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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2007

Open to Public Inspection

Department of the Treasury Internal Revenue Service(77)

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2007 calendar year, or tax year beginning 7/01, 2007, and ending 6/30, 2008

- B Check if applicable: Address change, Name change, Initial return, Termination, Amended return, Application pending

C Pacific Education Foundation formerly Heald College 220 Montgomery Street #963 San Francisco, CA 94104

D Employer Identification Number 94-2398206 E Telephone number 866-784-0088 F Accounting method Cash [X] Accrual

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

- H and I are not applicable to section 527 organizations H (a) Is this a group return for affiliates? H (b) If 'Yes,' enter number of affiliates H (c) Are all affiliates included? H (d) Is this a separate return filed by an organization covered by a group ruling?

G Web site: pacifiedfoundation.com

J Organization type [X] 501(c) 3 (insert no) 4947(a)(1) or 527

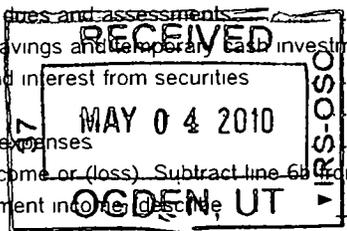
K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000

I Group Exemption Number M Check if the organization is not required to attach Schedule B

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 71,279,993.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Table with 21 rows and 3 columns: Description, Amount, and Total. Includes revenue from contributions, program services, investments, and expenses.



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617 g

Part II Statement of Functional Expenses All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See instructions)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach sch) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22a				
22b Other grants and allocations (att sch) See Stmt 3 (cash \$ 3,000. non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22b	3,000.	3,000.		
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25a Compensation of current officers, directors, key employees, etc listed in Part V-A	25a	660,497.	568,027.	92,470.	0.
b Compensation of former officers, directors, key employees, etc listed in Part V-B	25b	0.	0.	0.	0.
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	25c	0.	0.	0.	0.
26 Salaries and wages of employees not included on lines 25a, b, and c	26	4,797,161.	4,125,558.	671,603.	
27 Pension plan contributions not included on lines 25a, b, and c	27				
28 Employee benefits not included on lines 25a - 27	28	937,543.	806,287.	131,256.	
29 Payroll taxes	29	133,012.	114,390.	18,622.	
30 Professional fundraising fees	30				
31 Accounting fees	31	48,365.		48,365.	
32 Legal fees	32	899,474.		899,474.	
33 Supplies	33	172,762.	148,575.	24,187.	
34 Telephone	34	78,363.	67,392.	10,971.	
35 Postage and shipping	35	45,196.	38,869.	6,327.	
36 Occupancy	36	1,016,526.	874,212.	142,314.	
37 Equipment rental and maintenance	37	204,268.	175,670.	28,598.	
38 Printing and publications	38	1,782.	1,533.	249.	
39 Travel	39	24,654.	21,202.	3,452.	
40 Conferences, conventions, and meetings	40	69,160.	59,478.	9,682.	
41 Interest	41	437,810.		437,810.	
42 Depreciation, depletion, etc (attach schedule)	42	588,536.	506,141.	82,395.	
43 Other expenses not covered above (itemize)					
a See Statement 4	43a	7,980,287.	7,237,464.	742,823.	
b -----	43b				
c -----	43c				
d -----	43d				
e -----	43e				
f -----	43f				
g -----	43g				
44 Total functional expenses Add lines 22a through 43g (Organizations completing columns (B) - (D), carry these totals to lines 13 - 15)	44	18,098,396.	14,747,798.	3,350,598.	0.

Joint Costs. Check if you are following SOP 98-2.
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If 'Yes,' enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____, (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ▶ <u>Business and Technology Education.</u> All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, but optional for others.)
a <u>Heald College provides post-secondary educational opportunities to serve those interested in pursuing careers in the business, technology and healthcare fields. Campuses are located in California, Oregon and Hawaii.</u> (Grants and allocations \$ <u>3,000.</u>) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	14,747,798.
b _____ _____ _____ (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
c _____ _____ _____ (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
d _____ _____ _____ (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
e Other program services (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ▶	14,747,798.

BAA

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only

		(A) Beginning of year		(B) End of year
ASSETS	45 Cash — non-interest-bearing	517,967.	45	535,198.
	46 Savings and temporary cash investments	1,012,854.	46	674,376.
	47a Accounts receivable		47a	
	b Less allowance for doubtful accounts		47b	
		3,814,969.	47c	
	48a Pledges receivable		48a	
	b Less allowance for doubtful accounts		48b	
			48c	
	49 Grants receivable		49	
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)		50b	
	51a Other notes and loans receivable (attach schedule) See St 5	8,100,000.	51a	
	b Less allowance for doubtful accounts		51b	
			51c	8,100,000.
	52 Inventories for sale or use	1,038,827.	52	
	53 Prepaid expenses and deferred charges	1,081,520.	53	
	54a Investments — publicly-traded securities Stmt 6 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	13,268.	54a	98,086.
	b Investments — other securities (attach sch) <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54b	
	55a Investments — land, buildings, & equipment, basis		55a	
b Less accumulated depreciation (attach schedule)		55b		
		55c		
56 Investments — other (attach schedule)		56		
57a Land, buildings, and equipment basis		57a		
b Less accumulated depreciation (attach schedule)		57b		
	37,313,059.	57c		
58 Other assets, including program-related investments (describe ▶ _____)	461,574.	58		
59 Total assets (must equal line 74) Add lines 45 through 58	45,254,038.	59	9,407,660.	
LIABILITIES	60 Accounts payable and accrued expenses	12,538,140.	60	892,841.
	61 Grants payable		61	
	62 Deferred revenue	1,770,217.	62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)	22,951,818.	64a	
	b Mortgages and other notes payable (attach schedule)	1,665,890.	64b	
	65 Other liabilities (describe ▶ _____)	9,254,560.	65	
	66 Total liabilities. Add lines 60 through 65	48,180,625.	66	892,841.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	-3,037,557.	67	8,404,189.
	68 Temporarily restricted		68	
	69 Permanently restricted	110,970.	69	110,630.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	-2,926,587.	73	8,514,819.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	45,254,038.	74	9,407,660.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements		a	N/A
b	Amounts included on line a but not on Part I, line 12			
	1 Net unrealized gains on investments	b1		
	2 Donated services and use of facilities	b2		
	3 Recoveries of prior year grants	b3		
	4 Other (specify) _____	b4		
	Add lines b1 through b4		b	
c	Subtract line b from line a		c	
d	Amounts included on Part I, line 12, but not on line a :			
	1 Investment expenses not included on Part I, line 6b	d1		
	2 Other (specify) _____	d2		
	Add lines d1 and d2		d	
e	Total revenue (Part I, line 12). Add lines c and d		e	

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements		a	N/A
b	Amounts included on line a but not on Part I, line 17.			
	1 Donated services and use of facilities	b1		
	2 Prior year adjustments reported on Part I, line 20	b2		
	3 Losses reported on Part I, line 20	b3		
	4 Other (specify) _____	b4		
	Add lines b1 through b4		b	
c	Subtract line b from line a		c	
d	Amounts included on Part I, line 17, but not on line a :			
	1 Investment expenses not included on Part I, line 6b	d1		
	2 Other (specify) _____	d2		
	Add lines d1 and d2		d	
e	Total expenses (Part I, line 17) Add lines c and d		e	

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation plans	(E) Expense account and other allowances
See Statement 7		660,497.	0.	0.

Part VI Other Information (continued)		Yes	No
82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82 a	X	
b If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III)	82 b	Not Valued	
83 a Did the organization comply with the public inspection requirements for returns and exemption applications?	83 a	X	
b Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	83 b	X	
84 a Did the organization solicit any contributions or gifts that were not tax deductible?	84 a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84 b	N/A	
85 a 501(c)(4), (5), or (6) Were substantially all dues nondeductible by members?	85 a	N/A	
b Did the organization make only in-house lobbying expenditures of \$2,000 or less?	85 b	N/A	
If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year			
c Dues, assessments, and similar amounts from members	85 c	N/A	
d Section 162(e) lobbying and political expenditures	85 d	N/A	
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85 e	N/A	
f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85 f	N/A	
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85 g	N/A	
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85 h	N/A	
86 501(c)(7) organizations Enter a Initiation fees and capital contributions included on line 12	86 a	N/A	
b Gross receipts, included on line 12, for public use of club facilities	86 b	N/A	
87 501(c)(12) organizations. Enter a Gross income from members or shareholders	87 a	N/A	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	87 b	N/A	
88 a At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX	88 a		X
b At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Part XI	88 b		X
89 a 501(c)(3) organizations. Enter Amount of tax imposed on the organization during the year under: section 4911 <u>0.</u> , section 4912 <u>0.</u> , section 4955 <u>0.</u>			
b 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction	89 b		X
c Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	▶ <u>0.</u>		
d Enter Amount of tax on line 89c, above, reimbursed by the organization	▶ <u>0.</u>		
e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89 e		X
f All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89 f		X
g For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	89 g		X
90 a List the states with which a copy of this return is filed ▶ <u>CA</u>			
b Number of employees employed in the pay period that includes March 12, 2007 (See instructions.)	90 b	0	
91 a The books are in care of ▶ <u>Richard Rodriguez</u> Telephone number ▶ <u>866-784-0088</u> Located at ▶ <u>505 Montgomery Street, Ste 963 San Francisco CA</u> ZIP + 4 ▶ <u>94111</u>			
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	91 b	Yes	No
If 'Yes,' enter the name of the foreign country ▶ _____			X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

Part VI Other Information (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States?

91 c Yes No

If 'Yes,' enter the name of the foreign country

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here

N/A

and enter the amount of tax-exempt interest received or accrued during the tax year

92 N/A

Part VII Analysis of Income-Producing Activities (See the instructions)

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a Misc Educational Fees					175,700.
b Tuition					7,513,452.
c					
d					
e					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts			14	21,407.	
96 Dividends & interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	20,416,721.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					-289,321.
103 Other revenue:					
a					
b Int Student Loans			14	46,702.	
c Interest - Note Rec			14	310,568.	
d					
e					
104 Subtotal (add columns (B), (D), and (E))				20,795,398.	7,399,831.
105 Total (add line 104, columns (B), (D), and (E))					28,195,229.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
1	See Statement 8

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	0%			
	0%			
	0%			
	0%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Yes No

Note: If 'Yes' to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization **make** any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	-----			
b	-----			
c	-----			
Totals				

107 Did the reporting organization **receive** any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity

Yes	No
	X

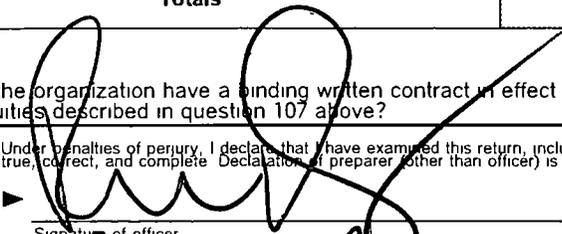
	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	-----			
b	-----			
c	-----			
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
	X

Please 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 officer) is based on all information of which preparer has any knowledge.

Signature of officer:  Date: 4-22-2010

Type of print name and title: RICHARD RODRIGUEZ, TREASURER

Paid Preparer's Use Only

Preparer's signature:  Date: 4/21/10

Firm's name (or yours if self employed), address, and ZIP + 4: Fontanello, Duffield & Otake, LLP
44 Montgomery Street, Suite 2019
San Francisco, CA 94104

Check if self employed: Preparer's SSN or PTIN (See General Instruction X): N/A

EIN: N/A Phone no: (415) 983-0200

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under
Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information — (See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

OMB No 1545 0047

2007

Name of the organization **Pacific Education Foundation**
formerly Heald College Employer identification number
94-2398206

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See instructions. List each one. If there are none, enter 'None.')

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

Part II - A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See instructions. List each one (whether individuals or firms). If there are none, enter 'None.')

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Winston & Strawn, LLP 101 California Street San Francisco, CA 94111	Legal Fees	799,345.
Almich & Associates 26463 Rancho Parkway South Lake Forest, CA 92630	Consulting/Auditing	157,055.
Ashford & Wriston 1099 Alakea St, 14th Floor Honolulu, HI 96813	Legal Fees	79,032.
Total number of others receiving over \$50,000 for professional services ▶		0

Part II - B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter 'None.' See instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of other contractors receiving over \$50,000 for other services ▶		0

Part III Statements About Activities (See instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ <u>N/A</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions)		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?		X
c Furnishing of goods, services, or facilities?		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	X	
e Transfer of any part of its income or assets?		X
3a Did the organization make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how the organization determines that recipients qualify to receive payments.)		X
b Did the organization have a section 403(b) annuity plan for its employees?	X	
c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' attach a detailed statement		X
d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?		X
4a Did the organization maintain any donor advised funds? If 'Yes,' complete lines 4b through 4g. If 'No,' complete lines 4f and 4g.		X
b Did the organization make any taxable distributions under section 4966?		N/A
c Did the organization make a distribution to a donor, donor advisor, or related person?		N/A
d Enter the total number of donor advised funds owned at the end of the tax year ▶ <u>N/A</u>		N/A
e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶ <u>N/A</u>		N/A
f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶ <u>0</u>		0
g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶ <u>0.</u>		0.

Part IV Reason for Non-Private Foundation Status (See instructions.)

I certify that the organization is not a private foundation because it is (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i).
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ▶ -----
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives **(1) more than 33-1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc, functions – subject to certain exceptions, and **(2) no more than 33-1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization. ▶
 Type I Type II Type III-Functionally Integrated Type III-Other

Provide the following information about the supported organizations. (See instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					0.

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)					0.
16 Membership fees received					0.
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc. purpose					0.
18 Gross income from interest, dividends, amts rec'd from payments on securities loans (sec 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less sec 511 taxes) from businesses acquired by the organization after June 30, 1975					0.
19 Net income from unrelated business activities not included in line 18					0.
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0.
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					0.
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					0.
23 Total of lines 15 through 22					0.
24 Line 23 minus line 17					0.
25 Enter 1% of line 23					
26 Organizations described on lines 10 or 11:	<p>a Enter 2% of amount in column (e), line 24 N/A</p> <p>b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts.</p> <p>c Total support for section 509(a)(1) test. Enter line 24, column (e).</p> <p>d Add: Amounts from column (e) for lines 18 _____ 19 _____ 22 _____ 26b _____</p> <p>e Public support (line 26c minus line 26d total)</p> <p>f Public support percentage (line 26e (numerator) divided by line 26c (denominator))</p>				<p>26a _____</p> <p>26b _____</p> <p>26c _____</p> <p>26d _____</p> <p>26e _____</p> <p>26f _____ %</p>
27 Organizations described on line 12:	<p>a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year: (2006) _____ 0. (2005) _____ 0. (2004) _____ 0. (2003) _____ 0.</p> <p>b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2006) _____ 0. (2005) _____ 0. (2004) _____ 0. (2003) _____ 0.</p> <p>c Add: Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____</p> <p>d Add: Line 27a total _____ 0. and line 27b total _____ 0.</p> <p>e Public support (line 27c total minus line 27d total)</p> <p>f Total support for section 509(a)(2) test. Enter amount from line 23, column (e) 27f _____</p> <p>g Public support percentage (line 27e (numerator) divided by line 27f (denominator))</p> <p>h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))</p>				<p>27c _____ 0.</p> <p>27d _____ 0.</p> <p>27e _____</p> <p>27g _____ 0. %</p> <p>27h _____ 0. %</p>

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See instructions.)
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

N/A

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If 'Yes,' please describe, if 'No,' please explain. (If you need more space, attach a separate statement) ----- ----- -----	31	
32 Does the organization maintain the following.		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered 'No' to any of the above, please explain (If you need more space, attach a separate statement.) ----- -----	32d	
33 Does the organization discriminate by race in any way with respect to		
a Students' rights or privileges?	33a	
b Admissions policies?	33b	
c Employment of faculty or administrative staff?	33c	
d Scholarships or other financial assistance?	33d	
e Educational policies?	33e	
f Use of facilities?	33f	
g Athletic programs?	33g	
h Other extracurricular activities? If you answered 'Yes' to any of the above, please explain (If you need more space, attach a separate statement) ----- ----- -----	33h	
34a Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b Has the organization's right to such aid ever been revoked or suspended? If you answered 'Yes' to either 34a or b, please explain using an attached statement.	34b	
35 Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B. 587, covering racial nondiscrimination? If 'No,' attach an explanation.	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See instructions)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

N/A

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked 'a' and 'limited control' provisions apply

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for all electing organizations												
(The term 'expenditures' means amounts paid or incurred)															
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36													
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37													
38	Total lobbying expenditures (add lines 36 and 37)	38													
39	Other exempt purpose expenditures	39													
40	Total exempt purpose expenditures (add lines 38 and 39)	40													
41	Lobbying nontaxable amount Enter the amount from the following table – <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">If the amount on line 40 is –</td> <td style="width: 50%;">The lobbying nontaxable amount is –</td> </tr> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 40</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </table>	If the amount on line 40 is –	The lobbying nontaxable amount is –	Not over \$500,000	20% of the amount on line 40	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000	41	
If the amount on line 40 is –	The lobbying nontaxable amount is –														
Not over \$500,000	20% of the amount on line 40														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
42	Grassroots nontaxable amount (enter 25% of line 41)	42													
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43													
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44													

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
 See the instructions for lines 45 through 50)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45	Lobbying nontaxable amount				
46	Lobbying ceiling amount (150% of line 45(e))				
47	Total lobbying expenditures				
48	Grassroots non-taxable amount				
49	Grassroots ceiling amount (150% of line 48(e))				
50	Grassroots lobbying expenditures				

Part VI-B Lobbying Activity by Nonelecting Public Charities
 (For reporting only by organizations that did not complete Part VI-A) (See instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of.	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (add lines c through h.)			

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities

Statement 1
Form 990, Part I, Line 8
Net Gain (Loss) from Noninventory Sales

Other Assets

Description:	Heald College		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	59,690,436.		
Cost or Other Basis:	39,273,715.		
Basis Method:	Cost		
		Gain (Loss)	20,416,721.

Total Gain (Loss) Other Assets \$ 20,416,721.

Total Net Gain (Loss) From Noninventory Sales \$ 20,416,721.

Statement 2
Form 990, Part I, Line 10
Gross Profit (Loss) From Sales Of Inventory

Bookstore Sales	\$ 2,177,155.
Gross Sales	<u>\$ 2,177,155.</u>
Less Returns & Allowances	0.
Net Sales	<u>\$ 2,177,155.</u>
Less Cost Of Goods Sold	2,466,476.
Gross Profit From Sales Of Inventory	<u>\$ -289,321.</u>

Statement 3
Form 990, Part II, Line 22b
Other Grants and Allocations

Cash Grants and Allocations

Class of Activity:	General Support	
Donee's Name:	Heald College	
Donee's Address:	1500 Kapiolani Boulevard	
	Honolulu, HI 96814	
Amount Given:		\$ 3,000.

Total Grants and Allocations \$ 3,000.

Statement 4
Form 990, Part II, Line 43
Other Expenses

	(A)	(B)	(C)	(D)
	<u>Total</u>	<u>Program Services</u>	<u>Management & General</u>	<u>Fundraising</u>
Advertising/Marketing	1,425,474.	1,425,474.		
Bad Debt Collection Fees	8,095.		8,095.	
Bad Debt Expense	428,745.	428,745.		
Bank Fees	77,908.		77,908.	
Bookkeeping	40,300.		40,300.	
Consulting Fees	45,187.	45,187.		
Due & Subscriptions	29,633.	25,484.	4,149.	
Employee Recruitment	8,435.	7,254.	1,181.	
Insurance	199,750.	171,785.	27,965.	
Management Fee	9,500.		9,500.	
Miscellaneous Expenses	11,892.	10,227.	1,665.	
Outside Contract Services	75,666.	75,666.		
Property Taxes	2,785.	2,395.	390.	
Sales & Use Tax	611.	525.	86.	
Severance from Heald	411,010.		411,010.	
Software Expenses	65,437.	56,276.	9,161.	
Student Services	243,370.	243,370.		
W/O of A/R upon sale	3,814,969.	3,814,969.		
W/O of Prepaids upon sale	1,081,520.	930,107.	151,413.	
Total	<u>\$ 7,980,287.</u>	<u>\$ 7,237,464.</u>	<u>\$ 742,823.</u>	<u>\$ 0.</u>

Statement 5
Form 990, Part IV, Line 51
Other Notes and Loans Receivable

<u>Notes and Loans Reported Separately</u>	<u>Balance Due</u>	<u>Doubtful Accounts Allowance</u>
Borrower's Name: Heald Capital, LLC		
Borrower's Title:		
Date of Note: 8/14/2007		
Maturity Date: 8/14/2012		
Repayment Terms:		
Interest Rate: 8.00%		
Security Provided:		
Purpose of Loan: Purchase of Asset		
Borrower Relationship:		
Consideration:		
Consideration FMV:		
Original Amount: \$ 6,100,000.		
Balance Due:	\$ 6,100,000.	
Doubtful Acct. Allow.:		\$ 0.
Borrower's Name: Heald Capital, LLC		
Borrower's Title:		
Date of Note: 8/14/2007		
Maturity Date: 8/14/2017		
Repayment Terms:		
Interest Rate: 8.00%		
Security Provided:		
Purpose of Loan: Sale of Asset		
Borrower Relationship:		

Statement 5 (continued)
Form 990, Part IV, Line 51
Other Notes and Loans Receivable

Consideration:			
Consideration FMV:			
Original Amount:	\$ 2,000,000.		
Balance Due:		\$ 2,000,000.	
Doubtful Acct. Allow.:			\$ 0.
Total Notes and Loans Reported Separately		<u>\$ 8,100,000.</u>	<u>\$ 0.</u>
Total Net Receivables		<u>\$ 8,100,000.</u>	

Statement 6
Form 990, Part IV, Line 54a
Investments - Publicly Traded Securities

<u>Other Publicly Traded Securities</u>	<u>Valuation Method</u>	<u>Amount</u>
Marketable Securities	Market Value	\$ 98,086.
	Total	\$ 98,086.
Publicly Traded Securities		<u>\$ 98,086.</u>

Statement 7
Form 990, Part V-A
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP & DC</u>	<u>Expense Account/ Other</u>
John Richmond until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	SVP - IT 40.00	\$ 15,417.	\$ 0.	\$ 0.
John Keim until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	SVP & CAO 40.00	15,000.	0.	0.
Stan Phillips until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	SVP-Admissions 40.00	14,583.	0.	0.
Michelle Kwait until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	SVP-HR 40.00	14,583.	0.	0.

Statement 7 (continued)
Form 990, Part V-A
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Amy Mcombs until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	Pres Emeritus 40.00	\$ 25,000.	\$ 0.	\$ 0.
Guy Bell until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	SVP - Operation 40.00	18,333.	0.	0.
Eric Rajasalu until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	SVP - Bus. Dev. 40.00	13,333.	0.	0.
Aaron Brown 505 Montgomery St, Ste 963 San Francisco, CA 94111	Trustee 8.00	72,125.	0.	0.
Kathleen Gillam 505 Montgomery St, Ste 963 San Francisco, CA 94111	Vice Chair 8.00	80,490.	0.	0.
Stanley Hong until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	Trustee 10.00	46,917.	0.	0.
Richard Rodriguez 505 Montgomery St, Ste 963 San Francisco, CA 94111	Trustee 40.00	235,799.	0.	0.
William Schlegel until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	Trustee 6.00	8,333.	0.	0.
Fran Streets until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	Trustee 12.00	0.	0.	0.
James Ware until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	Chairman 12.00	51,000.	0.	0.
David Young until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	Trustee 15.00	10,000.	0.	0.
Nolan Miura until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	CEO & Pres 40.00	22,917.	0.	0.

Statement 7 (continued)
Form 990, Part V-A
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Eeva Deshon until 8/14/07 505 Montgomery St, Ste 963 San Francisco, CA 94111	SVP/CFO 40.00	\$ 16,667.	\$ 0.	\$ 0.
Total		<u>\$ 660,497.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 8
Form 990, Part VIII
Relationship of Activities to the Accomplishment of Exempt Purposes

<u>Line #</u>	<u>Explanation of Activities</u>
93a	Miscellaneous fees related to student enrollment, such as applications, graduation, testing, and transcript fees, etc.
93c	Tuition payments received from students enrolled in education programs
102	Income from the sale of educational publications, electronic equipment and snack bar food items to attending students.

Statement 9
Supplemental Information
Form 990

Pacific Education Foundation ("PEF"), formally Heald's College, sold the net assets of the College effective August 15, 2007. The buyer, an unrelated third party, purchased the assets and assumed certain operating liabilities as of the effective date. The purchase price consisted of \$12,500,000 in cash and \$8,100,000 in notes receivable and the assumption of operating liabilities.

Some of the expenses reported on this return such as the compensation to the trustees and key employees are estimated based upon amounts reported in prior years. As a result of the sale of the College, many of the financial records were not available to PEF for this filing of this return.

On August 3, 2009, PEF received a determination from the Internal Revenue Service changing its public charity status from a school to one described in §509(a)(2). The effective date of this change was August 17, 2007.