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

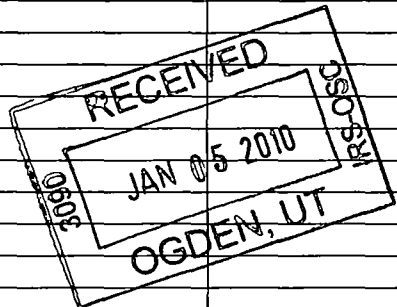
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning **OCT 1, 2008**, and ending **SEP 30, 2009**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation CHARISMA FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite 7900 XERXES AVENUE SOUTH City or town, state, and ZIP code MINNEAPOLIS, MN 55431	A Employer identification number 41-1908677 B Telephone number 952-831-8585
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 61,139. (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	1,170,450.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	576.	576.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	1,171,026.	576.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	115,666.	0.		115,666.
15 Pension plans, employee benefits				
16a Legal fees STMT 2	6,125.	0.		6,125.
b Accounting fees STMT 3	4,325.	0.		4,325.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	14,191.	0.		14,170.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	8,771.	0.		8,771.
22 Printing and publications				
23 Other expenses STMT 5	2,130.	0.		2,130.
24 Total operating and administrative expenses. Add lines 13 through 23	151,208.	0.		151,187.
25 Contributions, gifts, grants paid	989,500.			989,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,140,708.	0.		1,140,687.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	30,318.			
b Net investment income (if negative, enter -0-)		576.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	30,821.	61,139.	61,139.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers)	30,821.	61,139.	61,139.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ _____)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	47,143.	47,143.	
29 Retained earnings, accumulated income, endowment, or other funds	-16,322.	13,996.		
30 Total net assets or fund balances	30,821.	61,139.		
31 Total liabilities and net assets/fund balances	30,821.	61,139.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	30,821.
2 Enter amount from Part I, line 27a	2	30,318.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	61,139.
5 Decreases not included in line 2 (itemize) ▶ _____	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	61,139.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	NONE		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	1,224,224.	65,481.	18.695866
2006	165,977.	79,182.	2.096146
2005	13,155.	130,215.	.101025
2004	8,015.	132,702.	.060398
2003	65,164.	129,439.	.503434

2 Total of line 1, column (d)	2	21.456869
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	4.291374
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	120,108.
5 Multiply line 4 by line 3	5	515,428.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6.
7 Add lines 5 and 6	7	515,434.
8 Enter qualifying distributions from Part XII, line 4	8	1,140,687.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Data of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	6.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ VINCENT K. HUTTERER Telephone no. ▶ 952-831-8585 Located at ▶ 7900 XERXES AVENUE SOUTH, SUITE 928, MINNEAPOLIS, ZIP+4 ▶ 55431			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If you answered "Yes" to 6b, also file Form 8870. 6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No
 N/A 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J.M. FELTON	DIRECTOR, PRES, SEC-TREASURER			
JORDAN, MINNESOTA 55352	3.00	0.	0.	0.
VINCENT K. HUTTERER	FINANCIAL OFFICER			
7900 XERXES AVENUE SOUTH, SUITE 928 MINNEAPOLIS, MINNESOTA 55431	1.00	0.	0.	0.

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

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	121,937.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	121,937.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	121,937.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,829.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	120,108.
6	Minimum investment return. Enter 5% of line 5	6	6,005.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	6,005.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	6.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,999.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,999.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,999.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,140,687.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,140,687.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,140,681.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				5,999.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	58,710.			
b From 2004	1,432.			
c From 2005	6,759.			
d From 2006	162,112.			
e From 2007	1,220,992.			
f Total of lines 3a through e	1,450,005.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$	1,140,687.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				5,999.
e Remaining amount distributed out of corpus	1,134,688.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	2,584,693.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	58,710.			
9 Excess distributions carryover to 2009 Subtract lines 7 and 8 from line 6a	2,525,983.			
10 Analysis of line 9:				
a Excess from 2004	1,432.			
b Excess from 2005	6,759.			
c Excess from 2006	162,112.			
d Excess from 2007	1,220,992.			
e Excess from 2008	1,134,688.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

J.M. FELTON

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE SCHEDULE ATTACHED				989,500.
Total				▶ 3a 989,500.
b <i>Approved for future payment</i> NONE				
Total				▶ 3b 0.

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2008

Name of the organization

CHARISMA FOUNDATION

Employer identification number

41-1908677

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)**General Rule**

-
- For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

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

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

CHARISMA FOUNDATION

41-1908677

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<p>J.M. FELTON</p> <hr/> <p>JORDAN, MINNESOTA 55352</p>	<p>\$ 1,170,450.</p>	<p>Person <input checked="" type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
	<hr/> <hr/> <hr/>	<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
	<hr/> <hr/> <hr/>	<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
	<hr/> <hr/> <hr/>	<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
	<hr/> <hr/> <hr/>	<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
	<hr/> <hr/> <hr/>	<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
MONEY MARKET FUND	576.	0.	576.		
TOTAL TO FM 990-PF, PART I, LN 4	576.	0.	576.		

FORM 990-PF		LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
	6,125.	0.		6,125.	
TO FM 990-PF, PG 1, LN 16A	6,125.	0.		6,125.	

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
	4,325.	0.		4,325.	
TO FORM 990-PF, PG 1, LN 16B	4,325.	0.		4,325.	

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL	14,170.	0.		14,170.	
FEDERAL EXCISE TAX	21.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	14,191.	0.		14,170.	

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE AND COMPUTER	1,286.	0.		1,286.
OFFICE SUPPLIES	635.	0.		635.
MISCELLANEOUS	25.	0.		25.
WORKMEN COMPENSATION INSURANCE	184.	0.		184.
TO FORM 990-PF, PG 1, LN 23	2,130.	0.		2,130.

CHARISMA FOUNDATION

Grants Approved and Paid
1 Oct '08 thru 30 Sept '09

Catholic Defense League St. Paul MN	10,000.00	Check #3371 These funds are to be used for the purchase of pro-life advertisements prior to the General Elections.
Indigenous Peoples' Apostolate St. Cloud MN	25,000.00	Check #3372 These funds are to be used for the hospital capital campaign in the Diocese of Bayombong, Philippines.
Prog for Human Rights & Health Minneapolis MN	25,000.00	Check #3373 These funds are the final payment for the \$100K commitment made in '98.
Lakes Life Care Center Forest Lake MN	20,000.00	Check #3374 These funds are to be used to assist in the purchase of an ultrasound machine and associated training and support materials.
Unsung Heroes Washington D.C.	25,000.00	Check #3375 These funds are to be used for operational needs with special emphasis on funding new mentors for your program.
Horizon Health Faith in Action Pierz, MN	10,000.00	Check #3376 These funds are to be used for operational needs with special emphasis on the "Car Buddies" program.
Total Life Care Centers, Inc. St. Paul MN	10,000.00	Check #3379 These funds are for operational needs and to be used as a challenge grant.
Hope International Lancaster PA	20,000.00	Check #3380 These funds are for operational needs in the Congo and Dominican Republic
North Side Life Care Center Minneapolis MN	10,000.00	Check #3381 These funds are for operational needs of the pro-life center.
Cradle of Hope St Paul MN	25,000.00	Check #3382 These funds are for operational needs and matching grant for their fall fund raiser.
Union Gospel Mission St Paul MN	10,000.00	Check #3383 These funds are for operational needs of FYASI Hmong outreach.
Feed My Starving Children Brooklyn Center MN	25,000.00	Check #3384 These funds are for operational needs.

Give Us Wings St. Paul, MN	25,000.00	Check #3386 These funds are to be used for ongoing operational needs in both Kenya and Uganda.
Dawson McAllister Asso Spring Hill, TN	10,000.00	Check #3388 These funds are for operational needs associated with the Dawson McAllister Live program.
Pro-Life Action Ministries St. Paul, MN	15,000.00	Check #3389 These funds are to be used for operational needs in protecting the lives of the unborn and their mothers.
Shared Hope International Vancouver, WA	10,000.00	Check #3390 These funds are to be used for the operational needs of rescuing and housing and teaching sexually enslaved girls.
Christian Appalachian Project Lexington, KY	10,000.00	Check #3391 These funds are to be used for the operational needs of feeding, sheltering and teaching the poor of your area.
Human Life Alliance St. Paul, MN	10,000.00	These funds are to be used for the printing and stuffing of pro-life material into two Christian publications.
Total for 1 st Qtr:	<u>\$295,000.00</u>	
Start of 2 nd Qtr:		
Southside Life Care Center Minneapolis MN	10,000.00	Check #3397 These funds are for your operational needs.
Birthline, Inc. St Cloud MN	11,000.00	Check #3398 These funds are for your H.E.A.R.T. program.
Pregnancy Resource Center St Cloud MN	11,000.00	Check #3399 These funds are for you 08' - '09 marketing campaign.
Common Hope St Paul MN	18,000.00	Check #3400 These funds are for Hogar Maria Geriatrica operational needs with Common Hope as fiduciary.
Unsung Heroes	25,000.00	Check #3401 These funds are for use by Ted & Joy Carr for distribution to other non-profits that they are mentoring and administrative expenses.
St. Davids Relief Foundation	5,000.00	Check #3403 These funds are for the operational needs of the Theresa's Children Project.

Bridges of Hope	15,000.00	Check #3405 These funds are for operational needs to include web site update.
Interfaith Outreach & Community Partners	20,000.00	Check #3406 These funds are to be used for direct assistance to individuals in times of crisis'.
Minnesota Family Institute	10,000.00	Check #3407 These funds are to be used for operational needs of the Church Partnership Program.
San Miguel Middle School of Mpls.	25,000.00	Check #3408 These funds are to be used for operational needs.
Alternatives: A Program for Youth	10,000.00	Check #3409 These funds are to be used for operational needs.
Commission To Every Nation	10,000.00	Check #3412 These funds are to be used for New Life School – Guatemala’s operational needs.
People of Praise	10,000.00	Check #3413 These funds are to be used for Action Division’s operational needs for van and 5 scholarships.
Minneapolis Recreation Development, Inc.	10,000.00	Check #3414 These funds are for operational needs.
Transitions Foundation of Guatemala, Inc.	25,000.00	Check #3415 These funds are for operational needs.
Faith In Practice	25,000.00	Check #3416 These funds are for operational needs.
Restoring the Heart Ministry	15,000.00	Check #3417 These funds are for operational needs of completing the Into My Arms Project.
Safe Haven	25,000.00	Check #3419 These funds complete the grant commitment of May 2008.
Total for 2 nd Qtr:	<u>\$280,000.00</u>	
Start of 3 rd Qtr:		
North Side Life Care Center	15,000.00	Check #3420 These funds are for operational needs.
Guyanese Outreach	15,000.00	These funds are for operational needs in Guyana

Life Coaches for Kids	15,000.00	Check #3423 These funds are for operational needs.
Wayside House, Inc.	22,000.00	Check #3426 These funds are to be used for the purchase of a vehicle & for operating expenses.
BOMA USA	5,000.00	Check #3428 These funds are for the printing of new NFP brochures in three languages and operational needs.
Youth Forum	5,000.00	Check #3429 These funds are for the operational needs of the Summer Festival.
Give Us Wings	35,000.00	Check #3430 These funds are for a matching grant for the Nyaoga, Kenya water project.
Hospitality House Youth Directions	15,000.00	Check #3431 These funds are for operational needs of your youth programs.
Safe Passage	25,000.00	Check #3432 These funds are for operational needs.
Bridging, Inc.	15,000.00	Check #3433 These funds are for the purchase of a used semi tractor.
Feed My Starving Children	25,000.00	Check #3434 These funds are for operational needs and for the shipment of food to Zimbabwe for Rev. Bonface Mutudza.
South Side Life Care Center	10,000.00	Check #3437 These funds are for operational needs of the life care center.
Common Hope – Geriatria Maria	15,000.00	Check #3438 These funds are for the operational needs of the Antigua Nursing Home.
Common Hope	25,000.00	Check #3439 These funds are for operational needs.
Ixcán Ministries	10,000.00	Check #3441 These funds are for the operational needs in the Ixcán Village in Guatemala.
Los Amigos del Padre Juan	25,000.00	Check #3442 These funds are for your operational needs in Chimbote, Peru.
Total for 3 rd Qtr:	<u>\$277,000.00</u>	

Start of 4th Qtr:

Diocese of Kisii	15,000.00	Check #3444 These funds are for operational needs in Kisii Kenya.
Open Windows	10,000.00	Check #3445 These funds are for operational needs in Guatemala.
New Life Family Services	10,000.00	Check #3447 These funds are for a new ultra-sound machine and operational needs.
Parenting With Purpose	10,000.00	Check #3448 These funds are for operational needs.
Kids 'n Kinship	10,000.00	Check #3449 These funds are for operational needs.
PAVA Foundation	20,000.00	Check #3424 These funds are for your sanitation project in Guatemala.
St. David Foundation	5,000.00	Check #3452 These funds are for operational needs.
Unsung Heroes	25,000.00	Check #3453 These funds are for use by Ted & Joy Carr for distribution to other non-profits that they are mentoring and administrative expenses.
Pregnancy Choices Life Care Ctr	15,000.00	Check #3456 These funds are to be used as matching funds for a new ultra sound machine.
Campus Mission Int'l	17,500.00	Check #3458 These funds are to be used for a 12 passenger vehicle for use in their ministry.
Total for 4 th Qtr:	<u>\$137,500.00</u>	
Total for current fiscal yr:	<u>\$989,500.00</u>	