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## Return of Private Foundation

OMB No. 1545-0052

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning JUL 1, 2014, and ending JUN 30, 2015

Name of foundation  
**THE DUFFIELD FAMILY FOUNDATION  
DBA MADDIE'S FUND**

A Employer identification number

94-3362163

Number and street (or P.O. box number if mail is not delivered to street address)

6150 STONERIDGE MALL ROAD

Room/suite

125

B Telephone number

(925) 310-5450

City or town, state or province, country, and ZIP or foreign postal code

PLEASANTON, CA 94588

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 foundationE 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

J Accounting method:

☐

Cash

☒

Accrual

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 297,206,493. (Part I, column (d) must be on cash basis)

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

(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                                      | 12,322,486.  |             | N/A |             |
|                                       | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B |              |             |     |             |
|                                       | 3 Interest on savings and temporary cash investments                                | 1,879.       | 1,879.      |     | STATEMENT 2 |
|                                       | 4 Dividends and interest from securities                                            | 4,706,258.   | 4,706,258.  |     | STATEMENT 3 |
|                                       | 5a Gross rents                                                                      |              |             |     |             |
|                                       | b Net rental income or (loss)                                                       |              |             |     |             |
|                                       | 6a Net gain or (loss) from sale of assets not on line 10                            | 11,093,749.  |             |     | STATEMENT 1 |
|                                       | b Gross sales price for all assets on line 6a                                       | 179,153,332. |             |     |             |
|                                       | 7 Capital gain net income (from Part IV, line 2)                                    |              | 31,367,389. |     |             |
|                                       | 8 Net short-term capital gain                                                       |              |             |     |             |
|                                       | 9 Income modifications                                                              |              |             |     |             |
|                                       | 10a Gross sales less returns and allowances                                         |              |             |     |             |
| Operating and Administrative Expenses | b Less Cost of goods sold                                                           |              |             |     |             |
|                                       | c Gross profit or (loss)                                                            |              |             |     |             |
|                                       | 11 Other income                                                                     | 514,776.     | 475,394.    |     | STATEMENT 4 |
|                                       | 12 Total. Add lines 1 through 11                                                    | 28,639,148.  | 36,550,920. |     |             |
|                                       | 13 Compensation of officers, directors, trustees, etc.                              | 436,043.     | 0.          |     | 436,043.    |
|                                       | 14 Other employee salaries and wages                                                | 1,351,626.   | 0.          |     | 1,335,033.  |
|                                       | 15 Pension plans, employee benefits                                                 | 386,832.     | 0.          |     | 394,720.    |
|                                       | 16a Legal fees                                                                      | 28,403.      | 675.        |     | 23,253.     |
|                                       | b Accounting fees                                                                   | 176,501.     | 12,146.     |     | 163,634.    |
|                                       | c Other professional fees                                                           | 2,356,258.   | 1,595,696.  |     | 699,918.    |
|                                       | 17 Interest                                                                         | 60,427.      | 60,427.     |     | 0.          |
|                                       | 18 Taxes                                                                            | 358,139.     | 26,897.     |     | 124,060.    |
|                                       | 19 Depreciation and depletion                                                       | 103,598.     | 0.          |     |             |
|                                       | 20 Occupancy                                                                        | 142,380.     | 107,851.    |     | 37,734.     |
|                                       | 21 Travel, conferences, and meetings                                                | 84,398.      | 0.          |     | 83,758.     |
|                                       | 22 Printing and publications                                                        |              |             |     |             |
|                                       | 23 Other expenses                                                                   | 1,536,742.   | 1,185,786.  |     | 795,133.    |
|                                       | 24 Total operating and administrative expenses. Add lines 13 through 23             | 7,021,347.   | 2,989,478.  |     | 4,093,286.  |
|                                       | 25 Contributions, gifts, grants paid                                                | 16,538,280.  |             |     | 19,614,090. |
|                                       | 26 Total expenses and disbursements. Add lines 24 and 25                            | 23,559,627.  | 2,989,478.  |     | 23,707,376. |
|                                       | 27 Subtract line 26 from line 12:                                                   |              |             |     |             |
|                                       | a Excess of revenue over expenses and disbursements                                 | 5,079,521.   |             |     |             |
|                                       | b Net investment income (if negative, enter -0-)                                    |              | 33,561,442. |     |             |
|                                       | c Adjusted net income (if negative, enter -0-)                                      |              |             | N/A |             |

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**THE DUFFIELD FAMILY FOUNDATION**

Form 990-PF (2014)

**DBA MADDIE'S FUND**

**94-3362163**

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| <b>Part II Balance Sheets</b>      |                                                                                                      | 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 |
| <b>Assets</b>                      | 1                                                                                                    | Cash - non-interest-bearing                                                                     |              | 140.              | 265.           | 265.                  |
|                                    | 2                                                                                                    | Savings and temporary cash investments                                                          |              | 10,400,931.       | 3,489,596.     | 3,489,596.            |
|                                    | 3                                                                                                    | Accounts receivable ▶ <b>8,268.</b>                                                             |              |                   |                |                       |
|                                    |                                                                                                      | Less: allowance for doubtful accounts ▶                                                         |              | 119,640.          | 8,268.         | 8,268.                |
|                                    | 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                                                           |              | 149,155.          | 150,396.       | 150,396.              |
|                                    | 10a                                                                                                  | Investments - U.S. and state government obligations                                             |              |                   |                |                       |
|                                    | b                                                                                                    | Investments - corporate stock <b>STMT 10</b>                                                    |              | 94,042,746.       | 96,992,343.    | 96,992,343.           |
|                                    | c                                                                                                    | Investments - corporate bonds <b>STMT 11</b>                                                    |              | 56,175,553.       | 56,834,531.    | 56,834,531.           |
|                                    | 11                                                                                                   | Investments - land, buildings, and equipment basis ▶ <b>12,000,000.</b>                         |              |                   |                |                       |
|                                    | Less: accumulated depreciation ▶                                                                     |                                                                                                 |              | 12,000,000.       | 12,000,000.    |                       |
| 12                                 | Investments - mortgage loans                                                                         |                                                                                                 |              |                   |                |                       |
| 13                                 | Investments - other <b>STMT 12</b>                                                                   |                                                                                                 | 109,499,916. | 127,201,132.      | 127,201,132.   |                       |
| 14                                 | Land, buildings, and equipment: basis ▶ <b>481,256.</b>                                              |                                                                                                 |              |                   |                |                       |
|                                    | Less: accumulated depreciation <b>STMT 13</b> ▶ <b>212,136.</b>                                      |                                                                                                 | 17,490,302.  | 269,120.          | 269,120.       |                       |
| 15                                 | Other assets (describe ▶ <b>INVESTMENT INCOME R</b> )                                                |                                                                                                 | 427,578.     | 260,842.          | 260,842.       |                       |
| 16                                 | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) |                                                                                                 | 288,305,961. | 297,206,493.      | 297,206,493.   |                       |
| <b>Liabilities</b>                 | 17                                                                                                   | Accounts payable and accrued expenses                                                           |              | 612,418.          | 715,802.       |                       |
|                                    | 18                                                                                                   | Grants payable                                                                                  |              | 20,190,063.       | 17,114,253.    |                       |
|                                    | 19                                                                                                   | Deferred revenue                                                                                |              |                   |                |                       |
|                                    | 20                                                                                                   | Loans from officers, directors, trustees, and other disqualified persons                        |              |                   |                |                       |
|                                    | 21                                                                                                   | Mortgages and other notes payable                                                               |              |                   |                |                       |
|                                    | 22                                                                                                   | Other liabilities (describe ▶ <b>STATEMENT 14</b> )                                             |              | 983,083.          | 383,937.       |                       |
| 23                                 | <b>Total liabilities</b> (add lines 17 through 22)                                                   |                                                                                                 | 21,785,564.  | 18,213,992.       |                |                       |
| <b>Net Assets or Fund Balances</b> |                                                                                                      | <b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>       |              |                   |                |                       |
|                                    |                                                                                                      | <b>and complete lines 24 through 26 and lines 30 and 31</b>                                     |              |                   |                |                       |
|                                    | 24                                                                                                   | Unrestricted                                                                                    |              | 266,520,397.      | 278,992,501.   |                       |
|                                    | 25                                                                                                   | Temporarily restricted                                                                          |              |                   |                |                       |
|                                    | 26                                                                                                   | Permanently restricted                                                                          |              |                   |                |                       |
|                                    |                                                                                                      | <b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/>           |              |                   |                |                       |
|                                    |                                                                                                      | <b>and complete lines 27 through 31.</b>                                                        |              |                   |                |                       |
|                                    | 27                                                                                                   | Capital stock, trust principal, or current funds                                                |              |                   |                |                       |
| 28                                 | Paid-in or capital surplus, or land, bldg., and equipment fund                                       |                                                                                                 |              |                   |                |                       |
| 29                                 | Retained earnings, accumulated income, endowment, or other funds                                     |                                                                                                 |              |                   |                |                       |
| 30                                 | <b>Total net assets or fund balances</b>                                                             |                                                                                                 | 266,520,397. | 278,992,501.      |                |                       |
| 31                                 | <b>Total liabilities and net assets/fund balances</b>                                                |                                                                                                 | 288,305,961. | 297,206,493.      |                |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 266,520,397. |
| 2 | Enter amount from Part I, line 27a                                                                                                                            | 2 | 5,079,521.   |
| 3 | Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN ON INVESTMENTS</b>                                                                      | 3 | 7,392,583.   |
| 4 | Add lines 1, 2, and 3                                                                                                                                         | 4 | 278,992,501. |
| 5 | Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.           |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 278,992,501. |

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

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a REALIZED GAIN ON INVESTMENTS</b>                                                                                             | P                                                |                                      | 12/31/14                         |
| <b>b GAIN ON SALES OF ASSETS</b>                                                                                                   | P                                                |                                      | 12/31/14                         |
| c                                                                                                                                  |                                                  |                                      |                                  |
| d                                                                                                                                  |                                                  |                                      |                                  |
| e                                                                                                                                  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a 155,140,882.</b> |                                            | <b>129,539,902.</b>                             | <b>25,600,980.</b>                           |
| <b>b 24,012,450.</b>  | <b>620,983.</b>                            | <b>18,867,024.</b>                              | <b>5,766,409.</b>                            |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| <b>a</b>                                                                                    |                                      |                                                 | <b>25,600,980.</b>                                                                              |
| <b>b</b>                                                                                    |                                      |                                                 | <b>5,766,409.</b>                                                                               |
| c                                                                                           |                                      |                                                 |                                                                                                 |
| d                                                                                           |                                      |                                                 |                                                                                                 |
| e                                                                                           |                                      |                                                 |                                                                                                 |

|                                                                                                                                                                                        |                                                                                   |          |                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|----------|--------------------|
| <b>2</b> Capital gain net income or (net capital loss)                                                                                                                                 | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | <b>2</b> | <b>31,367,389.</b> |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |                                                                                   | <b>3</b> | <b>N/A</b>         |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2013                                                                 | 20,698,040.                              | 263,780,006.                                 | .078467                                                     |
| 2012                                                                 | 12,589,895.                              | 254,874,006.                                 | .049397                                                     |
| 2011                                                                 | 14,099,866.                              | 243,879,691.                                 | .057815                                                     |
| 2010                                                                 | 12,022,381.                              | 247,656,983.                                 | .048544                                                     |
| 2009                                                                 | 13,343,160.                              | 235,201,562.                                 | .056731                                                     |

|                                                                                                                                                                                       |          |                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | <b>2</b> | <b>.290954</b>      |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | <b>3</b> | <b>.058191</b>      |
| <b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5                                                                                                 | <b>4</b> | <b>283,601,567.</b> |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | <b>5</b> | <b>16,503,059.</b>  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | <b>6</b> | <b>335,614.</b>     |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | <b>7</b> | <b>16,838,673.</b>  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | <b>8</b> | <b>23,943,219.</b>  |

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.

## THE DUFFIELD FAMILY FOUNDATION

DBA MADDIE'S FUND

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**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax**

63,063. Refunded

**Part VII-A Statements Regarding Activities**

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?

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

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

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

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

(1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.

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

If "Yes," attach a detailed description of the activities.

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

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

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

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

If "Yes," attach the statement required by **General Instruction T**

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?

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

CA, NV, WI, AL, DC, WV

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 explanation9 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)? If "Yes," complete **Part XIV**

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

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b X

5 X

6 X

7 X

8b X

9 X

10 X

Form 990-PF (2014)

## THE DUFFIELD FAMILY FOUNDATION

DBA MADDIE'S FUND

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

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

Website address ► **WWW.MADDIESFUND.ORG**

14 The books are in care of ► **VALERIE STOLTENBERG** Telephone no. ► **(925) 310-5450**  
 Located at ► **6150 STONERIDGE MALL ROAD, PLEASANTON, CA** ZIP+4 ► **94588**

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

16 At any time during calendar year 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?  
 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 ►

|    |     |    |
|----|-----|----|
| 16 | Yes | No |
|    |     | X  |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Yes                                                                 | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" 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                                                                                                                                                                                         | N/A                                                                 |    |
| 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?                                                                                                                                                                                                                                                                                                         |                                                                     | 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?                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| If "Yes," list the years ►                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)                                                                                                                                                                                       | 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.                                                                                                                                                                                                                                                                                                                                                                                |                                                                     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                     | <input checked="" type="checkbox"/> Yes <input 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.) |                                                                     | X  |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                |                                                                     | 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?                                                                                                                                                                                                                                                               |                                                                     | 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 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)? **N/A** ☐ Yes ☒ No

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? ☐ Yes ☒ No

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** ☐ Yes ☒ No

**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 16     |                                                           | 436,043.                                  | 40,860.                                                               | 4,800.                                |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**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 |
|--------------------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| SHEILA D'ARPINO - 6150 STONERIDGE MALL RD, SUITE 125, PLEASANTON, CA     | DIR. OF RESEARCH                                          | 176,450.         | 16,923.                                                               | 0.                                    |
| MARY IPPOLITI-SMITH - 6150 STONERIDGE MALL RD, SUITE 125, PLEASANTON, CA | EXECUTIVE LEADER                                          | 170,500.         | 17,571.                                                               | 0.                                    |
| SHARON FLETCHER - 6150 STONERIDGE MALL RD, SUITE 125, PLEASANTON, CA     | MARKETING DIRECTOR                                        | 120,500.         | 5,400.                                                                | 0.                                    |
| RABBE LARS - 6150 STONERIDGE MALL RD, SUITE 125, PLEASANTON, CA 94588    | CHIEF INFORMATION OFFICER                                 | 120,962.         | 0.                                                                    | 0.                                    |
| MICHELLE THOMPSON - 6150 STONERIDGE MALL RD, SUITE 125, PLEASANTON, CA   | SENIOR GRANTS MANAGER                                     | 101,222.         | 9,065.                                                                | 0.                                    |
| Total number of other employees paid over \$50,000                       |                                                           |                  | 0                                                                     |                                       |

## THE DUFFIELD FAMILY FOUNDATION

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000                        | (b) Type of service      | (c) Compensation |
|------------------------------------------------------------------------------------|--------------------------|------------------|
| NEVADA PACIFIC CONSULTING, LLC - 3201<br>DANVILLE BLVD, SUITE 172, ALAMO, CA 94507 | FINANCIAL<br>CONSULTANTS | 360,529.         |
| CHRISTIANN HELEN KEITH<br>10865 E. HOLLY ROAD, DAVISBURG, MI 48350                 | WRITING SERVICES         | 116,241.         |
| WORTH HIGGINS & ASSOCIATES, INC.<br>PO BOX 15069, RICHMOND, CA 23227               | PRINTING SERVICES        | 113,178.         |
| PATRICK HICKEY - 2055 CENTER STREET, APT 509,<br>BERKELEY, CA 94704                | IT CONSULTANT            | 102,919.         |
| OLIVE DEVELOPMENT, LLC - 1 MIDDLE STREET,<br>SUITE 220, PORTSMOUTH, NH 03801       | WEBSITE DEVELOPMENT      | 102,450.         |
| Total number of others receiving over \$50,000 for professional services           |                          | 10               |

**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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**THE DUFFIELD FAMILY FOUNDATION  
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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 | 280,929,633. |
| b | Average of monthly cash balances                                                                            | 1b | 6,990,740.   |
| c | Fair market value of all other assets                                                                       | 1c |              |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1d | 287,920,373. |
| 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  | 287,920,373. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 4,318,806.   |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 283,601,567. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | 6  | 14,180,078.  |

**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  | 14,180,078. |
| 2a | Tax on investment income for 2014 from Part VI, line 5                                                    | 2a | 335,614.    |
| b  | Income tax for 2014. (This does not include the tax from Part VI.)                                        | 2b |             |
| c  | Add lines 2a and 2b                                                                                       | 2c | 335,614.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 13,844,464. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4  | 0.          |
| 5  | Add lines 3 and 4                                                                                         | 5  | 13,844,464. |
| 6  | Deduction from distributable amount (see instructions)                                                    | 6  | 0.          |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 13,844,464. |

**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 | 23,707,376. |
| 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  | 235,843.    |
| 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 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 23,943,219. |
| 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  | 335,614.    |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | 6  | 23,607,605. |

**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)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|--------------------|
| <b>1</b> Distributable amount for 2014 from Part XI, line 7                                                                                                                       |               |                            |             | <b>13,844,464.</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2014                                                                                                                      |               |                            |             |                    |
| <b>a</b> Enter amount for 2013 only                                                                                                                                               |               |                            | 0.          |                    |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |                    |
| <b>3</b> Excess distributions carryover, if any, to 2014:                                                                                                                         |               |                            |             |                    |
| <b>a</b> From 2009                                                                                                                                                                |               |                            |             |                    |
| <b>b</b> From 2010                                                                                                                                                                |               |                            |             |                    |
| <b>c</b> From 2011                                                                                                                                                                |               |                            |             |                    |
| <b>d</b> From 2012                                                                                                                                                                |               |                            |             |                    |
| <b>e</b> From 2013                                                                                                                                                                | 2,425,543.    |                            |             |                    |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 2,425,543.    |                            |             |                    |
| <b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ <b>23,943,219.</b>                                                                                         |               |                            |             |                    |
| <b>a</b> Applied to 2013, but not more than line 2a                                                                                                                               |               |                            | 0.          |                    |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |                    |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |                    |
| <b>d</b> Applied to 2014 distributable amount                                                                                                                                     |               |                            |             | 13,844,464.        |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 10,098,755.   |                            |             |                    |
| <b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.                 |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |                    |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 12,524,298.   |                            |             |                    |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |                    |
| <b>c</b> 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.                         |             |                    |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |                    |
| <b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |                    |
| <b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015                                                              |               |                            |             | 0.                 |
| <b>7</b> 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.            |                            |             |                    |
| <b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |                    |
| <b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a                                                                                              | 12,524,298.   |                            |             |                    |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |                    |
| <b>a</b> Excess from 2010                                                                                                                                                         |               |                            |             |                    |
| <b>b</b> Excess from 2011                                                                                                                                                         |               |                            |             |                    |
| <b>c</b> Excess from 2012                                                                                                                                                         |               |                            |             |                    |
| <b>d</b> Excess from 2013                                                                                                                                                         | 2,425,543.    |                            |             |                    |
| <b>e</b> Excess from 2014                                                                                                                                                         | 10,098,755.   |                            |             |                    |



## THE DUFFIELD FAMILY FOUNDATION

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

| Recipient<br>Name and address (home or business)                  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount      |
|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-------------|
| <b>a Paid during the year</b>                                     |                                                                                                                    |                                      |                                     |             |
| SEE ATTACHED<br>6160 STONERIDGE MALL ROAD<br>PLEASANTON, CA 94588 | NONE                                                                                                               | PUBLIC<br>CHARITIES                  | GRANTS AND ALLOCATIONS              | 19,614,090. |
|                                                                   |                                                                                                                    |                                      |                                     |             |
|                                                                   |                                                                                                                    |                                      |                                     |             |
|                                                                   |                                                                                                                    |                                      |                                     |             |
|                                                                   |                                                                                                                    |                                      |                                     |             |
| <b>Total</b>                                                      |                                                                                                                    |                                      | <b>3a</b>                           | 19,614,090. |
| <b>b Approved for future payment</b>                              |                                                                                                                    |                                      |                                     |             |
| NONE                                                              |                                                                                                                    |                                      |                                     |             |
|                                                                   |                                                                                                                    |                                      |                                     |             |
|                                                                   |                                                                                                                    |                                      |                                     |             |
| <b>Total</b>                                                      |                                                                                                                    |                                      | <b>3b</b>                           | 0.          |

| Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income |
|---------------------------|---------------|--------------------------------------|---------------|---------------------------------------------|
| (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount |                                             |
| 900000                    |               |                                      |               | 36,000.                                     |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
| 900000                    |               | 14                                   | 1,879.        |                                             |
| 900000                    |               | 14                                   | 4,706,258.    |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
| 900000                    | 3,382.        | 14                                   | 475,394.      |                                             |
| 900000                    | 60,783.       | 18                                   | 11,032,966.   |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           |               |                                      |               |                                             |
|                           | 64,165.       |                                      | 16,216,497.   | 36,000.                                     |
|                           |               |                                      |               | 16,316,662.                                 |

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

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

OMB No 1545-0047

**2014**

Name of the organization

THE DUFFIELD FAMILY FOUNDATION  
DBA MADDIE'S FUND

Employer identification number

94-3362163

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)( ) (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

THE DUFFIELD FAMILY FOUNDATION  
DBA MADDIE'S FUND

Employer identification number

94-3362163

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                   | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                   |
|------------|-------------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | THE DAVID A. DUFFIELD TRUST<br>956 LAKESHORE BOULEVARD<br>INCLINE VILLAGE, NV 89450 | \$ 12,300,000.             | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
|            |                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                      |
|            |                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                       |
|            |                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                      |
|            |                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                      |
|            |                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                       |
|            |                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                       |



Name of organization

**THE DUFFIELD FAMILY FOUNDATION**  
**DBA MADDIE'S FUND**

Employer identification number

**94-3362163****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 info once) **\$**

Use duplicate copies of Part III if additional space is needed.

| (a) No.<br>from<br>Part I | (b) Purpose of gift                                                                                                                                                                                   | (c) Use of gift                                                                                                                                                                                       | (d) Description of how gift is held                                                                                                                                                                   |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                           | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |
|                           | (e) Transfer of gift                                                                                                                                                                                  |                                                                                                                                                                                                       |                                                                                                                                                                                                       |
|                           | Transferee's name, address, and ZIP + 4                                                                                                                                                               |                                                                                                                                                                                                       | Relationship of transferor to transferee                                                                                                                                                              |
|                           | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |                                                                                                                                                                                                       | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |

  

| (a) No.<br>from<br>Part I | (b) Purpose of gift                                                                                                                                                                                   | (c) Use of gift                                                                                                                                                                                       | (d) Description of how gift is held                                                                                                                                                                   |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                           | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |
|                           | (e) Transfer of gift                                                                                                                                                                                  |                                                                                                                                                                                                       |                                                                                                                                                                                                       |
|                           | Transferee's name, address, and ZIP + 4                                                                                                                                                               |                                                                                                                                                                                                       | Relationship of transferor to transferee                                                                                                                                                              |
|                           | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |                                                                                                                                                                                                       | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |

  

| (a) No.<br>from<br>Part I | (b) Purpose of gift                                                                                                                                                                                   | (c) Use of gift                                                                                                                                                                                       | (d) Description of how gift is held                                                                                                                                                                   |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                           | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |
|                           | (e) Transfer of gift                                                                                                                                                                                  |                                                                                                                                                                                                       |                                                                                                                                                                                                       |
|                           | Transferee's name, address, and ZIP + 4                                                                                                                                                               |                                                                                                                                                                                                       | Relationship of transferor to transferee                                                                                                                                                              |
|                           | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |                                                                                                                                                                                                       | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |

  

| (a) No.<br>from<br>Part I | (b) Purpose of gift                                                                                                                                                                                   | (c) Use of gift                                                                                                                                                                                       | (d) Description of how gift is held                                                                                                                                                                   |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                           | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |
|                           | (e) Transfer of gift                                                                                                                                                                                  |                                                                                                                                                                                                       |                                                                                                                                                                                                       |
|                           | Transferee's name, address, and ZIP + 4                                                                                                                                                               |                                                                                                                                                                                                       | Relationship of transferor to transferee                                                                                                                                                              |
|                           | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |                                                                                                                                                                                                       | <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div> |

**The Duffield Family Foundation**  
**94-3362163**  
**Investment Account Year End Balances**  
**6/30/2015**

| <b>Account Name</b>                                                | <b>Balance 6/30/15</b> |
|--------------------------------------------------------------------|------------------------|
| <b>Private Equity Funds (Alternative Assets Account #2623550):</b> |                        |
| Axiom Asia Private Capital Fund I, LP                              | 4,752,920              |
| Axiom Asia Private Capital Fund II, LP                             | 2,909,980              |
| Capital Dynamics Champion Ventures IV (Q), L.P.                    | 2,390,948              |
| Capital Dynamics Champion Ventures V, L.P.                         | 2,603,445              |
| Capital Dynamics Champion Ventures VI, LP                          | 2,060,339              |
| Flag Int'l Partners (Offshore) L P                                 | 2,041,365              |
| Flag Private Equity III (Offshore) L.P.                            | 3,203,175              |
| Flag Venture Partners VI, (Offshore) L.P                           | 2,294,673              |
| GC Mezzanine Partners, L. P.                                       | 845,391                |
| GT Real Property                                                   | 1,720,399              |
| Harrison Street Real Estate Capital Fund II                        | 376,855                |
| HRJ Capital Global Buy-Out III (Asia), LP                          | 419,398                |
| HRJ Capital Global Buy-Out III (Asia), LP (New Money)              | 123,939                |
| HRJ Capital Global Buy-Out III (Europe), LP                        | 213,496                |
| HRJ Capital Global Buy-Out III (US), LP                            | 361,680                |
| HRJ Capital Global Buy-Out III (US), LP (New Money)                | 55,410                 |
| HRJ Capital Special Opportunities II (Int'l), LP                   | 358,049                |
| HRJ Capital Special Opportunities II (Int'l), LP (New Money)       | 52,025                 |
| HRJ Capital Special Opportunities II (US), LP                      | 267,692                |
| HRJ Capital Special Opportunities II (US), LP (New Money)          | 26,677                 |
| HRJ Capital VC V (Foreign), L.P.                                   | 559,941                |
| HRJ Capital VC VI (Int'l), LP                                      | 909,683                |
| HRJ Capital VC VI (Int'l), LP New Money                            | 256,030                |
| Invesco Partnership Fund IV, L.P.                                  | 1,818,154              |
| Madison Int'l Real Estate Liquidity Fund III, L.P.                 | 800,442                |
| Mesirow Financial Capital Partners IX, L.P.                        | 963,262                |
| Mesirow Financial Capital Partners X, L.P.                         | 2,895,248              |
| Mesirow Financial Private Equity Partnership Fund III, L.P.        | 1,568,355              |
| Mesirow Financial Private Equity Partnership Fund V, L.P.          | 2,531,457              |
| Metropolitan Real Estate Partners Global II                        | 687,365                |
| Metropolitan Real Estate Partners III                              | 75,366                 |
| MIRELF III AIV, LP                                                 | -                      |
| MIRELF IV AIV, LP                                                  | 1,528,996              |
| MIRELF IV NYC Core Retail Liquidity AIV, LP                        | 336,454                |
| MIRELF IV U.S. Investments AIV L.P.                                | 1,263,938              |
| MIRELF IV, LP                                                      | 1,108,948              |
| MIRELF V AIV, LP                                                   | 281,877                |

|                                                        |            |
|--------------------------------------------------------|------------|
| MIRELF V, LP                                           | 2,185,748  |
| Next Generation Partners V, L.P.                       | 2,136,705  |
| OCM Mezzanine Fund II, L. P                            | 3,623,857  |
| OCM Opportunities Fund IVB, L.P.                       | 910,320    |
| Park Street Capital - Luxembourg Holdings, LLC         | 3,123      |
| Park Street Capital Natural Resource Fund II, L.P.     | 21,361     |
| Park Street Capital NR Investment Corp                 | 604,049    |
| Prime Finance Partners I                               | 12,408     |
| RCP Fund III, L.P.                                     | 787,050    |
| RCP Fund IV, L P.                                      | 1,469,829  |
| RCP Fund VI, L.P.                                      | 1,699,994  |
| SEIX Credit Dislocation Fund, L P. Series 2009-1       | 4,163,546  |
|                                                        |            |
| <b>Goldman Sachs (Brokerage Account #026-08337-8):</b> |            |
| GS Multi-Strategy Portfolio                            | 46,868,749 |
|                                                        |            |

**Total**

**109,150,113**

The Duffield Family Foundation  
Grants to Others  
6/30/2015

| Grant Recipient                                                                    | Grants Recorded During FY2014-15         |                                                    |                                              |                                        | Relationship of Recipients and Any Foundation Manager/ Substantial Contributor | Foundation Status of Recipient  | Purpose of Grant                               |
|------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|----------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------|---------------------------------|------------------------------------------------|
|                                                                                    | Grants Payable (Prepaid) as of 6/30/2014 | Grant Commitments During the Year (7/1/14-6/30/15) | Grants Paid During the Year (7/1/14-6/30/15) | Grants Payable (Prepaid) as of 6/30/15 |                                                                                |                                 |                                                |
| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                  | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                            | Public Charity                  | Maddie's Pet Adoption Days 2014                |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609         |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                            | Government                      | Pet Supplies & Heart @ Heart Program           |
| Alachua County Humane Society, 4025 N W 6th Street, Gainesville, FL 32609          |                                          | 57,750 00                                          |                                              | 57,750 00                              | N/A                                                                            | Public Charity                  | Development Director Position                  |
| All Breed Rescue, 491 Industrial Avenue, Williston, VT 05495                       |                                          | 17,000 00                                          |                                              | 17,000 00                              | N/A                                                                            | Public Charity                  | Landscaping & Fencing                          |
| American Humane Association, 1400 16th Street NW, Suite 360, Washington, DC 20036  |                                          | 10,000 00                                          | 10,000 00                                    | -                                      | N/A                                                                            | Public Charity                  | Wags4Patriots & Battle Buddies Program Support |
| Animal Grantmakers, c/o Summerlee Foundation, 5956 Sherry Lane, Dallas, TX 75225   |                                          | 5,000 00                                           |                                              | 5,000 00                               | N/A                                                                            | Public Charity - Status Pending | Operating Support                              |
| Animal Refuge Center, 18011 Old Bayshore Road, N Ft Myers, FL 33917                |                                          | 18,250 00                                          |                                              | 18,250 00                              | N/A                                                                            | Public Charity                  | Surgical/Medical Fund                          |
| Animal Refugee Response, 2905 San Pablo Dam Road, San Pablo, CA 94804              | 91,000 00                                |                                                    | 91,000 00                                    | -                                      | N/A                                                                            | Public Charity                  | Maddie's Pet Adoption Days 2014                |
| Animal Rescue Foundation, 6140 Rangeline Road, Theodore, AL 36582                  |                                          | 80,000 00                                          |                                              | 80,000 00                              | N/A                                                                            | Public Charity                  | Shelter Renovations                            |
| Animal Rescue Recon, P O Box 638, Oakley, CA 94561                                 | 51,000 00                                |                                                    | 51,000 00                                    | -                                      | N/A                                                                            | Public Charity                  | Maddie's Pet Adoption Days 2014                |
| Animal Rescue Recon, P O Box 638, Oakley, CA 94561                                 | 4,900 00                                 | 28,700 00                                          | 33,600 00                                    | -                                      | N/A                                                                            | Public Charity                  | Maddie's Treatable Assistance Program Year 2   |
| Arizona Animal Welfare League, 30 N 40th Place, Phoenix, AZ 85034                  | 1,402,000 00                             |                                                    | 1,402,000 00                                 | -                                      | N/A                                                                            | Public Charity                  | Maddie's Pet Adoption Days 2014                |
| Arizona Animal Welfare League, 30 N 40th Place, Phoenix, AZ 85034                  |                                          | 125,000 00                                         |                                              | 125,000 00                             | N/A                                                                            | Public Charity                  | Mail Adoption Location                         |
| Arizona Humane Society, 1521 W Dobbins Road, Phoenix, AZ 85041                     |                                          | 163,000 00                                         |                                              | 163,000 00                             | N/A                                                                            | Public Charity                  | Project Save More Lives                        |
| Arizona Poodle Rescue, 20270 N Toledo Avenue, Maricopa, AZ 85138                   |                                          | 22,250 00                                          |                                              | 22,250 00                              | N/A                                                                            | Public Charity                  | Maximum Rehabilitation Project                 |
| Association of Shelter Veterinarians, 7613 E Via Del Placito, Scottsdale, AZ 85258 | 5,000 00                                 |                                                    | 5,000 00                                     | -                                      | N/A                                                                            | Public Charity                  | Operating Support                              |
| Association of Shelter Veterinarians, 7613 E Via Del Placito, Scottsdale, AZ 85258 |                                          | 5,000 00                                           | 5,000 00                                     | -                                      | N/A                                                                            | Public Charity                  | ABVP Symposium Event Support                   |
| Association of Shelter Veterinarians, 7613 E Via Del Placito, Scottsdale, AZ 85258 |                                          | 5,000 00                                           |                                              | 5,000 00                               | N/A                                                                            | Public Charity                  | Event Sponsorship                              |

| Grant Recipient                                                                        | Grants Payable (Prepaid) as of 6/30/2014 | Grant Commitments During the Year (7/1/14-6/30/15) | Grants Paid During the Year (7/1/14-6/30/15) | Grants Payable (Prepaid) as of 6/30/15 | Relationship of Recipients and Any Foundation Manager/ Substantial Contributor | Foundation Status of Recipient | Purpose of Grant                                       |
|----------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|----------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------|
| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                      | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                        |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609             |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                            | Government                     | Pet Supplies & Heart @ Heart Program                   |
| Bandit's Adoption and Rescue K-9s, 12300 Farrington Road, Ashland, VA 23005            |                                          | 5,500 00                                           |                                              | 5,500 00                               | N/A                                                                            | Public Charity                 | Kennel and Medical Coordinator Part-Time Position      |
| Bay Area Cat Rescue Foundation, 1171 Polk Avenue, Sunnyvale, CA 94086                  | 21,000 00                                |                                                    | 21,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                        |
| Bay Area German Shepherd Rescue, P O Box 2846, Novato, CA 94948                        | 6,500 00                                 |                                                    | 6,500 00                                     | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                        |
| Bay Area German Shepherd Rescue, P O Box 2846, Novato, CA 94948                        | 7,700 00                                 | 15,400 00                                          | 23,100 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2           |
| Bay Area Siberian Husky Club, 2633 S Bascom Avenue, Campbell, CA 95088                 | 12,500 00                                |                                                    | 12,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                        |
| Bee Holistic Cat Rescue and Care, 6073 Felix Avenue, Richmond, CA 94805                | 12,000 00                                |                                                    | 12,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                        |
| Berkeley Animal Care Services, 2013 Second Street, Berkeley, CA 94710                  |                                          | 2,500 00                                           | 2,500 00                                     | -                                      | N/A                                                                            | Government                     | DNA Study                                              |
| Berkeley Animal Care Services, 2013 Second Street, Berkeley, CA 94710                  | 21,000 00                                |                                                    | 21,000 00                                    | -                                      | N/A                                                                            | Government                     | Maddie's Pet Adoption Days 2014                        |
| Berkeley Humane, 2700 Ninth Street, Berkeley, CA 94710                                 | 33,000 00                                |                                                    | 33,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                        |
| Berkeley Humane, 2700 Ninth Street, Berkeley, CA 94710                                 | 142,100 00                               | 203,000 00                                         | 345,100 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2           |
| Best Friends Animal Society, 5001 Angel Canyon Road, Kanab, UT 84741                   |                                          | 7,500 00                                           | 7,500 00                                     | -                                      | N/A                                                                            | Public Charity                 | 2015 National Conference                               |
| Big Dawgs Rescue, 3875 California Way, Livermore, CA 94550                             | 26,500 00                                |                                                    | 26,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                        |
| Caring for Canines, 4103 East Fanfol Drive, Phoenix, AZ 85028                          |                                          | 39,000 00                                          |                                              | 39,000 00                              | N/A                                                                            | Public Charity                 | Maddie's Mutts Play Yard & Beau Gives Back Program     |
| Cat Support Network, P O Box 3645, Walnut Creek, CA 94598                              | 96,000 00                                |                                                    | 96,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                        |
| Cat Town, P O Box 18675, Oakland, CA 94619                                             | 13,000 00                                |                                                    | 13,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                        |
| Cat Town, P O Box 18675, Oakland, CA 94619                                             | 14,000 00                                | 61,600 00                                          | 75,600 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2           |
| Center for Canine Behavior Studies, P O Box 532, Salisbury, CT 06068                   |                                          | 10,000 00                                          | 10,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Animal Owner Interaction Study                         |
| Central Vermont Humane Society, 1589 Vermont Route 14 South, East Montpelier, VT 05651 |                                          | 38,000 00                                          |                                              | 38,000 00                              | N/A                                                                            | Public Charity                 | Dog Training & Enrichment Program                      |
| Chabot Space & Science Center, 10000 Skyline Boulevard, Oakland, CA 94619              | 10,000 00                                |                                                    | 10,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Fridays with Fido and Dog Days of Summer Event Support |

The Duffield Family Foundation  
94-3362163  
2014 Form 990-PF  
Grants Paid Detail

| Grant Recipient                                                                            | Grants Payable (Prepaid) as of 6/30/2014 | Grant Commitments During the Year (7/1/14-6/30/15) | Grants Paid During the Year (7/1/14-6/30/15) | Grants Payable (Prepaid) as of 6/30/15 | Relationship of Recipients and Any Foundation Manager/ Substantial Contributor | Foundation Status of Recipient | Purpose of Grant                                |
|--------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|----------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------|--------------------------------|-------------------------------------------------|
| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                          | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                 |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609                 |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                            | Government                     | Pet Supplies & Heart @ Heart Program            |
| Charlottesville-Albemarle SPCA, P O Box 7047, Charlottesville, VA 22906                    |                                          | 25,000 00                                          | 25,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Operating Support                               |
| Chesterfield County, 9300 Public Works Road, Chesterfield, VA 23832                        |                                          | 18,750 00                                          |                                              | 18,750 00                              | N/A                                                                            | Government                     | Equipment, Adoption Advertising and Medical     |
| City of Antioch Animal Services, 300 L Street, Antioch, CA 94509-1100                      | 88,000 00                                |                                                    | 88,000 00                                    | -                                      | N/A                                                                            | Government                     | Maddie's Pet Adoption Days 2014                 |
| City of Fremont Tri-City Animal Shelter, 1950 Stevenson Boulevard, Fremont, CA 94537       | 23,000 00                                |                                                    | 23,000 00                                    | -                                      | N/A                                                                            | Government                     | Maddie's Pet Adoption Days 2014                 |
| City of Mobile Animal Shelter, P O Box 1827, Mobile, AL 36633                              |                                          | 24,750 00                                          |                                              | 24,750 00                              | N/A                                                                            | Government                     | Facility Improvements & Sick/Injured Fund       |
| City of Pritchard Animal Resource Department, 2402 Rebel Road, Mobile, AL 36610            |                                          | 3,500 00                                           |                                              | 3,500 00                               | N/A                                                                            | Government                     | Pet Supplies and Surveillance System            |
| Community Concern for Cats, P O Box 3795, Walnut Creek, CA 94598                           | 103,000 00                               |                                                    | 103,000 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                 |
| Contra Costa County Animal Services Department, 4849 Imhoff Place, Martinez, CA 94553-4314 | 51,000 00                                |                                                    | 51,000 00                                    | -                                      | N/A                                                                            | Government                     | Maddie's Pet Adoption Days 2014                 |
| Contra Costa Humane Society, 609 Gregory Lane #210, Pleasant Hill, CA 94523                | 25,000 00                                |                                                    | 25,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                 |
| Contra Costa Humane Society, 609 Gregory Lane #210, Pleasant Hill, CA 94523                | 5,600 00                                 | 25,900 00                                          | 31,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2    |
| Copper's Dream Rescue, 4085 Cesar Chavez Street, San Francisco, CA 94131                   | 1,400 00                                 | 7,000 00                                           | 8,400 00                                     | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2    |
| Cornell University, 30 Day Hall, Ithaca, NY 14853                                          | 487,770 00                               | 7 00                                               | 487,777 00                                   | -                                      | N/A                                                                            | Educational Institution        | Maddie's Shelter Medicine Program, Years 1 - 10 |
| Dane County Friends of Ferals, 627 Post Road, Madison, WI 53713                            |                                          | 3,400 00                                           | 3,400 00                                     | -                                      | N/A                                                                            | Public Charity                 | Medical Program Support                         |
| Dane County Friends of Ferals, 627 Post Road, Madison, WI 53713                            |                                          | 7,000 00                                           | 7,000 00                                     | -                                      | N/A                                                                            | Public Charity                 | Operating Support                               |
| Dane County Humane Society, 5132 Voges Road, Madison, WI 53718-6940                        | 386,000 00                               | 352,900 00                                         | 386,000 00                                   | 352,900 00                             | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014 & 2015          |
| Dane County Humane Society, 5132 Voges Road, Madison, WI 53718-6940                        |                                          | 22,600 00                                          | 22,600 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2015 - Admin         |
| Delta Animals Safe Haven, P O Box 1235, Antioch, CA 94509                                  | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                 |
| Dusty Paws Rescue, P O Box 2794, Castro Valley, CA 94546                                   | 14,000 00                                |                                                    | 14,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                 |

| Grant Recipient                                                                             | Grants Payable (Prepaid) as of 6/30/2014 | Grant Commitments During the Year (7/1/14-6/30/15) | Grants Paid During the Year (7/1/14-6/30/15) | Grants Payable (Prepaid) as of 6/30/15 | Relationship of Recipients and Any Foundation Manager/ Substantial Contributor | Foundation Status of Recipient | Purpose of Grant                                          |
|---------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|----------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------|--------------------------------|-----------------------------------------------------------|
| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                           | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                           |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609                  |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                            | Government                     | Pet Supplies & Heart @ Heart Program                      |
| Dusty Paws Rescue, P O Box 2794, Castro Valley, CA 94546                                    | 3,500 00                                 | 7,000 00                                           | 10,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2              |
| East Bay Animal Rescue & Refuge, 5433 Clayton Road Unit K #125, Clayton, CA 94517           | 130,000 00                               |                                                    | 130,000 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                           |
| East Bay Animal Rescue & Refuge, 5433 Clayton Road Unit K #125, Clayton, CA 94517           | 23,100 00                                | 38,500 00                                          | 61,600 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2              |
| East Bay SPCA, 8323 Baldwin Street, Oakland, CA 94621-1977                                  | 76,300 00                                | 95,900 00                                          | 172,200 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2              |
| East County Animal Shelter, 4595 Gleason Drive, Dublin, CA 94568                            | 12,500 00                                |                                                    | 12,500 00                                    | -                                      | N/A                                                                            | Government                     | Maddie's Pet Adoption Days 2014                           |
| East of Eden K-9 Rescue, P O Box 236, Pleasanton, CA 94566                                  | 22,500 00                                |                                                    | 22,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                           |
| East of Eden K-9 Rescue, P O Box 236, Pleasanton, CA 94566                                  | 4,200 00                                 | 2,800 00                                           | 7,000 00                                     | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2              |
| Erle County SPCA, 205 Ensminger Road, Tonawanda, NY 14150                                   |                                          | 345,950 00                                         | 345,950 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Rescue Project in Erie County, NY, Year Five |
| Fearless Kitty Rescue, 16913 E Enterprise Drive, Fountain Hills, AZ 85268                   |                                          | 8,500 00                                           |                                              | 8,500 00                               | N/A                                                                            | Public Charity                 | Kitten Village                                            |
| Feral Cat Foundation, P O Box 1173, Alamo, CA 94507                                         | 126,000 00                               |                                                    | 126,000 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                           |
| Foothills Animal Rescue, 23030 North Pima Road, Scottsdale, AZ 85255                        |                                          | 20,000 00                                          |                                              | 20,000 00                              | N/A                                                                            | Public Charity                 | Direct Mail Campaign                                      |
| Franklin County Humane Society, 30 Sunset Meadow, St Albans, VT 05478                       |                                          | 25,250 00                                          |                                              | 25,250 00                              | N/A                                                                            | Public Charity                 | Building Improvements & Van Wrap                          |
| Friends of San Francisco Animal Care and Control, 1200 15th Street, San Francisco, CA 94103 | 65,500 00                                |                                                    | 65,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                           |
| Friends of San Francisco Animal Care and Control, 1200 15th Street, San Francisco, CA 94103 |                                          | 10,000 00                                          | 10,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maximilian Reward Fund                                    |
| Friends of the Alameda Animal Shelter, 1590 Fortman Way, Alameda, CA 94501                  | 10,000 00                                |                                                    | 10,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                           |
| Friends of the Mobile Animal Shelter, 855 Owens Street, Mobile, AL 36604                    | 32,000 00                                |                                                    | 32,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                           |
| FurEver Animal Rescue, 2687 Cornelius Drive, San Pablo, CA 94806                            | 98,000 00                                | 8,250 00                                           |                                              | 8,250 00                               | N/A                                                                            | Public Charity                 | New Dog Kennels & Cat Building                            |
| FurEver Animal Rescue, 2687 Cornelius Drive, San Pablo, CA 94806                            | 4,200 00                                 | 7,700 00                                           | 11,900 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                           |
|                                                                                             |                                          |                                                    |                                              |                                        | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2              |

| Grant Recipient                                                                                | Grants Payable (Prepaid) as of 6/30/2014 | Grant Commitments During the Year (7/1/14-6/30/15) | Grants Paid During the Year (7/1/14-6/30/15) | Grants Payable (Prepaid) as of 6/30/15 | Relationship of Recipients and Any Foundation/Manager/Substantial Contributor | Foundation Status of Recipient | Purpose of Grant                             |
|------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|----------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------|--------------------------------|----------------------------------------------|
| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                              | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                           | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609                     |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                           | Government                     | Pet Supplies & Heart @ Heart Program         |
| Furever Friends Rescue, 1015 East Baseline Road, Gilbert, AZ 85233                             |                                          | 26,250 00                                          |                                              | 26,250 00                              | N/A                                                                           | Public Charity                 | Operating Support                            |
| Furry Friends Rescue, P O Box 7270, Fremont, CA 94537-7270                                     | 23,500 00                                |                                                    | 23,500 00                                    | -                                      | N/A                                                                           | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Furry Friends Rescue, P O Box 7270, Fremont, CA 94537-7270                                     | 8,400 00                                 | 21,000 00                                          | 29,400 00                                    | -                                      | N/A                                                                           | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| Gainesville Pet Rescue, 5403 SW Archer Road, Gainesville, FL 32608                             |                                          | 56,750 00                                          |                                              | 56,750 00                              | N/A                                                                           | Public Charity                 | Development Director                         |
| Gainesville Pet Rescue, 5403 SW Archer Road, Gainesville, FL 32608                             | 625,500 00                               |                                                    | 625,500 00                                   | -                                      | N/A                                                                           | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| German Shepherd Rescue of Northern California, P O Box 1930, Cupertino, CA 95015-1930          | 6,000 00                                 |                                                    | 6,000 00                                     | -                                      | N/A                                                                           | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Give Me Shelter Cat Rescue, P O Box 411013, San Francisco, CA 94141                            | 35,500 00                                |                                                    | 35,500 00                                    | -                                      | N/A                                                                           | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Give Me Shelter Cat Rescue, P O Box 411013, San Francisco, CA 94141                            | 14,700 00                                | 44,100 00                                          | 58,800 00                                    | -                                      | N/A                                                                           | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| Golden Retriever Rescue of Southwest Florida, 9330 Cedar Creek Drive, Bonita Springs, FL 34135 |                                          | 4,000 00                                           |                                              | 4,000 00                               | N/A                                                                           | Public Charity                 | Loving Vintage Golden Project                |
| Golden State German Shepherd Rescue, 2752 Acacia Rd, Walnut Creek, CA 94595                    | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                           | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Good Karma Rescue, 1853 County Road, Montpelier, VT 05602                                      |                                          | 4,500 00                                           |                                              | 4,500 00                               | N/A                                                                           | Public Charity                 | Medical Treatment                            |
| Good NewZ! Pitie Pups Rescue, 2369 Brooks Avenue, Richmond, CA 94804-1403                      | 29,000 00                                |                                                    | 29,000 00                                    | -                                      | N/A                                                                           | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Good NewZ! Pitie Pups Rescue, 2369 Brooks Avenue, Richmond, CA 94804-1403                      | 9,100 00                                 | 10,500 00                                          | 19,600 00                                    | -                                      | N/A                                                                           | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| Grateful Dogs Rescue, P O Box 411013, San Francisco, CA 94141                                  | 2,500 00                                 |                                                    | 2,500 00                                     | -                                      | N/A                                                                           | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Grateful Dogs Rescue, P O Box 411013, San Francisco, CA 94141                                  | 2,100 00                                 | 10,500 00                                          | 12,600 00                                    | -                                      | N/A                                                                           | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| Gulf Coast Humane Society, 2010 Arcadia Street, Fort Myers, FL 33916                           | 283,500 00                               |                                                    | 283,500 00                                   | -                                      | N/A                                                                           | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Gulf Coast Humane Society, 2010 Arcadia Street, Fort Myers, FL 33916                           |                                          | 27,000 00                                          |                                              | 27,000 00                              | N/A                                                                           | Public Charity                 | Marketing and Facility Improvements          |
| Haile's Angels Pet Rescue, 5231 SW 91st Drive, Gainesville, FL 32608                           |                                          | 26,500 00                                          |                                              | 26,500 00                              | N/A                                                                           | Public Charity                 | Externship Program & Volunteer Coordinator   |

The Duffield Family Foundation  
94-3362163  
2014 Form 990-PF  
Grants Paid Detail

| Grant Recipient                                                                               | Grants Payable (Prepaid) as of 6/30/2014 | Grant Commitments During the Year (7/1/14-6/30/15) | Grants Paid During the Year (7/1/14-6/30/15) | Grants Payable (Prepaid) as of 6/30/15 | Relationship of Recipients and Any Foundation Manager/ Substantial Contributor | Foundation Status of Recipient | Purpose of Grant                             |
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| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                             | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609                    |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                            | Government                     | Pet Supplies & Heart @ Heart Program         |
| HALO Animal Rescue, 2500 S 27th Avenue, Phoenix, AZ 85009                                     |                                          | 125,250 00                                         |                                              | 125,250 00                             | N/A                                                                            | Public Charity                 | Animal Care and Adoption Promotions          |
| Hanover County Animal Control, P O Box 470, Hanover, VA 23069                                 |                                          | 2,500 00                                           |                                              | 2,500 00                               | N/A                                                                            | Government                     | FEL V/FIV & Heartworm Testing                |
| Haven on Earth Animal League, P O Box 61088, Fort Myers, FL 33906                             |                                          | 9,750 00                                           |                                              | 9,750 00                               | N/A                                                                            | Public Charity                 | Kitty Cafe and Thrift Shop                   |
| Hayward Animal Shelter, 16 Barnes Court, Hayward, CA 94544                                    | 34,000 00                                |                                                    | 34,000 00                                    | -                                      | N/A                                                                            | Government                     | Maddie's Pet Adoption Days 2014              |
| Helping Hands Pet Rescue, 14260 W Newberry Road, PMB 140, Newberry, FL 32669                  |                                          | 76,000 00                                          |                                              | 76,000 00                              | N/A                                                                            | Public Charity                 | Operations                                   |
| Helping Paws Animal Sanctuary, 10060 Mallory Parkway East, Unit D, Saint James City, FL 33956 |                                          | 10,500 00                                          |                                              | 10,500 00                              | N/A                                                                            | Public Charity                 | Seniors for Seniors Program                  |
| Henrico Humane Society, 1521 Sunset Lane, Richmond, VA 23221                                  |                                          | 36,250 00                                          |                                              | 36,250 00                              | N/A                                                                            | Public Charity                 | High School Volunteer Initiative             |
| Home At Last Animal Rescue, P O Box 2261, Berkeley, CA 94702                                  | 31,000 00                                |                                                    | 31,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Home At Last Animal Rescue, P O Box 2261, Berkeley, CA 94702                                  |                                          | 2,100 00                                           | 2,100 00                                     | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| Homeless Animal Response Program, P O Box 3167, Antioch, CA 94531                             | 103,000 00                               |                                                    | 103,000 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Homeless Animal Response Program, P O Box 3167, Antioch, CA 94531                             |                                          | 1,400 00                                           | 1,400 00                                     | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| Homeless Animals' Lifeline Organization, P O Box 2011, Antioch, CA 94531                      | 65,000 00                                |                                                    | 65,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Homeward Bound, Addison County Humane Society, 236 Boardman Street, Middlebury, VT 05753      |                                          | 22,500 00                                          |                                              | 22,500 00                              | N/A                                                                            | Public Charity                 | Dog Kennel Improvements                      |
| Hopalong Animal Rescue, P O Box 27507, Oakland, CA 94602                                      | 44,500 00                                |                                                    | 44,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Hopalong Animal Rescue, P O Box 27507, Oakland, CA 94602                                      | 12,600 00                                | 59,500 00                                          | 72,100 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| Humane Society of Chittenden County, 142 Kindness Court, South Burlington, VT 05403           | 505,500 00                               |                                                    | 505,500 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Humane Society of Chittenden County, 142 Kindness Court, South Burlington, VT 05403           |                                          | 20,500 00                                          |                                              | 20,500 00                              | N/A                                                                            | Public Charity                 | Medical Needs and Transport                  |
| Humane Society of the United States, 2100 L Street NW, Washington, DC 20037                   | 153,875 47                               | 294,141 50                                         | 360,332 76                                   | 87,684 21                              | N/A                                                                            | Public Charity                 | Ad Council Pet Adoption Campaign             |

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| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                               | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                  |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609                      |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                 | Government                     | Pet Supplies & Heart @ Heart Program             |
| Humane Society of the United States, 2100 L Street NW, Washington, DC 20037                     |                                          | 10,000 00                                          | 10,000 00                                    | -                                      | N/A                                                                 | Public Charity                 | Conference Sponsorship                           |
| Humane Society of the United States, 2100 L Street NW, Washington, DC 20037                     | 2,702,500 00                             |                                                    |                                              | 2,702,500 00                           | N/A                                                                 | Public Charity                 | National Puppy Mill Online Campaign              |
| Humane Society Silicon Valley, 901 Ames Avenue, Milpitas, CA 95035                              | 194,000 00                               | 576,700 00                                         | 194,000 00                                   | 576,700 00                             | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014 & 2015           |
| Humane Society Silicon Valley, 901 Ames Avenue, Milpitas, CA 95035                              |                                          | 19,050 00                                          | 19,050 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2015 - Admin          |
| Island Cat Resources and Adoption, P O Box 1093, Alameda, CA 94501                              | 49,500 00                                |                                                    | 49,500 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                  |
| K9 Paw Print Rescue, 133 Dimaggio Way, Pittsburg, CA 94565                                      | 36,500 00                                |                                                    | 36,500 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                  |
| K9 Paw Print Rescue, 133 Dimaggio Way, Pittsburg, CA 94565                                      | 7,000 00                                 | 21,700 00                                          | 28,700 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Treatable Assistance Program Year 2     |
| Kansas State University, Department of Clinical Sciences, 111B Mosier Hall, Manhattan, KS 66506 |                                          | 6,000 00                                           | 6,000 00                                     | -                                      | N/A                                                                 | Educational Institution        | Maddie's Shelter Medicine Externship             |
| Kansas State University, Department of Clinical Sciences, 111B Mosier Hall, Manhattan, KS 66506 | 36,000 00                                |                                                    | 36,000 00                                    | -                                      | N/A                                                                 | Educational Institution        | Maddie's Shelter Medicine Research Grant         |
| Lee County Domestic Animal Services, 5600 Banner Drive, Fort Myers, FL 33912                    |                                          | 52,000 00                                          |                                              | 52,000 00                              | N/A                                                                 | Government                     | Dog Kennel Retrofit                              |
| Lucky Dog Rescue, P O Box 1257, Pleasanton, CA 94566                                            | 16,500 00                                |                                                    | 16,500 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                  |
| Lucky Dog Rescue, P O Box 1257, Pleasanton, CA 94566                                            | 4,900 00                                 | 6,300 00                                           | 11,200 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Treatable Assistance Program Year 2     |
| Lucy Mackenzie Humane Society, P O Box 702, Brownsville, VT 05037                               |                                          | 12,250 00                                          |                                              | 12,250 00                              | N/A                                                                 | Public Charity                 | Staff Development & Training, Dog Yard, Computer |
| Maricopa County Animal Care & Control, 2500 South 27th Avenue, Phoenix, AZ 85009                |                                          | 112,000 00                                         |                                              | 112,000 00                             | N/A                                                                 | Government                     | Implement Task Force Recommendations             |
| Mayor's Alliance for NYC's Animals, Inc., 244 Fifth Avenue, Suite R290, New York, NY 10001      | 5,586,500 00                             |                                                    | 5,586,500 00                                 | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                  |
| Mayor's Alliance for NYC's Animals, Inc., 244 Fifth Avenue, Suite R290, New York, NY 10001      |                                          | 2,793,250 00                                       |                                              | 2,793,250 00                           | N/A                                                                 | Public Charity                 | Projects at 93 Organizations                     |
| Mobile County Animal Shelter, 2402 Rebel Road, Prichard, AL 36610                               |                                          | 18,000 00                                          |                                              | 18,000 00                              | N/A                                                                 | Government                     | Microchipping, Heartworm Testing & Fencing       |
| Mobile SPCA, 620 Zeigler Circle West, Mobile, AL 36608                                          |                                          | 65,250 00                                          |                                              | 65,250 00                              | N/A                                                                 | Public Charity                 | Facility Improvements & Heartworm Treatment      |

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| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                                           | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                            |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609                                  |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                            | Government                     | Pet Supplies & Heart @ Heart Program                       |
| Mobile SPCA, 620 Zeigler Circle West, Mobile, AL 36608                                                      | 399,500 00                               |                                                    | 399,500 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                            |
| Muttville, P O Box 410207, San Francisco, CA 94141                                                          |                                          | 5,000 00                                           | 5,000 00                                     | -                                      | N/A                                                                            | Public Charity                 | Event Sponsorship                                          |
| Muttville, P O Box 410207, San Francisco, CA 94141                                                          | 37,000 00                                |                                                    | 37,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                            |
| Muttville, P O Box 410207, San Francisco, CA 94141                                                          | 144,200 00                               | 201,600 00                                         | 345,800 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2               |
| Nevada Humane Society, 2825B Longley Lane, Reno, NV 89502                                                   | 439,000 00                               | 368,600 00                                         | 439,000 00                                   | 368,600 00                             | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014 & 2015                     |
| Nevada Humane Society, 2825B Longley Lane, Reno, NV 89502                                                   |                                          | 31,050 00                                          | 31,050 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2015 - Admin                    |
| Nevada Humane Society, 2825B Longley Lane, Reno, NV 89502                                                   |                                          | 10,000 00                                          | 10,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Operating Support                                          |
| Nike Animal Rescue Foundation, P O Box 26587, San Jose, CA 95159                                            | 18,000 00                                |                                                    | 18,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                            |
| NorCal Poodle Rescue, 225 Pickering Place, Walnut Creek, CA 94598                                           | 7,500 00                                 |                                                    | 7,500 00                                     | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                            |
| NorCal Poodle Rescue, 225 Pickering Place, Walnut Creek, CA 94598                                           | 700 00                                   |                                                    | 700 00                                       | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2               |
| North Country Animal League, 16 Mountain View Meadow Road, Morrisville, VT 05661                            |                                          | 13,500 00                                          |                                              | 13,500 00                              | N/A                                                                            | Public Charity                 | Operations                                                 |
| Northern California Family Dog Rescue, P O Box 40177, San Francisco, CA 94104                               | 9,000 00                                 |                                                    | 9,000 00                                     | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                            |
| Northern California Family Dog Rescue, P O Box 40177, San Francisco, CA 94104                               | 10,500 00                                | 9,100 00                                           | 19,600 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2               |
| Northern California Sled Dog Rescue, P O Box 30877, Walnut Creek, CA 94598                                  | 16,500 00                                |                                                    | 16,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                            |
| Oakland Animal Services, 1101 29th Avenue, Oakland, CA 94601                                                | 72,000 00                                |                                                    | 72,000 00                                    | -                                      | N/A                                                                            | Government                     | Maddie's Pet Adoption Days 2014                            |
| Oklahoma State University, 305 McElroy Hall, Center for Veterinary Health Sciences, Stillwater, OK 74078    |                                          | 20,000 00                                          | 20,000 00                                    | -                                      | N/A                                                                            | Educational Institution        | Maddie's Shelter Medicine Distance Learning Classes        |
| Operation Freedom Paws, 777 First Street, PMB 515, Gilroy, CA 95020                                         |                                          | 2,500 00                                           | 2,500 00                                     | -                                      | N/A                                                                            | Public Charity                 | Event Sponsorship                                          |
| Operation PETS The Spay/Neuter Clinic of Western New York, Inc., 3443 South Park Avenue, Blasdell, NY 14219 | 19,665 00                                | 85,050 00                                          | 104,715 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Spay/Neuter Project in Erie County, NY, Year Five |
| Ozzie's Pound Puppies, 2900 Crawford Street, Concord, CA 94518                                              | 9,500 00                                 |                                                    | 9,500 00                                     | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                            |

| Grant Recipient                                                                                                                           | Grants Payable (Prepaid) as of 6/30/2014 | Grant Commitments During the Year (7/1/14-6/30/15) | Grants Paid During the Year (7/1/14-6/30/15) | Grants Payable (Prepaid) as of 6/30/15 | Relationship of Recipients and Any Foundation Manager/ Substantial Contributor | Foundation Status of Recipient | Purpose of Grant                                                    |
|-------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|----------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------|--------------------------------|---------------------------------------------------------------------|
| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                                                                         | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                     |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609                                                                |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                            | Government                     | Pet Supplies & Heart @ Heart Program                                |
| Ozzie's Pound Puppies, 2900 Crawford Street, Concord, CA 94518                                                                            | 2,100 00                                 |                                                    | 2,100 00                                     | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2                        |
| P A W S Lee County, 965 Pondella Road, North Ft Myers, FL 33903                                                                           |                                          | 20,250 00                                          |                                              | 20,250 00                              | N/A                                                                            | Public Charity                 | Roof Repairs                                                        |
| PACT, 716 Black Rock Road, Gladwyne, PA 19035                                                                                             |                                          | 5,000 00                                           | 5,000 00                                     | -                                      | N/A                                                                            | Public Charity                 | Operating Support                                                   |
| Palo Alto Animal Services, 3281 East Bayshore Road, Palo Alto, CA 94303                                                                   | 14,500 00                                |                                                    | 14,500 00                                    | -                                      | N/A                                                                            | Government                     | Maddie's Pet Adoption Days 2014                                     |
| Paw Fund, P O Box 99485, Emeryville, CA 94662                                                                                             | 15,500 00                                |                                                    | 15,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                     |
| Paw Fund, P O Box 99485, Emeryville, CA 94662                                                                                             | 7,000 00                                 | 18,200 00                                          | 25,200 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2                        |
| Pennsylvania SPCA, 350 E Erie Avenue, Philadelphia, PA 19134                                                                              |                                          | 20,000 00                                          |                                              | 20,000 00                              | N/A                                                                            | Public Charity                 | Out-Patient Parvovirus Clinic Study                                 |
| Pomeranian Rescue Group, 158 Anahid Lane, El Sobrante, CA 94803                                                                           | 2,500 00                                 |                                                    | 2,500 00                                     | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                     |
| Preventing Euthanasia Through Rescue, 2527 Carmel Street, Oakland, CA 94602                                                               | 101,500 00                               |                                                    | 101,500 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                     |
| Prince George County Adoption Center, 8391 County Drive, Disputanta, VA 23842                                                             |                                          | 31,000 00                                          |                                              | 31,000 00                              | N/A                                                                            | Government                     | Mobile Adoption Trailer                                             |
| Puppy Hill Farm, 5630 Lone Pine Trail, Melrose, FL 32666                                                                                  |                                          | 47,500 00                                          |                                              | 47,500 00                              | N/A                                                                            | Public Charity                 | New Building                                                        |
| Purdue University, Sponsored Program Services, Purdue University, Hovde Hall of Administration, 610 Purdue Mall, West Lafayette, IN 47907 | 248,466 00                               |                                                    | 161,780 00                                   | 86,686 00                              | N/A                                                                            | Educational Institution        | Maddie's Shelter Medicine Program at Purdue University, Years 4 - 8 |
| Purrfect Cat Rescue, P O Box 7958, Fremont, CA 94537                                                                                      | 36,000 00                                |                                                    | 36,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                     |
| Rescue League, P O Box 45468, Phoenix, AZ 85064                                                                                           |                                          | 10,000 00                                          |                                              | 10,000 00                              | N/A                                                                            | Public Charity                 | Kitten Care                                                         |
| ResQ Animal Coalition, 254 Hartnell Avenue, Redding, CA 96002                                                                             |                                          | 25,000 00                                          | 25,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Operating Support                                                   |
| Richmond Animal Care & Control, 1600 Chamberlayne Avenue, Richmond, VA 23222                                                              |                                          | 42,000 00                                          |                                              | 42,000 00                              | N/A                                                                            | Government                     | Emergency Veterinary Treatment                                      |
| Richmond Animal League, 11401 International Drive, Richmond, VA 23236                                                                     |                                          | 17,750 00                                          |                                              | 17,750 00                              | N/A                                                                            | Public Charity                 | Feasibility Study                                                   |
| Richmond SPCA, 2519 Hermitage Road, Richmond, VA 23220                                                                                    | 445,000 00                               |                                                    | 445,000 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                     |
| Richmond SPCA, 2519 Hermitage Road, Richmond, VA 23220                                                                                    |                                          | 59,000 00                                          |                                              | 59,000 00                              | N/A                                                                            | Public Charity                 | TV Advertising                                                      |

The Duffield Family Foundation  
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Grants Paid Detail

| Grant Recipient                                                                    | Grants Payable (Prepaid) as of 6/30/2014 | Grant Commitments During the Year (7/1/14-6/30/15) | Grants Paid During the Year (7/1/14-6/30/15) | Grants Payable (Prepaid) as of 6/30/15 | Relationship of Recipients and Any Foundation Manager/ Substantial Contributor | Foundation Status of Recipient | Purpose of Grant                                                                                                                  |
|------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|----------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                  | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                                                                                   |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609         |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                            | Government                     | Pet Supplies & Heart @ Heart Program                                                                                              |
| Ring Dog Rescue, P O Box 28632, Richmond, VA 23228                                 |                                          | 9,750 00                                           |                                              | 9,750 00                               | N/A                                                                            | Public Charity                 | Medical Treatment                                                                                                                 |
| Rocket Dog Rescue, P O Box 460826, San Francisco, CA 94146                         | 69,000 00                                |                                                    | 69,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                                                                                   |
| Ruby Ranch Pet Rescue and Sanctuary, P O Box 38233, Phoenix, AZ 85069              |                                          | 33,500 00                                          |                                              | 33,500 00                              | N/A                                                                            | Public Charity                 | Medical Treatment                                                                                                                 |
| Rutland County Humane Society, 765 Stevens Road, Pittsford, VT 05763               |                                          | 26,500 00                                          |                                              | 26,500 00                              | N/A                                                                            | Public Charity                 | Facility Improvements                                                                                                             |
| Safe Cat Foundation, 318 Shavano Way, San Ramon, CA 94583                          | 58,000 00                                |                                                    | 58,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                                                                                   |
| Safe Cat Foundation, 318 Shavano Way, San Ramon, CA 94583                          | 3,500 00                                 | 37,100 00                                          | 40,600 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2                                                                                      |
| San Francisco SPCA, 2500 16th Street, San Francisco, CA 94103                      | 23,000 00                                | 329,300 00                                         | 23,000 00                                    | 329,300 00                             | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014 & 2015                                                                                            |
| San Francisco SPCA, 2500 16th Street, San Francisco, CA 94103                      |                                          | 7,350 00                                           | 7,350 00                                     | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2015 - Admin                                                                                           |
| San Jose Animal Care and Services, 2750 Monterey Road, San Jose, CA 95111          | 151,500 00                               |                                                    | 151,500 00                                   | -                                      | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2                                                                                      |
| Santa Clara County Animal Care and Control, 12370 Murphy Ave, San Martin, CA 95046 | 45,000 00                                |                                                    | 45,000 00                                    | -                                      | N/A                                                                            | Government                     | Maddie's Pet Adoption Days 2014                                                                                                   |
| Saving Grace Rescue, 917 Cayuga Avenue, San Francisco, CA 94112                    | 19,000 00                                |                                                    | 19,000 00                                    | -                                      | N/A                                                                            | Government                     | Maddie's Pet Adoption Days 2014                                                                                                   |
| Saving Grace Rescue, 917 Cayuga Avenue, San Francisco, CA 94112                    | 6,300 00                                 | 19,600 00                                          | 25,900 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                                                                                   |
| Second Chance Animal Center, P O Box 620, Shaftsbury, VT 05262                     |                                          | 19,000 00                                          |                                              | 19,000 00                              | N/A                                                                            | Public Charity                 | Maddie's Treatable Assistance Program Year 2<br>Dog Training, Vet Care for Special Needs Animals,<br>Fee-Waived Adoption Specials |
| Shelter Animals Count, 2700 S Woodlands Village Boulevard, Flagstaff, AZ 86001     |                                          | 50,000 00                                          |                                              | 50,000 00                              | N/A                                                                            | Public Charity                 | Operating Support                                                                                                                 |
| Silicon Valley Animal Control Authority, 3370 Thomas Road, Santa Clara, CA 95054   | 68,000 00                                |                                                    | 68,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                                                                                   |
| Sonoma Humane Society, P O Box 1296, Santa Rosa, CA 95402                          |                                          | 25,000 00                                          | 25,000 00                                    | -                                      | N/A                                                                            | Public Charity                 | Operating Support                                                                                                                 |
| South Bay Purebred Rescue, P O Box 36090, San Jose, CA 95158                       | 14,500 00                                |                                                    | 14,500 00                                    | -                                      | N/A                                                                            | Public Charity                 | Maddie's Pet Adoption Days 2014                                                                                                   |

| Grant Recipient                                                                       | Grants Payable (Prepaid) as of 6/30/2014 | Grant Commitments During the Year (7/1/14-6/30/15) | Grants Paid During the Year (7/1/14-6/30/15) | Grants Payable (Prepaid) as of 6/30/15 | Relationship of Recipients and Any Foundation/ Manager/ Substantial Contributor | Foundation Status of Recipient | Purpose of Grant                             |
|---------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|----------------------------------------------|----------------------------------------|---------------------------------------------------------------------------------|--------------------------------|----------------------------------------------|
| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                     | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                             | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609            |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                             | Government                     | Pet Supplies & Heart @ Heart Program         |
| Springfield Humane Society, 401 Skitchewaung Trail, Springfield, VT 05156             |                                          | 26,500 00                                          |                                              | 26,500 00                              | N/A                                                                             | Public Charity                 | Medical and Capital Expenditures             |
| St Francis Animal Protection Society, P O Box 506, Campbell, CA 95008                 | 24,500 00                                |                                                    | 24,500 00                                    | -                                      | N/A                                                                             | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Sunshine Rescue Group, 25125 Santa Clara Street #336, Hayward, CA 94544               | 43,000 00                                |                                                    | 43,000 00                                    | -                                      | N/A                                                                             | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Sunshine Rescue Group, 25125 Santa Clara Street #336, Hayward, CA 94544               |                                          | 4,900 00                                           | 4,900 00                                     | -                                      | N/A                                                                             | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| Support Team Animal Rescue, 57 Gilman Avenue, Campbell CA 95008                       | 28,500 00                                |                                                    | 28,500 00                                    | -                                      | N/A                                                                             | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Sweet Dog Rescue, 505 Bluerock Drive, Antioch, CA 94509                               | 12,000 00                                |                                                    | 12,000 00                                    | -                                      | N/A                                                                             | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Sweet Dog Rescue, 505 Bluerock Drive, Antioch, CA 94509                               |                                          | 1,400 00                                           | 1,400 00                                     | -                                      | N/A                                                                             | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| Tailchaser Rescue, 40087 Mission Blvd #266, Fremont, CA 94539                         | 20,500 00                                |                                                    | 20,500 00                                    | -                                      | N/A                                                                             | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Tailchaser Rescue, 40087 Mission Blvd #266, Fremont, CA 94539                         | 700 00                                   | 30,100 00                                          | 30,800 00                                    | -                                      | N/A                                                                             | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| Tenth Life Foundation, P O Box 720233, San Francisco, CA 94172                        | 2,800 00                                 | 4,200 00                                           | 7,000 00                                     | -                                      | N/A                                                                             | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| The Perfect Dog, P O Box 361441, Milpitas, CA 95036                                   | 9,000 00                                 |                                                    | 9,000 00                                     | -                                      | N/A                                                                             | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Tompkins County SPCA, 1640 Hanshaw Road, Ithaca, NY 14850                             |                                          | 48,500 00                                          |                                              | 48,500 00                              | N/A                                                                             | Public Charity                 | Facility Improvements & Transport            |
| Tompkins County SPCA, 1640 Hanshaw Road, Ithaca, NY 14850                             | 97,000 00                                |                                                    | 97,000 00                                    | -                                      | N/A                                                                             | Public Charity                 | Maddie's Pet Adoption Days 2014              |
| Toni's Kitty Rescue, 415 Buena Vista East, San Francisco, CA 94117                    |                                          | 7,700 00                                           | 7,700 00                                     | -                                      | N/A                                                                             | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |
| Tony La Russa's Animal Rescue Foundation, 2890 Mitchell Drive, Walnut Creek, CA 94598 |                                          | 5,000 00                                           | 5,000 00                                     | -                                      | N/A                                                                             | Public Charity                 | Business of Saving Lives Sponsorship         |
| Tony La Russa's Animal Rescue Foundation, 2890 Mitchell Drive, Walnut Creek, CA 94598 |                                          | 5,000 00                                           | 5,000 00                                     | -                                      | N/A                                                                             | Public Charity                 | Golf Tournament Sponsorship                  |
| Tony La Russa's Animal Rescue Foundation, 2890 Mitchell Drive, Walnut Creek, CA 94598 | 37,000 00                                | 1,217,600 00                                       | 37,000 00                                    | 1,217,600 00                           | N/A                                                                             | Public Charity                 | Maddie's Pet Adoption Days 2014 & 2015       |
| Tony La Russa's Animal Rescue Foundation, 2890 Mitchell Drive, Walnut Creek, CA 94598 |                                          | 37,350 00                                          | 37,350 00                                    | -                                      | N/A                                                                             | Public Charity                 | Maddie's Pet Adoption Days 2015 - Admin      |
| Tony La Russa's Animal Rescue Foundation, 2890 Mitchell Drive, Walnut Creek, CA 94598 | 110,600 00                               | 189,700 00                                         | 300,300 00                                   | -                                      | N/A                                                                             | Public Charity                 | Maddie's Treatable Assistance Program Year 2 |

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Grants Paid Detail

| Grant Recipient                                                                                                    | Grants Payable (Prepaid) as of 6/30/2014 | Grant Commitments During the Year (7/1/14-6/30/15) | Grants Paid During the Year (7/1/14-6/30/15) | Grants Payable (Prepaid) as of 6/30/15 | Relationship of Recipients and Any Manager/ Substantial Contributor | Foundation Status of Recipient | Purpose of Grant                               |
|--------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|----------------------------------------------|----------------------------------------|---------------------------------------------------------------------|--------------------------------|------------------------------------------------|
| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                                                  | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609                                         |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                 | Government                     | Pet Supplies & Heart @ Heart Program           |
| Tony La Russa's Animal Rescue Foundation, 2890 Mitchell Drive, Walnut Creek, CA 94598                              |                                          | 10,000 00                                          | 10,000 00                                    | -                                      | N/A                                                                 | Public Charity                 | Stars to the Rescue Sponsorship                |
| Town Cats, P O Box 1828, Morgan Hill, CA 95038                                                                     | 79,000 00                                |                                                    | 79,000 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                |
| Tri-Valley Animal Rescue, P O Box 11143, Pleasanton, CA 94588                                                      | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Treatable Assistance Program Year 2   |
| Tri-Valley Animal Rescue, P O Box 11143, Pleasanton, CA 94588                                                      |                                          | 50,000 00                                          | 50,000 00                                    | -                                      | N/A                                                                 | Public Charity                 | Operating Support                              |
| Tri-Valley Animal Rescue, P O Box 11143, Pleasanton, CA 94588                                                      |                                          | 1,000 00                                           | 1,000 00                                     | -                                      | N/A                                                                 | Public Charity                 | Operating Support                              |
| Tri-Valley Animal Rescue, P O Box 11143, Pleasanton, CA 94588                                                      |                                          | 9,100 00                                           | 2,800 00                                     | 6,300 00                               | N/A                                                                 | Public Charity                 | Treatable Adoption Grant                       |
| Umbrella of Hope, 4080 Railroad Avenue, Pittsburg, CA 94565                                                        | 73,000 00                                |                                                    | 73,000 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                |
| Umbrella of Hope, 4080 Railroad Avenue, Pittsburg, CA 94565                                                        | 27,300 00                                | 105,700 00                                         | 133,000 00                                   | -                                      | N/A                                                                 | Public Charity                 | Maddie's Treatable Assistance Program Year 2   |
| Underdog Animal Rescue, 3125 Plymouth Road, Lafayette, CA 94549                                                    |                                          | 700 00                                             | 700 00                                       | -                                      | N/A                                                                 | Public Charity                 | Maddie's Treatable Assistance Program Year 2   |
| University of California Davis, Veterinary Medical Teaching Hospital, Center for Companion Health, Davis, CA 95616 | 5,000 00                                 |                                                    | 5,000 00                                     | -                                      | N/A                                                                 | Educational Institution        | Conference Sponsorship                         |
| University of California Davis, Veterinary Medical Teaching Hospital, Center for Companion Health, Davis, CA 95616 | 577,448 00                               |                                                    | 288,725 00                                   | 288,723 00                             | N/A                                                                 | Educational Institution        | Million Cat Challenge                          |
| University of Florida, Office of Research and Graduate Programs, 219 Grniter Hall Box 11550, Gainesville, FL 32611 |                                          | 650,000 00                                         |                                              | 650,000 00                             | N/A                                                                 | Educational Institution        | Development Positions/Sustainability           |
| University of Florida, Office of Research and Graduate Programs, 219 Grniter Hall Box 11550, Gainesville, FL 32611 | 1,197,581 00                             |                                                    | 1,197,581 00                                 | -                                      | N/A                                                                 | Educational Institution        | Maddie's Shelter Medicine Program Year 7       |
| University of Florida, Office of Research and Graduate Programs, 219 Grniter Hall Box 11550, Gainesville, FL 32611 |                                          | 4,192,657 00                                       |                                              | 4,192,657 00                           | N/A                                                                 | Educational Institution        | Maddie's Shelter Medicine Program Years 8 - 10 |
| University of Florida, Office of Research and Graduate Programs, 219 Grniter Hall Box 11550, Gainesville, FL 32611 | 604,858 00                               |                                                    | 294,929 00                                   | 309,929 00                             | N/A                                                                 | Educational Institution        | Million Cat Challenge                          |
| University of Wisconsin Foundation, P O Box 8860, Madison, WI 53708-8860                                           |                                          | 15,000 00                                          | 15,000 00                                    | -                                      | N/A                                                                 | Educational Institution        | Canine Influenza Outbreak Response in Chicago  |

| Grant Recipient                                                                                                                                   | Grants Payable (Prepaid) as of 6/30/2014 | Grant Commitments During the Year (7/1/14-6/30/15) | Grants Paid During the Year (7/1/14-6/30/15) | Grants Payable (Prepaid) as of 6/30/15 | Relationship of Recipients and Any Manager/ Substantial Contributor | Foundation Status of Recipient | Purpose of Grant                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|----------------------------------------------|----------------------------------------|---------------------------------------------------------------------|--------------------------------|----------------------------------------------------------|
| A New Tail Animal Rescue, 4425 Calypso Terrace, Fremont, CA 94555                                                                                 | 17,500 00                                |                                                    | 17,500 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                          |
| Alachua County Animal Services, 3400 NE 53rd Avenue, Gainesville, FL 32609                                                                        |                                          | 48,250 00                                          |                                              | 48,250 00                              | N/A                                                                 | Government                     | Pet Supplies & Heart @ Heart Program                     |
| University of Wisconsin Foundation, P O Box 8860, Madison, WI 53708-8860                                                                          |                                          | 15,300 00                                          | 15,300 00                                    | -                                      | N/A                                                                 | Educational Institution        | Maddie's Shelter Medicine Course                         |
| University of Wisconsin-Madison, School of Veterinary Medicine, Department of Pathobiological Sciences, 2015 Linden Drive, Madison, WI 53706-1102 |                                          | 432,024 00                                         |                                              | 432,024 00                             | N/A                                                                 | Educational Institution        | Maddie's Shelter Medicine Residency, Internship & Course |
| Valley Dogs, Inc., 7534 E Bent Tree Drive, Scottsdale, AZ 85266                                                                                   |                                          | 16,250 00                                          |                                              | 16,250 00                              | N/A                                                                 | Public Charity                 | Dog Training                                             |
| Valley Humane Society, 3670 Nevada Street, Pleasanton, CA 94566                                                                                   | 69,000 00                                | 760,400 00                                         | 69,000 00                                    | 760,400 00                             | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014 & 2015                   |
| Valley Humane Society, 3670 Nevada Street, Pleasanton, CA 94566                                                                                   |                                          | 21,000 00                                          | 21,000 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2015 - Admin                  |
| Valley Humane Society, 3670 Nevada Street, Pleasanton, CA 94566                                                                                   | 18,900 00                                | 37,100 00                                          | 56,000 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Treatable Assistance Program Year 2             |
| Walkin' the Bark Rescue, 4464 Lone Tree Way Box 1064, Antioch, CA 94531                                                                           | 3,500 00                                 |                                                    | 3,500 00                                     | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                          |
| White Kitty Foundation, P O Box 2105, Walnut Creek, CA 94595                                                                                      | 16,500 00                                |                                                    | 16,500 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                          |
| Windham County Humane Society, P O Box 397, Brattleboro, VT 05302                                                                                 |                                          | 27,250 00                                          |                                              | 27,250 00                              | N/A                                                                 | Public Charity                 | Operating Support                                        |
| Wings of Rescue, 6303 Owl Way, Livermore, CA 94551                                                                                                | 29,000 00                                |                                                    | 29,000 00                                    | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                          |
| Wonder Cat Rescue, 1429 B Page Street, San Francisco, CA 94117                                                                                    | 1,500 00                                 |                                                    | 1,500 00                                     | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                          |
| Wonder Dog Rescue, P O Box 40121, San Francisco, CA 94140-0121                                                                                    | 8,000 00                                 |                                                    | 8,000 00                                     | -                                      | N/A                                                                 | Public Charity                 | Maddie's Pet Adoption Days 2014                          |
| Wren Yorkie Rescue, 4100 Redwood Road #339, Oakland, CA 94619                                                                                     |                                          | 6,300 00                                           | 6,300 00                                     | -                                      | N/A                                                                 | Public Charity                 | Maddie's Treatable Assistance Program Year 2             |
| <b>Total:</b>                                                                                                                                     | <b>20,190,063.47</b>                     | <b>16,538,279.50</b>                               | <b>19,614,089.76</b>                         | <b>17,114,253.21</b>                   |                                                                     |                                |                                                          |

## FORM 990-PF

## GAIN OR (LOSS) FROM SALE OF ASSETS

## STATEMENT 1

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| REALIZED GAIN ON INVESTMENTS   | PURCHASED                     |                           |                  | 12/31/14            |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 155,140,882.                   | 149,813,542.                  | 0.                        | 0.               | 5,327,340.          |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| GAIN ON SALES OF ASSETS        | PURCHASED                     |                           |                  | 12/31/14            |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 24,012,450.                    | 18,000,000.                   | 867,024.                  | 620,983.         | 5,766,409.          |

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

11,093,749.

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| INTEREST                | 1,879.                      | 1,879.                          |                               |
| TOTAL TO PART I, LINE 3 | 1,879.                      | 1,879.                          |                               |

## FORM 990-PF

## DIVIDENDS AND INTEREST FROM SECURITIES

## STATEMENT 3

| SOURCE            | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| SECURITIES / K-1S | 4,706,258.      | 0.                            | 4,706,258.                  | 4,706,258.                        |                               |
| TO PART I, LINE 4 | 4,706,258.      | 0.                            | 4,706,258.                  | 4,706,258.                        |                               |

## FORM 990-PF

## OTHER INCOME

## STATEMENT 4

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| PARTNERSHIP INCOME                    | 454,924.                    | 451,542.                          |                               |
| RECLAIMABLE FOREIGN TAX REFUND        | 3,466.                      | 3,466.                            |                               |
| OTHER INCOME                          | 20,386.                     | 20,386.                           |                               |
| ADOPTION FEE REVENUE                  | 36,000.                     | 0.                                |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 514,776.                    | 475,394.                          |                               |

## FORM 990-PF

## LEGAL FEES

## STATEMENT 5

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES                 | 28,403.                      | 675.                              |                               | 23,253.                       |
| TO FM 990-PF, PG 1, LN 16A | 28,403.                      | 675.                              |                               | 23,253.                       |

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 6

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 176,501.                     | 12,146.                           |                               | 163,634.                      |
| TO FORM 990-PF, PG 1, LN 16B | 176,501.                     | 12,146.                           |                               | 163,634.                      |

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 7

| DESCRIPTION                      | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FINANCIAL CONSULTING             | 173,318.                     | 48,080.                           |                               | 116,143.                      |
| CONSULTING                       | 449,654.                     | 115,995.                          |                               | 310,717.                      |
| INVESTMENT MANAGEMENT            | 1,431,621.                   | 1,431,621.                        |                               | 0.                            |
| IT CONSULTING                    | 248,775.                     | 0.                                |                               | 221,328.                      |
| FOSTER CARE CONTRACT<br>EXPENSES | 52,890.                      | 0.                                |                               | 51,730.                       |
| TO FORM 990-PF, PG 1, LN 16C     | 2,356,258.                   | 1,595,696.                        |                               | 699,918.                      |

## FORM 990-PF

## TAXES

## STATEMENT 8

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES               | 26,897.                      | 26,897.                           |                               | 0.                            |
| EXCISE TAX EXPENSE          | 207,182.                     | 0.                                |                               | 0.                            |
| PAYROLL TAXES               | 124,060.                     | 0.                                |                               | 124,060.                      |
| TO FORM 990-PF, PG 1, LN 18 | 358,139.                     | 26,897.                           |                               | 124,060.                      |

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 9

| DESCRIPTION                        | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| SUPPLIES                           | 270,857.                     | 0.                                |                               | 284,861.                      |
| BANK FEES                          | 69,772.                      | 366.                              |                               | 65,886.                       |
| DUES & SUBSCRIPTIONS               | 11,185.                      | 0.                                |                               | 10,897.                       |
| INSURANCE                          | 67,799.                      | 12,919.                           |                               | 62,895.                       |
| POSTAGE & SHIPPING                 | 32,557.                      | 0.                                |                               | 33,694.                       |
| OTHER TAXES & FILING FEES          | 63,069.                      | 50,044.                           |                               | 13,476.                       |
| PARTNERSHIP EXPENSES               | 13,140.                      | 13,140.                           |                               | 0.                            |
| MEDIA ADVERTISING                  | 85,079.                      | 0.                                |                               | 85,550.                       |
| FOSTER CARE PROGRAM EXPENSES       | 227,806.                     | 0.                                |                               | 237,874.                      |
| PORTFOLIO DEDUCTIONS               | 1,109,317.                   | 1,109,317.                        |                               | 0.                            |
| BOOK/TAX ADJUSTMENTS               | <438,309.>                   | 0.                                |                               | 0.                            |
| FEES -RECLAIMABLE FOREIGN<br>TAXES | 24,470.                      | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23        | 1,536,742.                   | 1,185,786.                        |                               | 795,133.                      |

|             |                 |              |
|-------------|-----------------|--------------|
| FORM 990-PF | CORPORATE STOCK | STATEMENT 10 |
|-------------|-----------------|--------------|

| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET VALUE |
|-----------------------------------------|-------------|-------------------|
| NORTHERN TRUST COMPANY - 2610445        | 12,555,912. | 12,555,912.       |
| GOLDMAN SACHS - 659-3                   | 0.          | 0.                |
| GOLDMAN SACHS - 332-9                   | 0.          | 0.                |
| GOLDMAN SACHS - 336-0                   | 71,331,223. | 71,331,223.       |
| GOLDMAN SACHS - 248-5                   | 12,329,993. | 12,329,993.       |
| GOLDMAN SACHS - 112-1                   | 775,215.    | 775,215.          |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 96,992,343. | 96,992,343.       |

|             |                 |              |
|-------------|-----------------|--------------|
| FORM 990-PF | CORPORATE BONDS | STATEMENT 11 |
|-------------|-----------------|--------------|

| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET VALUE |
|-----------------------------------------|-------------|-------------------|
| GOLDMAN SACHS - 336-0                   | 13,073,870. | 13,073,870.       |
| NORTHERN TRUST - 2684641                | 43,760,661. | 43,760,661.       |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 56,834,531. | 56,834,531.       |

|             |                   |              |
|-------------|-------------------|--------------|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT 12 |
|-------------|-------------------|--------------|

| DESCRIPTION                            | VALUATION METHOD | BOOK VALUE   | FAIR MARKET VALUE |
|----------------------------------------|------------------|--------------|-------------------|
| OTHER INVESTMENTS                      | FMV              | 109,150,112. | 109,150,112.      |
| GOLDMAN SACHS - 336-0                  | FMV              | 18,051,020.  | 18,051,020.       |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                  | 127,201,132. | 127,201,132.      |

|             |                                                |              |
|-------------|------------------------------------------------|--------------|
| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT 13 |
|-------------|------------------------------------------------|--------------|

| DESCRIPTION                        | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|------------------------------------|---------------------|--------------------------|------------|
| PP&E                               | 481,256.            | 212,135.                 | 269,121.   |
| TOTAL TO FM 990-PF, PART II, LN 14 | 481,256.            | 212,135.                 | 269,121.   |

## FORM 990-PF

## OTHER LIABILITIES

## STATEMENT 14

## DESCRIPTION

## BOY AMOUNT

## EOY AMOUNT

DERIVATIVE FINANCIAL LIABILITY

526,030.

66,830.

DEFERRED TAX LIABILITY

457,053.

317,107.

TOTAL TO FORM 990-PF, PART II, LINE 22

983,083.

383,937.

## FORM 990-PF

## OTHER ASSETS

## STATEMENT 15

## DESCRIPTION

BEGINNING OF  
YR BOOK VALUEEND OF YEAR  
BOOK VALUEFAIR MARKET  
VALUE

INVESTMENT INCOME RECEIVABLE

427,578.

260,842.

260,842.

TO FORM 990-PF, PART II, LINE 15

427,578.

260,842.

260,842.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

| NAME AND ADDRESS                                                                  | TITLE AND<br>AVRG HRS/WK      | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|-----------------------------------------------------------------------------------|-------------------------------|-------------------|------------------------------|--------------------|
| RICHARD AVANZINO<br>6150 STONERIDGE MALL RD, SUITE 125<br>PLEASANTON, CA 94588    | PRESIDENT<br>40.00            | 332,798.          | 31,613.                      | 4,800.             |
| MICHAEL D. DUFFIELD<br>6150 STONERIDGE MALL RD, SUITE 125<br>PLEASANTON, CA 94588 | DIRECTOR<br>1.00              | 0.                | 0.                           | 0.                 |
| LAURIE E. PEEK<br>6150 STONERIDGE MALL RD, SUITE 125<br>PLEASANTON, CA 94588      | SECRETARY<br>8.00             | 103,245.          | 9,247.                       | 0.                 |
| MARGARET L. TAYLOR<br>6150 STONERIDGE MALL RD, SUITE 125<br>PLEASANTON, CA 94588  | TREASURER<br>1.00             | 0.                | 0.                           | 0.                 |
| AMY D. ZEIFANG<br>6150 STONERIDGE MALL RD, SUITE 125<br>PLEASANTON, CA 94588      | CHAIRMAN OF THE BOARD<br>5.00 | 0.                | 0.                           | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                                      |                               | 436,043.          | 40,860.                      | 4,800.             |

## FORM 990-PF PAGE 1

[illegible]

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone