

# FOR PUBLIC INSPECTION

Form **990-T**

## Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No. 1545-0687

# 2013

For calendar year 2013 or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

▶ Information about Form 990-T and its instructions is available at [www.irs.gov/form990t](http://www.irs.gov/form990t).

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Department of the Treasury  
Internal Revenue Service

Open to Public Inspection for  
501(c)(3) Organizations Only

|   |                     |   |  |
|---|---------------------|---|--|
| <p><b>A</b> <input type="checkbox"/> Check box if address changed</p> <p><b>B</b> Exempt under section<br/> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e)<br/> <input type="checkbox"/> 408A <input type="checkbox"/> 530(a)<br/> <input type="checkbox"/> 529(a)</p> | Print<br>or<br>Type | <p>Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.)</p> <p><b>THE DAVID AND LUCILE PACKARD FOUNDATION</b></p> <p>Number, street, and room or suite no. if a P.O. box, see instructions.<br/> <b>343 SECOND STREET</b></p> <p>City or town, state or province, county, and ZIP or foreign postal code<br/> <b>LOS ALTOS, CA 94022-3622</b></p> | <p><b>D</b> Employer identification number (Employees' trust, see instructions.)<br/> <b>94-2278431</b></p> <p><b>E</b> Unrelated business activity codes (See instructions.)<br/> <b>523000</b></p> |
|---|---------------------|---|--|

**C** Book value of all assets at end of year: **6,902,501,278.**

**F** Group exemption number (See instructions.)

**G** Check organization type:  501(c) corporation  501(c) trust  401(a) trust  Other trust

**H** Describe the organization's primary unrelated business activity. ▶ **INVESTMENTS IN PARTNERSHIPS**

**I** During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?  Yes  No  
 If "Yes," enter the name and identifying number of the parent corporation. ▶

**J** The books are in care of ▶ **CRAIG NEYMAN, CFO** Telephone number ▶ **650-948-7658**

| Part I Unrelated Trade or Business Income  | (A) Income | (B) Expenses | (C) Net    |
|--|------------|--------------|------------|
| 1 a Gross receipts or sales  |            |              |            |
| b Less returns and allowances  |            |              |            |
| c Balance  |            |              |            |
| 2 Cost of goods sold (Schedule A, line 7)  |            |              |            |
| 3 Gross profit. Subtract line 2 from line 1c                                       |            |              |            |
| 4 a Capital gain net income (attach Form 8949 and Schedule D)                      | 6,902,789. |              | 6,902,789. |
| b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)                 |            |              |            |
| c Capital loss deduction for trusts  |            |              |            |
| 5 Income (loss) from partnerships and S corporations (attach statement)            | -325,517.  | STMT 2       | -325,517.  |
| 6 Rent income (Schedule C)   |            |              |            |
| 7 Unrelated debt-financed income (Schedule E)                                      |            |              |            |
| 8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F) |            |              |            |
| 9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G) |            |              |            |
| 10 Exploited exempt activity income (Schedule I)                                   |            |              |            |
| 11 Advertising income (Schedule J)   |            |              |            |
| 12 Other income (See instructions; attach schedule.)                               |            |              |            |
| 13 <b>Total.</b> Combine lines 3 through 12  | 6,577,272. |              | 6,577,272. |

**Part II Deductions Not Taken Elsewhere** (See instructions for limitations on deductions.)  
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

|  |                             |     |             |
|--|-----------------------------|-----|-------------|
| 14 Compensation of officers, directors, and trustees (Schedule K)  |                             | 14  |             |
| 15 Salaries and wages  |                             | 15  |             |
| 16 Repairs and maintenance   |                             | 16  |             |
| 17 Bad debts   |                             | 17  |             |
| 18 Interest (attach schedule)  | SEE STATEMENT 3             | 18  | 26,434.     |
| 19 Taxes and licenses  |                             | 19  | 176,198.    |
| 20 Charitable contributions (See instructions for limitation rules.)   | STATEMENT 6 SEE STATEMENT 4 | 20  | 0.          |
| 21 Depreciation (attach Form 4562)   |                             | 21  |             |
| 22 Less depreciation claimed on Schedule A and elsewhere on return   |                             | 22a |             |
| 23 Depletion   |                             | 23  |             |
| 24 Contributions to deferred compensation plans  |                             | 24  |             |
| 25 Employee benefit programs   |                             | 25  |             |
| 26 Excess exempt expenses (Schedule I)   |                             | 26  |             |
| 27 Excess readership costs (Schedule J)  |                             | 27  |             |
| 28 Other deductions (attach schedule)  | SEE STATEMENT 5             | 28  | 10,434,732. |
| 29 <b>Total deductions.</b> Add lines 14 through 28  |                             | 29  | 10,637,364. |
| 30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13  |                             | 30  | -4,060,092. |
| 31 Net operating loss deduction (limited to the amount on line 30)   | SEE STATEMENT 7             | 31  |             |
| 32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30  |                             | 32  | -4,060,092. |
| 33 Specific deduction (Generally \$1,000, but see instructions for exceptions.)  |                             | 33  | 1,000.      |
| 34 <b>Unrelated business taxable income.</b> Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32 |                             | 34  | -4,060,092. |

# Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**  
▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.*  
**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

|  |   |   |
|--|---|---|
| <b>Type or print</b>   | Name of exempt organization or other filer, see instructions.<br><b>THE DAVID AND LUCILE PACKARD FOUNDATION</b>             | <b>Enter filer's identifying number</b><br>Employer identification number (EIN) or<br><b>94-2278431</b> |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>343 SECOND STREET</b>                          | Social security number (SSN)  |
|  | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>LOS ALTOS, CA 94022-3622</b> |   |

Enter the Return code for the return that this application is for (file a separate application for each return) 07

| Application Is For                       | Return Code | Application Is For                | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          | Form 990-T (corporation)          | 07          |
| Form 990-BL                              | 02          | Form 1041-A                       | 08          |
| Form 4720 (individual)                   | 03          | Form 4720 (other than individual) | 09          |
| Form 990-PF                              | 04          | Form 5227                         | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                         | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                         | 12          |

**CRAIG NEYMAN, CFO**

• The books are in the care of ▶ **300 SECOND STREET - LOS ALTOS, CA 94022**  
 Telephone No. ▶ **650-948-7658** Fax No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **NOVEMBER 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year **2013** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

|   |           |    |         |
|---|-----------|----|---------|
| <b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                   | <b>3a</b> | \$ | 0.      |
| <b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | <b>3b</b> | \$ | 51,223. |
| <b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.              | <b>3c</b> | \$ | 0.      |

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**Part III Tax Computation**

|  |            |    |
|--|------------|----|
| <b>35 Organizations Taxable as Corporations.</b> See instructions for tax computation.<br>Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and:<br>a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):<br>(1) \$ _____ (2) \$ _____ (3) \$ _____<br>b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____<br>(2) Additional 3% tax (not more than \$100,000) \$ _____<br>c Income tax on the amount on line 34 | <b>35c</b> | 0. |
| <b>36 Trusts Taxable at Trust Rates.</b> See instructions for tax computation. Income tax on the amount on line 34 from:<br><input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)  | <b>36</b>  |    |
| <b>37 Proxy tax.</b> See instructions  | <b>37</b>  |    |
| <b>38 Alternative minimum tax</b>  | <b>38</b>  |    |
| <b>39 Total.</b> Add lines 37 and 38 to line 35c or 36, whichever applies  | <b>39</b>  | 0. |

**Part IV Tax and Payments**

|  |            |         |
|--|------------|---------|
| <b>40a Foreign tax credit</b> (corporations attach Form 1118; trusts attach Form 1116)   | <b>40a</b> |         |
| b Other credits (see instructions)   | <b>40b</b> |         |
| c General business credit. Attach Form 3800  | <b>40c</b> |         |
| d Credit for prior year minimum tax (attach Form 8801 or 8827)   | <b>40d</b> |         |
| e <b>Total credits.</b> Add lines 40a through 40d  | <b>40e</b> |         |
| <b>41 Subtract line 40e from line 39</b>   | <b>41</b>  | 0.      |
| <b>42 Other taxes.</b> Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule) | <b>42</b>  |         |
| <b>43 Total tax.</b> Add lines 41 and 42   | <b>43</b>  | 0.      |
| <b>44a Payments:</b> A 2012 overpayment credited to 2013   | <b>44a</b> | 51,223. |
| b 2013 estimated tax payments  | <b>44b</b> |         |
| c Tax deposited with Form 8868   | <b>44c</b> |         |
| d Foreign organizations: Tax paid or withheld at source (see instructions)   | <b>44d</b> |         |
| e Backup withholding (see instructions)  | <b>44e</b> |         |
| f Credit for small employer health insurance premiums (Attach Form 8941)   | <b>44f</b> |         |
| g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total   | <b>44g</b> |         |
| <b>45 Total payments.</b> Add lines 44a through 44g  | <b>45</b>  | 51,223. |
| <b>46 Estimated tax penalty</b> (see instructions). Check if Form 2220 is attached <input type="checkbox"/>  | <b>46</b>  |         |
| <b>47 Tax due.</b> If line 45 is less than the total of lines 43 and 46, enter amount owed   | <b>47</b>  |         |
| <b>48 Overpayment.</b> If line 45 is larger than the total of lines 43 and 46, enter amount overpaid   | <b>48</b>  | 51,223. |
| <b>49 Enter the amount of line 48 you want:</b> Credited to 2014 estimated tax 51,223.   Refunded  | <b>49</b>  | 0.      |

**Part V Statements Regarding Certain Activities and Other Information** (see instructions)

|  |     |    |
|--|-----|----|
| <b>1</b> At any time during the 2013 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here <b>SEE STATEMENT 8</b> | Yes | No |
| <b>2</b> During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.   |     | X  |
| <b>3</b> Enter the amount of tax-exempt interest received or accrued during the tax year \$  |     |    |

**Schedule A - Cost of Goods Sold.** Enter method of inventory valuation **N/A**

|   |           |  |   |          |    |
|---|-----------|--|---|----------|----|
| <b>1</b> Inventory at beginning of year                 | <b>1</b>  |  | <b>6</b> Inventory at end of year   | <b>6</b> |    |
| <b>2</b> Purchases                                      | <b>2</b>  |  | <b>7</b> <b>Cost of goods sold.</b> Subtract line 6 from line 5. Enter here and in Part I, line 2                           | <b>7</b> |    |
| <b>3</b> Cost of labor                                  | <b>3</b>  |  | <b>8</b> Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? | Yes      | No |
| <b>4a</b> Additional section 263A costs (att. schedule) | <b>4a</b> |  |   |          |    |
| <b>b</b> Other costs (attach schedule)                  | <b>4b</b> |  |   |          |    |
| <b>5</b> <b>Total.</b> Add lines 1 through 4b           | <b>5</b>  |  |   |          |    |

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

|                               |   |                             |                           |   |            |
|-------------------------------|---|-----------------------------|---------------------------|---|------------|
| <b>Sign Here</b>              | Signature of officer _____  | Date _____                  | <b>CFP</b><br>title _____ | Check <input type="checkbox"/> if self-employed | PTIN _____ |
|                               | May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                             |                           |   |            |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name  | Preparer's signature        | Date                      | Firm's EIN                                      |            |
|                               | SHARON L. ZORBACH   | <i>Sharon Zorbach</i>       | 11/12/14                  | P00125475                                       |            |
|                               | Firm's name   | Firm's address              |                           | Firm's EIN                                      |            |
| DELOITTE TAX LLP              |   | 225 WEST SANTA CLARA STREET |                           | 86-1065772                                      |            |
| SAN JOSE, CA 95113            |   | Phone no.                   |                           | 408-704-4000                                    |            |

**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)** (see instructions)

1. Description of property

|     |
|-----|
| (1) |
| (2) |
| (3) |
| (4) |

| 2. Rent received or accrued   |   | 3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule) |
|---|---|---|
| (a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%) | (b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income) |   |
| (1)   |   |   |
| (2)   |   |   |
| (3)   |   |   |
| (4)   |   |   |
| Total   | 0.  | Total 0.  |
| (c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)         |   | (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B)                    |
| 0.  |   | 0.  |

**Schedule E - Unrelated Debt-Financed Income** (see instructions)

| 1. Description of debt-financed property  | 2. Gross income from or allocable to debt-financed property                           | 3. Deductions directly connected with or allocable to debt-financed property |   |   |
|---|---|--|---|---|
|   |   | (a) Straight line depreciation (attach schedule)                             | (b) Other deductions (attach schedule)                |   |
| (1)   |   |  |   |   |
| (2)   |   |  |   |   |
| (3)   |   |  |   |   |
| (4)   |   |  |   |   |
| 4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule) | 5. Average adjusted basis of or allocable to debt-financed property (attach schedule) | 6. Column 4 divided by column 5  | 7. Gross income reportable (column 2 x column 6)      | 8. Allocable deductions (column 6 x total of columns 3(a) and 3(b)) |
| (1)   |   | %  |   |   |
| (2)   |   | %  |   |   |
| (3)   |   | %  |   |   |
| (4)   |   | %  |   |   |
| Totals  |   |  | Enter here and on page 1, Part I, line 7, column (A). | Enter here and on page 1, Part I, line 7, column (B).               |
| Total dividends-received deductions included in column 8  |   |  | 0.  | 0.  |

**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

| 1. Name of controlled organization | 2. Employer identification number | Exempt Controlled Organizations                   |   |   |  |  |
|------------------------------------|-----------------------------------|---|---|---|--|--|
|                                    |                                   | 3. Net unrelated income (loss) (see instructions) | 4. Total of specified payments made               | 5. Part of column 4 that is included in the controlling organization's gross income | 6. Deductions directly connected with income in column 5                             |  |
| (1)                                |                                   |   |   |   |  |  |
| (2)                                |                                   |   |   |   |  |  |
| (3)                                |                                   |   |   |   |  |  |
| (4)                                |                                   |   |   |   |  |  |
| Nonexempt Controlled Organizations |                                   | 7. Taxable income                                 | 8. Net unrelated income (loss) (see instructions) | 9. Total of specified payments made   | 10. Part of column 9 that is included in the controlling organization's gross income | 11. Deductions directly connected with income in column 10 |
| (1)                                |                                   |   |   |   |  |  |
| (2)                                |                                   |   |   |   |  |  |
| (3)                                |                                   |   |   |   |  |  |
| (4)                                |                                   |   |   |   |  |  |
| Totals                             |                                   |   |   | Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).         | Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).          |  |
| 0.                                 |                                   |   |   | 0.  | 0.   |  |

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization**  
(see instructions)

| 1. Description of income | 2. Amount of income | 3. Deductions directly connected (attach schedule)          | 4. Set-asides (attach schedule) | 5. Total deductions and set-asides (col. 3 plus col. 4)     |
|--------------------------|---------------------|---|---------------------------------|---|
| (1)                      |                     |   |                                 |   |
| (2)                      |                     |   |                                 |   |
| (3)                      |                     |   |                                 |   |
| (4)                      |                     |   |                                 |   |
| <b>Totals</b>            |                     | Enter here and on page 1, Part I, line 9, column (A).<br>0. |                                 | Enter here and on page 1, Part I, line 9, column (B).<br>0. |

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income**  
(see instructions)

| 1. Description of exploited activity | 2. Gross unrelated business income from trade or business | 3. Expenses directly connected with production of unrelated business income | 4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7. | 5. Gross income from activity that is not unrelated business income | 6. Expenses attributable to column 5 | 7. Excess exempt expenses (column 6 minus column 5, but not more than column 4). |
|--------------------------------------|---|---|--|---|--------------------------------------|--|
| (1)                                  |   |   |  |   |                                      |  |
| (2)                                  |   |   |  |   |                                      |  |
| (3)                                  |   |   |  |   |                                      |  |
| (4)                                  |   |   |  |   |                                      |  |
| <b>Totals</b>                        |   | Enter here and on page 1, Part I, line 10, col. (A).<br>0.                  | Enter here and on page 1, Part I, line 10, col. (B).<br>0.   |   |                                      | Enter here and on page 1, Part II, line 26.<br>0.                                |

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

| 1. Name of periodical                      | 2. Gross advertising income | 3. Direct advertising costs | 4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. | 5. Circulation income | 6. Readership costs | 7. Excess readership costs (column 6 minus column 5, but not more than column 4). |
|--|-----------------------------|-----------------------------|--|-----------------------|---------------------|---|
| (1)  |                             |                             |  |                       |                     |   |
| (2)  |                             |                             |  |                       |                     |   |
| (3)  |                             |                             |  |                       |                     |   |
| (4)  |                             |                             |  |                       |                     |   |
| <b>Totals (carry to Part II, line (5))</b> |                             | 0.                          | 0.   |                       |                     | 0.  |

**Part II Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

| 1. Name of periodical              | 2. Gross advertising income | 3. Direct advertising costs                                | 4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. | 5. Circulation income | 6. Readership costs | 7. Excess readership costs (column 6 minus column 5, but not more than column 4). |
|------------------------------------|-----------------------------|--|--|-----------------------|---------------------|---|
| (1)                                |                             |  |  |                       |                     |   |
| (2)                                |                             |  |  |                       |                     |   |
| (3)                                |                             |  |  |                       |                     |   |
| (4)                                |                             |  |  |                       |                     |   |
| <b>Totals from Part I</b>          |                             | 0.   | 0.   |                       |                     | 0.  |
| <b>Totals, Part II (lines 1-5)</b> |                             | Enter here and on page 1, Part I, line 11, col. (A).<br>0. | Enter here and on page 1, Part I, line 11, col. (B).<br>0.                                 |                       |                     | Enter here and on page 1, Part II, line 27.<br>0.                                 |

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

| 1. Name  | 2. Title | 3. Percent of time devoted to business | 4. Compensation attributable to unrelated business |
|--|----------|--|--|
| (1)  |          | %                                      |  |
| (2)  |          | %                                      |  |
| (3)  |          | %                                      |  |
| (4)  |          | %                                      |  |
| <b>Total. Enter here and on page 1, Part II, line 14</b> |          |  | 0.   |

**Alternative Minimum Tax - Corporations**

▶ Attach to the corporation's tax return.

▶ Information about Form 4626 and its separate instructions is at [www.irs.gov/form4626](http://www.irs.gov/form4626).

**2013**

|  |  |   |
|--|--|---|
| Name<br><b>THE DAVID AND LUCILE PACKARD FOUNDATION</b>   |  | Employer identification number<br><b>94-2278431</b> |
| <b>Note:</b> See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e). |  |   |
| <b>1</b>   | Taxable income or (loss) before net operating loss deduction   | <b>1</b> -4,060,092.                                |
| <b>2</b>   | <b>Adjustments and preferences:</b>  |   |
| <b>a</b>   | Depreciation of post-1986 property   | <b>2a</b> 701,033.                                  |
| <b>b</b>   | Amortization of certified pollution control facilities   | <b>2b</b>   |
| <b>c</b>   | Amortization of mining exploration and development costs   | <b>2c</b>   |
| <b>d</b>   | Amortization of circulation expenditures (personal holding companies only)   | <b>2d</b>   |
| <b>e</b>   | Adjusted gain or loss  | <b>2e</b> -85,566.                                  |
| <b>f</b>   | Long-term contracts  | <b>2f</b>   |
| <b>g</b>   | Merchant marine capital construction funds   | <b>2g</b>   |
| <b>h</b>   | Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only)  | <b>2h</b>   |
| <b>i</b>   | Tax shelter farm activities (personal service corporations only)   | <b>2i</b>   |
| <b>j</b>   | Passive activities (closely held corporations and personal service corporations only)  | <b>2j</b>   |
| <b>k</b>   | Loss limitations   | <b>2k</b>   |
| <b>l</b>   | Depletion  | <b>2l</b>   |
| <b>m</b>   | Tax-exempt interest income from specified private activity bonds   | <b>2m</b>   |
| <b>n</b>   | Intangible drilling costs  | <b>2n</b> 3,505,411.                                |
| <b>o</b>   | Other adjustments and preferences  | <b>2o</b> -1,155.                                   |
| <b>3</b>   | Pre-adjustment alternative minimum taxable income (AMTI). Combine lines 1 through 2o   | <b>3</b> 59,631.                                    |
| <b>4</b>   | <b>Adjusted current earnings (ACE) adjustment:</b>   |   |
| <b>a</b>   | ACE from line 10 of the ACE worksheet in the instructions  | <b>4a</b> 59,631.                                   |
| <b>b</b>   | Subtract line 3 from line 4a. If line 3 exceeds line 4a, enter the difference as a negative amount (see instructions)  | <b>4b</b> 0.  |
| <b>c</b>   | Multiply line 4b by 75% (.75). Enter the result as a positive amount   | <b>4c</b>   |
| <b>d</b>   | Enter the excess, if any, of the corporation's total increases in AMTI from prior year ACE adjustments over its total reductions in AMTI from prior year ACE adjustments (see instructions). <b>Note:</b> You <b>must</b> enter an amount on line 4d (even if line 4b is positive) | <b>4d</b>   |
| <b>e</b>   | ACE adjustment<br><ul style="list-style-type: none"> <li>If line 4b is zero or more, enter the amount from line 4c</li> <li>If line 4b is less than zero, enter the <b>smaller</b> of line 4c or line 4d as a negative amount</li> </ul>   | <b>4e</b> 0.  |
| <b>5</b>   | Combine lines 3 and 4e. If zero or less, stop here; the corporation does not owe any AMT   | <b>5</b> 59,631.                                    |
| <b>6</b>   | Alternative tax net operating loss deduction (see instructions)  | <b>6</b> 49,236.                                    |
| <b>7</b>   | <b>Alternative minimum taxable income.</b> Subtract line 6 from line 5. If the corporation held a residual interest in a REMIC, see instructions   | <b>7</b> 10,395.                                    |
| <b>8</b>   | <b>Exemption phase-out</b> (if line 7 is \$310,000 or more, skip lines 8a and 8b and enter -0- on line 8c):  |   |
| <b>a</b>   | Subtract \$150,000 from line 7 (if completing this line for a member of a controlled group, see instructions). If zero or less, enter -0-  | <b>8a</b> 0.  |
| <b>b</b>   | Multiply line 8a by 25% (.25)  | <b>8b</b> 0.  |
| <b>c</b>   | Exemption. Subtract line 8b from \$40,000 (if completing this line for a member of a controlled group, see instructions). If zero or less, enter -0-   | <b>8c</b> 40,000.                                   |
| <b>9</b>   | Subtract line 8c from line 7. If zero or less, enter -0-   | <b>9</b> 0.   |
| <b>10</b>  | Multiply line 9 by 20% (.20)   | <b>10</b> 0.  |
| <b>11</b>  | Alternative minimum tax foreign tax credit (AMTFTC) (see instructions)   | <b>11</b>   |
| <b>12</b>  | Tentative minimum tax. Subtract line 11 from line 10   | <b>12</b> 0.  |
| <b>13</b>  | Regular tax liability before applying all credits except the foreign tax credit  | <b>13</b>   |
| <b>14</b>  | <b>Alternative minimum tax.</b> Subtract line 13 from line 12. If zero or less, enter -0-. Enter here and on Form 1120, Schedule J, line 3, or the appropriate line of the corporation's income tax return   | <b>14</b> 0.  |

JWA For Paperwork Reduction Act Notice, see separate instructions.

Form 4626 (2013)

\* SEE ALSO STATEMENT 9  
STATEMENT 10

IN ACCORDANCE WITH INTERNAL REVENUE CODE  
SECTION 172(B)(3), TAXPAYER HEREBY ELECTS  
TO RELINQUISH THE NET OPERATING LOSS  
CARRYBACK PERIOD.

FORM 990-T

INCOME (LOSS) FROM PARTNERSHIPS  
AND S CORPORATIONS

STATEMENT 2

| DESCRIPTION                                       | AMOUNT      |
|---|-------------|
| ABRAMS CAPITAL PARTNERS II, LP                    | 59,788.     |
| ANDRESSEN HOROWITZ FUND III (AIV), LP             | -30,006.    |
| BAUPOST VALUE PARTNERS IV, LP                     | 1,352,788.  |
| CARMEL PARTNERS INVESTMENT FUNC IV, LP            | 46,254.     |
| CONVERSUS CAPITAL, LP                             | 7.          |
| DENHAM COMMODITY PARTNERS FUND V, LP              | -574,253.   |
| DENHAM COMMODITY PARTNERS FUND VI, LP             | -1,067,844. |
| ENERGY CAPITAL PARTNERS II (SUMMIT CO-INVEST), LP | -830,076.   |
| GOLDEN GATE CAPITAL OPPORTUNITY FUND, LP          | 163,890.    |
| HOUSATONIC EQUITY INVESTORS V, LP                 | 196,573.    |
| JBG INVESTMENT FUND VII, LLC                      | 460,169.    |
| JBG INVESTMENT FUND VIII, LLC                     | 326,467.    |
| NATURAL GAS PARTNERS IX, LP                       | 2,395,181.  |
| NORTHWOOD REAL ESTATE CO-INVESTORS TE, LP         | 25,709.     |
| NORTHWOOD REAL ESTATE CO-INVESTORS TE (AIV 2), LP | 22,513.     |
| NORTHWOOD REAL ESTATE CO-INVESTORS TE (NR AIV) LP | 45,863.     |
| NORTHWOOD REAL ESTATE PARTNERS TE, LP             | 15,991.     |
| NORTHWOOD REAL ESTATE PARTNERS TE (AIV 1), LP     | 24,155.     |
| NORTHWOOD REAL ESTATE PARTNERS TE (AIV 2), LP     | 40,964.     |
| NORTHWOOD REAL ESTATE PARTNERS TE (AIV 3), LP     | -230,927.   |
| NORTHWOOD REAL ESTATE PARTNERS TE (AIV 4), LP     | 36,569.     |
| NORTHWOOD REAL ESTATE PARTNERS TE (NR AIV), LP    | 49,999.     |
| RIVA CAPITAL PARTNERS II, LP                      | 2,533.      |
| RIVA CAPITAL PARTNERS III, LP                     | 48,203.     |
| SPO PARTNERS II, LP                               | 2,499,720.  |
| TA XI AM-A AIV, LP                                | -17,705.    |
| TA XI ECM AIV, LP                                 | -6,221.     |
| TA XI FS-B FEEDER, LP                             | 5,953.      |
| VALIANT CAPITAL PARTNERS, LP                      | -2,060,357. |
| THE VARDE FUND IX, LP                             | 73,399.     |
| THE VARDE FUND IX-A                               | 42,715.     |
| THE VARDE FUND X(B) FEEDER, LP                    | 79,331.     |
| YORKTOWN ENERGY PARTNERS IX, LP                   | -2,479,296. |
| BERKSHIRE FUND VIII, LP                           | -198,620.   |
| KLEINER PERKINS CAUFIELD & BYERS XIV, LLC         | -23.        |
| NORTHWOOD REAL ESTATE CO-INVESTORS TE (HOTEL AIV) | -77,734.    |
| NORTHWOOD REAL ESTATE PARTNERS TE (HOTEL AIV)     | -202,751.   |
| NORTHWOOD REAL ESTATE PARTNERS TE (AIV 5) LP      | -77.        |
| TA XI SMM AIV, L.P.                               | -2,503.     |
| THE VARDE FUND XI (B) (FEEDER), L.P.              | 542.        |
| YELLOW WOOD OTC ACQUISITION 2012 LP               | -260,085.   |
| YORKTOWN ENERGY PARTNERS X, LP                    | -294,868.   |
| WATER STREET HEALTHCARE PARTNERS III, LP          | -7,447.     |
| TOTAL TO FORM 990-T, PAGE 1, LINE 5               | -325,517.   |



FORM 990-T INTEREST PAID STATEMENT 3

| DESCRIPTION                          | AMOUNT  |
|--------------------------------------|---------|
| PARTNERSHIP INTEREST EXPENSES        | 26,434. |
| TOTAL TO FORM 990-T, PAGE 1, LINE 18 | 26,434. |

FORM 990-T CONTRIBUTIONS STATEMENT 4

| DESCRIPTION/KIND OF PROPERTY         | METHOD USED TO DETERMINE FMV | AMOUNT   |
|--------------------------------------|------------------------------|----------|
| OTHER CONTRIBUTIONS                  | N/A                          | 100,000. |
| TOTAL TO FORM 990-T, PAGE 1, LINE 20 |                              | 100,000. |

FORM 990-T OTHER DEDUCTIONS STATEMENT 5

| DESCRIPTION                          | AMOUNT      |
|--------------------------------------|-------------|
| SECTION 59(E)(2)                     | 6,153,951.  |
| OTHER INVESTMENT DEDUCTIONS          | 2,824,800.  |
| DEPLETION                            | 1,455,981.  |
| TOTAL TO FORM 990-T, PAGE 1, LINE 28 | 10,434,732. |

FORM 990-T

CONTRIBUTIONS SUMMARY

STATEMENT 6

QUALIFIED CONTRIBUTIONS SUBJECT TO 100% LIMIT

CARRYOVER OF PRIOR YEARS UNUSED CONTRIBUTIONS

- FOR TAX YEAR 2008
- FOR TAX YEAR 2009
- FOR TAX YEAR 2010
- FOR TAX YEAR 2011
- FOR TAX YEAR 2012

TOTAL CARRYOVER

TOTAL CURRENT YEAR 10% CONTRIBUTIONS

100,000

TOTAL CONTRIBUTIONS AVAILABLE

100,000

TAXABLE INCOME LIMITATION AS ADJUSTED

0

EXCESS 10% CONTRIBUTIONS

100,000

EXCESS 100% CONTRIBUTIONS

0

TOTAL EXCESS CONTRIBUTIONS

100,000

ALLOWABLE CONTRIBUTIONS DEDUCTION

0

TOTAL CONTRIBUTION DEDUCTION

0

FORM 990-T NET OPERATING LOSS DEDUCTION STATEMENT 7

| TAX YEAR                          | LOSS SUSTAINED | LOSS PREVIOUSLY APPLIED | LOSS REMAINING | AVAILABLE THIS YEAR |
|-----------------------------------|----------------|-------------------------|----------------|---------------------|
| 12/31/09                          | 2,788,922.     | 1,970,684.              | 818,238.       | 818,238.            |
| 12/31/12                          | 3,931,587.     | 0.                      | 3,931,587.     | 3,931,587.          |
| NOL CARRYOVER AVAILABLE THIS YEAR |                |                         | 4,749,825.     | 4,749,825.          |

FORM 990-T NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST STATEMENT 8

- NAME OF COUNTRY
- UNITED KINGDOM
  - IRELAND
  - CANADA
  - SWITZERLAND
  - DENMARK
  - MALAYSIA
  - SINGAPORE
  - DEN
  - SOUTH AFRICA
  - NETHERLANDS
  - HONG KONG
  - POLAND
  - AUSTRALIA
  - BRITISH VIRGIN ISLANDS
  - CAYMAN ISLANDS
  - JERSEY

FORM 4626

AMT CONTRIBUTION LIMITATION

STATEMENT 9

|  |            |
|--|------------|
| 1) REGULAR TAXABLE INCOME BEFORE NOL, CHARITABLE CONTRIBUTIONS,<br>AND DOMESTIC PRODUCTION ACTIVITIES DEDUCTION (DPAD) . . . . .   | -4,060,092 |
| 2) ADD: OTHER AMT ADJUSTMENT AND PREFERENCE ITEMS OTHER<br>THAN ACE, CHARITABLE CONTRIBUTIONS AND DPAD . . . . .   | 4,120,878  |
| <hr/>  |            |
| 3) PREADJUSTMENT AMTI BEFORE ACE, CHARITABLE DEDUCTIONS,<br>NOL AND DPAD . . . . .   | 60,786     |
| 4) ACE ADJUSTMENT ITEMS . . . . .  |            |
| <hr/>  |            |
| 5) ACE WITHOUT CHARITABLE CONTRIBUTIONS (LINE 3 PLUS LINE 4) . . . . .   | 60,786     |
| 6) LINE 5 LESS LINE 3 (ENTER EXCESS AS A NEGATIVE AMOUNT) . . . . .  |            |
| 7) MULTIPLY LINE 6 BY 75%. ENTER RESULT AS A POSITIVE AMOUNT . . . . .   |            |
| 8) ENTER EXCESS OF THE CORPORATION'S PRIOR YEAR NET INCREASES<br>IN AMTI DUE TO ACE . . . . .  |            |
| 9) ACE ADJUSTMENT:<br>IF LINE 6 IS POSITIVE OR ZERO ENTER THE AMOUNT<br>FROM LINE 7 HERE AS A POSITIVE AMOUNT<br>IF LINE 6 IS NEGATIVE, ENTER THE SMALLER OF LINE 7<br>OR LINE 8 HERE AS A NEGATIVE AMOUNT . . . . . |            |
| <hr/>  |            |
| 10) AMTI WITHOUT CHARITABLE CONTRIBUTIONS, NOL AND DPAD<br>(LINE 3 PLUS LINE 9) . . . . .  | 60,786     |
| 11) CONTRIBUTION LIMITATION TO CALCULATE 90% AMTI LIMITATION<br>FOR NOL . . . . .(LINE 10 PLUS SPECIAL DEDUCTIONS<br>NOT PREVIOUSLY INCLUDED IN THE ACE ADJUSTMENT ON LINE 9<br>ABOVE, MULTIPLIED BY 10%). . . . .   | 6,079      |
| 12) TOTAL AVAILABLE CONTRIBUTIONS . . . . .  | 100,000    |
| <hr/>  |            |
| 13) CONTRIBUTION DEDUCTION TO CALCULATE 90% AMTI LIMITATION<br>FOR NOL (LESSER OF LINE 11 OR LINE 12) . . . . .  | 6,079      |
| <hr/>  |            |
| 14) AMTI FOR PURPOSES OF 90% NOL LIMITATION (LINE 10 LESS<br>LINE 13) . . . . .  | 54,707     |
| 15) NOL LIMITATION ( 90% OF LINE 14). . . . .  | 49,236     |
| 16) TOTAL NOL AVAILABLE . . . . .  | 1,486,678  |
| <hr/>  |            |
| 17) AMT NOL (LESSER OF LINE 15 OR LINE 16) . . . . .   | 49,236     |
| <hr/>  |            |
| 18) AMTI FOR CHARITABLE DEDUCTION LIMITATION (LINE 10<br>PLUS SPECIAL DEDUCTIONS LESS AMT NOL ON LINE 17) . . . . .  | 11,550     |
| 19) 10% OF LINE 18 . . . . .   | 1,155      |
| <hr/>  |            |
| 20) AMT CHARITABLE DEDUCTION (LESSER OF LINE 12 OR LINE 19) . . . . .  | 1,155      |
| 21) REGULAR CONTRIBUTION DEDUCTION . . . . .   | 0          |
| <hr/>  |            |
| 22) AMT CONTRIBUTION ADJUSTMENT (LINE 21 LESS LINE 20) . . . . .   | -1,155     |
| <hr/>  |            |

FORM 4626

AMT CONTRIBUTIONS

STATEMENT 10

CARRYOVER OF PRIOR YEARS UNUSED CONTRIBUTIONS

- FOR TAX YEAR 2008
- FOR TAX YEAR 2009
- FOR TAX YEAR 2010
- FOR TAX YEAR 2011
- FOR TAX YEAR 2012

TOTAL CARRYOVER

CURRENT YEAR CONTRIBUTIONS

100,000

TOTAL CONTRIBUTIONS

100,000

10% OF TAXABLE INCOME AS ADJUSTED

1,155

EXCESS CONTRIBUTIONS

98,845

ALLOWABLE CONTRIBUTIONS

1,155

| FORM 4626                   | OTHER AMT ADJUSTMENTS | STATEMENT 11 |
|-----------------------------|-----------------------|--------------|
| DESCRIPTION                 |                       | AMOUNT       |
| CHARITABLE CONTRIBUTIONS    |                       | -1,155.      |
| TOTAL TO FORM 4626, LINE 20 |                       | -1,155.      |

| FORM 4626                             | ALTERNATIVE MINIMUM TAX NOL DEDUCTION |                         | STATEMENT 12   |
|---------------------------------------|---------------------------------------|-------------------------|----------------|
| TAX YEAR                              | LOSS SUSTAINED                        | LOSS PREVIOUSLY APPLIED | LOSS REMAINING |
| 12/31/09                              | 2,468,285.                            | 2,461,669.              | 6,616.         |
| 12/31/12                              | 1,480,062.                            | 0.                      | 1,480,062.     |
| AMT NOL CARRYOVER AVAILABLE THIS YEAR |                                       |                         | 1,486,678.     |

**Capital Gains and Losses**  
▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L,  
1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.  
▶ Information about Schedule D (Form 1120) and its separate instructions is at [www.irs.gov/form1120](http://www.irs.gov/form1120).

**2013**

Name: **THE DAVID AND LUCILE PACKARD FOUNDATION** Employer identification number: **94-2278431**

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

| See instructions for how to figure the amounts to enter on the lines below.<br>This form may be easier to complete if you round off cents to whole dollars.   | (d)<br>Proceeds<br>(sales price) | (e)<br>Cost<br>(or other basis) | (g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g) | (h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g) |
|---|----------------------------------|---------------------------------|---|--|
| 1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b |                                  |                                 |   |  |
| 1b Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked   |                                  |                                 |   |  |
| 2 Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked  |                                  |                                 |   |  |
| 3 Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked  |                                  |                                 |   | 276,446.   |
| 4 Short-term capital gain from installment sales from Form 6252, line 26 or 37  |                                  |                                 |   | 4  |
| 5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824   |                                  |                                 |   | 5  |
| 6 Unused capital loss carryover (attach computation)  |                                  |                                 |   | 6 ( )  |
| 7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column h   |                                  |                                 |   | 7 276,446.   |

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

| See instructions for how to figure the amounts to enter on the lines below.<br>This form may be easier to complete if you round off cents to whole dollars.  | (d)<br>Proceeds<br>(sales price) | (e)<br>Cost<br>(or other basis) | (g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g) | (h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g) |
|--|----------------------------------|---------------------------------|--|--|
| 3a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b |                                  |                                 |  |  |
| 8b Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked  |                                  |                                 |  |  |
| 9 Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked   |                                  |                                 |  |  |
| 10 Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked  |                                  |                                 |  | 2,592,089.   |
| 11 Enter gain from Form 4797, line 7 or 9  |                                  |                                 |  | 11 4,034,254.  |
| 12 Long-term capital gain from installment sales from Form 6252, line 26 or 37   |                                  |                                 |  | 12   |
| 13 Long-term capital gain or (loss) from like-kind exchanges from Form 8824  |                                  |                                 |  | 13   |
| 14 Capital gain distributions  |                                  |                                 |  | 14   |
| 15 Net long-term capital gain or (loss). Combine lines 8a through 14 in column h   |                                  |                                 |  | 15 6,626,343.  |

**Part III Summary of Parts I and II**

|   |    |            |
|---|----|------------|
| 16 Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15)                   | 16 | 276,446.   |
| 17 Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7) | 17 | 6,626,343. |
| 18 Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns            | 18 | 6,902,789. |

Note. If losses exceed gains, see **Capital losses** in the instructions.

# Sales and Other Dispositions of Capital Assets

► Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://www.irs.gov/form8949).  
► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

**THE DAVID AND LUCILE PACKARD FOUNDATION**

Social security number or taxpayer identification no.

**94-2278431**

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

**Part I Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

**Note.** You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(C) Short-term transactions not reported to you on Form 1099-B

| 1   | (a)<br>Description of property<br>(Example: 100 sh. XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price) | (e)<br>Cost or other<br>basis. See the<br>Note below and<br>see Column (e) in<br>the instructions | Adjustment, if any, to gain or<br>loss. If you enter an amount<br>in column (g), enter a code in<br>column (f). See instructions. |                                | (h)<br>Gain or (loss).<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|---|--|---|--|----------------------------------|---|---|--------------------------------|---|
|   |  |   |  |                                  |   | (f)<br>Code(s)  | (g)<br>Amount of<br>adjustment |   |
|   | CARMEL PARTNERS<br>INVESTMENT FUND<br>IV, LP                 |   |  |                                  |   |   |                                | 139,683.  |
|   | JBG INVESTMENT<br>FUND VII, LLC                              |   |  |                                  |   |   |                                | <3,343.>  |
|   | TA XI ECM AIV,<br>L.P.                                       |   |  |                                  |   |   |                                | 911.  |
|   | TA XI FS-B FEEDER,<br>L.P.                                   |   |  |                                  |   |   |                                | 1.  |
|   | THE VARDE FUND IX,<br>LP                                     |   |  |                                  |   |   |                                | 14,644.   |
|   | THE VARDE FUND<br>IX-A, LP                                   |   |  |                                  |   |   |                                | 10,182.   |
|   | THE VARDE FUND X<br>(B) (FEEDER), L.P.                       |   |  |                                  |   |   |                                | 106,693.  |
|   | THE VARDE FUND XI<br>(B) (FEEDER), L.P.                      |   |  |                                  |   |   |                                | 7,675.  |
| <b>2 Totals.</b> Add the amounts in columns (d), (e), (g) and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ► |  |   |  |                                  |   |   |                                | 276,446.  |

**Note.** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.







**Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255** (see instructions)

| 19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:  |   | (b) Date acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) |            |            |
|--|---|--------------------------------------|----------------------------------|------------|------------|
| A  |   |                                      |                                  |            |            |
| B  |   |                                      |                                  |            |            |
| C  |   |                                      |                                  |            |            |
| D  |   |                                      |                                  |            |            |
| These columns relate to the properties on lines 19A through 19D.   |   | Property A                           | Property B                       | Property C | Property D |
| 20   | Gross sales price (Note: See line 1 before completing.)   | 20                                   |                                  |            |            |
| 21   | Cost or other basis plus expense of sale  | 21                                   |                                  |            |            |
| 22   | Depreciation (or depletion) allowed or allowable  | 22                                   |                                  |            |            |
| 23   | Adjusted basis. Subtract line 22 from line 21   | 23                                   |                                  |            |            |
| 24   | Total gain. Subtract line 23 from line 20   | 24                                   |                                  |            |            |
| 25 If section 1245 property:   |   |                                      |                                  |            |            |
| a  | Depreciation allowed or allowable from line 22  | 25a                                  |                                  |            |            |
| b  | Enter the smaller of line 24 or 25a   | 25b                                  |                                  |            |            |
| 26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.                                       |   |                                      |                                  |            |            |
| a  | Additional depreciation after 1975 (see instructions)   | 26a                                  |                                  |            |            |
| b  | Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)   | 26b                                  |                                  |            |            |
| c  | Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e   | 26c                                  |                                  |            |            |
| d  | Additional depreciation after 1969 and before 1976  | 26d                                  |                                  |            |            |
| e  | Enter the smaller of line 26c or 26d  | 26e                                  |                                  |            |            |
| f  | Section 291 amount (corporations only)  | 26f                                  |                                  |            |            |
| g  | Add lines 26b, 26e, and 26f   | 26g                                  |                                  |            |            |
| 27 If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership). |   |                                      |                                  |            |            |
| a  | Soil, water, and land clearing expenses   | 27a                                  |                                  |            |            |
| b  | Line 27a multiplied by applicable percentage  | 27b                                  |                                  |            |            |
| c  | Enter the smaller of line 24 or 27b   | 27c                                  |                                  |            |            |
| 28 If section 1254 property:   |   |                                      |                                  |            |            |
| a  | Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions) | 28a                                  |                                  |            |            |
| b  | Enter the smaller of line 24 or 28a   | 28b                                  |                                  |            |            |
| 29 If section 1255 property:   |   |                                      |                                  |            |            |
| a  | Applicable percentage of payments excluded from income under section 126 (see instructions)   | 29a                                  |                                  |            |            |
| b  | Enter the smaller of line 24 or 29a (see instructions)  | 29b                                  |                                  |            |            |

**Summary of Part III Gains.** Complete property columns A through D through line 29b before going to line 30.

|    |   |    |  |
|----|---|----|--|
| 30 | Total gains for all properties. Add property columns A through D, line 24   | 30 |  |
| 31 | Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13  | 31 |  |
| 32 | Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6 | 32 |  |

**Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less**

(see instructions)

|    | (a) Section 179   | (b) Section 280F(b)(2) |
|----|---|------------------------|
| 33 | Section 179 expense deduction or depreciation allowable in prior years                    | 33                     |
| 34 | Recomputed depreciation (see instructions)  | 34                     |
| 35 | Recapture amount. Subtract line 34 from line 33. See the instructions for where to report | 35                     |

FORM 4797

PROPERTY HELD MORE THAN ONE YEAR

STATEMENT 13

| DESCRIPTION                                | DATE ACQUIRED | DATE SOLD | SALES PRICE | DEPR. | COST OR BASIS | GAIN OR LOSS |
|--|---------------|-----------|-------------|-------|---------------|--------------|
| BAUPOST VALUE PARTNERS, L.P.-IV            |               |           |             |       |               | 2,725,939.   |
| JBG INVESTMENT FUND VII, LLC               |               |           |             |       |               | 1,050,134.   |
| NATURAL GAS PARTNERS IX, L.P.              |               |           |             |       |               | 757,024.     |
| NORTHWOOD REAL ESTATE CO-INVESTORS TE      |               |           |             |       |               | -17,656.     |
| NORTHWOOD REAL ESTATE PARTNERS TE (NR AIV) |               |           |             |       |               | -19,213.     |
| SPO PARTNERS II, L.P.                      |               |           |             |       |               | 9.           |
| YORKTOWN ENERGY PARTNERS IX, LP            |               |           |             |       |               | -461,983.    |
| TOTAL TO 4797, PART I, LINE 2              |               |           |             |       |               | 4,034,254.   |