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Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

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

OMB No 1545-0052

**2014**

**Open to Public Inspection**

**For calendar year 2014, or tax year beginning 11-01-2014 , and ending 10-31-2015**

Name of foundation
GILES W & ELISE G MEAD FOUNDATION

**A Employer identification number**
95-6040921

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 2218

Room/suite

**B** Telephone number (see instructions)
(707) 226-2164

City or town, state or province, country, and ZIP or foreign postal code
NAPA, CA 94558

**C** If exemption application is pending, check here ▶ ☐

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

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

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

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

**I** Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 20,729,799

**J** Accounting method ☐ Cash ☐ Accrual
☑ Other (specify) MODIFIED CASH
*(Part I, column (d) must be on cash basis.)*

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

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

| Section | Line | Description | (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 (attach schedule) | | | | |
| | 2 | Check ▶ ☑ if the foundation is **not** required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 12 | 12 | | |
| | 4 | Dividends and interest from securities | 408,089 | 461,351 | | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 923,552 | | | |
| | b | Gross sales price for all assets on line 6a 4,112,534 | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 1,015,738 | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | -95,903 | 22,385 | | |
| | 12 | **Total.** Add lines 1 through 11 | 1,235,750 | 1,499,486 | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 3,600 | 0 | | 3,600 |
| | 14 | Other employee salaries and wages | 37,750 | 5,663 | | 32,087 |
| | 15 | Pension plans, employee benefits | 3,068 | 460 | | 2,611 |
| | 16a | Legal fees (attach schedule) | | | | |
| | b | Accounting fees (attach schedule) | 4,900 | 2,450 | | 2,450 |
| | c | Other professional fees (attach schedule) | 76,755 | 76,755 | | 0 |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) | 4,736 | 17 | | 0 |
| | 19 | Depreciation (attach schedule) and depletion | 166 | 0 | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | 19,846 | 0 | | 19,846 |
| | 22 | Printing and publications | 1,062 | 0 | | 1,062 |
| | 23 | Other expenses (attach schedule) | 5,571 | 26,009 | | 5,571 |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 157,454 | 111,354 | | 67,227 |
| | 25 | Contributions, gifts, grants paid | 1,160,136 | | | 1,125,136 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 1,317,590 | 111,354 | | 1,192,363 |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | -81,840 | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 1,388,132 | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | | |

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

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | 335 | 356 | 356 |
| | 2 | Savings and temporary cash investments | 116,103 | 206,169 | 206,169 |
| | 3 | Accounts receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | 17,068 | 17,068 |
| | 10a | Investments—U S and state government obligations (attach schedule) | | | |
| | b | Investments—corporate stock (attach schedule) | 14,878,155 | 13,505,848 | 13,505,848 |
| | c | Investments—corporate bonds (attach schedule) | 4,272,941 | 4,229,214 | 4,229,214 |
| | 11 | Investments—land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | 3,417,235 | 2,770,992 | 2,770,992 |
| | 14 | Land, buildings, and equipment basis ▶ 3,693 | | | |
| | | Less accumulated depreciation (attach schedule) ▶ 3,541 | 318 | 152 | 152 |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I) | 22,685,087 | 20,729,799 | 20,729,799 |
| Liabilities | 17 | Accounts payable and accrued expenses | 79 | 76 | |
| | 18 | Grants payable | 125,000 | 160,000 | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ ) | | | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 125,079 | 160,076 | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here** ▶ ☑ **and complete lines 27 through 31.** | | | |
| | 27 | Capital stock, trust principal, or current funds | 16,547,958 | 16,547,958 | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | 0 | 0 | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 6,012,050 | 4,021,765 | |
| | 30 | **Total net assets or fund balances** (see instructions) | 22,560,008 | 20,569,723 | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 22,685,087 | 20,729,799 | |

**Part III** **Analysis of Changes in Net Assets or Fund Balances**

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 22,560,008 |
| 2 | Enter amount from Part I, line 27a | 2 | -81,840 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 22,478,168 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 1,908,445 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 20,569,723 |

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

| | (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr ) | (d) Date sold (mo , day, yr ) |
|---|---|---|---|---|
| 1 a | MARKETABLE SECURITIES | P | 2014-11-01 | 2015-10-31 |
| b | CUPPS SMALL CAP GROWTH | P | 2009-01-01 | 2015-06-30 |
| c | CAPITAL GAIN DISTRIBUTION | P | | |
| d | PASS THROUGH FROM INVESTMENT K-1S | P | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 3,508,728 | | 2,905,947 | 602,781 |
| b | 603,806 | | 603,844 | -38 |
| c | | | | 292,738 |
| d | | | | 120,257 |
| e | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|---|
| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | | 602,781 |
| b | | | | -38 |
| c | | | | 292,738 |
| d | | | | 120,257 |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 1,015,738 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . . . . . . . . . . . . . . . | 3 | |

## 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 instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---|---|---|
| 2013 | 1,148,814 | 22,407,239 | 0 051270 |
| 2012 | 1,089,570 | 21,579,469 | 0 050491 |
| 2011 | 881,749 | 19,878,646 | 0 044357 |
| 2010 | 1,041,190 | 20,246,987 | 0 051424 |
| 2009 | 952,247 | 18,907,744 | 0 050363 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d). . . . . . . . . . . . . . . . . . . . . . . | 2 | 0 247905 |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . | 3 | 0 049581 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . . | 4 | 21,875,219 |
| 5 | Multiply line 4 by line 3. . . . . . . . . . . . . . . . . . . . . . . . | 5 | 1,084,595 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . . . . . . | 6 | 13,881 |
| 7 | Add lines 5 and 6. . . . . . . . . . . . . . . . . . . . . . . . . . | 7 | 1,098,476 |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . . . . . . . . . . | 8 | 1,192,363 |

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

## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 | | 1 | 13,881 |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 2 | 0 |
| 3 | Add lines 1 and 2 | | 3 | 13,881 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 4 | 0 |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | | 5 | 13,881 |
| 6 | Credits/Payments | | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a 17,068 | | |
| b | Exempt foreign organizations—tax withheld at source | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c 3,100 | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments Add lines 6a through 6d | | 7 | 20,168 |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached | | 8 | 58 |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | 9 | |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | 10 | 6,229 |
| 11 | Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 6,229 **Refunded** ▶ | | 11 | 0 |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | No |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? | 1b | | No |
| | *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | No |
| 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.* | 2 | | No |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | No |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | No |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | No |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | Yes | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.* | 7 | Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* | 8b | Yes | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | No |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.* | 10 | | No |

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | No |
| 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 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Yes | |

Website address ▶WWW GILESWMEADFOUNDATION ORG

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

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | No |
| | See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶ | | | |

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

| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly) | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No** | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No** | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ **Yes** ☐ **No** | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ **Yes** ☐ **No** | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No** | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). ☐ **Yes** ☑ **No** | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | | No |
| | Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? | 1c | | No |
| 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? ☐ **Yes** ☑ **No** | | | |
| | If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions ) | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No** | | | |
| b | If "Yes," did it have excess business holdings in 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.)* | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| 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? | 4b | | No |

**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)? | **5b** | | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| **c** | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No | | | |
| | *If "Yes," attach the statement required by Regulations section 53.4945–5(d).* | | | |
| **6a** | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No | | | |
| **b** | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | **6b** | | 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? | **7b** | | |

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

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

| **(a)** Name and address | **(b)** Title, and average hours per week devoted to position | **(c)** Compensation **(If not paid, enter -0-)** | **(d)** Contributions to employee benefit plans and deferred compensation | **(e)** Expense account, other allowances |
|---|---|---|---|---|
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| **(a)** Name and address of each employee paid more than $50,000 | **(b)** Title, and average hours per week devoted to position | **(c)** Compensation | **(d)** Contributions to employee benefit plans and deferred compensation | **(e)** Expense account, other allowances |
|---|---|---|---|---|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| **Total** number of other employees paid over $50,000 ▶ | | | | 0 |

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

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

| **(a)** Name and address of each person paid more than $50,000 | **(b)** Type of service | **(c)** Compensation |
|---|---|---|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services. . . . . . . . . . . . . . ▶ | | 0 |

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

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

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

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

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities | 1a | 18,857,538 |
| b | Average of monthly cash balances | 1b | 191,688 |
| c | Fair market value of all other assets (see instructions) | 1c | 3,159,118 |
| d | **Total** (add lines 1a, b, and c) | 1d | 22,208,344 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0 | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0 |
| 3 | Subtract line 2 from line 1d | 3 | 22,208,344 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 333,125 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 21,875,219 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 1,093,761 |

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

| | | | |
|---|---|---|---|
| 1 | Minimum investment return from Part X, line 6 | 1 | 1,093,761 |
| 2a | Tax on investment income for 2014 from Part VI, line 5 — 2a: 13,881 | | |
| b | Income tax for 2014 (This does not include the tax from Part VI ) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 13,881 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 1,079,880 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0 |
| 5 | Add lines 3 and 4 | 5 | 1,079,880 |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0 |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 1,079,880 |

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

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes | | |
| a | Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 | 1a | 1,192,363 |
| b | Program-related investments—total from Part IX-B | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,192,363 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5 | 13,881 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 1,178,482 |

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

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

| | (a) Corpus | (b) Years prior to 2013 | (c) 2013 | (d) 2014 |
|---|---|---|---|---|
| **1** Distributable amount for 2014 from Part XI, line 7 | | | | 1,079,880 |
| **2** Undistributed income, if any, as of the end of 2014 | | | | |
| **a** Enter amount for 2013 only. . . . . . . | | | 0 | |
| **b** Total for prior years 20___ , 20___ , 20___ | | 0 | | |
| **3** Excess distributions carryover, if any, to 2014 | | | | |
| **a** From 2009. . . . . . . | | | | |
| **b** From 2010. . . . . . . 90,537 | | | | |
| **c** From 2011. . . . . . . | | | | |
| **d** From 2012. . . . . . . 39,029 | | | | |
| **e** From 2013. . . . . . . 62,584 | | | | |
| **f** **Total** of lines 3a through e. . . . . . . . . | 192,150 | | | |
| **4** Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,192,363 | | | | |
| **a** Applied to 2013, but not more than line 2a | | | 0 | |
| **b** Applied to undistributed income of prior years (Election required—see instructions). . . . . | | 0 | | |
| **c** Treated as distributions out of corpus (Election required—see instructions). . . . . . . . . | 0 | | | |
| **d** Applied to 2014 distributable amount. . . . . | | | | 1,079,880 |
| **e** Remaining amount distributed out of corpus | 112,483 | | | |
| **5** Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | 0 | | | 0 |
| **6** **Enter the net total of each column as indicated below:** | | | | |
| **a** Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 304,633 | | | |
| **b** Prior years' undistributed income Subtract line 4b from line 2b . . . . . . . . . . . . | | 0 | | |
| **c** Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . . | | 0 | | |
| **d** Subtract line 6c from line 6b Taxable amount —see instructions . . . . . . . . . . . . | | 0 | | |
| **e** Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . . . . . . . . . . . . | | | 0 | |
| **f** Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . . . . . . . . | | | | 0 |
| **7** Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . . . . | 0 | | | |
| **8** Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . | 0 | | | |
| **9** **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a . . . . . . | 304,633 | | | |
| **10** Analysis of line 9 | | | | |
| **a** Excess from 2010. . . . 90,537 | | | | |
| **b** Excess from 2011. . . . | | | | |
| **c** Excess from 2012. . . . 39,029 | | | | |
| **d** Excess from 2013. . . . 62,584 | | | | |
| **e** Excess from 2014. . . . 112,483 | | | | |

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . . . . ▶

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

| | Tax year | Prior 3 years | | | (e) Total |
|---|---|---|---|---|---|
| | (a) 2014 | (b) 2013 | (c) 2012 | (d) 2011 | |
| **2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| **b** 85% of line 2a | | | | | |
| **c** Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| **d** Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| **e** Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| **3** Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets | | | | | |
| **(2)** Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| **b** "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| **c** "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| **(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| **(3)** Largest amount of support from an exempt organization | | | | | |
| **(4)** Gross investment income | | | | | |

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

**1 Information Regarding Foundation Managers:**

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

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

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

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

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

GILES W ELISE G MEAD FOUNDATION
PO BOX 2218
NAPA,CA 94558
(707) 226-2164

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

THE FOUNDATION GENERALLY SUPPORTS ORGANIZATIONS THAT EMPHASIZE FORESTRY, FISHERIES AND THE SUSTAINABLE USE OF NATURAL RESOURCES IN WESTERN NORTH AMERICA SUPPORT TO SCIENTIFIC/MEDICAL ORGANIZATIONS IS GENERALLY LIMITED TO PROPOSALS INITIATED BY BOARD MEMBERS THE BOARD GENERALLY MEETS IN MAY AND OCTOBER INQUIRIES SHOULD BE INITIATED 5 MONTHS PRIOR TO THE MEETINGS A COMPLETE PROPOSAL, IF REQUESTED, INCLUDES THE FOLLOWING 1 A DETAILED DESCRIPTION OF THE PROJECT (3-5 PAGES) 2 PROJECT BUDGET AND TIMEFRAME 3 OTHER FUNDING SOURCES 4 A COPY OF IRS QUALIFIED TAX EXEMPTION LETTER 5 A LIST OF STAFF AND DIRECTORS ASSOCIATED WITH THE PROJECT 6 CURRENT FINANCIAL STATEMENTS AND AN ANNUAL PROGRAM REPORT, IF AVAILABLE 7 PROPOSALS MUST BE ON LETTERHEAD, DATED AND SIGNED BY A SENIOR OFFICER

**c** Any submission deadlines

PROPOSALS WHICH HAVE BEEN INVITED FOR CONSIDERATION SHOULD BE RECEIVED BY APRIL 1 AND/OR SEPT 1

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

N/A

**Part XV 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, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year*<br>See Additional Data Table | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 1,125,136 |
| **b** *Approved for future payment*<br>See Additional Data Table | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3b** | | | | 160,000 |

**Part XVI-A Analysis of Income-Producing Activities**

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments. . . . | | | | | |
| 3 Interest on savings and temporary cash investments . . . . . . . . . . . . . | | | 14 | 12 | |
| 4 Dividends and interest from securities. . . . | | | 14 | 408,089 | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property. . . . . . | | | | | |
| b Not debt-financed property. . . . . | | | | | |
| 6 Net rental income or (loss) from personal property . . . . . . . . . . . . . . | | | | | |
| 7 Other investment income. . . . . | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory . . . . . . . . . . . . . . | | | 18 | 923,552 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory. . | | | | | |
| 11 Other revenue a INVESTMENT PARTNERSHIP INCOME | | | 18 | -95,903 | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e). . | | 0 | | 1,235,750 | 0 |

**13 Total.** Add line 12, columns (b), (d), and (e). . . . . . . . . . . . . . . . . . . . . . **13** 1,235,750

(See worksheet in line 13 instructions to verify calculations )

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

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

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

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

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

| **(a)** Line No | **(b)** Amount involved | **(c)** Name of noncharitable exempt organization | **(d)** Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | | |

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

**b** If "Yes," complete the following schedule

| **(a)** Name of organization | **(b)** Type of organization | **(c)** Description of relationship |
|---|---|---|
| | | |

**Sign Here**

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

| ****** | 2016-03-16 | ****** |
|---|---|---|
| Signature of officer or trustee | Date | Title |

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed ▶ ☐ | PTIN |
|---|---|---|---|---|
| JANE M SEARING | | 2016-03-16 | | P00000565 |

Firm's name ▶ CLARK NUBER PS

Firm's EIN ▶ 94-1194016

Firm's address ▶ 10900 NE 4TH STREET SUITE 1700 BELLEVUE, WA 98004

Phone no (425) 454-1919

**Form 990PF Part VIII Line 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 |
|---|---|---|---|---|
| JANE W MEAD<br>PO BOX 2218<br>NAPA, CA 94558 | VICE PRESIDENT<br>1 00 | 1,200 | 0 | 0 |
| PARRY MEAD MURRAY<br>PO BOX 2218<br>NAPA, CA 94558 | VICE PRESIDENT<br>1 00 | 1,200 | 0 | 0 |
| CALDER M MACKAY<br>PO BOX 2218<br>NAPA, CA 94558 | CFO/TREASURER<br>1 00 | 0 | 0 | 0 |
| RICHARD N MACKAY<br>PO BOX 2218<br>NAPA, CA 94558 | PRESIDENT<br>1 00 | 0 | 0 | 0 |
| GILES W MEAD<br>PO BOX 2218<br>NAPA, CA 94558 | SECRETARY<br>1 00 | 0 | 0 | 0 |
| KATHERINE CONE KECK<br>PO BOX 2218<br>NAPA, CA 94558 | DIRECTOR<br>1 00 | 1,200 | 0 | 0 |

**Form 990PF Part XV Line 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, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| AMERICAN UNIVERSITY SCHOOL OF COMMUNICATION 4400 MASSACHUSETTS AVENUE NW<br>WASHINGTON, DC 200168017 | N/A | PC 501(C)(3) | INVESTIGATIVE REPORTING WORKSHOP | 35,000 |
| AUDUBON CALIFORNIA 100 BELL CANYON ROAD<br>TRABUCO CANYON, CA 92679 | N/A | PC 501(C)(3) | HABITAT RESTORATION AND WILDLIFE MONITORING FOR DROUGHT AND FIRE RESILIENCE AT STARR RANCH SANCTUARY | 10,000 |
| CENTRAL SIERRA ENVIRONMENTAL RESOURCE CENTER BOX 396<br>TWAIN HARTE, CA 95383 | N/A | PC 501(C)(3) | REFORESTATION AND RESTORATION PLANNING IN THE RIM FIRE LANDSCAPE | 22,550 |
| EARTHJUSTICE 50 CALIFORNIA ST SUITE 500<br>SAN FRANCISCO, CA 94111 | N/A | PC 501(C)(3) | PREVENTING DESTRUCTIVE OIL/GAS DEVELOPMENT WITH EMPHASIS ON PUBLIC LANDS, FRACKING, AND CA STATE | 50,000 |
| KLAMATH FOREST ALLIANCE P O BOX 21<br>ORLEANS, CA 95556 | N/A | PC 501(C)(3) | REFORM PUBLIC LAND GRAZING IN NORTHWEST CALIFORNIA | 10,000 |
| LAND TRUST OF NAPA COUNTY 1700 SOSCOL AVE SUITE 20<br>NAPA, CA 94558 | N/A | PC 501(C)(3) | CHALLENGE GRANT MET, FUNDS FOR PLANNING AND IMPLEMENTATION OF STEWARDSHIP PROJECTS | 25,000 |
| LAND TRUST OF NAPA COUNTY 1700 SOSCOL AVE SUITE 20<br>NAPA, CA 94559 | N/A | PC 501(C)(3) | FUNDS FOR ROAD IMPROVEMENT AND EROSION CONTROL ON LAND TRUST PRESERVES | 50,000 |
| NAPA VALLEY ART CORP FOR ENVIRONMENTAL EDUCATION COALITION OF NAPA COUNTY P O BOX 3867<br>YOUNTVILLE, CA 94559 | N/A | PC 501(C)(3) | SCHOOL BUS TRANSPORTATION FOR EDUCATIONAL FIELD TRIPS FOR NAPA COUNTY STUDENTS | 5,000 |
| NAPA VALLEY HOSPICE 414 SOUTH JEFFERSON ST<br>NAPA, CA 94559 | N/A | PC 501(C)(3) | IN HONOR OF NANCY WHITAKER MAHONEY - TRAINING FUNDS | 10,000 |
| OCEAN CONSERVANCY 1300 19TH STREET NW 8TH FLOOR<br>WASHINGTON, DC 20036 | N/A | PC 501(C)(3) | FUNDS TO COMBAT THE PROBLEM OF OCEAN ACIDITY AS IT PERTAINS TO THE WEST COAST OF CALIFORNIA | 25,000 |
| NAPA VALLEY FOOD BANK 1766 INDUSTRIAL WAY<br>NAPA, CA 94558 | N/A | PC 501(C)(3) | FUNDS TO AID IN THE RECOVERY OF THE DAMAGE CAUSED BY THE NAPA EARTHQUAKE | 10,000 |
| PRODUCT STEWARDSHIP INSTITUTE 29 STANHOPE ST 3RD FLOOR<br>BOSTON, MA 02116 | N/A | PC 501(C)(3) | FUNDS TO DEVELOP THE U S ACTION PLAN FOR EXTENDED PRODUCER RESPONSIBILITY | 35,000 |
| REDWOOD FOREST FOUNDATION P O BOX 12<br>MENDOCINO, CA 95450 | N/A | PC 501(C)(3) | FUNDING TO ESTABLISH THE POSITION OF VOLUNTEER COORDINATOR AND CREATE A FORMAL VOLUNTEER PROGRAM | 25,000 |
| SAN FRANCISCO BAYKEEPER 785 MARKET ST SUITE 850<br>SAN FRANCISCO, CA 94103 | N/A | PC 501(C)(3) | FUNDING FOR THE BAYKEEPER'S BAY-SAFE INDUSTRY CAMPAIGN | 20,000 |
| SIERRA CLUB FOUNDATION 85 SECOND ST SUITE 750<br>SAN FRANCISCO, CA 941053441 | N/A | PC 501(C)(3) | WILD ALASKA CAMPAIGN | 25,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 1,125,136 |

## Form 990PF Part XV Line 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, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| TRUSTEES FOR ALASKA 1026 W 4TH AVENUE SUITE201<br>ANCHORAGE,AK 99501 | N/A | PC 501(C)(3) | TO PROVIDE LEGAL SERVICES TO PROTECT THE ARCTIC NATIONAL WILDLIFE REFUGE | 25,000 |
| TUOLUMNE RIVER TRUST 312 SUTTER ST SUITE 402<br>SAN FRANCISCO,CA 94108 | N/A | PC 501(C)(3) | FUNDING FOR THE CAMPAIGN TO REVIVE THE TUOLUMNE | 20,000 |
| WILLOW BEND ENVIROMENTAL EDUCATION CENTER 703 E SAWMILL ROAD<br>FLAGSTAFF,AZ 86001 | N/A | PC 501(C)(3) | FUNDS TO PROVIDE OUTDOOR, HANDS ON, ENVIRONMENTAL EDUCATION FOR AT RISK AND UNDERSERVED YOUTH | 18,146 |
| POINT BLUE CONSERVATION SCIENCE 3820 CYPRESS DRIVE 11<br>PETALUMA,CA 94954 | N/A | PC 501(C)(3) | FARALLON MARINE WILDLIFE CONSERVATION AND RESEARCH PROGRAM 2 YEAR SUPPORT | 50,000 |
| SEVA FOUNDATION 1786 FIFTH STREET<br>BERKELEY,CA 94710 | N/A | PC 501(C)(3) | AMERICAN INDIAN SIGHT INITIATIVE PROGRAM 2 YEAR SUPPORT | 20,000 |
| SONOMA ECOLOGY CENTER P O BOX 1486<br>ELDRIDGE,CA 95431 | N/A | PC 501(C)(3) | 2 YEAR GRANT FOR THE ENVIROLLEADER INTERNSHIP PROGRAM | 20,000 |
| COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE SUITE 170<br>ARLINGTON,VA 22202 | N/A | PC 501(C)(3) | OPERATING EXPENSES | 1,840 |
| FRED HUTCHINSON CANCER RESEARCH CENTER 1100 FAIRVIEW AVE N M5-C800<br>SEATTLE,WA 97205 | N/A | PC 501(C)(3) | RESEACH TO AID IN EARLY DETECTION, DIAGNOSIS AND TREATMENT OF PANCREAS CANCER | 100,000 |
| THE HUNTINGTON LIBRARY 1151 OXFORD ROAD<br>SAN MARINO,CA 91108 | N/A | PC 501(C)(3) | SUPPORT FOR RESEARCH AND A BOOK ON CABRILLO | 25,000 |
| ADVOCATES FOR THE WEST POST OFFICE BOX 1612<br>BOISE,ID 83701 | N/A | PC 501(C)(3) | SUPPORT FOR WORK TO PROTECT CA'S POINT REYES NATIONAL SEASHORE | 25,000 |
| CHILDREN OF THE NIGHT 14530 SYLVAN STREET<br>VAN NUYS,CA 91411 | N/A | PC 501(C)(3) | FUNDS TO EXPAND CHILDREN OF THE NIGHT'S ONLINE HIGH SCHOOL EQUIVALENCY PROGRAM | 20,000 |
| CITY SLICKER FARMS 1625 16TH STREET<br>OAKLAND,CA 94607 | N/A | PC 501(C)(3) | FUNDS TO UNDERWRITE THE COST OF ESTABLISHING A COMMUNITY GARDEN AT A 1 4 ACRE URBAN FARM | 30,000 |
| EARTH LAW CENTER POST OFFICE BOX 3283<br>FREMONT,CA 94539 | N/A | PC 501(C)(3) | SUPPORT FOR ELC'S "IMPLEMENTING A NEW WATER VISION FOR CALIFORNIA INITIATIVE" | 20,000 |
| EARTH WATCH INSTITUTE 114 WESTERN AVENUE<br>BOSTON,MA 02134 | N/A | PC 501(C)(3) | SUPPORT FOR THE CONSERVATION OF LEATHERBACK TURTLES | 56,000 |
| FRIENDS OF THE RIVER 1418 20TH ST SUITE 100<br>SACRAMENTO,CA 95811 | N/A | PC 501(C)(3) | FUNDS TO AID IN THE PROTECTION OF THE SACRAMENTO RIVER WATERSHED | 20,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ 3a | | | | 1,125,136 |

**Form 990PF Part XV Line 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, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| GIFFORD PINCHOT TASK FORCE<br>4506 SE BELMONT ST STE 230A<br>PORTLAND,OR 97215 | N/A | PC 501(C)(3) | FUNDS FOR THE WILDLIFE & CLIMATE RESILIENCE PROJECT | 30,000 |
| HEYDAY INSTITUTE POST OFFICE BOX 9145<br>BERKELEY,CA 94709 | N/A | PC 501(C)(3) | A TWO YEAR GRANT TO LAUNCH HEY NATURE! HEYDAY'S NEW NATURE AND ENVIRONMENTAL PUBLISHING INITIATIVE | 25,000 |
| INSTITUTE FOR LOCAL SELF RELIANCE 1710 CONNECTICUT AVE NW 4TH FLOOR<br>WASHINGTON,DC 20009 | N/A | PC 501(C)(3) | CONTINUED SUPPORT FOR THE WASTE TO WEALTH PROGRAM | 40,000 |
| NATIVE SEEDS SEARCH 3584 E RIVER ROAD<br>TUCSON,AZ 85718 | N/A | PC 501(C)(3) | A TWO YEAR GRANT FOR THE CONSERVATION INTERNSHIP PROGRAM | 25,000 |
| REEF CHECK FOUNDATION P O BOX 1057<br>PACIFIC PALISADES,CA 90272 | N/A | PC 501(C)(3) | FUNDS TO REDESIGN AND UPDATE THE REEF CHECK WEBSITE, MOVE TO NEW SERVERS, AND COVER SOCIAL MEDIA OUTREACH | 31,600 |
| RESOURCE RENEWAL INSTITUTE<br>187 BLITHEDALE AVE<br>MILL VALLEY,CA 94941 | N/A | PC 501(C)(3) | FUNDS FOR THE FISH IN THE FIELD PROJECT | 25,000 |
| SIERRA FUND 206 SACRAMENTO ST STE 101<br>NEVADA CITY,CA 95959 | N/A | PC 501(C)(3) | FUNDS TO AID IN THE ON-THE-GROUND ACTIONS TO CLEAN UP ABANDONED MINES AND PROTECT THE HEALTH OF PEOPLE | 35,000 |
| TRUST FOR CONSERVATION INNOVATION 150 POST STREET SUITE 342<br>SAN FRANCISCO,CA 94108 | N/A | PC 501(C)(3) | BLUE RIDGE BERRYESSA PARTNERSHIP- SUPPORT MANAGEMENT AND RESTORATION OF THE LAKE BERRYESSA | 20,000 |
| UNITED ANGLERS CASA GRANDE HIGH SCHOOL 333 CASA GRANDE ROAD<br>PETALUMA,CA 94954 | N/A | PC 501(C)(3) | CONTINUED SUPPORT FOR PETALUMA RIVER WATERSHED HABITAT ASSESSMENT AND STEWARDSHIP PROJECT | 10,000 |
| WESTERN RIVERS CONSERVANCY<br>71 SW OAK STREET<br>PORTLAND,OR 97204 | N/A | PC 501(C)(3) | TWO YEAR GRANT TO ESTABLISH COLD-WATER SANCTUARIES ON THE JOHN DAY AND KLAMATH RIVERS | 35,000 |
| MARINE APPLIED RESEARCH & EXPLORATION 1230 BRICKYARD COVE ROAD 101<br>RICHMOND,CA 94801 | N/A | PC 501(C)(3) | MATCHED CHALLENGE GRANT FOR UNDERWATER ROBOTIC EQUIPMENT | 30,000 |
| ARIZONA MUSEUM OF NATURAL HISTORY 53 NORTH MCDONALD<br>MESA,AZ 85201 | N/A | PC 501(C)(3) | MUSEUM ADMISSION FOR TITLE ONE SCHOOL CHILDREN | 10,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 1,125,136 |

# TY 2014 Accounting Fees Schedule

**Name:** GILES W & ELISE G MEAD FOUNDATION

**EIN:** 95-6040921

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| ACCOUNTING FEES | 4,900 | 2,450 | | 2,450 |

# TY 2014 Investments Corporate Bonds Schedule

**Name:** GILES W & ELISE G MEAD FOUNDATION

**EIN:** 95-6040921

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| LEGG MASON BW GLOBAL | 1,153,258 | 1,153,258 |
| PIMCO SHORT TERM INSTL | 138,481 | 138,481 |
| PIMCO TOTAL RETURN FUND | 1,375,909 | 1,375,909 |
| TEMPLETON GLOBAL BOND | 1,561,566 | 1,561,566 |

# TY 2014 Investments Corporate Stock Schedule

**Name:** GILES W & ELISE G MEAD FOUNDATION

**EIN:** 95-6040921

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| SCHWAB (DENVER) | 0 | 0 |
| ADOBE SYSTEMS INC | 91,320 | 91,320 |
| AFFILIATED MANAGERS | 73,907 | 73,907 |
| ALEXION PHARMA INC | 114,400 | 114,400 |
| ALIBABA GROUP HLDG | 114,847 | 114,847 |
| ALLERGAN PLC | 135,727 | 135,727 |
| ALPHABET INC | 113,558 | 113,558 |
| ALPHABET INC | 35,541 | 35,541 |
| BRISTOL-MYERS SQUIBB | 54,739 | 54,739 |
| CELGENE CORP | 123,937 | 123,937 |
| CERNER CORP | 92,143 | 92,143 |
| COGNIZANT TECH | 151,204 | 151,204 |
| DOLLAR GENERAL CORP | 68,448 | 68,448 |
| DOLLAR TREE INC | 49,118 | 49,118 |
| FACEBOOK INC | 141,738 | 141,738 |
| FLEETCOR | 39,112 | 39,112 |
| IMS HEALTH HLDGS INC | 51,446 | 51,446 |
| INTUITIVE SURGICAL | 57,109 | 57,109 |
| INVESCO LTD | 72,311 | 72,311 |
| MASTERCARD INC | 86,121 | 86,121 |
| MONSTER BEVERAGE COR | 67,478 | 67,478 |
| NIELSEN HOLDINGS PLC | 73,641 | 73,641 |
| NXP SEMICONDUCTORS | 49,361 | 49,361 |
| PERRIGO CO PLC | 31,548 | 31,548 |
| PRICELINE GROUP | 152,695 | 152,695 |
| REGENERON PHARMS INC | 50,165 | 50,165 |
| ROYAL CARIBBEAN | 86,548 | 86,548 |
| SHIRE PLC | 103,535 | 103,535 |
| STARBUCKS CORP | 68,201 | 68,201 |
| STERICYCLE INC | 44,907 | 44,907 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| TENCENT HOLDINGS | 118,881 | 118,881 |
| VERISK ANALYTICS INC | 40,102 | 40,102 |
| VISA INC | 127,231 | 127,231 |
| ABERDEEN EMERGING | 1,093,467 | 1,093,467 |
| AMG TIMES SQUARE MID CAP | 791,158 | 791,158 |
| ARTISAN INTL FUND INV | 1,038,409 | 1,038,409 |
| CAUSEWAY INTERNATIONAL | 1,157,644 | 1,157,644 |
| DODGE & COX STOCK FUND | 1,519,406 | 1,519,406 |
| LAZARD EMRG MKTS EQTY | 820,648 | 820,648 |
| PIMCO COMMODITY REAL | 336,554 | 336,554 |
| RS GLOBAL NATURAL | 536,647 | 536,647 |
| VAUGHAN NELSON VALUE | 790,004 | 790,004 |
| VULCAN VALUE PARTNERS FD | 1,155,800 | 1,155,800 |
| WELLS FARGO ADVTG ABSLT | 1,023,411 | 1,023,411 |
| WESTWOOD INCOME OPPTY | 561,681 | 561,681 |

# TY 2014 Investments - Other Schedule

**Name:** GILES W & ELISE G MEAD FOUNDATION

**EIN:** 95-6040921

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|---|---|---|---|
| BHC INTERIM FUNDING II, L.P. | FMV | 218,946 | 218,946 |
| BHC INTERIM FUNDING III, L.P. | FMV | 235,788 | 235,788 |
| CUPPS SMALL CAP GROWTH FUND, LLC | FMV | 0 | 0 |
| L-R GLOBAL LIQUIDATING FUND | FMV | 50,311 | 50,311 |
| OIL LEASES | FMV | 821 | 821 |
| PACIFIC DIVERSIFIED STRATEGIES, LLC | FMV | 2,265,126 | 2,265,126 |

# TY 2014 Other Decreases Schedule

**Name:** GILES W & ELISE G MEAD FOUNDATION

**EIN:** 95-6040921

| Description | Amount |
|---|---|
| UNREALIZED LOSSES | 1,887,453 |
| PRIOR PERIOD ADJUSTMENT | 20,992 |

# TY 2014 Other Expenses Schedule

**Name:** GILES W & ELISE G MEAD FOUNDATION

**EIN:** 95-6040921

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| OFFICE EXPENSES | 2,771 | 0 | | 2,771 |
| MEMBERSHIP DUES | 1,225 | 0 | | 1,225 |
| DEDUCTIONS FROM K-1'S | 0 | 26,009 | | 0 |
| INSURANCE | 1,575 | 0 | | 1,575 |

# TY 2014 Other Income Schedule

**Name:** GILES W & ELISE G MEAD FOUNDATION

**EIN:** 95-6040921

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---|---|---|---|
| INVESTMENT PARTNERSHIP INCOME | -95,903 | | -95,903 |

# TY 2014 Other Professional Fees Schedule

**Name:** GILES W & ELISE G MEAD FOUNDATION

**EIN:** 95-6040921

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| INVESTMENT MANAGEMENT FEES | 76,755 | 76,755 | | 0 |

| efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491141003096 |
|---|---|---|

# TY 2014 Taxes Schedule

**Name:** GILES W & ELISE G MEAD FOUNDATION

**EIN:** 95-6040921

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| FEDERAL TAXES PAID | 4,736 | 0 | | 0 |
| FOREIGN INCOME TAX | 0 | 17 | | 0 |