100.0000	28.3875	2,838.75	08/08/14	295.25	84	Short-Term
	65.0000	29.6067	1,924.44	09/29/14	112.66	32	Short-Term
Cost Basis			*11,903.49*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
WEST PHARM SRVC INC	**455.0000**	**51.2500**	**23,318.75**		**11,085.61**	**0.78%**	**182.00**
SYMBOL: WST	55.0000	23.2100	1,276.55[1]	07/22/11	1,542.20	1197	Long-Term
	180.0000	19.8347	3,570.25	09/20/11	5,654.75	1137	Long-Term
	120.0000	26.2415	3,148.99	09/26/12	3,001.01	765	Long-Term
	50.0000	41.9290	2,096.45	06/03/14	466.05	150	Short-Term
	50.0000	42.8180	2,140.90	06/06/14	421.60	147	Short-Term
Cost Basis			*12,233.14*				***Accrued Dividend: 50.05***
WESTAMERICA BANCORP	**241.0000**	**49.3400**	**11,890.94**		**672.91**	**3.08%**	**366.32**
SYMBOL: WABC	36.0000	47.1800	1,698.48[1]	05/24/07	77.76	2717	Long-Term
	10.0000	59.0100	590.10[1]	10/13/08	(96.70)	2209	Long-Term
	65.0000	51.3153	3,335.50[1]	08/20/10	(128.40)	1533	Long-Term
	30.0000	52.4433	1,573.30[1]	11/12/10	(93.10)	1449	Long-Term
	100.0000	40.2065	4,020.65	09/20/11	913.35	1137	Long-Term
Cost Basis			*11,218.03*				
WESTERN REFINING INC	**280.0000**	**45.5900**	**12,765.20**		**4,151.02**	**2.28%**	**291.20**
SYMBOL: WNR	280.0000	30.7649	8,614.18	08/06/13	4,151.02	451	Long-Term
							Accrued Dividend: 84.00
WGL HOLDINGS INC	**295.0000**	**47.0000**	**13,865.00**		**1,807.93**	**3.74%**	**519.20**
SYMBOL: WGL	80.0000	40.5318	3,242.55	06/02/14	517.45	151	Short-Term
	80.0000	40.6518	3,252.15	06/04/14	507.85	149	Short-Term
	80.0000	41.0308	3,282.47	06/12/14	477.53	141	Short-Term
	55.0000	41.4527	2,279.90	07/10/14	305.10	113	Short-Term
Cost Basis			*12,057.07*				***Accrued Dividend: 129.80***

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
WINTRUST FINANCIAL CORP	255.0000	46.3200	11,811.60		2,227.60	0.86%	102.00
SYMBOL: WTFC	65.0000	33.6660	2,188.29[1]	01/24/11	822.51	1376	Long-Term
	70.0000	37.0144	2,591.01	03/25/13	651.39	585	Long-Term
	120.0000	40.0391	4,804.70	09/05/13	753.70	421	Long-Term
Cost Basis			*9,584.00*				

[redacted]

Total Accrued Dividend for Equities: 419.60

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Other Assets

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
C B L & ASSOC PROPERTIES	625.0000	19.1300	11,956.25		262.40	5.12%	612.50
REIT	210.0000	18.5626	3,898.15	08/07/14	119.15	85	Short-Term
SYMBOL: CBL	210.0000	18.7176	3,930.70	08/08/14	86.60	84	Short-Term
	205.0000	18.8536	3,865.00	08/12/14	56.65	80	Short-Term
Cost Basis			*11,693.85*				

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
DUPONT FABROS TECHNOLOGY	**459.0000**	**30.9700**	**14,215.23**		**2,935.97**	**4.52%**	**642.60**
SYMBOL: DFT	215.0000	25.3644	5,453.35	01/26/12	1,205.20	1009	Long-Term
	120.0000	24.5335	2,944.03	12/12/12	772.37	688	Long-Term
	124.0000	23.2409	2,881.88	07/25/13	958.40	463	Long-Term
Cost Basis			*11,279.26*				
EDUCATION REALTY TRUST	**1,185.0000**	**11.2600**	**13,455.70**		**1,773.88**	**4.26%**	**573.60**
REIT	215.0000	9.6438	2,073.43	03/20/14	347.47	225	Short-Term
SYMBOL: EDR	330.0000	9.7356	3,212.76	03/25/14	503.04	220	Short-Term
	340.0000	9.8153	3,337.21	03/27/14	491.19	218	Short-Term
	310.0000	9.8658	3,058.42	03/31/14	432.18	214	Short-Term
Cost Basis			*11,681.82*				
GEO GROUP INC	**260.0000**	**39.9400**	**10,384.40**		**597.20**	**5.70%**	**592.80**
REIT	90.0000	37.3384	3,360.46	09/26/14	234.14	35	Short-Term
SYMBOL: GEO	85.0000	37.2343	3,164.92	09/29/14	229.98	32	Short-Term
	85.0000	38.3743	3,261.82	09/30/14	133.08	31	Short-Term
Cost Basis			*9,787.20*				
POST PROPERTIES INC	**205.0000**	**55.9400**	**11,487.70**		**1,481.42**	**2.86%**	**328.00**
REIT	95.0000	48.9235	4,647.74	03/21/14	666.56	224	Short-Term
SYMBOL: PPS	110.0000	48.5321	5,338.54	03/24/14	814.86	221	Short-Term
Cost Basis			*9,986.28*				

[redacted]

740,647 Equities
61,479 + Other Assets

802,126 = Total

Giles W & Elise G Mead Foundation
EIN 95-6040921
2013 Form 990-PF
Part II, Line 10b Detail

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ABBOTT LABORATORIES	**1,740.0000**	**43.5900**	**75,846.60**		**6,008.53**	**2.01%**	**1,531.20**
SYMBOL: ABT	240.0000	38.0563	9,133.53	04/16/14	1,328.07	198	Short-Term
	380.0000	39.7875	15,119.27	05/30/14	1,444.93	154	Short-Term
	420.0000	40.1985	16,883.37	06/10/14	1,424.43	143	Short-Term
	330.0000	40.0442	13,214.59	06/18/14	1,170.11	135	Short-Term
	370.0000	41.8575	15,487.31	07/17/14	640.99	106	Short-Term
Cost Basis			*69,838.07*				***Accrued Dividend: 382.80***

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ALEXION PHARMA INC	**620.0000**	**191.3600**	**118,643.20**		**51,151.79**	**N/A**	**N/A**
SYMBOL: ALXN	10.0000	88.2980	882.98	03/04/13	1,030.62	606	Long-Term
	140.0000	91.9367	12,871.14	04/25/13	13,919.26	554	Long-Term
	80.0000	98.9491	7,915.93	05/09/13	7,392.87	540	Long-Term
	80.0000	91.8676	7,349.41	06/06/13	7,959.39	512	Long-Term
	80.0000	108.7641	8,701.13	10/15/13	6,607.67	381	Long-Term
	110.0000	107.4922	11,824.15	10/23/13	9,225.45	373	Long-Term
	60.0000	147.5060	8,850.36	04/07/14	2,631.24	207	Short-Term
	60.0000	151.6051	9,096.31	04/24/14	2,385.29	190	Short-Term
Cost Basis			*67,491.41*				
ALIBABA GROUP HLDG ADR F	**670.0000**	**98.6000**	**66,062.00**		**5,922.46**	**N/A**	**N/A**
SPONSORED ADR	135.0000	88.4057	11,934.77	09/23/14	1,376.23	38	Short-Term
1 ADR REPS 1 ORD	135.0000	88.0516	11,886.97	09/24/14	1,424.03	37	Short-Term
SYMBOL: BABA	130.0000	89.3232	11,612.02	09/25/14	1,205.98	36	Short-Term
	130.0000	88.7817	11,541.63	09/29/14	1,276.37	32	Short-Term
	140.0000	94.0296	13,164.15	10/23/14	639.85	8	Short-Term
Cost Basis			*60,139.54*				
ALLERGAN INC	**490.0000**	**190.0600**	**93,129.40**		**10,774.83**	**0.10%**	**98.00**
EXCHANGE OFFER	150.0000	161.6358	24,245.38	08/20/14	4,263.62	72	Short-Term
EXPIRES: 12/31/2014	100.0000	166.4055	16,640.55	08/25/14	2,365.45	67	Short-Term
SYMBOL: AGN	80.0000	169.5171	13,561.37	09/23/14	1,643.43	38	Short-Term
	80.0000	172.7356	13,818.85	09/24/14	1,385.95	37	Short-Term
	80.0000	176.1052	14,088.42	09/25/14	1,116.38	36	Short-Term
Cost Basis			*82,354.57*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
BIOGEN IDEC INC	**275.0000**	**321.0800**	**88,297.00**		**9,550.76**	**N/A**	**N/A**
SYMBOL: BIIB	35.0000	245.5991	8,595.97	11/19/13	2,641.83	348	Short-Term
	110.0000	276.0931	30,370.25	11/22/13	4,948.55	343	Short-Term
	40.0000	297.1457	11,885.83	11/25/13	957.37	340	Short-Term
	30.0000	295.5483	8,866.45	04/07/14	765.95	207	Short-Term
	30.0000	292.5436	8,776.31	04/09/14	856.09	205	Short-Term
	30.0000	341.7143	10,251.43	07/23/14	(619.03)	100	Short-Term
Cost Basis			*78,746.24*				
	30.0000	285.2908	8,558.72	05/15/13	1,674.58	534	Long-Term
	30.0000	256.6680	7,700.04	06/26/13	2,533.26	492	Long-Term
	40.0000	275.0792	11,003.17	07/18/13	2,641.23	470	Long-Term
Cost Basis			*61,153.39*				
CELGENE CORP	**1,900.0000**	**107.0900**	**203,471.00**		**140,510.04**	**N/A**	**N/A**
SYMBOL: CELG	1,900.0000	33.1373	62,960.96[1]	09/08/08	140,510.04	2244	Long-Term
COGNIZANT TECH SOL CL A	**2,010.0000**	**48.8500**	**98,188.50**		**8,986.86**	**N/A**	**N/A**
SYMBOL: CTSH	30.0000	41.0980	1,232.94	09/23/13	232.56	403	Long-Term
	260.0000	41.4295	10,771.69	09/25/13	1,929.31	401	Long-Term
	300.0000	41.8496	12,554.88	10/03/13	2,100.12	393	Long-Term
	320.0000	42.3313	13,546.02	10/04/13	2,085.98	392	Long-Term
	420.0000	43.3063	18,188.65	10/11/13	2,328.35	385	Long-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
COGNIZANT TECH SOL CL A	220.0000	49.6515	10,923.33	01/08/14	(176.33)	296	Short-Term
	180.0000	49.7318	8,951.74	01/23/14	(158.74)	281	Short-Term
	280.0000	46.5442	13,032.39	02/05/14	645.61	268	Short-Term
Cost Basis			*89,201.64*				
COMCAST CORP NEW CL A	**1,340.0000**	**55.3500**	**74,169.00**		**6,333.47**	**1.62%**	**1,206.00**
SYMBOL: CMCSA	280.0000	49.5247	13,866.92	04/09/14	1,631.08	205	Short-Term
	470.0000	48.7222	22,899.45	04/16/14	3,115.05	198	Short-Term
	290.0000	51.0337	14,799.79	04/22/14	1,251.71	192	Short-Term
	300.0000	54.2312	16,269.37	10/27/14	335.63	4	Short-Term
Cost Basis			*67,835.53*				
DISCOVERY COMMUN SER A	**830.0000**	**35.3500**	**29,340.50**		**5,407.26**	**N/A**	**N/A**
SERIES A	90.0000	22.7598	2,048.39[1]	05/02/11	1,133.11	1278	Long-Term
SYMBOL: DISCA	110.0000	22.6460	2,491.07[1]	05/03/11	1,397.43	1277	Long-Term
	250.0000	22.1485	5,537.13	02/02/12	3,300.37	1002	Long-Term
	100.0000	22.8170	2,281.70	02/06/12	1,253.30	998	Long-Term
	120.0000	39.2182	4,706.19	05/09/13	(464.19)	540	Long-Term
	160.0000	42.9297	6,868.76	03/13/14	(1,212.76)	232	Short-Term
Cost Basis			*23,933.24*				
DISCOVERY COMMUN SER C	**810.0000**	**34.9900**	**28,341.90**		**5,475.62**	**N/A**	**N/A**
SERIES C	70.0000	22.1668	1,551.68[1]	05/02/11	897.62	1278	Long-Term
SYMBOL: DISCK	110.0000	22.0560	2,426.16[1]	05/03/11	1,422.74	1277	Long-Term
	250.0000	21.5714	5,392.85	02/02/12	3,354.65	1002	Long-Term
	100.0000	22.2224	2,222.24	02/06/12	1,276.76	998	Long-Term
	120.0000	38.1963	4,583.56	05/09/13	(384.76)	540	Long-Term
	160.0000	41.8111	6,689.79	03/13/14	(1,091.39)	232	Short-Term
Cost Basis			*22,866.28*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
DOLLAR GENERAL CORP NEW	**750.0000**	**62.6700**	**47,002.50**		**8,069.29**	**N/A**	**N/A**
SYMBOL: DG	140.0000	47.1271	6,597.80	06/05/12	2,176.00	878	Long-Term
	260.0000	45.4864	11,826.47	12/11/12	4,467.73	689	Long-Term
	150.0000	59.5082	8,926.23	12/05/13	474.27	330	Short-Term
	200.0000	57.9135	11,582.71	03/13/14	951.29	232	Short-Term
Cost Basis			*38,933.21*				
DOLLAR TREE INC	**640.0000**	**60.5700**	**38,764.80**		**3,505.97**	**N/A**	**N/A**
SYMBOL: DLTR	250.0000	55.4162	13,854.07	07/31/14	1,288.43	92	Short-Term
	220.0000	54.5173	11,993.82	08/01/14	1,331.58	91	Short-Term
	170.0000	55.3584	9,410.94	08/04/14	885.96	88	Short-Term
Cost Basis			*35,258.83*				
GOOGLE INC CL C NON VTG	**60.0000**	**559.0800**	**33,544.80**		**12,980.77**	**N/A**	**N/A**
NON VOTING SHARES	1.0000	175.9400	175.94[1]	02/04/09	383.14	2095	Long-Term
SYMBOL: GOOG	17.0000	309.8517	5,267.48	03/01/12	4,236.88	974	Long-Term
	17.0000	304.5482	5,177.32	07/20/12	4,327.04	833	Long-Term
	15.0000	373.3280	5,599.92	01/23/13	2,786.28	646	Long-Term
	10.0000	434.3370	4,343.37	05/09/13	1,247.43	540	Long-Term
Cost Basis			*20,564.03*				
GOOGLE INC CLASS A VTG	**115.0000**	**567.8700**	**65,305.05**		**33,519.48**	**N/A**	**N/A**
VOTING SHARES	16.0000	266.9925	4,271.88[1]	04/18/08	4,814.04	2387	Long-Term
SYMBOL: GOOGL	40.0000	176.5062	7,060.25[1]	02/04/09	15,654.55	2095	Long-Term
	17.0000	310.8447	5,284.36	03/01/12	4,369.43	974	Long-Term
	17.0000	305.5247	5,193.92	07/20/12	4,459.87	833	Long-Term
	15.0000	374.5240	5,617.86	01/23/13	2,900.19	646	Long-Term
	10.0000	435.7300	4,357.30	05/09/13	1,321.40	540	Long-Term
Cost Basis			*31,785.57*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
INVESCO LTD F	**1,840.0000**	**40.4700**	**74,464.80**		**10,297.43**	**2.47%**	**1,840.00**
SYMBOL: IVZ	290.0000	34.2434	9,930.61	11/25/13	1,805.69	340	Short-Term
	400.0000	34.3536	13,741.47	11/26/13	2,446.53	339	Short-Term
	240.0000	34.7537	8,340.91	11/27/13	1,371.89	338	Short-Term
	410.0000	34.9429	14,326.60	12/02/13	2,266.10	333	Short-Term
	260.0000	34.8901	9,071.43	12/16/13	1,450.77	319	Short-Term
	240.0000	36.4847	8,756.35	01/06/14	956.45	298	Short-Term
Cost Basis			*64,167.37*				
LAS VEGAS SANDS CORP	**850.0000**	**62.2600**	**52,921.00**		**15,440.98**	**3.21%**	**1,700.00**
SYMBOL: LVS	140.0000	50.9311	7,130.36	02/02/12	1,586.04	1002	Long-Term
	140.0000	56.7650	7,947.10	04/26/12	769.30	918	Long-Term
	400.0000	36.1475	14,459.03	07/26/12	10,444.97	827	Long-Term
	170.0000	46.7266	7,943.53	09/19/12	2,640.67	772	Long-Term
Cost Basis			*37,480.02*				
MASTERCARD INC	**910.0000**	**83.7500**	**76,212.50**		**16,699.77**	**0.52%**	**400.40**
SYMBOL: MA	120.0000	63.0858	7,570.30	09/06/13	2,479.70	420	Long-Term
	400.0000	64.6479	25,859.18	09/10/13	7,640.82	416	Long-Term
	390.0000	66.8801	26,083.25	09/12/13	6,579.25	414	Long-Term
Cost Basis			*59,512.73*			***Accrued Dividend: 100.10***	
MONSANTO CO NEW DEL	**670.0000**	**115.0400**	**77,076.80**		**20,965.16**	**1.70%**	**1,313.20**
SYMBOL: MON	140.0000	77.6881	10,876.34	04/27/12	5,229.26	917	Long-Term
	130.0000	71.4658	9,290.56	05/11/12	5,664.64	903	Long-Term
	180.0000	77.0744	13,873.40	05/31/12	6,833.80	883	Long-Term
	70.0000	98.0887	6,866.21	07/02/13	1,186.59	486	Long-Term
	80.0000	99.2812	7,942.50	08/01/13	1,260.70	456	Long-Term
	70.0000	103.7518	7,262.63	10/03/13	790.17	393	Long-Term
Cost Basis			*56,111.64*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
MONSTER BEVERAGE CORP	**915.0000**	**100.8800**	**92,305.20**		**35,260.29**	**N/A**	**N/A**
SYMBOL: MNST	95.0000	61.7683	5,867.99	06/10/13	3,715.61	508	Long-Term
	130.0000	61.8596	8,041.75	06/12/13	5,072.65	506	Long-Term
	130.0000	59.0729	7,679.48	06/27/13	5,434.92	491	Long-Term
	150.0000	64.8416	9,726.24	08/09/13	5,405.76	448	Long-Term
	130.0000	56.4521	7,338.78	11/08/13	5,775.62	357	Short-Term
	140.0000	66.0630	9,248.82	04/17/14	4,874.38	197	Short-Term
	140.0000	65.2989	9,141.85	05/09/14	4,981.35	175	Short-Term
Cost Basis			*57,044.91*				
PERRIGO CO PLC F	**440.0000**	**161.4500**	**71,038.00**		**6,888.72**	**0.26%**	**184.80**
US SHARES	120.0000	142.5079	17,100.95	06/18/14	2,273.05	135	Short-Term
SYMBOL: PRGO	100.0000	146.1103	14,611.03	06/25/14	1,533.97	128	Short-Term
	100.0000	147.4966	14,749.66	06/26/14	1,395.34	127	Short-Term
	120.0000	147.3970	17,687.64	08/14/14	1,686.36	78	Short-Term
Cost Basis			*64,149.28*				
PRECISION CASTPARTS CORP	**435.0000**	**220.7000**	**96,004.50**		**(8,007.41)**	**0.05%**	**52.20**
SYMBOL: PCP	5.0000	222.0920	1,110.46	07/31/13	(6.96)	457	Long-Term
	30.0000	223.2840	6,698.52	08/01/13	(77.52)	456	Long-Term
	40.0000	216.4372	8,657.49	08/13/13	170.51	444	Long-Term
	30.0000	218.8326	6,564.98	08/22/13	56.02	435	Long-Term
	40.0000	251.4217	10,056.87	05/27/14	(1,228.87)	157	Short-Term
	50.0000	252.0236	12,601.18	05/29/14	(1,566.18)	155	Short-Term
	90.0000	253.1320	22,781.88	07/07/14	(2,918.88)	116	Short-Term
	80.0000	239.3652	19,149.22	07/24/14	(1,493.22)	99	Short-Term
	70.0000	234.1615	16,391.31	07/25/14	(942.31)	98	Short-Term
Cost Basis			*104,011.91*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
REGENERON PHARMS INC	**265.0000**	**393.7200**	**104,335.80**		**29,910.48**	**N/A**	**N/A**
SYMBOL: REGN	5.0000	269.0220	1,345.11	12/20/13	623.49	315	Short-Term
	70.0000	278.9407	19,525.85	12/23/13	8,034.55	312	Short-Term
	40.0000	280.0667	11,202.67	12/26/13	4,546.13	309	Short-Term
	50.0000	278.0414	13,902.07	12/27/13	5,783.93	308	Short-Term
	40.0000	263.9862	10,559.45	01/10/14	5,189.35	294	Short-Term
	30.0000	308.3730	9,251.19	02/11/14	2,560.41	262	Short-Term
	30.0000	287.9660	8,638.98	04/07/14	3,172.62	207	Short-Term
Cost Basis			*74,425.32*				
SAFRAN ADR F	**3,210.0000**	**15.7300**	**50,493.30**		**(3,894.29)**	**2.77%**	**1,399.94**
UNSPONSORED ADR	320.0000	16.8953	5,406.52	03/18/14	(372.92)	227	Short-Term
1 ADR REPS 10 ORD	530.0000	17.0367	9,029.50	03/19/14	(692.60)	226	Short-Term
SYMBOL: SAFRY	560.0000	17.1198	9,587.13	03/20/14	(778.33)	225	Short-Term
	520.0000	17.4750	9,087.01	03/21/14	(907.41)	224	Short-Term
	400.0000	17.5755	7,030.23	03/25/14	(738.23)	220	Short-Term
	330.0000	17.4830	5,769.40	03/26/14	(578.50)	219	Short-Term
	550.0000	15.4141	8,477.80	10/23/14	173.70	8	Short-Term
Cost Basis			*54,387.59*				
STARBUCKS CORP	**1,210.0000**	**75.5600**	**91,427.60**		**1,861.65**	**1.37%**	**1,258.40**
SYMBOL: SBUX	50.0000	73.0022	3,650.11	01/23/14	127.89	281	Short-Term
	410.0000	75.7052	31,039.14	01/24/14	(59.54)	280	Short-Term
	210.0000	70.7306	14,853.43	02/04/14	1,014.17	269	Short-Term
	140.0000	72.0138	10,081.94	02/06/14	496.46	267	Short-Term
	220.0000	74.5250	16,395.52	02/10/14	227.68	263	Short-Term
	180.0000	75.2545	13,545.81	03/19/14	54.99	226	Short-Term
Cost Basis			*89,565.95*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
TENCENT HOLDINGS ADR F	**6,080.0000**	**16.0501**	**97,584.61**		**63,225.69**	**0.96%**	**940.92**
UNSPONSORED ADR	1,330.0000	4.9274	6,553.52¹	03/22/11	14,793.11	1319	Long-Term
1 ADR REPS 1 ORD	2,750.0000	5.0515	13,891.63¹	03/25/11	30,246.15	1316	Long-Term
SYMBOL: TCEHY	1,300.0000	6.8949	8,963.49	02/06/13	11,901.64	632	Long-Term
	700.0000	7.0718	4,950.28	05/02/13	6,284.79	547	Long-Term
Cost Basis			*34,358.92*				
THE PRICELINE GROUP	**83.0000**	**1,206.2100**	**100,115.43**		**9,907.53**	**N/A**	**N/A**
SYMBOL: PCLN	1.0000	1,025.9400	1,025.94	10/15/13	180.27	381	Long-Term
	26.0000	1,080.3230	28,088.40	10/21/13	3,273.06	375	Long-Term
	12.0000	1,073.0083	12,876.10	10/24/13	1,598.42	372	Long-Term
	29.0000	1,059.6600	30,730.14	11/08/13	4,249.95	357	Short-Term
	7.0000	1,101.9300	7,713.51	11/11/13	729.96	354	Short-Term
	8.0000	1,221.7262	9,773.81	06/27/14	(124.13)	126	Short-Term
Cost Basis			*90,207.90*				
TIME WARNER INC NEW	**1,090.0000**	**79.4700**	**86,622.30**		**19,991.44**	**1.59%**	**1,384.30**
SYMBOL: TWX	380.0000	55.1402	20,953.28	03/08/13	9,245.32	602	Long-Term
	270.0000	54.3261	14,668.07	03/15/13	6,788.83	595	Long-Term
	160.0000	61.5488	9,847.82	09/25/13	2,867.38	401	Long-Term
	280.0000	75.5774	21,161.69	10/16/14	1,089.91	15	Short-Term
Cost Basis			*66,630.86*				
VISA INC CL A	**390.0000**	**241.4300**	**94,157.70**		**59,332.49**	**0.66%**	**624.00**
CLASS A	100.0000	78.4077	7,840.77¹	04/27/11	16,302.23	1283	Long-Term
SYMBOL: V	240.0000	79.2542	19,021.01¹	05/06/11	38,922.19	1274	Long-Term
	50.0000	159.2686	7,963.43	02/07/13	4,108.07	631	Long-Term
Cost Basis			*34,825.21*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
WYNN RESORTS	**350.0000**	**190.0100**	**66,503.50**		**16,201.19**	**2.63%**	**1,750.00**
SYMBOL: WYNN	40.0000	139.7665	5,590.66	05/29/13	2,009.74	520	Long-Term
	100.0000	138.2114	13,821.14	05/30/13	5,179.86	519	Long-Term
	80.0000	127.7225	10,217.80	06/26/13	4,983.00	492	Long-Term
	30.0000	128.8886	3,866.66	07/11/13	1,833.64	477	Long-Term
	50.0000	166.0930	8,304.65	12/04/13	1,195.85	331	Short-Term
	50.0000	170.0280	8,501.40	12/05/13	999.10	330	Short-Term
Cost Basis			*50,302.31*				
YUM BRANDS INC	**1,060.0000**	**71.8300**	**76,139.80**		**1,417.28**	**2.06%**	**1,568.80**
SYMBOL: YUM	120.0000	62.4844	7,498.13	02/06/13	1,121.47	632	Long-Term
	130.0000	70.6354	9,182.61	03/12/13	155.29	598	Long-Term
	180.0000	69.9631	12,593.36	03/15/13	336.04	595	Long-Term
	130.0000	66.8876	8,695.39	04/09/13	642.51	570	Long-Term
	120.0000	71.8951	8,627.42	11/13/13	(7.82)	352	Short-Term
	240.0000	71.7127	17,211.07	02/04/14	28.13	269	Short-Term
	140.0000	77.9610	10,914.54	07/18/14	(858.34)	105	Short-Term
Cost Basis			*74,722.52*				***Accrued Dividend: 434.60***

[redacted]

Total Accrued Dividend for Equities: 917.50

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Giles W & Elise G Mead Foundation
EIN 95-6040921
2013 Form 990-PF
Part II, Line 10b Detail

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
LEGG MASON BW GLOBAL ♀ OPPTY BD FD IS SYMBOL: GOBSX	110,108.2800	11.3500	1,249,728.98	10.91	1,205,230.23 [1]	44,498.75
PIMCO SHORT TERM INSTL ♀ CL SYMBOL: PTSHX	2,262.6510	9.9100	22,422.87	9.82	22,308.63 [1]	114.24

Giles W & Elise G Mead Foundation
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Bond Funds (continued)	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
PIMCO TOTAL RETURN FUND ♀ INSTL CL SYMBOL: PTTRX	123,877.1620	10.9400	1,355,216.15	10.60	1,322,859.04[1]	32,357.11
TEMPLETON GLOBAL BOND ♀ FUND ADV CL SYMBOL: TGBAX	124,100.4990	13.2600	1,645,572.62	13.58	1,685,309.70	(39,737.08)

[redacted]

Equity Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ABERDEEN EMERGING ♀ MARKETS INST CL SYMBOL: ABEMX	85,381.3090	14.9000	1,272,181.50	13.77	1,176,583.67	95,597.83
AMG TIMESSQUARE MID CAP ♀ GWTH FD INST SYMBOL: TMDIX	45,748.0870	19.2400	880,193.19	10.94	513,473.17[1]	366,720.02
ARTISAN INTL FUND INV ♀ SYMBOL: ARTIX	35,369.9550	30.2900	1,071,355.94	26.12	914,519.41[1]	156,836.53
CAUSEWAY INTERNATIONAL ♀ VALUE FUND INST CL SYMBOL: CIVIX	76,236.0260	15.6000	1,189,282.01	13.53	976,369.78[1]	212,912.23
DODGE & COX STOCK FUND ♀ SYMBOL: DODGX	9,338.8520	179.6400	1,677,631.37	133.49	1,257,611.77[1]	420,019.60

Equity Funds (continued)	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
LAZARD EMRG MKTS EQTY ♀ PORT INST SHARE SYMBOL: LZEMX	53,904.0760	19.5100	1,051,668.52	17.78	971,290.86[1]	80,377.66
RS GLOBAL NATURAL ♀ RESOURCES FD CL Y SYMBOL: RSNYX	26,546.3230	31.6300	839,660.20	37.67	1,000,000.00	(160,339.80)
VAUGHAN NELSON VALUE ♀ OPPORTUNITY CL Y SYMBOL: VNVYX	39,904.3520	21.8600	872,309.13	14.42	575,366.52	296,942.61
VULCAN VALUE PARTNERS FD ♀ SYMBOL: VVPLX	57,970.5990	19.8900	1,153,035.21	17.79	1,031,052.37	121,982.84
WELLS FARGO ADVTG ABSLT ♀ RETURN INSTL SYMBOL: WABIX	93,523.7410	11.3200	1,058,688.75	10.89	1,018,027.03	40,661.72
WESTWOOD INCOME OPPTY FD ♀ INST SYMBOL: WHGIX	38,021.7550	14.8800	565,763.71	13.36	508,029.18	57,734.53

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