

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

Name of foundation THE SCHMIDT FAMILY FOUNDATION		A Employer identification number 20-4170342
Number and street (or P.O. box number if mail is not delivered to street address) 555 BRYANT STREET	Room/suite 370	B Telephone number (see instructions) (650) 376-7100
City or town, state, and ZIP code PALO ALTO, CA 94301		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 178,017,994.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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).)				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	21,660,363.	ATCH 1		
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	37,777.	37,777.		ATCH 2
4 Dividends and interest from securities	3,756,645.	3,756,645.		ATCH 3
5a Gross rents	20,199.	20,199.		
b Net rental income or (loss) <u>20,199.</u>				
6a Net gain or (loss) from sale of assets not on line 10	2,239,818.			
b Gross sales price for all assets on line 6a <u>29,974,400.</u>				
7 Capital gain net income (from Part IV, line 2)		18,875,682.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-1,103,208.	-1,103,208.		ATCH 4
12 Total. Add lines 1 through 11	26,611,594.	21,587,095.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages	704,407.			669,909.
15 Pension plans, employee benefits	148,943.			144,822.
16a Legal fees (attach schedule) <u>ATCH 5</u>	31,725.			29,987.
b Accounting fees (attach schedule) <u>ATCH 6</u>	218,501.	17,175.		128,982.
c Other professional fees (attach schedule) . *	429,676.	209,586.		215,250.
17 Interest				
18 Taxes (attach schedule) (see instructions) * *	170,079.	114,951.		65,726.
19 Depreciation (attach schedule) and depletion	95,310.	31,969.		
20 Occupancy	349,889.			319,668.
21 Travel, conferences, and meetings	62,564.			60,847.
22 Printing and publications	178.			178.
23 Other expenses (attach schedule) <u>ATCH 9</u>	1,758,353.	322,265.		1,412,937.
24 Total operating and administrative expenses. Add lines 13 through 23	3,969,625.	695,946.		3,048,306.
25 Contributions, gifts, grants paid	11,990,041.			12,102,228.
26 Total expenses and disbursements. Add lines 24 and 25	15,959,666.	695,946.	0	15,150,534.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	10,651,928.			
b Net investment income (if negative, enter -0-)		20,891,149.		
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				
	2	Savings and temporary cash investments	3,232,990.	7,561,523.	7,561,523.	
	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 ▶	3,584,931.	* 2,300,422. 2,300,422.	ATCH 10 2,300,422.	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	179,480.	261,128.	261,128.	
	10 a	Investments - U.S. and state government obligations (attach schedule), . .				
	b	Investments - corporate stock (attach schedule) ATCH 11	20,579,279.	30,742,256.	30,742,256.	
	c	Investments - corporate bonds (attach schedule),				
	11	Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 12	136,071,868.	129,127,127.	129,127,127.	
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	9,099,482. 1,198,427.	7,899,430.	7,901,055.	
15	Other assets (describe ▶ ATCH 13)	149,313.	124,483.	124,483.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	171,697,291.	178,017,994.	178,017,994.		
Liabilities	17	Accounts payable and accrued expenses	790,779.	846,100.		
	18	Grants payable	2,354,643.	2,242,455.		
	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)	3,145,422.	3,088,555.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	168,551,869.	174,929,439.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds . .					
30	Total net assets or fund balances (see instructions)	168,551,869.	174,929,439.			
31	Total liabilities and net assets/fund balances (see instructions)	171,697,291.	178,017,994.			

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)	1 168,551,869.
2	Enter amount from Part I, line 27a	2 10,651,928.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 14	3 45,000.
4	Add lines 1, 2, and 3	4 179,248,797.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 15	5 4,319,358.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 174,929,439.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	18,875,682.	
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	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	11,930,490.	153,742,301.	0.077601
2009	18,207,001.	148,207,915.	0.122848
2008	11,123,037.	186,297,542.	0.059706
2007	11,249,890.	138,057,216.	0.081487
2006	1,218,542.	30,023,868.	0.040586
2 Total of line 1, column (d)			2 0.382228
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 0.076446
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 166,712,431.
5 Multiply line 4 by line 3			5 12,744,499.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 208,911.
7 Add lines 5 and 6			7 12,953,410.
8 Enter qualifying distributions from Part XII, line 4 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.			8 15,471,789.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	208,911.
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	
3	Add lines 1 and 2	3	208,911.
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	208,911.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6 a	205,278.
b	Exempt foreign organizations - tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	205,278.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . ATTACHMENT 16	9	3,797.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA, MA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address THE SCHMIDT FAMILY FOUNDATION.ORG
14 The books are in care of JEANNE HUEY Telephone no. (650) 376-7100
Located at 555 BRYANT STREET #370 PALO ALTO, CA ZIP + 4 94301
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2011, 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?

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
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
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 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
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.)
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?
b If "Yes," did it have excess business holdings in 2011 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 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2011?

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? 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? **ATTACHMENT 17** 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? 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 (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
ATTACHMENT 18		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 19		462,688.	110,557.	0

Total number of other employees paid over \$50,000 Yes No **4**

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
CUTLASS RACING LLC NEWPORT, RI 02840	EVENT CONSULTING	56,875.
NETWORK CONCEPTS CASTRO VALLEY, CA 94552	IT CONSULTANT	63,136.
HILLSPIRE, LLC MENLO PARK, CA 94025	ACCTG, INVST & MGT	184,996.
MANUKA SPORTS MANAGEMENT LLC NEWPORT, RI 02840	EVENT CONSULTING	55,725.
BDO USA, LLP SAN FRANCISCO, CA 94105	AUDIT & TAX SERVICE	53,625.
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 11TH HOUR PROJECT - FUNDED EVENTS AND ACTIVITIES TO INCREASE EDUCATION AND AWARENESS AROUND CLIMATE CHANGE, RENEWABLE ENERGY, SUSTAINABLE FOOD AND AGRICULTURE AND HUMAN RIGHTS.	3,982,192.
2 GREENHOUND - FUNCTIONED AS A BUS STATION DURING THE SUMMER SEASON TO PROMOTE PUBLIC TRANSPORTATION AND AS A CAMPUS FOR THE LOCAL ADULT COMMUNITY SCHOOL DURING THE WINTER SEASON.	338,650.
3 REMAIN NANTUCKET - SPONSORED COMMUNITY EVENTS WITH SOCIAL AND CLIMATE ENVIRONMENTAL MESSAGES.	412,217.
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 RUDOLF STEINER FOUNDATION - BELOW MARKET LOAN TO MAKE LOANS IN AREA OF FOOD & AGRICULTURE INCLUDING PROJECTS SUPPORTING LOCAL FOOD SYSTEMS BASED ON SUSTAINABLE AGRICULTURE.	100,000.
2 ROOT CAPITAL INC - BELOW MARKET LOAN TO PROVIDE FINANCING FOR COMMUNITY BASED ENTERPRISES ENGAGED IN ACTIVITIES THAT FOSTER ENVIRO. CONSERVATION/SOCIALLY EQUITABLE DEVELOPMENT.	100,000.
All other program-related investments. See instructions.	
3 GREENHOUND - ADDITIONAL FIXED ASSETS ADDED TO THE PROPERTY. BANYAN WATER INC - BELOW MARKET LOAN TO FUND INSTALLATION OF WATER SAVING SOLUTIONS TECHNOLOGY ON CUSTOMER SITES.	121,255.
Total. Add lines 1 through 3	321,255.

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	93,575,301.
b	Average of monthly cash balances	1b	4,133,676.
c	Fair market value of all other assets (see instructions)	1c	71,542,222.
d	Total (add lines 1a, b, and c)	1d	169,251,199.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	169,251,199.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,538,768.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	166,712,431.
6	Minimum investment return. Enter 5% of line 5	6	8,335,622.

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	8,335,622.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	208,911.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	208,911.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,126,711.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,126,711.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,126,711.

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	15,150,534.
b	Program-related investments - total from Part IX-B	1b	321,255.
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	15,471,789.
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	208,911.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,262,878.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				8,126,711.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009			20,801,544.	
e From 2010			4,381,345.	
f Total of lines 3a through e	25,182,889.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 15,471,789.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	7,345,078.	ATCH 20		
d Applied to 2011 distributable amount				8,126,711.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	32,527,967.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	32,527,967.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009			20,801,544.	
d Excess from 2010			4,381,345.	
e Excess from 2011			7,345,078.	

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

Empty box for ruling date

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2 a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, 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, b 'Endowment' alternative test, c 'Support' alternative test.

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 21

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

NONE

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

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

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

ATTACHMENT 22

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

ATTACHMENT 23

c Any submission deadlines:

ATTACHMENT 24

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

ATTACHMENT 25

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>ATTACHMENT 26</p>				
Total				▶ 3a 12,102,228.
<p>b Approved for future payment</p> <p>ATTACHMENT 27</p>				
Total				▶ 3b 3,913,600.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					171,152.	
508,512.		FIDELITY #044849 477,891.					VAR 30,621.	VAR
27320409.		FIDELITY #044849 10387932.					VAR 16932477.	VAR
244.		ACCEL X STRATEGIC PARTNERS 0.					VAR 244.	VAR
40,245.		ACCEL X STRATEGIC PARTNERS 0.					VAR 40,245.	VAR
0.		ACCOLADE PARTNERS III, LP 67,838.					VAR -67,838.	VAR
189,289.		ACCOLADE PARTNERS III, LP 0.					VAR 189,289.	VAR
107,882.		BENCHMARK FOUNDERS' FUND VI 0.					VAR 107,882.	VAR
359,192.		DE SHAW OCULUS FUND, LLC 0.					VAR 359,192.	VAR
343,748.		DE SHAW OCULUS FUND, LLC 0.					VAR 343,748.	VAR
0.		DUNE REAL ESTATE PARALLEL FUND II 47.					VAR -47.	VAR
532.		DUNE REAL ESTATE PARALLEL FUND II 0.					VAR 532.	VAR
101.		GENERAL ATLANTIC PARTNERS 86 0.					VAR 101.	VAR

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
90,419.		GENERAL ATLANTIC PARTNERS 87 0.				VAR 90,419.	VAR	
7,030.		GENERAL ATLANTIC PARTNERS 88 0.				VAR 7,030.	VAR	
113,571.		KLEINER PERKINS CAUFIELD & BYERS XIII 0.				VAR 113,571.	VAR	
40,472.		ROCKWOOD CAPITAL R E PTNRS FD VIII 0.				VAR 40,472.	VAR	
0.		SCHF US, LP 131,086.				VAR -131,086.	VAR	
16,550.		SCHF US, LP 0.				VAR 16,550.	VAR	
2,482.		LEGACY VENTURE IV 0.				VAR 2,482.	VAR	
15,573.		LEGACY VENTURE IV 0.				VAR 15,573.	VAR	
13,812.		HIGHVISTA II LIMITED PARTNERSHIP 0.				VAR 13,812.	VAR	
41,171.		HIGHVISTA II LIMITED PARTNERSHIP 0.				VAR 41,171.	VAR	
9,706.		FARALLON CAPITAL INSTITUTIONAL PARTNERS 0.				VAR 9,706.	VAR	
0.		FARALLON CAPITAL INSTITUTIONAL PARTNERS 33,924.				VAR -33,924.	VAR	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
128,444.		GENERAL ATLANTIC PARTNERS (BERMUDA) 0.				VAR 128,444.	VAR	
103,048.		PIMCO LOAN OPPORTUNITIES FUND 0.				VAR 103,048.	VAR	
140,326.		PARTNERSHIP INCOME - SEC. 1256 0.				VAR 140,326.	VAR	
210,490.		PARTNERSHIP INCOME - SEC. 1256 0.				VAR 210,490.	VAR	
TOTAL GAIN (LOSS)							<u>18875682.</u>	

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization THE SCHMIDT FAMILY FOUNDATION	Employer identification number 20-4170342
--	---

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization THE SCHMIDT FAMILY FOUNDATION

Employer identification number

20-4170342

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE SCHMIDT INVESTMENT LP FUND 2 555 BRYANT STREET, #347 PALO ALTO, CA 94301	\$ 21,660,363.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE SCHMIDT FAMILY FOUNDATION

Employer identification number

20-4170342

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	38,500 SHS OF GOOGLE INC.	\$ 21,660,363.	VAR

Name of organization THE SCHMIDT FAMILY FOUNDATION

Employer identification number
20-4170342

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT SUPPORT</u>
THE SCHMIDT INVESTMENT LP FUND 2 555 BRYANT STREET, #347 PALO ALTO, CA 94301	VAR	21,660,363.
TOTAL CONTRIBUTION AMOUNTS		<u>21,660,363.</u>

ATTACHMENT 2FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WELLS FARGO INTEREST	755.	755.
INTEREST RECEIVABLE ON NOTE	36,776.	36,776.
FIDELITY INTEREST	66.	66.
OTHER INTEREST	180.	180.
TOTAL	<u>37,777.</u>	<u>37,777.</u>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY INVESTMENT	2,681,089.	2,681,089.
HIGHVISTA II LIMITED PARTNERSHIP	18,807.	18,807.
FARALLON CAPITAL INSTITUTIONAL PARTNERS	237,074.	237,074.
LEGACY VENTURE IV, LLC	13,715.	13,715.
PIMCO LOAN OPPORTUNITIES FUND	4,596.	4,596.
ACCEL X STRATEGIC PARTNERS	493.	493.
GENERAL ATLANTIC PARTNERS 90	285.	285.
DUNE RE PARALLEL FUND II	13,951.	13,951.
GENERAL ATLANTIC PARTNERS 84	15,969.	15,969.
ACCOLADE PARTNERS III	18,715.	18,715.
DE SHAW OCULUS FUND	378,077.	378,077.
KPCB GREEN GROWTH FUND	14,707.	14,707.
GENERAL ATLANTIC PARTNERS 85	6,662.	6,662.
GENERAL ATLANTIC PARTNERS 86	5.	5.
GENERAL ATLANTIC PARTNERS 87	24.	24.
GENERAL ATLANTIC PARTNERS 88	4,674.	4,674.
GENERAL ATLANTIC BRAZIL FUND	19.	19.
KLEINER PERKINS CAUFIELD & BYERS XIII	3,934.	3,934.
ROCKWOOD CAPITAL REAL ESTATE PARTNERS FD	9,742.	9,742.
RODA GROUP INVESTMENT FUND XX	3.	3.
SCHF US, LP	209,246.	209,246.
GENERAL ATLANTIC PARTNERS (BERMUDA) II	27,574.	27,574.
GENERAL ATLANTIC PARTNERS (BERMUDA)	2,691.	2,691.
REGIMENT CAPITAL LTD	94,170.	94,170.
GENERAL ATLANTIC PARTNERS 89B	170.	170.
PROGRAM RELATED INVESTMENT INCOME	253.	253.
TOTAL	<u>3,756,645.</u>	<u>3,756,645.</u>

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

6,000.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

16,463.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

121.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

-417.

RENT AND ROYALTY INCOME

Taxpayer's Name THE SCHMIDT FAMILY FOUNDATION	Identifying Number 20-4170342
---	---

DESCRIPTION OF PROPERTY
 DUNE REAL ESTATE PARALLEL FUND II

Yes	<input checked="" type="checkbox"/>	No	Did you actively participate in the operation of the activity during the tax year?
-----	-------------------------------------	----	--

TYPE OF PROPERTY:
 REAL RENTAL INCOME

OTHER INCOME:		-1,968.
TOTAL GROSS INCOME		-1,968.

OTHER EXPENSES:

DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-1,968.

Less Amount to

Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-1,968.

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

-1,968.

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
REMAIN 54	6,000.			6,000.
MAIN OFFICE - PALO ALTO	16,463.			16,463.
SCHF US, LP	121.			121.
HIGHVISTA II LIMITED	-417.			-417.
DUNE REAL ESTATE PAR	-1,968.			-1,968.
TOTALS	<u>20,199.</u>			<u>20,199.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PARTNERSHIP INCOME	-1,101,435.	-1,101,435.
OTHER INCOME	-1,773.	-1,773.
TOTALS	<u>-1,103,208.</u>	<u>-1,103,208.</u>

ATTACHMENT 5

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	31,725.			29,987.
TOTALS	<u>31,725.</u>			<u>29,987.</u>

ATTACHMENT 6FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	218,501.	17,175.		128,982.
TOTALS	<u>218,501.</u>	<u>17,175.</u>		<u>128,982.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	200,136.	200,136.	
CONSULTANTS	153,040.	9,450.	143,590.
IT SUPPORT	61,290.		56,450.
OTHER PROFESSIONAL FEES	15,210.		15,210.
TOTALS	<u>429,676.</u>	<u>209,586.</u>	<u>215,250.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAXES	170,079.	114,951.	65,726.
TOTALS	<u>170,079.</u>	<u>114,951.</u>	<u>65,726.</u>

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BANK & FINANCE CHARGES	1,063.		65.
DUES & SUBSCRIPTIONS	32,840.		30,805.
INSURANCE	33,455.	10,141.	14,820.
MEALS & ENTERTAINMENT	11,721.		10,445.
OFFICE SUPPLIES	2,133.		
TELEPHONE	51,150.		46,556.
POSTAGE	1,601.		1,312.
RESEARCH	51,853.		51,853.
GRAPHICS/WEB DESIGN	30,739.		30,739.
EVENTS AND SPONSORSHIPS - PROGRAM EXP	1,108,816.	5,981.	1,102,836.
REPAIRS & MAINTENANCE	49,311.	665.	47,696.
UTILITIES	19,898.		18,810.
PV DISCOUNT	-15,069.		-15,069.
EQUIPMENT RENTAL	11,709.		11,709.
INVESTMENT INTEREST EXPENSES	305,478.	305,478.	
PAYROLL SERVICE FEES	15,045.		14,102.
REFERENCE MATERIALS	516.		516.
SUBSIDY PROGRAM EXPENSE	13,000.		13,000.
COMPUTER EQUIPMENT & SUPPLIES	352.		
STATIONARY/SUPPLIES	31,983.		31,983.
BUILDING SUPPLIES	759.		759.
TOTALS	<u>1,758,353.</u>	<u>322,265.</u>	<u>1,412,937.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: NANTUCKET DREAMLAND FOUNDATION
 ORIGINAL AMOUNT: 2,000,000.
 DATE OF NOTE: 06/09/2008
 PURPOSE OF LOAN: SUPPORT OF THE RENOVATION OF THE DREAMLAND THEATRE

BEGINNING BALANCE DUE 1,984,931.

ENDING BALANCE DUE 2,000,000.

ENDING FAIR MARKET VALUE 2,000,000.

BORROWER: CLIMATE CENTRAL, INC.
 ORIGINAL AMOUNT: 800,000.
 DATE OF NOTE: 07/16/2009
 PURPOSE OF LOAN: GENERAL SUPPORT OF EXPENSES FOR CLIMATE CENTRAL

BEGINNING BALANCE DUE 800,000.

ENDING BALANCE DUE 1.

ENDING FAIR MARKET VALUE 1.

ATTACHMENT 10 (CONT'D)

BORROWER: CLIMATE CENTRAL, INC.
ORIGINAL AMOUNT: 800,000.
DATE OF NOTE: 09/22/2009
PURPOSE OF LOAN: GENERAL SUPPORT OF EXPENSES FOR CLIMATE CENTRAL

BEGINNING BALANCE DUE 800,000.

ENDING BALANCE DUE 1.

ENDING FAIR MARKET VALUE 1.

BORROWER: RUDOLF STEINER FOUNDATION (RSF)
ORIGINAL AMOUNT: 100,000.
DATE OF NOTE: 07/17/2011
PURPOSE OF LOAN: TO SUPPORT MAKING LOANS IN FOOD AND AGRICULTURE

ENDING BALANCE DUE 100,420.

ENDING FAIR MARKET VALUE 100,420.

ATTACHMENT 10 (CONT'D)

BORROWER: ROOT CAPITAL INC.
 ORIGINAL AMOUNT: 100,000.
 DATE OF NOTE: 12/22/2011
 PURPOSE OF LOAN: PROVIDE FINANCING FOR COMMUNITY BASED ENTERPRISES

ENDING BALANCE DUE 100,000.

ENDING FAIR MARKET VALUE 100,000.

BORROWER: BANYAN WATER INC.
 ORIGINAL AMOUNT: 100,000.
 DATE OF NOTE: 12/21/2011
 PURPOSE OF LOAN: INSTALLATION OF WATER SAVING SOLUTIONS TECHNOLOGY

ENDING BALANCE DUE 100,000.

ENDING FAIR MARKET VALUE 100,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 3,584,931.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 2,300,422.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 2,300,422.

ATTACHMENT 11FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOOGLE STOCK	30,742,256.	30,742,256.
TOTALS	<u>30,742,256.</u>	<u>30,742,256.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY INVESTMENTS - MUTUAL FUNDS	59,895,869.	59,895,869.
HIGHVISTA II LIMITED PARTNERSHIP	5,666,287.	5,666,287.
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	4,978,969.	4,978,969.
LEGACY VENTURE IV, LLC	4,320,477.	4,320,477.
PIMCO LOAN OPPORTUNITIES FUND OFFSHORE FEEDER I, LP	NONE	NONE
ACCEL X STRATEGIC PARTNERS LP	663,287.	663,287.
BENCHMARK FOUNDERS' FUND VI LP	1,536,720.	1,536,720.
DUNE REAL ESTATE PARALLEL FUND II LP	584,139.	584,139.
ROCKWOOD CAPITAL REAL ESTATE PARTNERS FUND VIII, LP	421,324.	421,324.
GENERAL ATLANTIC PARTNERS LP	8,922,128.	8,922,128.
KLEINER PERKINS CAUFIELD & BYERS XIII, LLC	13,105,071.	13,105,071.
GENERAL ATLANTIC BRAZIL FUNDO DE INVEST. EM PARTICIPACOES	21,643.	21,643.
ACCOLADE PARTNERS III, LP	3,156,195.	3,156,195.
D.E. SHAW OCULUS FUND, LLC	6,986,839.	6,986,839.
KPCB GREEN GROWTH FUND, LLC	2,668,907.	2,668,907.
REGIMENT CAPITAL LTD	6,369,936.	6,369,936.
PATHE/GALATEE PRODUCTIONS	1.	1.
SCHF, LP	9,690,799.	9,690,799.
THE RODA GROUP INVESTMENT FUND XX, LLC	138,536.	138,536.
TOTALS	<u>129,127,127.</u>	<u>129,127,127.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDENDS RECEIVABLE		
INTEREST RECEIVABLE	70,956.	70,956.
OTHER RECEIVABLE	12,185.	12,185.
DEPOSITS	41,342.	41,342.
TOTALS	<u>124,483.</u>	<u>124,483.</u>

ATTACHMENT 14

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DEFERRED TAX EXPENSE	45,000.
TOTAL	<u>45,000.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
EXCISE TAX EXPENSE	188,985.
UNREALIZED LOSS ON INVESTMENTS	4,130,373.
TOTAL	<u>4,319,358.</u>

FORM 990PF - COMPUTATION OF PENALTIES AND INTEREST

END OF FISCAL/CALENDAR YEAR	12/31/2011
DATE RETURN IS DUE IF ON EXTENSION	11/15/2012
DATE RETURN WILL BE RECEIVED BY THE IRS	11/15/2012
NUMBER OF DAYS RETURN IS LATE	
NUMBER OF MONTHS RETURN IS LATE	6
LATE FILING PENALTY	
LATE PAYMENT PENALTY	109.
INTEREST	55.
TOTAL PENALTIES AND INTEREST	164.

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: CO-CREATION HUB NIGERIA
GRANTEE'S ADDRESS: 6TH FLOOR, 294, HERBERT MACAULAY WY
CITY, STATE & ZIP: SABO
FOREIGN PROVINCE: YABA, LAGOS
FOREIGN COUNTRY: NIGERIA
GRANT DATE: 12/21/2011
GRANT AMOUNT: 47,000.
GRANT PURPOSE: FUNDING FOR ROOFTOP EXTENSION OF SOCIAL INNOVATION HUB
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: 10/17/2012
VERIFICATION DATE: 10/19/2012
RESULTS OF VERIFICATION:
THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION
OF THE REPORT WAS MADE.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WENDY SCHMIDT 555 BRYANT STREET #370 PALO ALTO, CA 94301	PRESIDENT/DIRECTOR 30.00	0	0	0
ERIC SCHMIDT 555 BRYANT STREET #370 PALO ALTO, CA 94301	VICE PRESIDENT/DIRECTOR .50	0	0	0
SOPHIE SCHMIDT 555 BRYANT STREET #370 PALO ALTO, CA 94301	VICE PRESIDENT/DIRECTOR .50	0	0	0
HENRY CHIK 555 BRYANT STREET #370 PALO ALTO, CA 94301	TREASURER .50	0	0	0
WILLIAM J ARTHUR 555 BRYANT STREET #370 PALO ALTO, CA 94301	SECRETARY .50	0	0	0
AMY RAO 555 BRYANT STREET #370 PALO ALTO, CA 94301	DIRECTOR 5.00	0	0	0
	GRAND TOTALS	<u>0</u>	<u>0</u>	<u>0</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
J. SCIORTINO 555 BRYANT STREET #370 PALO ALTO, CA 94301	EXECUTIVE DIRECTOR 40.00	105,000.	23,661.	0
M. PHILBRICK 50 MAIN STREET NANTUCKET, MA 02554	EXECUTIVE DIRECTOR 30.00	125,000.	30,245.	0
S. BELL 555 BRYANT STREET #370 PALO ALTO, CA 94301	PROGRAM MANAGER 40.00	82,000.	18,596.	0
A. SEIGER 555 BRYANT STREET #370 PALO ALTO, CA 94301	PROGRAM MANAGER 40.00	75,280.	217.	0
R. HOBART 50 MAIN STREET NANTUCKET, MA 02554	PROGRAM MANAGER 30.00	75,408.	37,838.	0
	TOTAL COMPENSATION	<u>462,688.</u>	<u>110,557.</u>	<u>0</u>

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

PURSUANT TO IRC SEC. 4942(H) (2) AND REG. 53.4942 (A)-3(D) (2), THE SCHMIDT FAMILY FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AND THE AMOUNT NEEDED TO SATISFY THE CURRENT YEAR DISTRIBUTION REQUIREMENTS AS BEING MADE OUT OF CORPUS.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

WENDY SCHMIDT
ERIC SCHMIDT

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ELLYN PEABODY
555 BRYANT ST, #370
PALO ALTO, CA 94301
650-376-7101

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

ONLINE PROCESS, PLEASE SEE DETAILS AT THE WEBSITE:
THESCHMIDTFAMILYFOUNDATION.ORG

990PF, PART XV - SUBMISSION DEADLINES

ONLINE PROCESS, PLEASE SEE DETAILS AT THE WEBSITE:
THESCHMIDTFAMILYFOUNDATION.ORG

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

ONLINE PROCESS, PLEASE SEE DETAILS AT THE WEBSITE:
THESCHMIDTFAMILYFOUNDATION.ORG

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 26

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ASIA SOCIETY 725 PARK AVENUE NEW YORK, NY 10021	SEC. 509(A) (1)	TO SUPPORT THE COMPLETION OF A CLIMATE CHANGE / MELTING GLACIER PHOTOGRAPHY EXHIBIT.	50,000.
CALIFORNIA ACADEMY OF SCIENCES GOLDEN GATE PARK 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO, CA 94118	SEC. 509(A) (1)	SUPPORT FOR GENERAL OPERATIONS AND THE ANNUAL BIG BANG GALA.	150,000.
CATSKILL MOUNTAINKEEPER P O BOX 381 YOUNGSVILLE, NY 12791	SEC. 509(A) (1)	TO SUPPORT GENERAL OPERATING EXPENSES.	75,000.
CEC STUYVESANT COVE INC. SOLAR ONE 37 WEST 26TH STREET, SUITE 209 NEW YORK, NY 10010	SEC. 509(A) (1)	TO SUPPORT SOLAR ONE'S GREEN DESIGN LAB.	125,000.
CENTER FOR FOOD SAFETY 2601 MISSION STREET, SUITE 803 SAN FRANCISCO, CA 94110	SEC. 509(A) (1)	PROJECT SUPPORT FOR A LEGAL AND POLICY STRATEGY TO FIGHT CAFOS.	150,000.
CLIMATE CENTRAL INC. 1 PALMER SQUARE, STE. 330 PRINCETON, NJ 08542	SEC. 509(A) (1)	TO SUPPORT CLIMATE CENTRAL'S GENERAL OPERATING EXPENSES; MATCHING FUNDS.	2,300,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 26 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COMMUNITY ALLIANCE WITH FARMERS (CAFF) P O BOX 363 DAVIS, CA 95617	SEC. 509(A) (1)	SUPPORT PROMOTION AND DEVELOPMENT OF WATER STEWARDSHIP PRACTICES IN PAJARO VALLEY.	45,000.
CORPORATE ACCOUNTABILITY INTERNATIONAL 10 MILK STREET, SUITE 610 BOSTON, MA 02108	SEC. 509(A) (1)	TO SUPPORT THE REAL MEDIA PROJECT FOR PRODUCTION OF STORY OF FOOD VVIDEO.	75,000.
CYPRESS STRING QUARTET 912 COLE STREET # 137 SAN FRANCISCO, CA 94117	SEC. 509(A) (1)	TO SUPPORT THE CALL AND RESPONSE CONCERT.	25,000.
DIGITAL INNOVATIONS GROUP 174 5TH AVENUE - SUITE 401 NEW YORK, NY 10010	SEC. 509(A) (1)	TO SUPPORT THE FOOD RETHINC VIDEO PRODUCTION PROJECT.	100,000.
E. O. WILSON BIODIVERSITY FOUNDATION 3010 ARTHUR MINNIS ROAD HILLSBOROUGH, NC 27278	SEC. 509(A) (1)	TO SUPPORT E O WILSON'S LIFE ON EARTH ECOLOGY & BIODIVERSITY TEACHING MODULES.	100,000.
EARTHWORKS OLD 1612 K STREET NW, SUITE 808 WASHINGTON, DC 20006	SEC. 509(A) (1)	TO SUPPORT EARTHWORKS' OIL AND GAS ACCOUNTABILITY PROJECT.	75,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 26 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ENVIRONMENTAL WORKING GROUP 1436 U ST NW, SUITE 100 WASHINGTON, DC 20009	SEC. 509(A) (1)	TO SUPPORT THE CREATION OF CASE STUDY HYDRO-FRACKING IN CA.	50,000.
ENVIRONMENTAL WORKING GROUP 1436 U ST NW, SUITE 100 WASHINGTON, DC 20009	SEC. 509(A) (1)	SUPPORT EWG'S FOOD AND NUTRITION MOVEMENT BUILDING.	200,000.
FOOD & ENVIRONMENT REPORTING NETWORK 725 WESTVIEW STREET PHILADELPHIA, PA 19119	SEC. 509(A) (1)	FOOD & ENVIRONMENT REPORTING NETWORK.	80,000.
FOOD AND WATER WATCH 1616 P STREET, NW SUITE 300 WASHINGTON, DC 20036	SEC. 509(A) (1)	TO SUPPORT THE ECONOMIC ANALYSIS OF IMPACTS OF CONSOLIDATION ON AGRICULTURE IN RURAL COMMUNITIES.	150,000.
FOOTHILL-DE ANZA COMMUNITY COLLEGES FDTN 12345 EL MONTE ROAD LOS ALTOS HILLS, CA 94022	SEC. 509(A) (1)	SLOW THE FLOW PROJECT.	30,000.
GLOBAL GREEN USA 2218 MAIN STREET 2ND FLOOR SANTA MONICA, CA 90405	SEC. 509(A) (1)	A GRANT TO SUPPORT THE CITY OF JOY SOLAR POWER INITIATIVE.	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 26 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GREEN FOR ALL OLD 1611 TELEGRAPH AVENUE, SUITE 600 OAKLAND, CA 94612	SEC. 509(A) (1)	GENERAL OPERATING EXPENSES.	500,000.
GRIST 710 SECOND AVENUE SUITE 860 SEATTLE, WA 98104	SEC. 509(A) (1)	GRIST LAB 2.0 PROJECT.	300,000.
INSTITUTE FOR AGRICULTURE & TRADE POLICY 2105 FIRST AVENUE SOUTH MINNEAPOLIS, MN 55404	SEC. 509(A) (1)	TO SUPPORT THE DEVELOPING EVIDENCE TO SUPPORT LOCAL FOOD & FARMING SYSTEMS PROJECT.	125,000.
LABC INSTITUTE 2029 CENTURY PARK EAST, SUITE 1240 LOS ANGELES, CA 90067	SEC. 509(A) (1)	IN SUPPORT OF CLEAN LA CAMPAIGN.	50,000.
LAND STEWARDSHIP PROJECT 821 EAST 35TH STREET, SUITE 200 MINNEAPOLIS, MN 55407	SEC. 509(A) (1)	TO SUPPORT LSP'S EFFORTS TO STOP FACTORY FARMS AND CREATE OPPORTUNITIES FOR NEW FARMERS.	100,000.
LANDPATHS 618 4TH STREET #217 SANTA ROSA, CA 95404	SEC. 509(A) (1)	TO SUPPORT THE GENERAL OPERATING EXPENSES OF BAYER FARM.	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 26 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MARIN AGRICULTURAL LAND TRUST P O BOX 809 POINT REYES STATION, CA 94956	SEC. 509(A) (1)	TO SUPPORT THE CAMPAIGN TO PRESERVE MARTINELLI FAMILY RANCH & BORBONI RANCH.	125,000.
NATURAL CAPITALISM SOLUTIONS 11823 NORTH 75TH STREET LONGMONT, CO 80503	SEC. 509(A) (1)	TO SUPPORT CLEAN COALITION & THE CREATION OF A CLEAN TOOLKIT.	150,000.
NEW AMERICA FOUNDATION 1899 L STREET, NW, STE. 400 WASHINGTON, DC 20036	SEC. 509(A) (1)	TO SUPPORT A TWO YEAR FELLOWSHIP IN FOOD POLICY AND AGROECOLOGY.	225,000.
NEW ORGANIZING INSTITUTE EDUCATION FUND 1850 M ST. NW, SUITE 1100 WASHINGTON, DC 20036	SEC. 509(A) (1)	TO SUPPORT CITIZEN ENGAGEMENT LAB CLIMATE ORGANIZING CAMPAIGN.	250,000.
OBERLIN COLLEGE 70 N. PROFESSOR STREET OBERLIN, OH 44074	SEC. 509(A) (1)	TO SUPPORT THE OBERLIN PROJECT.	100,000.
OCCIDENTAL ARTS AND ECOLOGY CENTER 15290 COLEMAN VALLEY ROAD OCCIDENTAL, CA 95465	SEC. 509(A) (1)	TO SUPPORT THE WATER INSTITUTE.	35,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 26 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PACIFIC INSTITUTE 654 13TH STREET PRESERVATION PARK OAKLAND, CA 94612	SEC. 509(A) (1)	IN SUPPORT OF PRELIMINARY ANALYSIS FOR THE CREATION OF A WHITE PAPER ANALYZING FRACKING IN THE UNITED STATES WITH A FOCUS ON WATER ISSUES.	40,000.
PIE RANCH P.O. BOX 363 PECSADERO, CA 94060	SEC. 509(A) (1)	SUPPORT OF FARM LAND SECURITY FOR LOCAL SYSTEMS PROJECT.	35,000.
RAINFOREST INTERNATIONAL PO BOX 29314 SAN FRANCISCO, CA 94129	SEC. 509(A) (1)	TO SUPPORT WORLD FUTURE COUNCIL'S FEED-IN TARIFF PROGRAMS.	32,000.
ROCKEFELLER FAMILY FUND 475 RIVERSIDE DRIVE, SUITE 900 NEW YORK, NY 10115	SEC. 509(A) (1)	TO SUPPORT RE-AMP GLOBAL WARMING STRATEGIC ACTION FUND.	150,000.
SAILORS FOR THE SEA 449 THAMES STREET, 300 SUITE 4 NEWPORT, RI 02840	SEC. 509(A) (1)	SUPPORT GENERAL OPERATION OF SAILORS FOR THE SEA.	75,000.
SAN FRANCISCO FILM SOCIETY 39 MESA STREET SUITE 110 SAN FRANCISCO, CA 94129	SEC. 509(A) (1)	TO SUPPORT THE DISPOSABLE FILM FESTIVAL.	65,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 26 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SF AMERICA'S CUP ORG. COMMITTEE PIER 1 SAN FRANCISCO, CA 94111	SEC. 509(A) (1)	TO SUPPORT 2013 AMERICA'S CUP SUSTAINABILITY PROGRAM.	150,000.
SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105	SEC. 509(A) (1)	TO SUPPORT SIERRA CLUB'S GETTING IT RIGHT ON NATURAL GAS CAMPAIGN.	250,000.
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO SUPPORT SOUL FOOD FARM'S ECOLOGICAL FARMING CASE STUDY PROJECT.	70,000.
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO SUPPORT ECO-ACCOUNTABILITY PROJECT.	50,000.
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO SUPPORT DEVELOPMENT OF A FILM TITLED, THE MESSAGE, WHICH IS A DIALOGUE ABOUT CLIMATE CHANGE.	40,000.
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	TO SUPPORT FRACK ACTION'S GRASSROOTS CAMPAIGN FIGHTING FOR A BAN ON HORIZONTAL HYDRAULIC FRACKING IN NEW YORK.	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 26 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509(A) (1)	IN SUPPORT OF FRACK ACTION.	50,000.
SUSTAINABLE ORGANIC INTEGRATED LIVELIHOOD 124 CHURCH RD. SHERBURNE, NY 13460	SEC. 509(A) (1)	FOR GENERAL OPERATING SUPPORT, SANITATION FACILITIES IN HAITI.	250,000.
THE ENERGY FOUNDATION 301 BATTERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94111	SEC. 509(A) (1)	FOR GENERAL OPERATING SUPPORT.	750,000.
THE REGENERATION PROJECT 220 MONTGOMERY STREET, SUITE 450 SAN FRANCISCO, CA 94104	SEC. 509(A) (1)	TO SUPPORT GENERAL OPERATING & PROJECT SUPPORT.	250,000.
THE SAN DIEGO FDTN 2508 HISTORIC DECATUR RD. SUITE 200 SAN DIEGO, CA 92106	SEC. 509(A) (1)	TO SUPPORT GREEN CITIES OF CALIFORNIA.	23,660.
THE TIDES CENTER P O BOX 29907 PRESIDIO BUILDING 1014 SAN FRANCISCO, CA 94129	SEC. 509(A) (1)	TO SUPPORT THE STORY OF STUFF PROJECT.	200,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 26 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TRUST FOR CONSERVATION INNOVATION 150 POST ST., SUITE 342 SAN FRANCISCO, CA 94108	SEC. 509(A) (1)	TO SUPPORT FINANCE FOR FOOD CAPITAL HANDBOOK & EDUCATIONAL WORKSHOPS.	100,000.
UC BERKELEY 2195 HEARST AVENUE ROOM 130 BERKELEY, CA 94720	SEC. 509(A) (1)	TO FUND WHENDEE SILVER'S RESEARCH SAMPLING SOIL CARBON AND GREENHOUSE GAS DYNAMICS FROM FEEDLOTS.	100,000.
VIRGINIA ORGANIZING 703 CONCORD AVENUE CHARLOTTESVILLE, VA 22903	SEC. 509(A) (1)	TO SUPPORT HEALTH & ENVIRONMENTAL FUNDERS NETWORK.	35,000.
WATERSHED MEDIA 513 BROWN STREET HEALDSBURG, CA 95448	SEC. 509(A) (1)	TO SUPPORT THE FOOD AND AGRICULTURE OUTREACH PROGRAM.	60,000.
WINROCK INTERNATIONAL 2121 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	SEC. 509(A) (1)	TO SUPPORT THE WALLACE CENTER AT WINROCK INTERNATIONAL, TO SUPPORT EFFORTS TO ADDRESS BARRIERS TO THE EXPANSION OF GRASS-BASED SYSTEMS OF MEAT.	50,000.
YALE SCHOOL OF FORESTRY & ENVIRO. STUDIES KROON HALL 195 PROSPECT STREET NEW HAVEN, CT 06511	SEC. 509(A) (1)	TO SUPPORT THE YALE PROJECT ON CLIMATE CHANGE COMMUNICATIONS.	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 26 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SUSTAINABLE NANTUCKET 16 BROAD STREET NANTUCKET, MA 02554	SEC. 509(A) (1)	TO SUPPORT 2012 RENTAL EXPENSE OF THE CURRENT OFFICE.	7,500.
THE TOWN OF NANTUCKET 16 BROAD STREET NANTUCKET, MA 02554	GOVERNMENT	ENERGY OUTREACH POSITION.	40,000.
THE TOWN OF NANTUCKET PO BOX 1244 NANTUCKET, MA 02554	GOVERNMENT	TO SUPPORT HIRING ENERGY MANAGEMENT CONSULTANT.	60,000.
CO-CREATION HUB NIGERIA LTD 6TH FLR, 294, HERBERT MACAULAY WAY LAGOS SABGO YABA NIGERIA	ER GRANT	TO SUPPORT THE COMPLETION OF THE ROOFTOP EXTENSION OF THE HUB.	47,000.
GENERATION RWANDA, INC 16 HIGHLAND STREET CAMBRIDGE, MA 02138	SEC. 509(A) (1)	TO FUND CORE SCHOLARSHIP COSTS FOR UNIVERSITY STUDENTS.	100,000.
COLUMBIA CENTER - CHILDREN'S ENVR. HEALTH 100 HAVEN AVENUE TOWER 3, SUITE 25F NEW YORK, NY 10032	SEC. 509(A) (1)	TO FUND A NEW COHORT STUDY IN TAIYUAN, CHINA TO INVESTIGATE THE EFFECT OF COAL-RELATED AIR POLLUTION ON ADVERSE BIRTH OUTCOMES.	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 26 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NRDC 40 WEST 20TH STREET NEW YORK, NY 10011	SEC. 509(A) (1)	FOR SUPPORTING COMMUNICATIONS ABOUT INTERNATIONAL AND DOMESTIC ENVIRONMENTAL PRIORITIES.	1,000,000.
CRADLE TO CRADLE PROD. INNOV. INSTITUTE 177 POST ST., SUITE 920 SAN FRANCISCO, CA 94108	SEC. 509(A) (1)	PROVIDE GENERAL OPERATING SUPPORT.	1,000,000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVE., 3RD FLR BOSTON, MA 02215	SEC. 509(A) (1)	TO SUPPORT THE INSTALLATION OF SOLAR ENERGY AT MIREBALAIS NATIONAL TEACHING HOSPITAL IN HAITI.	500,000.
SAMASOURCE 76 2ND STREET, SUITE 300 SAN FRANCISCO, CA 94105	SEC. 509(A) (1)	TO SUPPORT SAMASOURCE'S GENERAL OPERATING EXPENSES AND THE FINE TUNING OF THE SAMAHUB.	100,000.
V- DAY 303 PARK AVE SOUTH, SUITE 1184 NEW YORK, NY 10010	SEC. 509(A) (1)	TO SUPPORT THE BUILDING & GREENING OF SAFE HOUSES IN HAITI FOR FEMALE VICTIMS OF VIOLENCE.	400,000.
DONORSCHOOSE.ORG 213 W 35, 2ND FLOOR EAST NEW YORK, NY 10001	SEC. 509(A) (1)	CONTRIBUTIONS MADE FOR DONATION GIFT CARDS TO SUPPORT SELECTED ACTIVITIES.	2,068.
		TOTAL CONTRIBUTIONS PAID	<u>12,102,228.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 27

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN BAR ASSOCIATION 740 15TH STREET, N.W. WASHINGTON, DC 20005	SEC. 509(A) (1)	TO SUPPORT AMERICAN BAR ASSOCIATION'S RULE OF LAW INITIATIVE.	150,000.
COMMUNITY PARTNERS FBO SAFSF 16 W. MISSION ST. SUITE R SANTA BARBARA, CA 93101	SEC. 509(A) (1)	TO SUPPORT THE GOOD FOOD MOVEMENT.	50,000.
ISLAND PRESS 2000 M STREET NW, SUITE 650 WASHINGTON, DC 20036	SEC. 509(A) (1)	TO SUPPORT THE ISLAND PRESS NETWORK BUILDING THOUGHT LEADERSHIP FOR A MORE SUSTAINABLE BAY AREA.	50,000.
JESSIE SMITH NOYES FOUNDATION 6 EAST 39TH STREET, 12TH FLOOR NEW YORK, NY 10016	SEC. 509(A) (1)	TO SUPPORT THE STRENGTHENING OF COMMUNITY LEADERSHIP AND ENGAGEMENT IN FEDERAL FOOD POLICY THROUGH THE EAT4HEALTH PROGRAM.	150,000.
NATURAL CAPITALISM SOLUTIONS 11823 NORTH 75TH STREET LONGMONT, CO 80503	SEC. 509(A) (1)	TO SUPPORT CLEAN COALITION & THE CREATION OF A CLEAN TOOLKIT.	48,600.
RESPONSIBLE DRILLING ALLIANCE P.O. BOX 502 WILLIAMSPORT, PA 17703	SEC. 509(A) (1)	SUPPORT FOR GENERAL OPERATING EXPENSES IN THE EFFORT TO REGULATE HYDRAULIC FRACTURING IN PENNSYLVANIA.	5,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 27 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TIDES FOUNDATION P O BOX 29907 PRESIDIO BUILDING 1014 SAN FRANCISCO, CA 94129	SEC. 509 (A) (1)	TO SUPPORT THE STORY OF STUFF PROJECT.	150,000.
WORC EDUCATION PROJECT 220 SOUTH 27TH STREET BILLINGS, MT 59101	SEC. 509 (A) (1)	TO SUPPORT WORC'S COMING CLEAN CAMPAIGN, FIGHTING OIL AND GAS INDUSTRY POLLUTION.	75,000.
WORC EDUCATION PROJECT 220 SOUTH 27TH STREET BILLINGS, MT 59101	SEC. 509 (A) (1)	TO SUPPORT WORC'S COMING CLEAN CAMPAIGN, FIGHTING OIL AND GAS INDUSTRY POLLUTION.	100,000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVE., 3RD FLR BOSTON, MA 02215	SEC. 509 (A) (1)	TO SUPPORT THE INSTALLATION OF SOLAR ENERGY AT MIREBALAIS NATIONAL TEACHING HOSPITAL IN HAITI.	1,500,000.
PIE RANCH P.O. BOX 363 PECSADERO, CA 94060	SEC. 509 (A) (1)	SUPPORT OF FARM LAND SECURITY FOR LOCAL SYSTEMS PROJECT.	10,000.
SAMASOURCE 76 2ND STREET, SUITE 300 SAN FRANCISCO, CA 94105	SEC. 509 (A) (1)	TO SUPPORT SAMASOURCE'S GENERAL OPERATING EXPENSES AND THE FINE TUNING OF THE SAMAHUB.	400,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 27 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SF AMERICA'S CUP ORG. COMMITTEE LONNE PIER 1 SAN FRANCISCO, CA 94111	SEC. 509 (A) (1)	TO SUPPORT 2013 AMERICA'S CUP SUSTAINABILITY PROGRAM.	600,000.
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	SEC. 509 (A) (1)	TO SUPPORT SOUL FOOD FARM'S ECOLOGICAL FARMING CASE STUDY PROJECT.	25,000.
SUSTAINABLE ORGANIC INTEGRATED LIVELIHOOD 124 CHURCH RD. SHERBURNE, NY 13460	SEC. 509 (A) (1)	FOR GENERAL OPERATING SUPPORT, SANITATION FACILITIES IN HAITI.	250,000.
WATERSHED MEDIA 513 BROWN STREET HEALDSBURG, CA 95448	SEC. 509 (A) (1)	TO SUPPORT THE FOOD AND AGRICULTURE OUTREACH PROGRAM.	150,000.
WINROCK INTERNATIONAL 2121 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	SEC. 509 (A) (1)	TO SUPPORT THE WALLACE CENTER AT WINROCK INTERNATIONAL, TO SUPPORT EFFORTS TO ADDRESS BARRIERS TO THE EXPANSION OF GRASS-BASED SYSTEMS OF MEAT.	200,000.
TOTAL CONTRIBUTIONS APPROVED			<u>3,913,600.</u>

Underpayment of Estimated Tax by Corporations

2011

▶ See separate instructions.
▶ Attach to the corporation's tax return.

Name: THE SCHMIDT FAMILY FOUNDATION Employer identification number: 20-4170342

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	208,911.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
c	Credit for federal tax paid on fuels (see instructions)	2c	
d	Total. Add lines 2a through 2c.	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty.	3	208,911.
4	Enter the tax shown on the corporation's 2010 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	68,985.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	68,985.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6** The corporation is using the adjusted seasonal installment method.
- 7** The corporation is using the annualized income installment method.
- 8** The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/16/2011	06/15/2011	09/15/2011	12/15/2011
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	17,246.	17,246.	17,246.	17,247.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	105,278.		100,000.	
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column		88,032.	70,786.	153,540.
13 Add lines 11 and 12		88,032.	170,786.	153,540.
14 Add amounts on lines 16 and 17 of the preceding column				
15 Subtract line 14 from line 13. If zero or less, enter -0-	105,278.	88,032.	170,786.	153,540.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-				
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	88,032.	70,786.	153,540.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). <i>(Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)</i>	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19.	20			
21 Number of days on line 20 after 4/15/2011 and before 7/1/2011	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 4%	22			
23 Number of days on line 20 after 6/30/2011 and before 10/1/2011	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 4%	24			
25 Number of days on line 20 after 9/30/2011 and before 1/1/2012	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 3%	26			
27 Number of days on line 20 after 12/31/2011 and before 4/1/2012	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{366}$ x 3%	28			
29 Number of days on line 20 after 3/31/2012 and before 7/1/2012	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{366}$ x %	30			
31 Number of days on line 20 after 6/30/2012 and before 10/1/2012	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{366}$ x %	32			
33 Number of days on line 20 after 9/30/2012 and before 1/1/2013	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{366}$ x %	34			
35 Number of days on line 20 after 12/31/2012 and before 2/16/2013	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365}$ x %	36			
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36.	37			
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns				38

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No. 1545-0092

2011

Name of estate or trust

Employer identification number

THE SCHMIDT FAMILY FOUNDATION

20-4170342

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	460,460.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	460,460.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	18,244,070.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	171,152.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	18,415,222.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		460,460.
14	Net long-term gain or (loss):			
a	Total for year	14a		18,415,222.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		18,875,682.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Hillspire LLC
 REALIZED GAINS AND LOSSES
 The Schmidt Family Foundation
 Fidelity
 Account 044849
 From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss		
							Short Term	Long Term	
7/7/2009	2/3/2011	68174.34	VANGUARD CONVERTIBLE SECURITIES FUND	715,830.59		946,250.79		230,420.20	
7/21/2009	2/3/2011	89847.26	VANGUARD CONVERTIBLE SECURITIES FUND	1,000,000.00		1,247,068.01		247,068.01	
7/28/2009	2/3/2011	88028.17	VANGUARD CONVERTIBLE SECURITIES FUND	1,000,000.00		1,221,819.27		221,819.27	
9/28/2009	2/3/2011	4164.479	VANGUARD CONVERTIBLE SECURITIES FUND	50,556.78		57,802.41		7,245.63	
12/28/2009	2/3/2011	6164.053	VANGUARD CONVERTIBLE SECURITIES FUND	77,913.63		85,556.24		7,642.61	
3/29/2010	2/3/2011	3453.315	VANGUARD CONVERTIBLE SECURITIES FUND	45,583.76		47,931.55	2,347.79		
6/28/2010	2/3/2011	3136.682	VANGUARD CONVERTIBLE SECURITIES FUND	39,208.52		43,536.73	4,328.20		
VAR	2/22/2011	2890	Google Class A	1,431.42		1,780,287.89		1,778,856.47	
VAR	2/22/2011	3500	GOOGLE INC CLASS A	1,050.00		2,156,058.00		2,155,008.00	
5/21/2010	5/31/2011	97870	ISHARE MSCI JAPAN IN	952,724.87		999,987.06		47,262.19	
12/12/2008	5/31/2011	8180	ISHARES BARCLAYS TREASINFLATION PROTECTEDS	785,217.78		908,100.80		122,883.02	
12/15/2008	5/31/2011	827	ISHARES BARCLAYS TREASINFLATION PROTECTEDS	79,215.14		91,809.21		12,594.07	
6/28/2010	5/31/2011	2013.79	VANGUARD CONVERTIBLE SECURITIES FUND	25,172.37		28,432.33	3,259.95		
9/27/2010	5/31/2011	5037.634	VANGUARD CONVERTIBLE SECURITIES FUND	66,899.78		71,125.42	4,225.64		
12/28/2010	5/31/2011	2986.765	VANGUARD CONVERTIBLE SECURITIES FUND	39,962.92		42,169.58	2,206.66		
12/28/2010	5/31/2011	7910.892	VANGUARD CONVERTIBLE SECURITIES FUND	105,847.73		111,692.42	5,844.69		
12/28/2010	5/31/2011	11361.82	VANGUARD CONVERTIBLE SECURITIES FUND	152,021.10		160,415.39	8,394.29		
3/30/2011	5/31/2011	227.233	VANGUARD CONVERTIBLE SECURITIES FUND	3,194.89		3,208.26	13.37		
5/21/2010	6/20/2011	100060	ISHARE MSCI JAPAN IN	974,043.63		999,980.40		25,936.77	
12/15/2008	6/20/2011	9072	ISHARES BARCLAYS TREASINFLATION PROTECTEDS	868,971.92		999,980.09		131,008.17	
VAR	7/25/2011	2887	Google Class A	1,429.93		1,786,820.35		1,785,390.42	
VAR	7/25/2011	3500	GOOGLE INC CLASS A	1,050.00		2,166,217.95		2,165,167.95	
5/21/2010	9/30/2011	45168	ISHARE MSCI JAPAN IN	439,692.21		429,019.99		(10,672.22)	
8/10/2006	9/30/2011	3600	ISHARES MSCI EMRG MKT FD EMERGING MARKETS	115,020.00		129,072.28		14,052.28	
9/15/2006	9/30/2011	3000	ISHARES MSCI EMRG MKT FD EMERGING MARKETS	96,478.00		107,560.23		11,082.23	
10/10/2006	9/30/2011	7500	ISHARES MSCI EMRG MKT FD EMERGING MARKETS	248,133.00		268,900.59		20,767.59	
11/6/2006	9/30/2011	13770	ISHARES MSCI EMRG MKT FD EMERGING MARKETS	484,991.64		493,701.47		8,709.83	
5/21/2010	9/30/2011	13833	VANGUARD EUROPEAN ETF	567,688.92		569,669.34		1,980.42	
5/21/2010	10/21/2011	52253	ISHARE MSCI JAPAN IN	508,661.82		499,988.88		(8,672.94)	
11/6/2006	10/21/2011	330	ISHARES MSCI EMRG MKT FD EMERGING MARKETS	11,622.89		12,778.51		1,155.62	
12/8/2006	10/21/2011	20588	ISHARES MSCI EMRG MKT FD EMERGING MARKETS	772,707.90		797,224.09		24,516.19	
5/21/2010	10/21/2011	15308	VANGUARD EUROPEAN ETF	628,221.06		689,957.18		61,736.12	
VAR	10/27/2011	3500	GOOGLE INC CLASS A	1,050.00		2,101,792.59		2,100,742.59	
VAR	10/27/2011	2388	Google Class A	1,182.81		1,434,023.06		1,432,840.25	
VAR	10/28/2011	90	Google Class A	44.54		54,000.76		53,956.22	
VAR	10/28/2011	409	Google Class A	242.11		245,403.47		245,161.36	
VAR	12/23/2011	3500	GOOGLE INC CLASS A	1,050.00		2,213,640.64		2,212,590.64	
VAR	12/23/2011	2887	Google Class A	1,708.97		1,825,937.30		1,824,228.33	
TOTAL GAINS									
TOTAL LOSSES									
				10,865,822.62	0	27,828,920.53	30,620.59	16,932,477.30	