

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

2007

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

For calendar year **2007**, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE SCHMIDT FAMILY FOUNDATION Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 555 BRYANT STREET 370 City or town, state, and ZIP code PALO ALTO, CA 94301	A Employer identification number 20-4170342 B Telephone number 650-461-8099
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H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 223,350,447.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

C If exemption application is pending, check here

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

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

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

	(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).)				
Revenue				
1 Contributions, gifts, grants, etc., received	143,469,165.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	220,517.	220,517.		STATEMENT 1
4 Dividends and interest from securities	4,305,314.	4,305,314.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	120,839,913.			
b Gross sales price for all assets on line 6a	150,827,646.			
7 Capital gain net income (from Part IV, line 2)		120,839,913.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	150,954.	150,954.		STATEMENT 3
12 Total. Add lines 1 through 11	268,985,863.	125,516,698.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	92,041.	0.		73,536.
b Accounting fees STMT 5	84,954.	0.		16,056.
c Other professional fees STMT 6	392,311.	8,071.		384,240.
17 Interest				
18 Taxes STMT 7	1,577,523.	90,072.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	1,415.	0.		574.
22 Printing and publications	112,154.	0.		112,154.
23 Other expenses STMT 8	256,014.	7,500.		242,038.
24 Total operating and administrative expenses. Add lines 13 through 23	2,516,412.	105,643.		828,598.
25 Contributions, gifts, grants paid	7,725,553.			7,905,000.
26 Total expenses and disbursements. Add lines 24 and 25	10,241,965.	105,643.		8,733,598.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	258,743,898.			
b Net investment income (if negative, enter -0-)		125,411,055.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		6,541,131.	3,725,155.	3,725,155.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges			129,879.	129,879.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 11	78,339,554.	214,439,482.	214,439,482.	
14	Land, buildings, and equipment: basis	3,770,403.				
	Less: accumulated depreciation			3,770,403.	3,770,403.	
15	Other assets (describe)	STATEMENT 12)	0.	1,285,528.	1,285,528.	
16	Total assets (to be completed by all filers)		84,880,685.	223,350,447.	223,350,447.	
Liabilities	17	Accounts payable and accrued expenses		138,059.	209,654.	
	18	Grants payable		5,545,722.	5,366,275.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)	TAXES PAYABLE	478,422.	65,543.	
	23	Total liabilities (add lines 17 through 22)		6,162,203.	5,641,472.	
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		78,718,482.	217,708,975.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	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		78,718,482.	217,708,975.		
31	Total liabilities and net assets/fund balances		84,880,685.	223,350,447.		

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	78,718,482.
2	Enter amount from Part I, line 27a	2	258,743,898.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	238,110.
4	Add lines 1, 2, and 3	4	337,700,490.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	119,991,515.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	217,708,975.

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				
b SEE ATTACHED STATEMENTS				
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 150,827,646.		29,987,733.	120,839,913.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
b				
c				
d				
e			120,839,913.	
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	120,839,913.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2006	1,218,542.	30,023,868.	.040586
2005			
2004			
2003			
2002			
2 Total of line 1, column (d)			2 .040586
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 .040586
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5			4 138,057,216.
5 Multiply line 4 by line 3			5 5,603,190.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,254,111.
7 Add lines 5 and 6			7 6,857,301.
8 Enter qualifying distributions from Part XII, line 4			8 12,504,001.

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

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 285,938.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, tax returns, and state reporting.

Part VII-A Statements Regarding Activities (continued)

11a At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)?
11b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of JEANNE HUEY Telephone no. (650) 461-8086
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 and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

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?
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 page 22 of the instructions)?
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 2007?
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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007?
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?
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 2007 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?
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 2007?

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here **N/A**

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? Yes No
If you answered "Yes" to 6b, also 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

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WENDY SCHMIDT 555 BRYANT STREET #347 PALO ALTO, CA 94301	PRESIDENT/DIRECTOR 20.00	0.	0.	0.
ERIC SCHMIDT 555 BRYANT STREET #347 PALO ALTO, CA 94301	VICE PRESIDENT/DIRECTOR 0.50	0.	0.	0.
SOPHIE SCHMIDT 555 BRYANT STREET #370 PALO ALTO, CA 94301	VICE PRESIDENT/DIRECTOR 0.20	0.	0.	0.
JOE ROSE 555 BRYANT STREET #370 PALO ALTO, CA 94301	TREASURER 0.50	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 **0**

Part VIII

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HILLSPIRE LLC 505 HAMILTON AVENUE. #210, PALO ALTO, CA 94301	ACCOUNTING, INVESTMENT AND MGMT	174,320.
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 - THE GOAL IS TO BROADEN GLOBAL AWARENESS AND HELP FIND NEW AUDIENCES FOR THIS URGENT MESSAGE TO SOLVE THE CLIMATE PROBLEM.	737,400.
2 NANTUCKET PROJECT - THE MISSION IS TO WORK WITH THE TOWN OF NANTUCKET AND THE REGIONAL TRANSIT AUTHORITY TO HELP DEVELOP A BETTER MODEL FOR THE ISLAND'S SEASONAL BUS SYSTEM.	142,891.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 SEE STATEMENT 13	3,770,403.
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	3,770,403.

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	135,495,525.
b	Average of monthly cash balances	1b	4,021,321.
c	Fair market value of all other assets	1c	642,764.
d	Total (add lines 1a, b, and c)	1d	140,159,610.
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	140,159,610.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,102,394.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	138,057,216.
6	Minimum investment return. Enter 5% of line 5	6	6,902,861.

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	6,902,861.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	1,254,111.
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,254,111.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,648,750.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,648,750.
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	5,648,750.

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	8,733,598.
b	Program-related investments - total from Part IX-B	1b	3,770,403.
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	12,504,001.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,254,111.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,249,890.

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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				5,648,750.
2 Undistributed income, if any, as of the end of 2006:				
a Enter amount for 2006 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002				
b From 2003				
c From 2004				
d From 2005				
e From 2006	1,218,542.			
f Total of lines 3a through e	1,218,542.			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ \$ 12,504,001.				
a Applied to 2006, 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) **	8,073,759.			
d Applied to 2007 distributable amount				4,430,242.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2007 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,218,508.			1,218,508.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	8,073,793.			
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 2006. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	8,073,793.			
10 Analysis of line 9:				
a Excess from 2003				
b Excess from 2004				
c Excess from 2005				
d Excess from 2006	34.			
e Excess from 2007	8,073,759.			

** SEE STATEMENT 14

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

SEE STATEMENT 15

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:

JEANNE HUEY, 650-461-8099
555 BRYANT STREET #370, PALO ALTO, CA 94301

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

SEE GRANT GUIDELINE ATTACHMENT

c Any submission deadlines:

SEE GRANT GUIDELINE ATTACHMENT

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

SEE GRANT GUIDELINE ATTACHMENT

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 16				
Total				▶ 3a 7,905,000.
b <i>Approved for future payment</i>				
Total SEE STATEMENT 17				▶ 3b -179,447.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2007

Name of organization

Employer identification number

THE SCHMIDT FAMILY FOUNDATION

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 organizations 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 Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate 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: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Name of organization THE SCHMIDT FAMILY FOUNDATION	Employer identification number 20-4170342
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Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ <u>119,309,441.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ <u>18,409,415.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ <u>5,750,309.</u>	Person <input 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.)

Name of organization THE SCHMIDT FAMILY FOUNDATION	Employer identification number 20-4170342
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Part II Noncash Property (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>		\$ <u>119,309,441.</u>	<u>VARIOUS</u>
<u>2</u>		\$ <u>18,409,415.</u>	<u>VARIOUS</u>
<u>3</u>		\$ <u>5,750,309.</u>	<u>11/30/07</u>
	_____ _____ _____	\$ _____	
	_____ _____ _____	\$ _____	
	_____ _____ _____	\$ _____	

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	11,517 SHARES GOOGLE INC CL A	D	01/25/07	01/25/07
b	11,517 SHARES GOOGLE INC CL A	D	01/25/07	01/29/07
c	26,816 SHARES ISHARES TR MSCI EAFE	P	09/15/06	02/22/07
d	11,517 SHARES GOOGLE INC CL A	D	02/22/07	02/23/07
e	3,184 SHARES ISHARES TR MSCI EAFE	P	09/15/06	02/23/07
f	23,632 SHARES ISHARES TR MSCI EAFE	P	10/10/06	02/23/07
g	26,816 SHARES ISHARES TR MSCI EAFE	P	11/06/06	02/26/07
h	11,517 SHARES GOOGLE INC CL A	D	02/22/07	02/27/07
i	21,368 SHARES ISHARES TR MSCI EAFE	P	10/10/06	02/28/07
j	5,448 SHARES ISHARES TR MSCI EAFE	P	11/06/06	02/28/07
k	11,517 SHARES GOOGLE INC CL A	D	03/26/07	03/27/07
l	11,517 SHARES GOOGLE INC CL A	D	03/26/07	03/28/07
m	11,517 SHARES GOOGLE INC CL A	D	04/24/07	04/27/07
n	11,517 SHARES GOOGLE INC CL A	D	04/24/07	04/30/07
o	5,000,000 SHARES UNITED STATES TREAS NTS 3.125%09	P	03/16/07	05/14/07

	(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	5,681,771.		3,455.	5,678,316.
b	5,687,203.		3,455.	5,683,748.
c	2,001,099.		1,738,143.	262,956.
d	5,431,263.		3,455.	5,427,808.
e	238,570.		206,379.	32,191.
f	1,770,691.		1,576,814.	193,877.
g	2,018,909.		1,862,550.	156,359.
h	5,234,149.		3,455.	5,230,694.
i	1,555,391.		1,425,751.	129,640.
j	396,564.		378,400.	18,164.
k	5,327,350.		3,455.	5,323,895.
l	5,327,570.		3,455.	5,324,115.
m	5,526,926.		3,455.	5,523,471.
n	5,498,061.		3,455.	5,494,606.
o	4,883,984.		4,899,786.	-15,802.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,678,316.
b			5,683,748.
c			262,956.
d			5,427,808.
e			32,191.
f			193,877.
g			156,359.
h			5,230,694.
i			129,640.
j			18,164.
k			5,323,895.
l			5,324,115.
m			5,523,471.
n			5,494,606.
o			-15,802.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	1,040,000 SHARES UNITED STATES TREAS NTS 2.625% 0	P	03/16/07	05/14/07
b	5,000,000 SHARES UNITED STATES TREAS NOTES 4.625%	P	03/16/07	05/14/07
c	2,000,000 UNITED STATES TREAS NTS 2.625% 03/15/20	P	03/16/07	05/18/07
d	11,517 SHARES GOOGLE INC CL A	D	05/24/07	05/24/07
e	11,517 SHARES GOOGLE INC CL A	D	05/24/07	05/25/07
f	11,517 SHARES GOOGLE INC CL A	D	06/25/07	06/26/07
g	11,517 SHARES GOOGLE INC CL A	D	06/25/07	06/27/07
h	11,517 SHARES GOOGLE INC CL A	D	07/25/07	07/27/07
i	11,517 SHARES GOOGLE INC CL A	D	07/25/07	07/31/07
j	11,517 SHARES GOOGLE INC CL A	D	08/27/07	08/28/07
k	11,517 SHARES GOOGLE INC CL A	D	08/27/07	08/31/07
l	11,517 SHARES GOOGLE INC CL A	D	09/24/07	09/25/07
m	11,517 SHARES GOOGLE INC CL A	D	09/24/07	09/26/07
n	5,000,000 UNITED STATES TREAS NTS 3.625% 07/ 15/2	P	09/14/07	09/27/07
o	5,000,000 UNITED STATES TREAS NTS 3.375% 09/15/20	P	09/14/07	09/27/07

	(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	1,001,813.		1,005,194.	-3,381.
b	4,982,422.		4,991,087.	-8,665.
c	1,924,375.		1,933,463.	-9,088.
d	5,469,960.		3,455.	5,466,505.
e	5,547,776.		3,455.	5,544,321.
f	6,108,082.		3,455.	6,104,627.
g	6,031,139.		3,455.	6,027,684.
h	5,874,294.		3,455.	5,870,839.
i	5,934,868.		3,455.	5,931,413.
j	5,877,654.		3,455.	5,874,199.
k	5,918,311.		3,455.	5,914,856.
l	6,521,293.		3,455.	6,517,838.
m	6,541,235.		3,455.	6,537,780.
n	4,969,938.		4,963,225.	6,713.
o	4,944,922.		4,937,841.	7,081.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,381.
b			-8,665.
c			-9,088.
d			5,466,505.
e			5,544,321.
f			6,104,627.
g			6,027,684.
h			5,870,839.
i			5,931,413.
j			5,874,199.
k			5,914,856.
l			6,517,838.
m			6,537,780.
n			6,713.
o			7,081.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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 11,517 SHARES GOOGLE INC CL A	D	10/25/07	10/26/07
b 11,517 SHARES GOOGLE INC CL A	D	10/25/07	10/30/07
c CAPITAL GAINS DIVIDENDS			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 7,749,397.		3,455.	7,745,942.
b 7,977,890.		3,455.	7,974,435.
c 872,776.			872,776.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			7,745,942.
b			7,974,435.
c			872,776.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	120,839,913.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY INVESTMENT	220,517.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	220,517.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENT	5,178,090.	872,776.	4,305,314.
TOTAL TO FM 990-PF, PART I, LN 4	5,178,090.	872,776.	4,305,314.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	150,954.	150,954.	
TOTAL TO FORM 990-PF, PART I, LINE 11	150,954.	150,954.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	92,041.	0.		73,536.
TO FM 990-PF, PG 1, LN 16A	92,041.	0.		73,536.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	84,954.	0.		16,056.	
TO FORM 990-PF, PG 1, LN 16B	84,954.	0.		16,056.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROGRAM MANAGEMENT SERVICES AND OTHER	259,185.	0.		259,185.	
INVESTMENT MANAGEMENT FEES	8,071.	8,071.		0.	
EVENTS MANAGEMENT FEES	125,055.	0.		125,055.	
TO FORM 990-PF, PG 1, LN 16C	392,311.	8,071.		384,240.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES & LICENSES	640.	0.		0.	
FEDERAL EXCISE TAXES	1,486,811.	0.		0.	
FOREIGN DIVIDEND TAXES	90,072.	90,072.		0.	
TO FORM 990-PF, PG 1, LN 18	1,577,523.	90,072.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
	0.	0.		34.	
BANK CHARGES	125.	0.		0.	
MEMBERSHIP & SUBSCRIPTIONS	585.	0.		0.	
INSURANCE	7,936.	0.		7,553.	
MEALS	59,440.	0.		58,840.	
OFFICE SUPPLIES	1,692.	0.		0.	
OUTSIDE SERVICES	7,551.	7,500.		0.	
TELEPHONE	6,319.	0.		3,245.	
ADVERTISING	42,915.	0.		42,915.	
POSTAGE	8,257.	0.		8,257.	
UTILITIES	50.	0.		50.	
GRAPHICS/WEB DESIGN	30,729.	0.		30,729.	
OTHER PROGRAM EXPENSES	90,415.	0.		90,415.	
TO FORM 990-PF, PG 1, LN 23	256,014.	7,500.		242,038.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
UNREALIZED GAIN ON ALTERNATIVE INVESTMENTS		238,110.	
TOTAL TO FORM 990-PF, PART III, LINE 3		238,110.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION		AMOUNT	
UNREALIZED LOSS		751,175.	
STEP-UP IN BASIS OF DONATED SECURITIES SOLD		119,240,340.	
TOTAL TO FORM 990-PF, PART III, LINE 5		119,991,515.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT FIDELITY	FMV	203,078,792.	203,078,792.
FARALLON CAPITAL PARTNERS	FMV	945,700.	945,700.
UNSETTLED STOCK PROCEEDS	FMV	0.	0.
HIGHVISTA, LLC	FMV	5,287,868.	5,287,868.
FARALLON CAPITAL PARTNERS	FMV	5,127,122.	5,127,122.
TOTAL TO FORM 990-PF, PART II, LINE 13		214,439,482.	214,439,482.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	0.	1,001,787.	1,001,787.
INTEREST RECEIVABLE	0.	283,141.	283,141.
DEPOSITS	0.	600.	600.
TO FORM 990-PF, PART II, LINE 15		1,285,528.	1,285,528.

FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT 13
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DESCRIPTION

NANTUCKET PROJECT - THE SCHMIDT FAMILY FOUNDATION PURCHASED PROPERTY IN NANTUCKET THROUGH GREENHOUND LLC, A DISREGARDED ENTITY FOR FEDERAL TAX PURPOSES, FOR USE IN THE DEVELOPMENT OF AN ENVIRONMENTALLY FRIENDLY TRANSIT MODEL IN DOWNTOWN NANTUCKET.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

3,770,403.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 14

PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE
SCHMIDT FAMILY FOUNDATION HERBY 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 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

WENDY SCHMIDT
ERIC SCHMIDT

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
COLUMBIA UNIVERSITY 100 HAVEN AVE., TOWER 3, STE. 25F, NEW YORK, NY 10032	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	50,000.
CENTER FOR INVESTIGATIVE REPORTING 2927 NEWBURY ST., STE A, BERKELEY, CA 94703	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	300,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 W. 20TH ST., NEW YORK, NY 10011	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	1000000.
THE VOTE SOLAR INITIATIVE 300 BRANNAN ST., #609, SAN FRANCISCO, CA 94107	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	15,000.
CORNELL UNIVERSITY - CORNELL GLOBAL LABOR INSTITUTE 16 EAST 34TH ST., 4TH FLOOR, NEW YORK, NY 10016	NONE SOCIAL SERVICES/SOCIAL	PUBLIC CHARITY BENEFITS	5,000.
THE REGENERATION PROJECT P.O. BOX 29336, THE PRESIDIO, SAN FRANCISCO, CA 94129	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	75,000.

STATEMENT(S) 15, 16

TIDES FOUNDATION GLOBAL SUPPORT FUND P.O. BOX 29903, SAN FRANCISCO, CA 94129	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	25,000.
GREENPEACE FUND, INC. 702 H STREET NW, STE #300,, WASHINGTON DC, 20001	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	100,000.
EARTH ISLAND INSTITUTE, INC. 300 BROADWAY ST., SAN FRANCISCO, CA 94133	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	20,000.
NRPE (NATIONAL RELIGIOUS PARTNERSHIP FOR THE ENVIRONMENT) 49 S. PLEASANT ST., #301, AMHERST, MA 01002	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	100,000.
NANTUCKET SHELLFISH ASSOCIATION P.O. BOX 1244, NANTUCKET, MA 02554	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	15,000.
CAROLINA FOR KIBERA, INC UNC CHAPEL HILL, CAMPUS BOX #5145, CHAPEL HILL, NC 27599-5145	NONE HEALTH & HUMAN SERVICES	PUBLIC CHARITY	500,000.
CALIFORNIA ACADEMY OF SCIENCES 55 CONCOURSE, GOLDEN GATE PARK, SAN FRANCISCO, CA 94118	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	500,000.
ORPHANS OF RWANDA 123 EAST 70TH STREET, NEW YORK, NY 10021	NONE SOCIAL SERVICES/SOCIAL	PUBLIC CHARITY BENEFITS	75,000.
THE ENERGY FOUNDATION 1012 TORNEY AVE. #1, SAN FRANCISCO, CA 94129	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	500,000.

NATURAL CAPITAL INSTITUTE (FISCAL NONE SPONSOR FOR GREEN FOR ALL) 3 GATE FIVE ROAD, SAUSALITO, CA 94965	SOCIAL SERVICES/SOCIAL BENEFITS	PUBLIC CHARITY	125,000.
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SCHWAB CHARITABLE GIFT FUND 101 MONTGOMERY ST., SAN FRANCISCO, CA 94104	NONE GENERAL	PUBLIC CHARITY	4500000.
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TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>7,905,000.</u>
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FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 17

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
COLUMBIA UNIVERSITY 100 HAVEN AVE., TOWER 3, STE. 25F, NEW YORK, NY 10014	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	100,000.
CALIFORNIA ACADEMY OF SCIENCES 55 CONCOURSE, GOLDEN GATE PARK, SAN FRANCISCO, CA 94118	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	500,000.
CENTER FOR INVESTIGATIVE REPORTING 2927 NEWBURY ST., STE A, BERKELEY, CA 94703	NONE ENVIRONMENTAL/ANIMALS	PUBLIC CHARITY	500,000.
CHANGE IN PRESENT VALUE DISCOUNT N/A	NONE NONE	NONE	220,553.
PAYMENTS ON PRIOR YEAR GRANTS PAYABLE (INCLUDED ON LINE 25 COLUMN A) N/A	NONE NONE	NONE	-1500000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			-179,447.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

▶ Attach to your income tax return.

OMB No. 1545-0026

Attachment
 Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor THE SCHMIDT FAMILY FOUNDATION	Identifying number (see instructions) 20-4170342
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1 If the transferor was a corporation, complete questions 1a, 1b, and 1c.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.	94-3106323

Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) FARALLON CAPITAL OFFSHORE INVESTORS, INC.	Identifying number, if any
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5 Address (including country)
**WALKERS (BVI) LIMITED, WALKERS CHAMBERS, PO BOX 92, ROAD TOWN
 TORTOLA, BRITISH VIRGIN ISLANDS VQ**

6 Country of incorporation or organization
VIRGIN ISLANDS, BRITISH

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

LHA For Paperwork Reduction Act Notice, see instructions.

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer

VARIOUS

10 Type of nonrecognition transaction (see instructions)

SECTION 351

11 Description of property transferred:

\$252,898 IN CASH

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

Yes

No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)?

Yes

No

14 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

Yes

No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer: