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Form **990-PF**

# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

**2008**Department of the Treasury  
Internal Revenue Service

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 **DEC 1, 2008**, and ending **NOV 30, 2009**G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type  
See Specific  
Instructions

Name of foundation

**KALEIDOSCOPE FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address)

**C/O R LEEDS, 227 BELLEVUE WAY N.E. #543**

Room/suite

City or town, state, and ZIP code

**BELLEVUE, WA 98004**

A Employer identification number

**91-1874926**

B Telephone number

**206-854-7100**C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

**\$ 4,710,897.** (Part I, column (d) must be on cash basis)J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received	105,000.		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	930.	930.		STATEMENT 2
	4 Dividends and interest from securities	31,216.	31,216.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<1,439,389.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	2,719,715.			
	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	<6,199.>	<6,199.>		STATEMENT 4	
12 Total. Add lines 1 through 11	<1,308,442.>	25,947.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	58,663.	57,021.		1,642.
	b Accounting fees	66,251.	0.		66,251.
	c Other professional fees	7,207.	6,015.		1,192.
	17 Interest				
	18 Taxes	32.	0.		32.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,734.	0.		8,734.
	22 Printing and publications				
	23 Other expenses	1,585.	0.		1,608.
	24 Total operating and administrative expenses. Add lines 13 through 23	142,472.	63,036.		79,459.
	25 Contributions, gifts, grants paid	927,060.			927,060.
26 Total expenses and disbursements. Add lines 24 and 25	1,069,532.	63,036.		1,006,519.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<2,377,974.>				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2008)832501  
01-02-09

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		256,445.		
	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 STMT 11	878,324.	3,239,612.	3,239,612.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 12	4,250,062.	1,471,285.	1,471,285.	
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	5,384,831.	4,710,897.	4,710,897.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ CASH OVERDRAFT)	0.	57,165.		
	23	Total liabilities (add lines 17 through 22)	0.	57,165.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	5,384,831.	4,653,732.		
	30	Total net assets or fund balances	5,384,831.	4,653,732.		
	31	Total liabilities and net assets/fund balances	5,384,831.	4,710,897.		

## 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	5,384,831.
2	Enter amount from Part I, line 27a	2	<2,377,974.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	1,646,875.
4	Add lines 1, 2, and 3	4	4,653,732.
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	4,653,732.

**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 ROYCE PENNSYLVANIA MUTUAL FUND - LTCG DIST		VARIOUS	12/09/08
b SECURITIES AMERICA INC - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c SECURITIES AMERICA INC - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
d ECOTRUST FORESTS LLC - SEC 1231 GAIN	P	VARIOUS	12/31/08
e SECURITIES AMERICA INC - LTCG DISTRIBUTION			11/27/09

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,910.			7,910.
b 309,601.		487,587.	<177,986.>
c 2,402,126.		3,671,517.	<1,269,391.>
d 77.			77.
e 1.			1.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			7,910.
b			<177,986.>
c			<1,269,391.>
d			77.
e			1.

  

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	<1,439,389.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	2,532,424.	7,493,085.	.337968
2006	1,324,308.	9,457,638.	.140025
2005	2,834,401.	9,944,669.	.285017
2004	3,135,280.	10,238,043.	.306238
2003	2,477,231.	11,701,321.	.211705

  

2 Total of line 1, column (d)	2	1.280953
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	.256191
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	4,937,416.
5 Multiply line 4 by line 3	5	1,264,922.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	1,264,922.
8 Enter qualifying distributions from Part XII, line 4	8	1,006,519.

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. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 17,393.		
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	17,393.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	17,393.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SWEENEY CONRAD, P.S. Telephone no. ► 425-629-1990 Located at ► 2606 116TH AVENUE N.E., BELLEVUE, WA ZIP+4 ► 98004-1422			
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	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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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

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**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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**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
RICHARD LEEDS	CO-PRES			
227 BELLEVUE WAY N.E., #543				
BELLEVUE, WA 98004	0.00	0.	0.	0.
ANNE F. KROEKER	CO-PRES			
227 BELLEVUE WAY N.E., #543				
BELLEVUE, WA 98004	0.00	0.	0.	0.
ROBERT H. BLAIS	SECRETARY			
719 SECOND AVENUE SUITE 1300				
SEATTLE, WA 98104	0.00	0.	0.	0.
MICHAEL SWEENEY	TREASURER			
C/O SWEENEY CONRAD, PS 2606 116TH AVE				
BELLEVUE, WA 98004	0.00	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
N/A				

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

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,890,598.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	37,475.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	84,532.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,012,605.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,012,605.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	75,189.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,937,416.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	246,871.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	246,871.
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2008. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	0.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	246,871.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	246,871.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	246,871.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,006,519.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,006,519.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,006,519.

**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.

Form 990-PF (2008)

**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				246,871.
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	1,905,123.			
b From 2004	2,641,628.			
c From 2005	2,369,436.			
d From 2006	877,467.			
e From 2007	2,180,750.			
f Total of lines 3a through e	9,974,404.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 1,006,519.				
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				246,871.
e Remaining amount distributed out of corpus	759,648.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,734,052.			
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	1,905,123.			
9 Excess distributions carryover to 2009 Subtract lines 7 and 8 from line 6a	8,828,929.			
10 Analysis of line 9:				
a Excess from 2004	2,641,628.			
b Excess from 2005	2,369,436.			
c Excess from 2006	877,467.			
d Excess from 2007	2,180,750.			
e Excess from 2008	759,648.			



**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT 13				
<b>Total</b>				<b>927,060.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                          |     |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |     |    |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     |     | X  |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             |     | X  |
| <b>b</b> | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |     |    |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   |     | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             |     | X  |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         |     | X  |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               |     | X  |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 |     | X  |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       |     | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             |     | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |     |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee		Date		Title	
	[Signature]		6/26/2010		Co. Pres	
Paid Preparer's Use Only	Preparer's signature		Date		Check if self-employed <input type="checkbox"/>	
	[Signature]		5/11/10		Preparer's identifying number 00631557	
Firm's name (or yours if self-employed), address, and ZIP code					EIN	
ROSEN SEYMOUR SHAPSS MARTIN & CO LLP 757 THIRD AVENUE NEW YORK, NY 10017-2049					Phone no. 212 303-1800	

**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

Employer identification number

**KALEIDOSCOPE FOUNDATION**

**91-1874926**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

**General Rule**

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

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (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

KALEIDOSCOPE FOUNDATION

91-1874926

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LISELOTTE & GERARD LEEDS 80 CUTTERMILL ROAD GREAT NECK, NY 11021	\$ 105,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
ROYCE PENNSYLVANIA MUTUAL FUND - LTCG DIST		VARIOUS	12/09/08	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,910.	0.	0.	0.	7,910.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SECURITIES AMERICA INC - SCHEDULE ATTACHED		VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
309,601.	487,587.	0.	0.	<177,986.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECURITIES AMERICA INC - SCHEDULE ATTACHED		VARIOUS	VARIOUS

  

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,402,126.	3,671,517.	0.	0.	<1,269,391.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
ECOTRUST FORESTS LLC - SEC 1231 GAIN	PURCHASED	VARIOUS	12/31/08	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
77.	0.	0.	0.	77.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SECURITIES AMERICA INC - LTCG DISTRIBUTION			11/27/09	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1.	0.	0.	0.	1.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A <1,439,389.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
WELLS FARGO	930.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	930.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ECOTRUST FORESTS, LLC	471.	0.	471.
NORWEST INVESTMENT SERVICES	7,235.	0.	7,235.
SECURITIES AMERICA INC	23,510.	0.	23,510.
TOTAL TO FM 990-PF, PART I, LN 4	31,216.	0.	31,216.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ECOTRUST FORESTS LLC	<6,199.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<6,199.>	0.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	58,663.	57,021.		1,642.
TO FM 990-PF, PG 1, LN 16A	58,663.	57,021.		1,642.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	66,251.	0.		66,251.
TO FORM 990-PF, PG 1, LN 16B	66,251.	0.		66,251.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	6,015.	6,015.		0.
OTHER OUTSIDE SERVICES	1,192.	0.		1,192.
TO FORM 990-PF, PG 1, LN 16C	7,207.	6,015.		1,192.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAX	32.	0.		32.
TO FORM 990-PF, PG 1, LN 18	32.	0.		32.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE EXPENSE	325.	0.		325.
MISCELLANEOUS EXPENSES	199.	0.		198.
TELEPHONE EXPENSE	1,085.	0.		1,085.
UNREALIZED GAIN - ECOTRUST FORESTS LLC	<24.>	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,585.	0.		1,608.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
UNREALIZED GAIN ON MARKETABLE SECURITIES	1,646,875.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,646,875.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORWEST INVESTMENT SERVICES	3,239,425.	3,239,425.
WELLS FARGO	187.	187.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,239,612.	3,239,612.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SECURITIES AMERICA INC	FMV	1,386,988.	1,386,988.
ECOTRUST FORESTS, LLC	FMV	84,297.	84,297.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,471,285.	1,471,285.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT 13
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN BIRD CONSERVANCY 311 N.E. MISTLETOE, CORVALLIS, OR 97330	N/A CONSERVATION	501(C)(3)	10,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, 18TH FLOOR, NEW YORK, NY 10004	N/A EDUCATION	501(C)(3)	10,000.
AMERICAN RED CROSS-INTERNATIONAL RED CROSS 1900 25TH AVENUE S., SEATTLE, WA 98144-4708	N/A COMMUNITY SUPPORT	501(C)(3)	7,000.
BELLEVUE SCHOOLS FOUNDATION P.O. BOX 40644, BELLEVUE, WA 98015-4644	N/A EDUCATIONAL PROGRAMS	501(C)(3)	10,000.
CASCADE LAND CONSERVANCY 615 SECOND AVENUE, SUITE 525, SEATTLE, WA 98104	N/A CONSERVATION OF WETLAND WILDLIFE HABITATS	501(C)(3)	75,000.
CHEHALIS RIVER LAND TRUST 417 NORTH PEARL STREET, CENTRALIA, WA 98531	N/A CONSERVATION	501(C)(3)	100,000.

COLUMBIA LAND TRUST 1351 OFFICERS' ROW, VANCOUVER, WA 98661	N/A CONSERVATION	501(C)(3)	100,000.
CONSERVATION NORTHWEST/NW ECOSYSTEM ALLIANCE 1208 BAY STREET, SUITE 201, BELLINGHAM, WA 98225	N/A CONSERVATION	501(C)(3)	5,000.
DOWNTOWN EMERGENCY SERVICES CENTER 515 THIRD AVENUE, SEATTLE, WA 98104	N/A COMMUNITY SUPPORT	501(C)(3)	2,047.
DUCKS UNLIMITED 17800 SE MILL PLAIN BOULEVARD, SUITE 120, VANCOUVER, WA 98683	N/A EDUCATION	501(C)(3)	5,000.
EARTH JUSTICE ORGANIZATION 426 17TH STREET, SIXTH FLOOR, OAKLAND CA 94612	N/A CONSERVATION	501(C)(3)	2,000.
ENVIRONMENTAL DEFENSE LEAGUE 257 PARK AVENUE SOUTH, NEW YORK, NY 10010	N/A CONSERVATION	501(C)(3)	2,000.
EXPLORATIONS IN MATH 1700 21ST AVENUE S., SUITE 205, SEATTLE, WA 98144	N/A EDUCATION	501(C)(3)	1,000.
FOOD ALLIANCE 1829 N.E. ALBERTA, SUITE 5, PORTLAND, OR 97211	N/A CONSERVATION	501(C)(3)	10,000.
FOOD LIFELINE 1702 NE 150TH STREET, SHORELINE, WA 98155-7226	N/A COMMUNITY SUPPORT	501(C)(3)	4,000.
FOUNDATION FOR SELF-SUFFICIENCY IN CENTRAL AMERICA 314 E. HIGHLAND MALL BOULEVARD, SUITE 208-6, AUSTIN, TX 78752	N/A CONSERVATION	501(C)(3)	32,263.

FOUNDATION FOR SUSTAINABILITY & PEACEMAKING IN MESOAMERICA 1411 LISA RAE DRIVE, ROUND ROCK, TX 78665	N/A CONSERVATION	501(C)(3)	12,400.
FUTUREWISE 814 SECOND AVENUE, SUITE 500, SEATTLE, WA 98104	N/A CONSERVATION	501(C)(3)	500.
GIRLS SCOUTS P.O. BOX 900961, SEATTLE, WA 98109	N/A COMMUNITY SUPPORT	501(C)(3)	1,250.
GREAT NECK/MANHASSET COMMUNITY CHILD CARE PARTNERSHIP 3 SAINT PAUL'S PLACE, GREAT NECK, NY 11021	N/A CHILD CARE	501(C)(3)	25,000.
HARVEY MUDD COLLEGE 301 EAST TWELFTH STREET, CLAREMONT, CA 91711-5990	N/A EDUCATION	501(C)(3)	40,000.
HILLTOP ARTISTS P.O. BOX 6629, TACOMA, WA 98417	N/A EDUCATION	501(C)(3)	18,000.
HOMEWATERS PROJECT 9600 COLLEGE WAY NORTH SEATTLE, WA 98013, SEATTLE, WA 98013	N/A EDUCATION	501(C)(3)	25,500.
INSTITUTE FOR STUDENT ACHIEVEMENT 1 HOLLOW LANE, LAKE SUCCESS, NY 11042	N/A TO HELP CHILDREN ACQUIRE QUALITY EDUCATION	501(C)(3)	25,000.
LAND TRUST ALLIANCE 1660 L STREET NW, SUITE 1100, WASHINGTON, DC 20036	N/A CONSERVATION	501(C)(3)	20,000.
MUSEUM OF FLIGHT 9404 EAST MARGINAL WAY S, SEATTLE, WA 98108-097	N/A EDUCATION	501(C)(3)	32,000.

MUSEUM OF GLASS 1801 EAST DOCK STREET, TACOMA, WA 98402-3217	N/A EDUCATION	501(C)(3)	22,500.
NATURE CONSERVANCY 250 LAWRENCE HILL ROAD, COLD SPRING HARBOR, NY 11724	N/A CONSERVATION	501(C)(3)	50,000.
NORTHWEST HARVEST P.O. BOX 12272, SEATTLE, WA 98102	N/A COMMUNITY SUPPORT	501(C)(3)	4,000.
NORTHWEST NATURAL RESOURCE P.O. BOX 1067, PORT TOWNSEND, WA 98368	N/A CONSERVATION	501(C)(3)	1,000.
NORTHWEST WATERSHED INSTITUTE 3407 EDDY STREET, PORT TOWNSEND, WA 98368	N/A CONSERVATION	501(C)(3)	10,000.
PEOPLE FOR PUGET SOUND 911 WESTERN AVENUE, SUITE 580, SEATTLE, WA 98104	N/A CONSERVATION	501(C)(3)	500.
POWERFUL VOICES 1620 18TH AVENUE, SUITE 100, SEATTLE, WA 98122	N/A EDUCATION	501(C)(3)	10,000.
PRINCE WILLIAM SOUND SCIENCE CENTER P.O. BOX 705, CORDOVA, AK 99574	N/A EDUCATION	501(C)(3)	1,000.
RIVER NETWORK 520 SW 6TH AVENUE, SUITE 1130, PORTLAND, OR 97204	N/A CONSERVATION	501(C)(3)	2,000.
R.O.A.R. OF WASHINGTON 4000 WHITMAN AVENUE N, SEATTLE, WA 98103	N/A EDUCATION	501(C)(3)	2,000.
SALISH SEA EXPEDITIONS 647 HORIZON VIEW PL NW, BAINBRIDGE, WA 98110	N/A EDUCATION	501(C)(3)	600.



SEATTLE AQUARIUM 1415 WESTERN AVENUE, SUITE 500, SEATTLE, WA 98101	N/A EDUCATION	501(C)(3)	20,000.
SEATTLE SYMPHONY ORCHESTRA 200 UNIVERSITY STREET, P.O. BOX 21906, SEATTLE, WA 98111-3906	N/A EDUCATION	501(C)(3)	25,000.
THE NATURE CONSORTIUM 4210 S.W. OREGON STREET, SEATTLE, WA 98116	N/A EDUCATION	501(C)(3)	40,000.
UNICEF 333 EAST 36TH STREET, NEW YORK, NY 10016	N/A COMMUNITY SUPPORT	501(C)(3)	1,000.
UNIVERSITY OF COLORADO - LEEDS SCHOOL OF BUSINESS 4740 WALNUT STREET, BOULDER, CO 80301	N/A EDUCATION	501(C)(3)	5,000.
UNIVERSITY OF WASHINGTON - RIVERS HISTORY PROGRAM BOX 351310, SEATTLE, WA 98195-1310	N/A CONSERVATION	501(C)(3)	47,000.
WASHINGTON FOREST LAW CENTER 615 SECOND AVENUE, SUITE 525, SEATTLE, WA 98104	N/A CONSERVATION	501(C)(3)	25,000.
WEC VOTER EDUCATION PROGRAM 1402 THIRD AVENUE, SUITE 1400, SEATTLE, WA 98101	N/A CONSERVATION	501(C)(3)	3,500.
WILD SALMON CENTER 721 N.W. NINTH AVENUE, SUITE 290, PORTLAND, OR 97209	N/A CONSERVATION	501(C)(3)	25,000.
WOMEN EXPRESS INC (TEEN VOICES) 80 SUMMER STREET, SUITE 300, BOSTON, MA 02110	N/A EDUCATION	501(C)(3)	25,000.

WOMENS FUNDING ALLIANCE 603 STEWART STREET, SUITE 207, SEATTLE, WA 98101-1229	N/A EDUCATION	501(C)(3)	22,500.
WOODLAND PARK ZOOLOGICAL SOCIETY 301 N. 59TH STREET, SEATTLE, WA 98103	N/A COMMUNITY SUPPORT	501(C)(3)	1,000.
WORLD WILDLIFE FUND 1250 TWENTY-FOURTH STREET NW, WASHINGTON, DC 20037	N/A CONSERVATION	501(C)(3)	1,000.
YMCA 909 FOURTH AVENUE, SEATTLE, WA 98104	N/A COMMUNITY SUPPORT	501(C)(3)	2,000.
YOUTH EASTSIDE SERVICES 999 164TH AVENUE NE, BELLEVUE, WA 98008	N/A EDUCATION	501(C)(3)	5,000.
10-99 FOUNDATION 25724 SE 25TH WAY, SAMMAMISH, WA 98075-7911	N/A COMMUNITY SUPPORT	501(C)(3)	500.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

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927,060.

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# KL Capital Gains:15

12/1/2008 through 11/30/2009

3/24/2010

Page 1

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
KL SAI 9962	First Eagle	3,925	767	9/30/2008	12/17/2008	132,922.29	160,000.00
KL SAI 9962	AMERICAN CAPITAL WORLD GR	76,929	3/24/2008	12/22/2008	2,049.23	3,738.28	-27,077.71
KL SAI 9962	AMERICAN CAPITAL WORLD GR	165	315	6/26/2008	12/22/2008	4,403.65	-1,689.05
KL SAI 9962	AMERICAN CAPITAL WORLD GR	113	401	9/25/2008	12/22/2008	3,020.77	-3,629.64
KL SAI 9962	AMERICAN EUROPAFIC GROW	2,004	008	9/29/2008	12/22/2008	61,038.02	-2,489.82
KL SAI 9962	AMERICAN SMALL CAP WORLD	279	790	12/27/2007	12/22/2008	5,712.85	-38,993.54
KL SAI 9962	AMERICAN SMALL CAP WORLD	1,538	106	12/27/2007	12/22/2008	31,405.59	-6,488.31
KL SAI 9962	AMERICAN SMALL CAP WORLD	2,672	909	9/30/2008	12/22/2008	54,576.40	-35,668.55
KL SAI 9962	Royce Pennsylvania Mutual	2,628	12/9/2008	2/6/2009	15.61	15.82	-61,984.53
KL SAI 9962	Royce Pennsylvania Mutual	1,314	007	12/9/2008	2/6/2009	7,804.79	-0.21
KL SAI 9962	Davis New York Venture	306	252	12/2/2008	2/10/2009	6,651.40	-105.53
TOTAL SHORT TERM					309,600.60	487,587.01	140.48
LONG TERM							
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	149	000	6/23/1999	12/15/2008	149.00	148.72
KL SAI 9962	First Eagle	178	066	12/5/2002	12/17/2008	6,029.13	4,424.94
KL SAI 9962	First Eagle	470	153	12/5/2002	12/17/2008	15,918.88	11,683.31
KL SAI 9962	First Eagle	886	058	12/5/2002	12/17/2008	30,000.98	22,018.55
KL SAI 9962	First Eagle	65	027	12/3/2003	12/17/2008	2,201.74	2,094.53
KL SAI 9962	First Eagle	975	412	12/3/2003	12/17/2008	33,026.41	31,418.01
KL SAI 9962	First Eagle	1,156	043	12/3/2003	12/17/2008	39,142.39	37,236.16
KL SAI 9962	First Eagle	211	564	12/9/2004	12/17/2008	7,163.33	7,946.35
KL SAI 9962	First Eagle	505	403	12/9/2004	12/17/2008	17,112.41	18,982.94
KL SAI 9962	First Eagle	5,715	011	2/18/2005	12/17/2008	193,504.19	225,000.00
KL SAI 9962	First Eagle	326	715	12/15/2005	12/17/2008	11,062.22	13,676.28
KL SAI 9962	First Eagle	958	590	12/15/2005	12/17/2008	32,456.84	40,126.58
KL SAI 9962	First Eagle	1,577	987	12/15/2005	12/17/2008	53,428.96	66,054.52
KL SAI 9962	First Eagle	152	084	12/14/2006	12/17/2008	5,149.40	6,921.34
KL SAI 9962	First Eagle	936	960	12/14/2006	12/17/2008	31,724.47	42,641.04
KL SAI 9962	First Eagle	2,619	055	12/14/2006	12/17/2008	88,678.41	119,193.18
KL SAI 9962	First Eagle	93	226	12/14/2007	12/17/2008	3,156.53	4,203.56
KL SAI 9962	First Eagle	552	623	12/14/2007	12/17/2008	18,711.23	24,917.75
KL SAI 9962	First Eagle	2,180	969	12/14/2007	12/17/2008	73,845.29	98,339.86
KL SAI 9962	AMERICAN CAPITAL WORLD GR	10,683	104	12/17/2007	12/22/2008	284,576.06	519,133.20
KL SAI 9962	AMERICAN CAPITAL WORLD GR	22	981	12/18/2007	12/22/2008	612.17	1,116.74
KL SAI 9962	AMERICAN CAPITAL WORLD GR	49	244	12/18/2007	12/22/2008	1,311.76	2,392.96
							-1,081.20

## KL Capital Gains:15

12/1/2008 through 11/30/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
KL SAI 9962	AMERICAN CAPITAL WORLD GR	49 244	12/18/2007	12/22/2008	1,311 76	2,392 96	-1,081 20
KL SAI 9962	AMERICAN CAPITAL WORLD GR	1,073 198	12/18/2007	12/22/2008	28,587 80	52,150 83	-23,563 03
KL SAI 9962	AMERICAN EUROPACIFIC GROW	4,283 198	11/8/2005	12/22/2008	130,457 53	213,799 04	-83,341 51
KL SAI 9962	AMERICAN EUROPACIFIC GROW	220 461	12/28/2005	12/22/2008	6,714 80	11,004 48	-4,289 68
KL SAI 9962	AMERICAN EUROPACIFIC GROW	405 968	12/28/2005	12/22/2008	12,364 96	20,264 20	-7,899 24
KL SAI 9962	AMERICAN EUROPACIFIC GROW	131 412	12/27/2006	12/22/2008	4,002 54	6,559 53	-2,556 99
KL SAI 9962	AMERICAN EUROPACIFIC GROW	172 604	12/27/2006	12/22/2008	5,257 17	8,615 66	-3,358 49
KL SAI 9962	AMERICAN EUROPACIFIC GROW	475 501	12/27/2006	12/22/2008	14,482 80	23,734 99	-9,252 19
KL SAI 9962	AMERICAN EUROPACIFIC GROW	177 872	12/13/2007	12/22/2008	5,417 62	8,878 61	-3,460 99
KL SAI 9962	AMERICAN EUROPACIFIC GROW	642 179	12/13/2007	12/22/2008	19,559 47	32,054 85	-12,495 38
KL SAI 9962	AMERICAN EUROPACIFIC GROW	3,827 751	12/17/2007	12/22/2008	116,585 54	191,065 06	-74,479 52
KL SAI 9962	AMERICAN SMALL CAP WORLD	10,696 945	12/17/2007	12/22/2008	218,414 01	466,475 22	-248,061 21
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	150 950	6/23/1999	1/15/2009	150 95	150 67	0 28
KL SAI 9962	Royce Pennsylvania Mutual	6,385 273	12/4/2003	2/6/2009	37,926 54	54,210 97	-16,284 43
KL SAI 9962	Royce Pennsylvania Mutual	497 657	12/2/2004	2/6/2009	2,955 93	4,787 46	-1,831 53
KL SAI 9962	Royce Pennsylvania Mutual	9,683 084	12/2/2004	2/6/2009	57,514 51	93,151 27	-35,636 76
KL SAI 9962	Royce Pennsylvania Mutual	22,912 424	2/16/2005	2/6/2009	136,092 67	225,000 00	-88,907 33
KL SAI 9962	Royce Pennsylvania Mutual	2,056 342	12/2/2005	2/6/2009	12,214 03	21,303 70	-9,089 67
KL SAI 9962	Royce Pennsylvania Mutual	10,459 663	12/2/2005	2/6/2009	62,127 15	108,362 11	-46,234 96
KL SAI 9962	Royce Pennsylvania Mutual	1,094 968	12/5/2006	2/6/2009	6,503 77	12,056 60	-5,552 83
KL SAI 9962	Royce Pennsylvania Mutual	10,373 307	12/5/2006	2/6/2009	61,614 22	114,210 11	-52,595 89
KL SAI 9962	Royce Pennsylvania Mutual	3,606 478	12/7/2007	2/6/2009	21,421 36	37,074 59	-15,653 23
KL SAI 9962	Royce Pennsylvania Mutual	12,034 018	12/7/2007	2/6/2009	71,478 33	123,709 70	-52,231 37
KL SAI 9962	Davis New York Venture	8,379 113	11/6/2001	2/10/2009	181,983 63	196,238 82	-14,255 19
KL SAI 9962	Davis New York Venture	59 665	12/4/2001	2/10/2009	1,295 85	1,472 53	-176 68
KL SAI 9962	Davis New York Venture	270 325	12/3/2002	2/10/2009	5,871 11	5,882 27	-11 16
KL SAI 9962	Davis New York Venture	318 613	12/2/2003	2/10/2009	6,919 87	8,420 93	-1,501 06
KL SAI 9962	Davis New York Venture	317 960	12/2/2004	2/10/2009	6,905 69	9,594 23	-2,688 54
KL SAI 9962	Davis New York Venture	8,908 686	2/18/2005	2/10/2009	193,485 28	280,000 00	-86,514 72
KL SAI 9962	Davis New York Venture	357 812	12/2/2005	2/10/2009	7,771 22	12,129 84	-4,358 62
KL SAI 9962	Davis New York Venture	278 039	12/4/2006	2/10/2009	6,038 65	10,470 93	-4,432 28
KL SAI 9962	Davis New York Venture	372 853	12/4/2007	2/10/2009	8,097 89	14,988 70	-6,890 81
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	152 000	6/23/1999	2/16/2009	152 00	151 72	0 28
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	152 000	6/23/1999	3/16/2009	152 00	151 72	0 28
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	154 800	6/23/1999	4/15/2009	154 80	154 51	0 29
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	153 950	6/23/1999	5/15/2009	153 95	153 66	0 29
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	155 850	6/23/1999	6/15/2009	155 85	155 56	0 29
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	156 800	6/23/1999	7/15/2009	156 80	156 51	0 29

3/24/2010

## KL Capital Gains: 15

12/1/2008 through 11/30/2009

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	157 750	6/23/1999	8/17/2009	157 75	157 45	0 30
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	158 750	6/23/1999	9/15/2009	158 75	158 45	0 30
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	158 900	6/23/1999	10/15/2009	158 90	158 60	0 30
KL SAI 9962	Govt Ntl Mtg Assn Pool 6/15/29	238 300	6/23/1999	11/16/2009	238 30	237 85	0 45
TOTAL LONG TERM					2,402,125.55	3,671,517.41	-1,269,391.86
OVERALL TOTAL					2,711,726.15	4,159,104.42	-1,447,378.27

ADD - EcoTrust Forest LLC - net Section 1231 gain (2008 Sold K-1)

77.00  
(1,447,301.27)

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

OMB No 1545-1709

► **File a separate application for each return.**

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

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization <b>KALEIDOSCOPE FOUNDATION</b>	Employer identification number <b>91-1874926</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions <b>C/O R LEEDS, 227 BELLEVUE WAY N.E. #543</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>BELLEVUE, WA 98004</b>	

**Check type of return to be filed** (file a separate application for each return)

- |                                                 |                                                                   |                                    |
|-------------------------------------------------|-------------------------------------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

**SWEENEY CONRAD, P.S.**

- The books are in the care of ► **2606 116TH AVENUE N.E. - BELLEVUE, WA 98004-1422**  
Telephone No ► **425-629-1990** FAX No. ► ☐

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

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

- ☐ calendar year ☐ or  
► ☒ tax year beginning **DEC 1, 2008**, and ending **NOV 30, 2009**

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$ <b>812.</b>
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	\$ <b>17,393.</b>
<b>c</b> <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$ <b>0.</b>

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)