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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private FoundationDepartment of the Treasury
Internal Revenue Service

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

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending

Gaia Fund
44 Montgomery Street #1040
San Francisco, CA 94104

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
 ► \$ 46,103,559.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
 (Part I, column (d) must be on cash basis)

A Employer identification number
94-3215541

B Telephone number (see instructions)
(415) 391-6943

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
 2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (attach schedule)	833,653.			
2	Ch <input type="checkbox"/> if the foundn is not required to attach Sch B				
3	Interest on savings and temporary cash investments	60.	60.	N/A	
4	Dividends and interest from securities	527,114.	527,114.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	503,971.			
b	Gross sales price for all assets on line 6a. 8,430,434.				
7	Capital gain net income (from Part IV, line 2)		503,731.		
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) (attach schedule)				
11	Other income (attach schedule) See Statement 1	67,151.	15,954.		
12	Total. Add lines 1 through 11	1,931,949.	1,046,859.		
13	Compensation of officers, directors, trustees, etc	0.			84,762.
14	Other employee salaries and wages	84,762.			12,868.
15	Pension plans, employee benefits	15,330.			4,618.
16a	Legal fees (attach schedule) See St 2	4,618.			14,315.
b	Accounting fees (attach sch) See St 3	14,315.			
c	Other prof fees (attach sch) See St 4	69,190.	69,190.		
17	Interest See Stm 5	51,898.			
18	Taxes (attach schedule) See Stm 6	233.			
19	Depreciation (attach sch) and depletion See Stm 6	15,739.			15,739.
20	Occupancy	5,297.			5,297.
21	Travel, conferences, and meetings	110.			110.
22	Printing and duplications				
23	Other expenses (attach schedule) See Statement 7	22,239.	300.		21,754.
24	Total operating and administrative expenses Add lines 13 through 23	283,731.	69,490.		159,463.
25	Contributions, gifts, grants paid Part XV	1,384,325.			1,144,325.
26	Total expenses and disbursements Add lines 24 and 25	1,668,056.	69,490.		1,303,788.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	263,893.			
b	Net investment income (if negative, enter -0-)		977,369.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,239,311.		
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		3,935.	3,935.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 8	1,735.	152,828.	152,828.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 9	43,044,756.	45,237,540.	45,237,540.	
14 Land, buildings, and equipment basis 7,876.				
Less: accumulated depreciation (attach schedule) See Stmt 10	233.	7,643.	7,643.	
15 Other assets (describe See Statement 11)	887,781.	701,613.	701,613.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	45,173,583.	46,103,559.	46,103,559.	
LIABILITIES	17 Accounts payable and accrued expenses	11,336.	389,213.	
	18 Grants payable	650,000.	840,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe See Statement 12)	58,793.	58,793.	
	23 Total liabilities (add lines 17 through 22)	720,129.	1,288,006.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	43,599,900.	43,961,999.	
	25 Temporarily restricted	853,554.	853,554.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	44,453,454.	44,815,553.	
	31 Total liabilities and net assets/fund balances (see instructions)	45,173,583.	46,103,559.	

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	44,453,454.
2 Enter amount from Part I, line 27a	2	263,893.
3 Other increases not included in line 2 (itemize) See Statement 13	3	98,206.
4 Add lines 1, 2, and 3	4	44,815,553.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	44,815,553.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Sale of Publicly Traded Securities	P	Various	Various
b ST Cap Gain from Partnership - UBI	P	Various	Various
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,430,194.		7,926,703.	503,491.
b 240.			240.
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			503,491.
b			240.
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	503,731.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 []	3	240.

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 SEE STMT 20	(c) Net value of noncharitable-use assets SEE STMT 20	(d) Distribution ratio (column (b) divided by column (c))
2013	1,125,146.	43,972,245.	0.025588
2012	2,416,097.	39,359,124.	0.061386
2011	2,007,080.	38,175,216.	0.052575
2010	1,635,290.	37,510,443.	0.043596
2009	1,557,651.	33,213,710.	0.046898
2 Total of line 1, column (d)			2 0.230043
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.046009
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 45,599,581.
5 Multiply line 4 by line 3			5 2,097,991.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,774.
7 Add lines 5 and 6			7 2,107,765.
8 Enter qualifying distributions from Part XII, line 4			8 1,103,788.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	19,547.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	19,547.
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	19,547.
6 Credits/Payments			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	40,000.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	8,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	48,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	12.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	28,441.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax 28,441. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation.</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.gaiasf.org</u>	13	X	
14	The books are in care of <u>Mark L. Schlesinger</u> Telephone no <u>(415) 434-2821</u> Located at <u>44 Montgomery St. #1040 San Francisco, CA</u> ZIP + 4 <u>94104</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If 'Yes,' enter the name of the foreign country				X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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 2014?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If 'Yes,' list the years <u>20</u> <u>20</u> <u>20</u> <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2014 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 2014)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4 b	X

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

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

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6 b X

If 'Yes' to 6b, file Form 8870

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

N/A

7 b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Christine H. Russell 44 Montgomery Street #1040 San Francisco, CA 94104	Dir/Pres 2.00	0.	0.	0.
Mark L. Schlesinger 44 Montgomery Street #1040 San Francisco, CA 94104	Dir/CFO/Sec 20.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Susan R. Clark 44 Montgomery Street, # 1040 San Francisco, CA 94104	Programs Dir 40	84,762.	0.	0.

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

0

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

Total. Add lines 1 through 3

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	45,024,216.
b Average of monthly cash balances	1 b	559,103.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	45,583,319.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	45,583,319.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	683,750.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,899,569.
6 Minimum investment return. Enter 5% of line 5	6	2,244,978.

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	2,244,978.
2 a Tax on investment income for 2014 from Part VI, line 5	2 a	19,547.
b Income tax for 2014 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	19,547.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,225,431.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,225,431.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,225,431.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	1,303,788.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,303,788.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,303,788.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,225,431.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			261,862.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,303,788.				
a Applied to 2013, but not more than line 2a			261,862.	
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 2014 distributable amount				1,041,926.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				1,183,505.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

BAA

Form 990-PF (2014)

N/A

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

(4) Gross investment income

[illegible]

Form 990-PF (2014)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 15				
Total			3 a	1,144,325.
b Approved for future payment See Statement 16				
Total			3 b	440,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	60.	
4	Dividends and interest from securities			14	527,114.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	900099	240.	18	503,731.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Cancelled Grant					50,000.
b	Partnership Income	900099	1,197.	14	15,954.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		1,437.		1,046,859.	50,000.
13	Total. Add line 12, columns (b), (d), and (e)				13	1,098,296.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

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

OMB No 1545-0047

2014

Name of the organization

Gaia Fund

Employer identification number

94-3215541

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Gaia Fund

Employer identification number

94-3215541

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Columbia Foundation c/o 100 First Street, 14th Fl San Francisco, CA 94105	\$ 667,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	Madeleine Haas Russell CLT c/o 100 First Street, 14th Fl San Francisco, CA 94105	\$ 161,942.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

94-3215541

Part II

[illegible]

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Gaia Fund

Employer identification number

94-3215541

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	<div style="text-align: center;">(e) Transfer of gift</div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div>		
	<div style="text-align: center;">(e) Transfer of gift</div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div>		
	<div style="text-align: center;">(e) Transfer of gift</div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div>		
	<div style="text-align: center;">(e) Transfer of gift</div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div>		
	<div style="text-align: center;">(e) Transfer of gift</div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div>		

Gaia Fund

94-3215541

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Cancelled Grant	\$ 50,000.		
Partnership Income	17,151.	\$ 15,954.	
Total	\$ 67,151.	\$ 15,954.	\$ 0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 4,618.			\$ 4,618.
Total	\$ 4,618.	\$ 0.		\$ 4,618.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit Fees	\$ 10,650.			\$ 10,650.
Tax Preparation	3,665.			3,665.
Total	\$ 14,315.	\$ 0.		\$ 14,315.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 69,190.	\$ 69,190.		
Total	\$ 69,190.	\$ 69,190.		\$ 0.

Gaia Fund

94-3215541

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 51,898.			
Total	<u>\$ 51,898.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

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

Date Acquired	Cost Basis	Prior Yr Depr	Method	Rate	Life	Current Yr Depr	Net Invest Income	Adjusted Net Income
2014 Equipment 12/17/14	3,837		S/L	0.025		96	0	0
2014 Furniture 9/02/14	1,832		S/L	0.0536		98	0	0
2014 Furniture 12/05/14	1,582		S/L	0.0179		28	0	0
2014 Furniture 12/18/14	625		S/L	0.0179		11	0	0

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues & Memberships	\$ 9,915.			\$ 9,915.
Filing Fees	255.			255.
Hardware/Software/Internet	5,992.			5,992.
Insurance	1,435.			1,435.
Postage	5.			5.
Supplies	2,853.			2,853.
Telephone	1,484.			1,299.
Wire Fees	300.	\$ 300.		
Total	<u>\$ 22,239.</u>	<u>\$ 300.</u>	<u></u>	<u>\$ 21,754.</u>

Gaia Fund

94-3215541

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
American Express Co, 300 Sh	Mkt Val	\$ 27,912.	\$ 27,912.
IBM Corp, 400 Sh	Mkt Val	64,177.	64,177.
Procter & Gamble Co Com, 366 Sh	Mkt Val	33,339.	33,339.
Union Pacific Corp Com, 230 Sh	Mkt Val	27,400.	27,400.
	Total	\$ 152,828.	\$ 152,828.

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

<u>Other Publicly Traded Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Pimco Unconstrained Bond, 532,110.944 Sh	Mkt Val	\$ 5,949,000.	\$ 5,949,000.
Vanguard FTSE All World, 18,341.545 Sh	Mkt Val	534,106.	534,106.
Parametric Tax-Managed, 40,488.170 Sh	Mkt Val	1,864,480.	1,864,480.
Pimco Fund, 152,370.986 Sh	Mkt Val	1,391,147.	1,391,147.
Pimco Fund Institutional, 184,565.645 Sh	Mkt Val	2,140,961.	2,140,961.
Powershares Exchange-Traded, 28,703 Sh	Mkt Val	2,624,315.	2,624,315.
Total Other Publicly Traded Securities		\$ 14,504,009.	\$ 14,504,009.
<u>Other Securities</u>			
Greycourt Partners Fund #1212, 8,250 Sh	Mkt Val	9,775,906.	9,775,906.
FIR Tree Real Estate, Fund III	Mkt Val	1,023,477.	1,023,477.
Merced Partners IV, L.P.	Mkt Val	445,100.	445,100.
Greycourt Partners Fund #0913, 15,625 Sh	Mkt Val	17,374,443.	17,374,443.
Greycourt Partners Fund #1013, 1,000 Sh	Mkt Val	1,078,838.	1,078,838.
KKR Fund L.P.	Mkt Val	1,035,767.	1,035,767.
Total Other Securities		\$ 30,733,531.	\$ 30,733,531.
	Total	\$ 45,237,540.	\$ 45,237,540.

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

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 4,039.	\$ 137.	\$ 3,902.	\$ 3,902.
Machinery and Equipment	3,837.	96.	3,741.	3,741.
Total	\$ 7,876.	\$ 233.	\$ 7,643.	\$ 7,643.

Gaia Fund

94-3215541

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

	<u>Book Value</u>	<u>Fair Market Value</u>
Charitable Lead Annuity Trust Interest	\$ 691,613.	\$ 691,613.
Security Deposits	10,000.	10,000.
Total	<u>\$ 701,613.</u>	<u>\$ 701,613.</u>

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

Deferred Excise Tax Liability	\$ 58,793.
Total	<u>\$ 58,793.</u>

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

Net Unrealized Gains or Losses on Investments	\$ 98,206.
Total	<u>\$ 98,206.</u>

Statement 14
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	Mark Schlesinger
Care Of:	
Street Address:	44 Montgomery Street, Ste 1040
City, State, Zip Code:	San Francisco, CA 94104
Telephone:	415-391-6943
E-Mail Address:	
Form and Content:	See Statement 18
Submission Deadlines:	See Statement 18
Restrictions on Awards:	See Statement 18

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Center for Food Safety 660 Pennsylvania Ave SE #302 Washington, DC 20003	N/A	PC	General Support	\$ 20,000.
Marin Organic PO Box 962 Point Reyes Station, CA 94956	N/A	PC	General Support	10,000.
Organic Farming Research Fdn PO Box 440 Santa Cruz, CA 95061	N/A	PC	General Support	1,000.
Sonoma Land Trust 966 Sonoma Avenue Santa Rosa, CA 95404	N/A	PC	General Support	1,000.
Wild Farm Alliance PO Box 2570 Watsonville, CA 95077	N/A	PC	General Support	10,000.
Natural Resources Defense Cncl 40 West 20th Street New York, NY 10011	N/A	PC	2014 Benefit Gala	1,000.
Xerces Society 4828 SE Hawthorne Blvd Portland, OR 97215	N/A	PC	California Programs	10,000.
BRJCC / Jewish Music Festival 1414 Walnut Street Berkeley, CA 94709	N/A	PC	Final Season	10,000.
Jewish Community Center of SF 3200 California Street San Francisco, CA 94118	N/A	PC	General Support	10,000.
Ecological Farming Association 406 Main Street, #313 Watsonville, CA 95076	N/A	PC	EcoFarm Scholarships	1,000.
Foundation Center 312 Sutter Street, #606 San Francisco, CA 94108	N/A	PC	General Support of SF Fdn Center	1,000.

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

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Magic Theatre Fort Mason Ctr Bldg D, 3rd Fl. San Francisco, CA 94123	N/A	PC	General Support	\$ 10,000.
Vassar College PO Box 159 / 124 Raymond Ave Poughkeepsie, NY 12601	N/A	PC	Annual Campaign	10,000.
Zen Hospice Project 273 Page Street San Francisco, CA 94102	N/A	PC	General Support	1,000.
California FarmLink PO Box 2224 Sebastopol, CA 95497	N/A	PC	General Support	10,000.
Marin Agricultural Land Trust PO Box 809 Point Reyes Station, CA 94956	N/A	PC	General Support	1,000.
Sierra Club Foundation 85 Second Street, 2nd Floor San Francisco, CA 94105	N/A	PC	General Support	2,000.
Friends of SF Public Library 391 Grove Street San Francisco, CA 94102	N/A	PC	General Support	1,000.
Jewish Family and Children's Svcs 2150 Post Street San Francisco, CA 94115	N/A	PC	Youth First Program	10,000.
Anthony Manning Kunin Foundation 2698 Pacific Ave San Francisco, CA 94115	N/A	PC	Young Performers Theatre	1,000.
Community Alliance With Family Farmers PO Box 363 Davis, CA 95617	N/A	PC	General Support	10,000.
Organic Seed Alliance PO Box 772 Port Townsend, WA 98368	N/A	PC	Ca Outreach	20,000.

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Rural Advancement Fndn Int'l USA PO Box 640 Pittsboro, NC 27312	N/A	PC	Agricultural Justice Project	\$ 25,000.
Cornucopia Institute PO Box 126 Cornucopia, WI 54827	N/A	PC	General Support	12,000.
Food & Environment Reporting Network 1133 Broadway, #706 New York, NY 10010	N/A	PC	General Support	10,000.
Trust for Conservation Innovation 150 Post Street, #342 San Francisco, CA 94104	N/A	PC	Kitchen Table Advisors	10,000.
Golden Gate National Parks Conservancy Building 201, Fort Mason San Francisco, CA 94123	N/A	PC	General Support	2,000.
SF Bicycle Coalition Education Fund 833 Market Street, 10th Fl San Francisco, CA 94103	N/A	PC	Connecting the City Initiative	5,000.
San Francisco SPCA 201 Alabama Street San Francisco, CA 94103	N/A	PC	Adoption Center Renovation	10,000.
Sebastiani Theatre Foundation 476 1st St. E Sonoma, CA 95476	N/A	PC	General Support	1,000.
Sonoma Community Center 276 E Napa Street Sonoma, CA 95476	N/A	PC	General Support	1,000.
Sonoma Valley Museum of Art 551 Broadway, Sonoma Sonoma, CA 95476	N/A	PC	General Support	1,000.
SPUR 654 Mission Street San Francisco, CA 94105	N/A	PC	General Support	7,500.

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Truckee Donner Land Trust 10069 W River Street Truckee, CA 96161	N/A	PC	General Support	\$ 1,000.
Valley of the Moon Natural History Assoc 2400 London Ranch Road Glen Ellen, CA 95442	N/A	PC	Jack London State Park	1,000.
New Israel Fund 2100 M Street, N.W. Washington, DC 20037	N/A	PC	Civil Rights, Religious Pluralism & Social Justice in Israel	10,000.
SF Jewish Film Festival 145 9th Street San Francisco, CA 94103	N/A	PC	General Support	10,000.
Congregation Emanu-El 2 Lake St. San Francisco, CA 94118	N/A	PC	2015 Annual Giving Campaign	10,000.
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103	N/A	PC	Trustee Commitment	10,175.
Jewish Community Federation 121 Steuart Street #7 San Francisco, CA 94105	N/A	PC	Stop Sirens Emergency Fund	1,000.
Jewish Community Federation 121 Steuart Street #7 San Francisco, CA 94105	N/A	PC	General Support	50,000.
San Francisco Ballet 455 Franklin Street San Francisco, CA 94102	N/A	PC	General Support	92,400.
Public Health Institute 555 12th Street, 10th Floor Oakland, CA 94607	N/A	PC	General Support	50,000.
American Civil Liberties Union 39 Drumm St. San Francisco, CA 94111	N/A	PC	General Support	2,500.
California Academy of Sciences 55 Music Concourse Dr. San Francisco, CA 94118	N/A	PC	General Support	2,000.

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Fine Arts Museums of San Francisco 50 Hagiwara Tea Garden Dr. San Francisco, CA 94118	N/A	PC	General Support	\$ 2,000.
Metropolitan Museum of Art 1000 5th Ave New York, NY 10028	N/A	PC	General Support	1,000.
SF Museum of Modern Art 151 3rd St. San Francisco, CA 94103	N/A	PC	General Support	1,000.
Union of Concerned Scientists 500 12th St. Suite 340 Oakland, CA 94607	N/A	PC	General Support	1,000.
Yerba Buena Center for the Arts 701 Mission St. San Francisco, CA 94103	N/A	PC	General Support	1,000.
COFAM 50 Hagiwara Tea Garden San Francisco, CA 94118	N/A	PC	Honor of J & M Goldman	2,500.
SF Ballet 455 Franklin St. San Francisco, CA 94102	N/A	PC	SF Ballet Paris Tour	26,250.
SF Architectural Heritage 2001 Franklin St. San Francisco, CA 94109	N/A	PC	Haas-Lilienthal House	100,000.
ALBA P.O. Box 6464 Salinas, CA 93912	N/A	PC	FEED Program	15,000.
CalCAN PO Box 1366 Sebastopol, CA 95473	N/A	PC	General Support	10,000.
California Foodshed Funders 354 Pine St. #700 San Francisco, CA 94104	N/A	PC	Community Initiatives	5,000.
Center for Land-Based Learning 5865 Putah Creek Rd Winters, CA 95694	N/A	PC	Cal Farm Academy	10,000.

Gaia Fund

94-3215541

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Earth Justice Legal Defense Fund 50 California St. #500 San Francisco, CA 94111	N/A	PC	General Support	\$ 2,000.
Organic Consumers Association 6771 South Silver Hill Dr. Finland, MN 55603	N/A	PC	General Support	1,000.
Sonoma Land Trust 822 5th St. Santa Rosa, CA 95404	N/A	PC	General Support	10,000.
Greenbelt Alliance 312 Sutter St. #510 San Francisco, CA 94108	N/A	PC	Barriers to Farming Initiative	15,000.
Regents of the University of Cal 1111 Franklin St., 12th Floor Oakland, CA 94607	N/A	PC	Incubator Farm	20,000.
Sustainable Economies Law Center 2323 Broadway #203 Oakland, CA 94612	N/A	PC	Farmland Commons	15,000.
Third Sector New England, Inc 89 South St. #700 Boston, MA 02111	N/A	PC	Real Food Challenge	20,000.
Wilderness Torah 2095 Rose St., Suite 202 Berkeley, CA 94709	N/A	PC	General Support	10,000.
SPUR 654 Mission Street San Francisco, CA 94105	N/A	PC	Awards Luncheon Spnshp	1,000.
Natural Resources Defense Cncl 40 W 20th St. New York, NY 10011	N/A	PC	Beinecke Strategic Initiative Fund	25,000.
Natural Resources Defense Cncl 40 W 20th St. New York, NY 10011	N/A	PC	Food & Farming Program	75,000.

Gaia Fund

94-3215541

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Contemporary Jewish Museum 736 Mission St. San Francisco, CA 94103	N/A	PC	New Director's Fund	\$ 100,000.
SF Ballet 455 Franklin St. San Francisco, CA 94102	N/A	PC	General Support	200,000.
Total				<u>\$ 1,144,325.</u>

Statement 16
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Felix Gillet Institute P.O. Box 942 North San Juan, CA 95959	N/A	PC	General Support	\$ 10,000.
SF Architectural Heritage 2001 Franklin St. San Francisco, CA 94109	N/A	PC	General Support	200,000.
The SAGE Project 68 12th Street, 2nd Floor San Francisco, CA 94103	N/A	PC	General Support	25,000.
Natural Resources Defense Cncl 40 W 20th St. New York, NY 10011	N/A	PC	General Support	75,000.
Natural Resources Defense Cncl 40 W 20th St. New York, NY 10011	N/A	PC	General Support	75,000.
Rural Advancement Foundation Inter-USA PO Box 640 Pittsboro, NC 27312	N/A	PC	Ag Justice Program	25,000.
Greenbelt Alliance 312 Sutter St. #510 San Francisco, CA 94108	N/A	PC	Barriers to Farming	30,000.
Total				<u>\$ 440,000.</u>

Statement 18
Form 990-PF, Part XV, Lines 2b-d
Supplementary Information

Applying for a Grant

Those interested in applying for a grant from Gaia Fund should carefully review the material on the Gaia Fund website www.gaiasf.org describing funding interests and grantmaking policies. Only inquiries that align with those interests and policies are considered by the Fund.

Applying to Gaia Fund for a grant involves a two-step process.

First Step: Initial Inquiry

As a first step in applying for a grant, applicants should submit a completed Gaia Fund inquiry form. A link to the inquiry form, along with additional guidelines for making an initial inquiry, is in the Making an Initial Inquiry section of the website.

Following a trustee review of the inquiry, applicants will be notified whether or not the Fund would like to invite a full proposal. This notification may be mailed at any time following receipt of the inquiry.

Second Step: Full Proposal

If the Fund is interested in further considering the request, applicants will be asked to submit a more detailed document that conforms to our Full Proposal Guidelines.

The due date for the full proposal will vary depending on when the Fund's trustees review the initial inquiry, and will be communicated at the time the invitation for submission is extended.

After applicants are notified of the Fund's decision, they are asked to sign an agreement letter indicating any conditions associated with the grant award.

Statement 19
Form 990-PF, Part I, Page 1, Line 1 and Schedule B
Supplemental Information

During 2013, Gaia Fund (the "Fund") was one of three recipients of a "significant disposition of assets," as defined in Treasury Regulations §1.507-3(c) (1) from the Columbia Foundation (EIN:94-11961860).

The Fund qualified to be a recipient of one third of Columbia Foundation's assets,

Gaia Fund

94-3215541

pursuant to Columbia Foundation's plan of dissolution. During its final fiscal year, Columbia Foundation distributed all of its assets to three successor foundations pursuant to IRC Section 507(b)(2) and the Treasury Regulations thereunder. Columbia has filed its Certificate of Dissolution and has filed its final Form 990-PF.

The Fund received the following assets:

Cash: \$671,711

In 2014 The Fund received the residual assets from the Columbia Foundation. These distributions are reported as contributions on Part I, Page 1 and Schedule B of Form 990-PF.

Gaia Fund

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Part V Qualification Under Section 4940(e)

Columbia Foundation's transfer of one third of its assets to Gaia Fund meets the requirements of IRC Section 507(b)(2) and the Treasury Regulations thereunder relating to successor organizations. Therefore, as a successor organization, the Fund also inherits a one-third share of Columbia Foundation's Chapter 42 attributes, including but not limited to one third of Columbia Foundation's prior year amounts for purposes of qualifying for the 1% rate under Section 4940 and one third of Columbia's excess qualifying distributions carryover under Section 4942.

Adjusted Qualifying Distributions

Calendar Year	Columbia Foundation	Gaia Fund	Total to Part V
2013	343,714	781,432	1,125,146
2012	1,544,265	871,832	2,416,097
2011	1,350,230	656,850	2,007,080
2010	1,081,409	553,881	1,635,290
2009	877,129	680,522	1,557,651

Noncharitable-Use Assets

Calendar Year	Columbia Foundation	Gaia Fund	Total to Part V
2013	20,405,689	23,566,556	43,972,245
2012	25,264,920	14,094,204	39,359,124
2011	24,060,426	14,114,790	38,175,216
2010	24,626,461	12,883,982	37,510,443
2009	22,095,347	11,118,363	33,213,710