FOR PUBLIC INSPECTION

Form **990-T**

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

For calendar year 2014 or other tax year beginning _____, and ending _____

▶ Information about Form 990-T and its instructions is available at 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).

OMB No. 1545-0687

2014

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

Department of the Treasury
Internal Revenue Service

A ☐ Check box if address changed

B Exempt under section
☒ 501(c)(3)
☐ 408(e) ☐ 220(e)
☐ 408A ☐ 530(a)
☐ 529(a)

C Book value of all assets at end of year

Print or Type

Name of organization (☐ Check box if name changed and see instructions.)
THE DAVID AND LUCILE PACKARD FOUNDATION

Number, street, and room or suite no. If a P.O. box, see instructions.
343 SECOND STREET

City or town, state or province, country, and ZIP or foreign postal code
LOS ALTOS, CA 94022-3622

D Employer identification number (Employees' trust, see instructions.)
94-2278431

E Unrelated business activity codes (See instructions.)
523000

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
1a	Gross receipts or sales				
b	Less returns and allowances	c Balance ▶ 1c			
2	Cost of goods sold (Schedule A, line 7)	2			
3	Gross profit. Subtract line 2 from line 1c	3			
4a	Capital gain net income (attach Schedule D)	4a	15,113,805.		15,113,805.
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b			
c	Capital loss deduction for trusts	4c			
5	Income (loss) from partnerships and S corporations (attach statement)	5	-10,062,021.	STMT 2	-10,062,021.
6	Rent income (Schedule C)	6			
7	Unrelated debt-financed income (Schedule E)	7			
8	Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	8			
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9			
10	Exploited exempt activity income (Schedule I)	10			
11	Advertising income (Schedule J)	11			
12	Other income (See instructions; attach schedule)	12			
13	**Total.** Combine lines 3 through 12	13	5,051,784.		5,051,784.

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)	18		
19	Taxes and licenses	19		584,251.
20	Charitable contributions (See instructions for limitation rules) STATEMENT 4 SEE STATEMENT 3	20		0.
21	Depreciation (attach Form 4562) 21			
22	Less depreciation claimed on Schedule A and elsewhere on return 22a	22b		
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)	28		
29	**Total deductions.** Add lines 14 through 28	29		584,251.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30		4,467,533.
31	Net operating loss deduction (limited to the amount on line 30) SEE STATEMENT 5	31		4,467,533.
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32		0.
33	Specific deduction (Generally $1,000, but see line 33 instructions for exceptions)	33		1,000.
34	**Unrelated business taxable income.** Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34		0.

Department of Treasury
Internal Revenue Service
Ogden UT 84201

Notice	CP211A
Tax period	December 31, 2014
Notice date	July 6, 2015
Employer ID number	94-2278431
To contact us	Phone 1-877-829-5500 FAX 801-620-5555
Page 1 of 1	

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DAVID AND LUCILE PACKARD FOUNDATION
343 SECOND STREET
LOS ALTOS CA 94022-3696

078840

Important information about your December 31, 2014 Form 990T

We approved your Form 8868, Application for Extension of Time To File an Exempt Organization Return

We approved the Form 8868 for your December 31, 2014 Form 990T.

Your new due date is November 15, 2015.

What you need to do

File your December 31, 2014 Form 990T by November 15, 2015.

Visit www.irs.gov/charities to learn about approved e-File providers, what types of returns can be filed electronically, and whether you are required to file electronically.

Additional information

- Visit www.irs.gov/cp211a.
- For tax forms, instructions, and publications, visit www.irs.gov or call 1-800-TAX-FORM (1-800-829-3676).
- Keep this notice for your records.

If you need assistance, please don't hesitate to contact us.

Part III Tax Computation

35	**Organizations Taxable as Corporations.** See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here ▶ ☐ **See instructions** and:		
a	Enter your share of the $50,000, $25,000, and $9,925,000 taxable income brackets (in that order): (1) $ (2) $ (3) $		
b	Enter organization's share of: (1) Additional 5% tax (not more than $11,750) $ (2) Additional 3% tax (not more than $100,000) $		
c	Income tax on the amount on line 34 ▶	35c	0.
36	**Trusts Taxable at Trust Rates.** See instructions for tax computation. Income tax on the amount on line 34 from: ☐ Tax rate schedule or ☐ Schedule D (Form 1041) ▶	36	
37	**Proxy tax.** See instructions ▶	37	
38	Alternative minimum tax	38	2,605,333.
39	**Total.** Add lines 37 and 38 to line 35c or 36, whichever applies	39	2,605,333.

Part IV Tax and Payments

40a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a			
b	Other credits (see instructions)	40b			
c	General business credit. Attach Form 3800	40c			
d	Credit for prior year minimum tax (attach Form 8801 or 8827)	40d			
e	**Total credits.** Add lines 40a through 40d			40e	
41	Subtract line 40e from line 39			41	2,605,333.
42	Other taxes. Check if from: ☐ Form 4255 ☐ Form 8611 ☐ Form 8697 ☐ Form 8866 ☐ Other (attach schedule)			42	
43	**Total tax.** Add lines 41 and 42			43	2,605,333.
44a	Payments: A 2013 overpayment credited to 2014	44a	51,075.		
b	2014 estimated tax payments	44b			
c	Tax deposited with Form 8868	44c			
d	Foreign organizations: Tax paid or withheld at source (see instructions)	44d			
e	Backup withholding (see instructions)	44e			
f	Credit for small employer health insurance premiums (Attach Form 8941)	44f			
g	Other credits and payments: ☐ Form 2439 ☐ Form 4136 ☐ Other Total ▶	44g			
45	**Total payments.** Add lines 44a through 44g			45	51,075.
46	Estimated tax penalty (see instructions). Check if Form 2220 is attached ▶ X			46	56,927.
47	**Tax due.** If line 45 is less than the total of lines 43 and 46, enter amount owed ▶			47	2,611,185.
48	**Overpayment.** If line 45 is larger than the total of lines 43 and 46, enter amount overpaid ▶			48	
49	Enter the amount of line 48 you want: **Credited to 2015 estimated tax** ▶ **Refunded** ▶			49	

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

		Yes	No
1	At any time during the 2014 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here ▶ SEE STATEMENT 6	X	
2	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
3	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

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

Sign Here

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

▶ Signature of officer | Date | ▶ CFO Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOAN S. MCMAHON	Joan McMahon	11/10/15		P00966494

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 555 MISSION ST SAN FRANCISCO, CA 94105 — Phone no. (415)738-4000

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.	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) ▶ 0.

(b) **Total deductions.** Enter here and on page 1, Part I, line 6, column (B) ▶ 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)	3. (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)			%		
				Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).
Totals ▶				0.	0.
Total dividends-received deductions included in column 8 ▶					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)					
				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).
Totals ▶				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)				
Totals ▶	Enter here and on page 1, Part I, line 9, column (A). 0.			Enter here and on page 1, Part I, line 9, column (B). 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)						
Totals ▶	Enter here and on page 1, Part I, line 10, col. (A). 0.	Enter here and on page 1, Part I, line 10, col. (B). 0.				Enter here and on page 1, Part II, line 26. 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)						
Totals (carry to Part II, line (5)) ▶	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)						
Totals from Part I ▶	0.	0.				0.
Totals, Part II (lines 1-5) ▶	Enter here and on page 1, Part I, line 11, col. (A). 0.	Enter here and on page 1, Part I, line 11, col. (B). 0.				Enter here and on page 1, Part II, line 27. 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)		%	
Total. Enter here and on page 1, Part II, line 14 ▶			0.

Form **4626**
Department of the Treasury
Internal Revenue Service

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.

OMB No. 1545-0123

2014

Name: THE DAVID AND LUCILE PACKARD FOUNDATION

Employer identification number: 94-2278431

Note: See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e).

1	Taxable income or (loss) before net operating loss deduction		1	4,466,533.
2	**Adjustments and preferences:**			
a	Depreciation of post-1986 property		2a	71,077.
b	Amortization of certified pollution control facilities		2b	
c	Amortization of mining exploration and development costs		2c	
d	Amortization of circulation expenditures (personal holding companies only)		2d	
e	Adjusted gain or loss		2e	-238,186.
f	Long-term contracts		2f	
g	Merchant marine capital construction funds		2g	
h	Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only)		2h	
i	Tax shelter farm activities (personal service corporations only)		2i	
j	Passive activities (closely held corporations and personal service corporations only)		2j	
k	Loss limitations		2k	
l	Depletion		2l	
m	Tax-exempt interest income from specified private activity bonds		2m	
n	Intangible drilling costs		2n	11,612,089.
o	Other adjustments and preferences	STATEMENT 9 *	2o	-1,447,407.
3	Pre-adjustment alternative minimum taxable income (AMTI). Combine lines 1 through 2o		3	14,464,106.
4	**Adjusted current earnings (ACE) adjustment:**			
a	ACE from line 10 of the ACE worksheet in the instructions	4a: 14,464,106.		
b	Subtract line 3 from line 4a. If line 3 exceeds line 4a, enter the difference as a negative amount (see instructions)	4b: 0.		
c	Multiply line 4b by 75% (.75). Enter the result as a positive amount	4c:		
d	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). **Note:** You **must** enter an amount on line 4d (even if line 4b is positive)	4d:		
e	ACE adjustment. • If line 4b is zero or more, enter the amount from line 4c • If line 4b is less than zero, enter the **smaller** of line 4c or line 4d as a negative amount		4e	0.
5	Combine lines 3 and 4e. If zero or less, stop here; the corporation does not owe any AMT		5	14,464,106.
6	Alternative tax net operating loss deduction (see instructions)	STATEMENT 10	6	1,437,442.
7	**Alternative minimum taxable income.** Subtract line 6 from line 5. If the corporation held a residual interest in a REMIC, see instructions		7	13,026,664.
8	**Exemption phase-out** (if line 7 is $310,000 or more, skip lines 8a and 8b and enter -0- on line 8c):			
a	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-	8a:		
b	Multiply line 8a by 25% (.25)	8b:		
c	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-		8c	0.
9	Subtract line 8c from line 7. If zero or less, enter -0-		9	13,026,664.
10	Multiply line 9 by 20% (.20)		10	2,605,333.
11	Alternative minimum tax foreign tax credit (AMTFTC) (see instructions)		11	
12	Tentative minimum tax. Subtract line 11 from line 10		12	2,605,333.
13	Regular tax liability before applying all credits except the foreign tax credit		13	
14	**Alternative minimum tax.** 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		14	2,605,333.

* SEE ALSO STATEMENT 7
STATEMENT 8

Adjusted Current Earnings (ACE) Worksheet

▶ See ACE Worksheet Instructions.

1	Pre-adjustment AMTI. Enter the amount from line 3 of Form 4626			1	14,464,106.
2	ACE depreciation adjustment:				
a	AMT depreciation		2a		
b	ACE depreciation:				
	(1) Post-1993 property	2b(1)			
	(2) Post-1989, pre-1994 property	2b(2)			
	(3) Pre-1990 MACRS property	2b(3)			
	(4) Pre-1990 original ACRS property	2b(4)			
	(5) Property described in sections 168(f)(1) through (4)	2b(5)			
	(6) Other property	2b(6)			
	(7) Total ACE depreciation. Add lines 2b(1) through 2b(6)		2b(7)		
c	ACE depreciation adjustment. Subtract line 2b(7) from line 2a			2c	
3	Inclusion in ACE of items included in earnings and profits (E&P):				
a	Tax-exempt interest income		3a		
b	Death benefits from life insurance contracts		3b		
c	All other distributions from life insurance contracts (including surrenders)		3c		
d	Inside buildup of undistributed income in life insurance contracts		3d		
e	Other items (see Regulations sections 1.56(g)-1(c)(6)(iii) through (ix) for a partial list)		3e		
f	Total increase to ACE from inclusion in ACE of items included in E&P. Add lines 3a through 3e			3f	
4	Disallowance of items not deductible from E&P:				
a	Certain dividends received		4a		
b	Dividends paid on certain preferred stock of public utilities that are deductible under section 247		4b		
c	Dividends paid to an ESOP that are deductible under section 404(k)		4c		
d	Nonpatronage dividends that are paid and deductible under section 1382(c)		4d		
e	Other items (see Regulations sections 1.56(g)-1(d)(3)(i) and (ii) for a partial list)		4e		
f	Total increase to ACE because of disallowance of items not deductible from E&P. Add lines 4a through 4e			4f	
5	Other adjustments based on rules for figuring E&P:				
a	Intangible drilling costs		5a		
b	Circulation expenditures		5b		
c	Organizational expenditures		5c		
d	LIFO inventory adjustments		5d		
e	Installment sales		5e		
f	Total other E&P adjustments. Combine lines 5a through 5e			5f	
6	Disallowance of loss on exchange of debt pools			6	
7	Acquisition expenses of life insurance companies for qualified foreign contracts			7	
8	Depletion			8	
9	Basis adjustments in determining gain or loss from sale or exchange of pre-1994 property			9	
10	**Adjusted current earnings.** Combine lines 1, 2c, 3f, 4f, and 5f through 9. Enter the result here and on line 4a of Form 4626			10	14,464,106.

FORM 990-T INCOME (LOSS) FROM PARTNERSHIPS AND S CORPORATIONS STATEMENT 2

DESCRIPTION	AMOUNT
ABRAMS CAPITAL PARTNERS II, LP	-239,407.
ANDRESSEN HOROWITZ FUND III (AIV), LP	-32,674.
AXIOM ASIA PRIVATE CAPITAL FUND II, LP	104.
BAUPOST VALUE PARTNERS IV, LP	866,932.
BERKSHIRE FUND VIII, LP	-399,186.
CARMEL PARTNERS INVESTMENT FUND IV, LP	-16,827.
CARMEL PARTNERS INVESTMENT FUND V, LP	-68,014.
DENHAM COMMODITY PARTNERS FUND V, LP	-942,305.
DENHAM COMMODITY PARTNERS FUND VI, LP	-2,542,679.
ECOTRUST FORESTS, LLC	-36,565.
ENERGY CAPITAL PARTNERS II (SUMMIT CO-INVEST), LP	1,168,127.
GOLDEN GATE CAPITAL OPPORTUNITY FUND, LP	-66,141.
H&F WAND AIV I, L.P.	1,151.
HOUSATONIC EQUITY INVESTORS V, LP	516,876.
JBG INVESTMENT FUND IX, LLC	-13,221.
JBG INVESTMENT FUND VII, LLC	626,612.
JBG INVESTMENT FUND VIII, LLC	553,464.
KLEINER PERKINS CAUFIELD & BYERS XIV, LLC	-13.
NATURAL GAS PARTNERS IX, LP	-26,062.
NORTHERN LIGHT VENTURE FUND III, L.P.	-10,617.
NORTHWOOD REAL ESTATE CO-INVESTORS TE, L.P.	27,214.
NORTHWOOD REAL ESTATE CO-INVESTORS TE (AIV 2), L.P.	89,537.
NORTHWOOD REAL ESTATE CO-INVESTORS TE (HOTEL AIV) FEEDER LP	-210,838.
NORTHWOOD REAL ESTATE CO-INVESTORS TE (NR AIV) FEEDER LP	67,773.
NORTHWOOD REAL ESTATE PARTNERS TE (HOTEL AIV) FEEDER LP	-549,699.
NORTHWOOD REAL ESTATE PARTNERS TE (AIV 1) FEEDER LP	54,785.
NORTHWOOD REAL ESTATE PARTNERS TE (AIV 2), LP	1,426,362.
NORTHWOOD REAL ESTATE PARTNERS TE (AIV 3) FEEDER LP	-29,842.
NORTHWOOD REAL ESTATE PARTNERS TE (AIV 4) FEEDER LP	215,199.
NORTHWOOD REAL ESTATE PARTNERS TE (AIV 5) FEEDER LP	-1,785.
NORTHWOOD REAL ESTATE PARTNERS TE (AIV 6) FEEDER LP	-194.
NORTHWOOD REAL ESTATE PARTNERS TE (AIV 7) FEEDER LP	-88.
NORTHWOOD REAL ESTATE PARTNERS TE (AIV 8) FEEDER LP	10,761.
NORTHWOOD REAL ESTATE PARTNERS TE (NR AIV) FEEDER LP	73,735.
NORTHWOOD REAL ESTATE PARTNERS TE, LP	12,279.
RIVA CAPITAL PARTNERS II, LP	121,172.
RIVA CAPITAL PARTNERS III, LP	-43,534.
SPO PARTNERS II, LP	107,587.
STG IV, LP	-78,492.
TA XI AM-A AIV, LP	-15,030.
TA XI ECM AIV, LP	16,100.
TA XI FS-B FEEDER, LP	-9,795.
TA XI SMM AIV, L.P.	-3,007.
VALIANT CAPITAL PARTNERS, LP	-920,998.
THE VARDE FUND IX, LP	376,579.
THE VARDE FUND IX-A	267,485.

THE VARDE FUND X(B) FEEDER, LP	246,900.
THE VARDE FUND XI (B) (FEEDER), L.P.	40,474.
WATER STREET HEALTHCARE PARTNERS III, LP	-531,723.
YORKTOWN ENERGY PARTNERS IX, LP	-6,826,871.
YORKTOWN ENERGY PARTNERS X, LP	-3,333,622.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	-10,062,021.

FORM 990-T CONTRIBUTIONS STATEMENT 3

DESCRIPTION/KIND OF PROPERTY	METHOD USED TO DETERMINE FMV	AMOUNT
OTHER CONTRIBUTIONS	N/A	2,000,000.
TOTAL TO FORM 990-T, PAGE 1, LINE 20		2,000,000.

FORM 990-T CONTRIBUTIONS SUMMARY STATEMENT 4

QUALIFIED CONTRIBUTIONS SUBJECT TO 100% LIMIT		
CARRYOVER OF PRIOR YEARS UNUSED CONTRIBUTIONS		
FOR TAX YEAR 2009		
FOR TAX YEAR 2010		
FOR TAX YEAR 2011		
FOR TAX YEAR 2012		
FOR TAX YEAR 2013		
TOTAL CARRYOVER		
TOTAL CURRENT YEAR 10% CONTRIBUTIONS	2,000,000	
TOTAL CONTRIBUTIONS AVAILABLE	2,000,000	
TAXABLE INCOME LIMITATION AS ADJUSTED	0	
EXCESS 10% CONTRIBUTIONS	2,000,000	
EXCESS 100% CONTRIBUTIONS	0	
TOTAL EXCESS CONTRIBUTIONS	2,000,000	
ALLOWABLE CONTRIBUTIONS DEDUCTION		0
TOTAL CONTRIBUTION DEDUCTION		0

FORM 990-T NET OPERATING LOSS DEDUCTION STATEMENT 5

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.
12/31/13	4,060,092.	0.	4,060,092.	4,060,092.
NOL CARRYOVER AVAILABLE THIS YEAR			8,809,917.	8,809,917.

FORM 990-T NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST STATEMENT 6

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

FORM 4626 AMT CONTRIBUTION LIMITATION STATEMENT 7

1) REGULAR TAXABLE INCOME BEFORE NOL, CHARITABLE CONTRIBUTIONS, AND DOMESTIC PRODUCTION ACTIVITIES DEDUCTION (DPAD)	4,466,533
2) ADD: OTHER AMT ADJUSTMENT AND PREFERENCE ITEMS OTHER THAN ACE, CHARITABLE CONTRIBUTIONS AND DPAD	11,444,980
3) PREADJUSTMENT AMTI BEFORE ACE, CHARITABLE DEDUCTIONS, NOL AND DPAD	15,911,513
4) ACE ADJUSTMENT ITEMS	
5) ACE WITHOUT CHARITABLE CONTRIBUTIONS (LINE 3 PLUS LINE 4)	15,911,513
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 IN AMTI DUE TO ACE	
9) ACE ADJUSTMENT: IF LINE 6 IS POSITIVE OR ZERO ENTER THE AMOUNT FROM LINE 7 HERE AS A POSITIVE AMOUNT IF LINE 6 IS NEGATIVE, ENTER THE SMALLER OF LINE 7 OR LINE 8 HERE AS A NEGATIVE AMOUNT	
10) AMTI WITHOUT CHARITABLE CONTRIBUTIONS, NOL AND DPAD (LINE 3 PLUS LINE 9)	15,911,513
11) CONTRIBUTION LIMITATION TO CALCULATE 90% AMTI LIMITATION FOR NOL (LINE 10 PLUS SPECIAL DEDUCTIONS NOT PREVIOUSLY INCLUDED IN THE ACE ADJUSTMENT ON LINE 9 ABOVE, MULTIPLIED BY 10%)	1,591,151
12) TOTAL AVAILABLE CONTRIBUTIONS	2,000,000
13) CONTRIBUTION DEDUCTION TO CALCULATE 90% AMTI LIMITATION FOR NOL (LESSER OF LINE 11 OR LINE 12)	1,591,151
14) AMTI FOR PURPOSES OF 90% NOL LIMITATION (LINE 10 LESS LINE 13)	14,320,362
15) NOL LIMITATION (90% OF LINE 14)	12,888,326
16) TOTAL NOL AVAILABLE	1,437,442
17) AMT NOL (LESSER OF LINE 15 OR LINE 16)	1,437,442
18) AMTI FOR CHARITABLE DEDUCTION LIMITATION (LINE 10 PLUS SPECIAL DEDUCTIONS LESS AMT NOL ON LINE 17)	14,474,071
19) 10% OF LINE 18	1,447,407
20) AMT CHARITABLE DEDUCTION (LESSER OF LINE 12 OR LINE 19)	1,447,407
21) REGULAR CONTRIBUTION DEDUCTION	0
22) AMT CONTRIBUTION ADJUSTMENT (LINE 21 LESS LINE 20)	-1,447,407

FORM 4626 AMT CONTRIBUTIONS STATEMENT 8

CARRYOVER OF PRIOR YEARS UNUSED CONTRIBUTIONS	
FOR TAX YEAR 2009	
FOR TAX YEAR 2010	
FOR TAX YEAR 2011	
FOR TAX YEAR 2012	
FOR TAX YEAR 2013	
TOTAL CARRYOVER	
CURRENT YEAR CONTRIBUTIONS	2,000,000
TOTAL CONTRIBUTIONS	2,000,000
10% OF TAXABLE INCOME AS ADJUSTED	1,447,407
EXCESS CONTRIBUTIONS	552,593
ALLOWABLE CONTRIBUTIONS	1,447,407

FORM 4626 OTHER AMT ADJUSTMENTS STATEMENT 9

DESCRIPTION	AMOUNT
CHARITABLE CONTRIBUTIONS	-1,447,407.
TOTAL TO FORM 4626, LINE 2O	-1,447,407.

FORM 4626 ALTERNATIVE MINIMUM TAX NOL DEDUCTION STATEMENT 10

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING
12/31/09	2,468,285.	2,468,285.	0.
12/31/12	1,480,062.	42,620.	1,437,442.
AMT NOL CARRYOVER AVAILABLE THIS YEAR			1,437,442.

SCHEDULE D (Form 1120)
Department of the Treasury
Internal Revenue Service

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.

OMB No. 1545-0123

2014

Name

Employer identification number

THE DAVID AND LUCILE PACKARD FOUNDATION

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.
This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (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 **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				45,103.

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	45,103.

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.
This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (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)
8a 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 **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				3,324,663.

11 Enter gain from Form 4797, line 7 or 9	11	11,744,039.
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	15,068,702.

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	45,103.
17 Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7)	17	15,068,702.
18 Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns	18	15,113,805.

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

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ **Information about Form 8949 and its separate instructions is at** *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.**

OMB No. 1545-0074

2014

Attachment Sequence No. **12A**

Name(s) shown on return

THE DAVID AND LUCILE PACKARD FOUNDATION

Social security number or taxpayer identification no.

94-2278431

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part I **Short-Term.** Transactions involving capital assets you held 1 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) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See instructions. (f) Code(s)	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) & combine the result with column (g)
ABRAMS CAPITAL PARTNERS II, L.P.							257.
BAUPOST VALUE PARTNERS, L.P.-IV							3,438.
RIVA CAPITAL PARTNERS III, L.P.							614.
TA XI ECM AIV, L.P.							1,296.
TA XI FS-B FEEDER, L.P.							<4.>
THE VARDE FUND IX, LP							2,333.
THE VARDE FUND IX-A, LP							650.
THE VARDE FUND X (B) (FEEDER), L.P.							27,089.
THE VARDE FUND XI (B) (FEEDER), L.P.							9,430.
2 **Totals.** 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) ▶							45,103.

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.

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on other side

THE DAVID AND LUCILE PACKARD FOUNDATION

Social security number or taxpayer identification no.

94-2278431

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II Long-Term. Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.
Note. You may aggregate all long-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 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-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.

- ☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See instructions. (f) Code(s)	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) & combine the result with column (g)
ABRAMS CAPITAL PARTNERS II, L.P.							190.
BAUPOST VALUE PARTNERS, L.P.-IV							255,251.
ICHIGO JAPAN FUND G LP							148,004.
JBG INVESTMENT FUND VII, LLC							11,416.
NATURAL GAS PARTNERS IX, L.P.							2,653,339.
RIVA CAPITAL PARTNERS III, L.P.							454.
TA XI ECM AIV, L.P.							5,031.
TA XI FS-B FEEDER, L.P.							165.
THE VARDE FUND IX, LP							133,100.
THE VARDE FUND IX-A, LP							88,513.
THE VARDE FUND X (B) (FEEDER), L.P.							26,353.
THE VARDE FUND XI (B) (FEEDER), L.P.							2,847.
2 **Totals.** Add the amounts in columns (d), (e), (g) and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							3,324,663.

Note. If you checked Box D 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.

Form **2220**

Department of the Treasury
Internal Revenue Service

Underpayment of Estimated Tax by Corporations

▶ Attach to the corporation's tax return. FORM 990-T

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

OMB No. 1545-0123

2014

Name

THE DAVID AND LUCILE PACKARD FOUNDATION

Employer identification number

94-2278431

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

Part I Required Annual Payment

1 Total tax (see instructions)		1	2,605,333.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d **Total.** Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than $500, **do not** complete or file this form. The corporation does not owe the penalty		3	2,605,333.
4 Enter the tax shown on the corporation's 2013 income tax return (see instructions). **Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5**		4	
5 **Required annual payment.** Enter the **smaller** of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	2,605,333.

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

6 ☐ The corporation is using the adjusted seasonal installment method.

7 ☐ The corporation is using the annualized income installment method.

8 ☒ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
9 **Installment due dates.** Enter in columns (a) through (d) the 15th day of the 4th (**Form 990-PF filers:** Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/14	06/15/14	09/15/14	12/15/14
10 **Required installments.** If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	651,333.	651,333.	651,334.	651,333.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	51,075.			
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12				
13 Add lines 11 and 12	13				
14 Add amounts on lines 16 and 17 of the preceding column	14		600,258.	1,251,591.	1,902,925.
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	51,075.	0.	0.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		600,258.	1,251,591.	
17 **Underpayment.** If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17	600,258.	651,333.	651,334.	651,333.
18 **Overpayment.** If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18				

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

Part IV Figuring the Penalty

		(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). **(Form 990-PF and Form 990-T filers:** Use 5th month instead of 3rd month.)	19				
20 Number of days from due date of installment on line 9 to the date shown on line 19	20				
21 Number of days on line 20 after 4/15/2014 and before 7/1/2014	21				
22 Underpayment on line 17 x Number of days on line 21 / 365 x 3%	22	$	$	$	$
23 Number of days on line 20 after 06/30/2014 and before 10/1/2014	23				
24 Underpayment on line 17 x Number of days on line 23 / 365 x 3%	24	$	$	$	$
25 Number of days on line 20 after 9/30/2014 and before 1/1/2015	25				
26 Underpayment on line 17 x Number of days on line 25 / 365 x 3%	26	$	$	$	$
27 Number of days on line 20 after 12/31/2014 and before 4/1/2015	27	SEE ATTACHED WORKSHEET			
28 Underpayment on line 17 x Number of days on line 27 / 365 x 3%	28	$	$	$	$
29 Number of days on line 20 after 3/31/2015 and before 7/1/2015	29				
30 Underpayment on line 17 x Number of days on line 29 / 365 x *%	30	$	$	$	$
31 Number of days on line 20 after 6/30/2015 and before 10/01/2015	31				
32 Underpayment on line 17 x Number of days on line 31 / 365 x *%	32	$	$	$	$
33 Number of days on line 20 after 9/30/2015 and before 1/1/2016	33				
34 Underpayment on line 17 x Number of days on line 33 / 365 x *%	34	$	$	$	$
35 Number of days on line 20 after 12/31/2015 and before 2/16/2016	35				
36 Underpayment on line 17 x Number of days on line 35 / 366 x *%	36	$	$	$	$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	$	$	$	$

38 **Penalty.** Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns ... 38 $ 56,927.

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

FORM 990-T
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s)					Identifying Number
THE DAVID AND LUCILE PACKARD FOUNDATION					94-2278431
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
05/15/14	651,333.	651,333.			
05/15/14	-51,075.	600,258.	31	.000082192	1,529.
06/15/14	651,333.	1,251,591.	92	.000082192	9,464.
09/15/14	651,334.	1,902,925.	91	.000082192	14,233.
12/15/14	651,333.	2,554,258.	151	.000082192	31,701.
Penalty Due (Sum of Column F).					56,927.

* Date of estimated tax payment, withholding credit date or installment due date.

412511
05-01-14

Form **4797**
Department of the Treasury
Internal Revenue Service

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))
▶ Attach to your tax return.
▶ Information about Form 4797 and its separate instructions is at www.irs.gov/form4797.

OMB No. 1545-0184
2014
Attachment Sequence No. **27**

Name(s) shown on return | Identifying number

THE DAVID AND LUCILE PACKARD FOUNDATION | 94-2278431

1 Enter the gross proceeds from sales or exchanges reported to you for 2014 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 — 1

Part I **Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft-Most Property Held More Than 1 Year** (see instructions)

2 (a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
SEE STATEMENT 11						13,300,806.

3	Gain, if any, from Form 4684, line 39	3	
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37	4	
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5	
6	Gain, if any, from line 32, from other than casualty or theft	6	
7	Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows:	7	11,744,039.
	Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.		
	Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.		
8	Nonrecaptured net section 1231 losses from prior years (see instructions)	8	
9	Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)	9	11,744,039.

Part II **Ordinary Gains and Losses** (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):						

11	Loss, if any, from line 7	11	( )
12	Gain, if any, from line 7 or amount from line 8, if applicable	12	
13	Gain, if any, from line 31	13	
14	Net gain or (loss) from Form 4684, lines 31 and 38a	14	
15	Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17	Combine lines 10 through 16	17	
18	For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:		
a	If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions	18a	
b	Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14	18b	

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 (mo., day, yr.)	(c) Date sold (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 11

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPR.	COST OR BASIS	GAIN OR LOSS
BAUPOST VALUE PARTNERS, L.P.-IV						7,256,250.
DENHAM COMMODITY PARTNERS FUND V, LP						240,528.
DENHAM COMMODITY PARTNERS FUND VI, LP						-7,150.
ECOTRUST FORESTS, LLC						-3,317.
JBG INVESTMENT FUND VII, LLC						2,626,604.
JBG INVESTMENT FUND VIII, LLC						103,625.
NATURAL GAS PARTNERS IX, L.P.						148,982.
NORTHWOOD REAL ESTATE CO-INVESTORS TE						681,329.
NORTHWOOD REAL ESTATE CO-INVESTORS TE						128,430.
NORTHWOOD REAL ESTATE PARTNERS TE (AIV 3) FEEDER						-96.
NORTHWOOD REAL ESTATE PARTNERS TE (AIV 4) FEEDER						463,402.
NORTHWOOD REAL ESTATE PARTNERS TE (NR AIV)						139,766.
SPO PARTNERS II, L.P.						34.
THE VARDE FUND IX, LP						513.
THE VARDE FUND IX-A, LP						385.
THE VARDE FUND X (B) (FEEDER), L.P.						129.
YORKTOWN ENERGY PARTNERS IX, LP						-40,321.
YORKTOWN ENERGY PARTNERS X, LP						4,946.
TOTAL TO 4797, PART I, LINE 2						11,744,039.