Form **990-PF**

Department of the Treasury
Internal Revenue Service

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*

OMB No 1545 0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type See Specific Instructions.

Kalliopeia Foundation
PO Box 151020
San Rafael, CA 94915

A Employer identification number: 94-3270387

B Telephone number (see the instructions): 415-482-1043

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: [X] 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, column (c), line 16) ► $ 62,002,419.

J Accounting method: ☐ Cash [X] Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

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) (see the instructions).)*

		(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 (att sch)	8,500,000.			
	2 Ck ► ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	810,605.	810,605.	N/A	
	4 Dividends and interest from securities	344,119.	344,119.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-999,112.			
	b Gross sales price for all assets on line 6a 11,083,625.				
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	31,583.	741.		
	12 **Total.** Add lines 1 through 11	* 8,687,195.	1,155,465.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	196,145.			198,448.
	15 Pension plans, employee benefits	49,612.			49,612.
	16a Legal fees (attach schedule) See St 2	47,406.			47,406.
	b Accounting fees (attach sch) See St 3	33,543.	16,771.		16,772.
	c Other prof fees (attach sch) See St 4	195,044.	186,468.		8,576.
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 5	6,651.	5,616.		1,035.
	19 Depreciation (attach sch) and depletion	48,124.			
	20 Occupancy	77,561.			77,561.
	21 Travel, conferences, and meetings	34,567.			34,567.
	22 Printing and publications	5,739.			5,739.
	23 Other expenses (attach schedule) See Statement 6	1,448,106.	54.		1,455,289.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,142,498.	208,909.		1,895,005.
	25 Contributions, gifts, grants paid Part XV	4,066,706.			4,090,206.
	26 **Total expenses and disbursements.** Add lines 24 and 25	* 6,209,204.	208,909.		5,985,211.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	2,477,991.			
	b **Net investment income** (if negative, enter -0-)		946,556.		
	c **Adjusted net income** (if negative, enter -0-)				

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*See Statement 23

18 a

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS 1 Cash – non-interest-bearing	561,713.	2,327,340.	2,327,340.
2 Savings and temporary cash investments	15,155,992.	8,921,680.	8,921,680.
3 Accounts receivable ► 5,020.			
Less allowance for doubtful accounts ►	40.	5,020.	5,020.
4 Pledges receivable ►			
Less. allowance for doubtful accounts ►			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
7 Other notes and loans receivable (attach sch) ►			
Less. allowance for doubtful accounts ►			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges	73,605.	70,934.	70,934.
10a Investments – U.S. and state government obligations (attach schedule) Statement 7	11,711,862.	17,904,693.	17,904,693.
b Investments – corporate stock (attach schedule) Statement 8	16,097,827.	21,267,932.	21,267,932.
c Investments – corporate bonds (attach schedule) Statement 9	2,226,036.	3,101,174.	3,101,174.
11 Investments – land, buildings, and equipment. basis ►			
Less accumulated depreciation (attach schedule) ►			
12 Investments – mortgage loans			
13 Investments – other (attach schedule) Statement 10	2,344,536.	2,840,914.	2,840,914.
14 Land, buildings, and equipment basis ► 1,586,489.			
Less: accumulated depreciation (attach schedule) See Stmt 11 ► 137,837.	1,523,954.	1,448,652.	1,448,652.
15 Other assets (describe ► See Statement 12)	3,968,968.	4,114,080.	4,114,080.
16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	53,664,533.	62,002,419.	62,002,419.
LIABILITIES 17 Accounts payable and accrued expenses	42,567.	30,362.	
18 Grants payable	63,500.	40,000.	
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ►)			
23 **Total liabilities** (add lines 17 through 22)	106,067.	70,362.	
NET ASSETS OR FUND BALANCES **Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► [X]			
24 Unrestricted	53,558,466.	61,932,057.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► [ ]			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see the instructions)	53,558,466.	61,932,057.	
31 **Total liabilities and net assets/fund balances** (see the instructions)	53,664,533.	62,002,419.	

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	53,558,466.
2	Enter amount from Part I, line 27a	2	2,477,991.
3	Other increases not included in line 2 (itemize) ► See Statement 13	3	5,895,600.
4	Add lines 1, 2, and 3	4	61,932,057.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	61,932,057.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Sales of Publicly Trade Securities	P	Various	Various
b	Sale of Assets	P	Various	Various
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	11,078,364.		12,082,737.	-1,004,373.
b	5,261.			5,261.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-1,004,373.
b				5,261.
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	-999,112.
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) (see the instructions). If (loss), enter -0- in Part I, line 8	3	0.

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 the 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 (column (b) divided by column (c))
2008	5,041,556.	44,357,515.	0.113657
2007	4,020,187.	43,417,676.	0.092593
2006	3,544,193.	38,398,625.	0.092300
2005	2,615,567.	36,098,074.	0.072457
2004	2,342,955.	32,702,896.	0.071644

2	**Total** of line 1, column (d)	2	0.442651
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	0.088530
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	45,084,701.
5	Multiply line 4 by line 3	5	3,991,349.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,466.
7	Add lines 5 and 6	7	4,000,815.
8	Enter qualifying distributions from Part XII, line 4	8	5,985,211.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter. ________ (attach copy of letter if necessary - see instr.) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	9,466.
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	9,466.
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	9,466.
6 Credits/Payments				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	29,893.		
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	29,893.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	20,427.
11 Enter the amount of line 10 to be. **Credited to 2010 estimated tax** ► 20,427.	**Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► CA			
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*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* See Statement 14	10	X	

Part VII-A Statements Regarding Activities *Continued*

		Line	Yes	No
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?	13	X	

Website address ► www.kalliopeia.org

14 The books are in care of ► Greg Hagerman Telephone no ► 415-482-1043

Located at ► 423 Miller Avenue Mill Valley CA ZIP + 4 ► 94941

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

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.

			Line	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?	[X] Yes [ ] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[X] Yes [ ] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[X] Yes [ ] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[ ] Yes [X] 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)?	[ ] Yes [X] 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.)	[ ] Yes [X] 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 the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	[ ] Yes [X] No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
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 the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	[ ] Yes [X] No			
b	If 'Yes,' did it have excess business holdings in 2009 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 2009.)*		3b	N/A	
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 2009?		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)? (see instructions) ☒ 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)? **5b** No: X

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? ☒ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d). See Statement 15

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? **6b** No: X

If 'Yes' to 6b, file Form 8870

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? **7b** 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 (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
D. Thompson Sargent PO Box 151020 San Rafael, CA 94915	Treas & Sect 2.00	0.	0.	0.
Barbara Sargent PO Box 151020 San Rafael, CA 94915	Exec Dir/Pre 30.00	0.	0.	0.
Lisa Kleger PO Box 151020 San Rafael, CA 94915	Director 2.00	0.	0.	0.
Nancy Hopkin PO Box 151020 San Rafael, CA 94915	Director 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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
Barbara Cushing PO Box 151020 San Rafael, CA 94915	Dir of Grants 40	105,707.	22,865.	0.
Emmanuel Vaughan-Lee PO Box 151020 San Rafael, CA 94915	Dir Spec Proj 40	57,777.	11,979.	0.
Cynthia Loebig PO Box 151020 San Rafael, CA 94915	Grants Prg Of 40	66,187.	7,513.	0.
Zoe Fuller-Rowell PO Box 151020 San Rafael, CA 94915	Admin & Oper 40	70,003.	9,040.	0.

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services — (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Legg Mason 100 Light Street Baltimore, MD 21202-4627	Investment Advisors	70,656.
Boston Trust 40 Court St Boston, MA 02108	Investment Advisors	76,755.
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 See Statement 16	1,170,499.
2 The Hearth program's mission is to support remembrance of the unity at the heart of life. The program seeks to inspire a transition to a culture that honors both the diversity and the oneness of life.	50,535.
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	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	35,068,261.
b	Average of monthly cash balances		1b	10,703,009.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	45,771,270.
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	45,771,270.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	686,569.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	45,084,701.
6	**Minimum investment return.** Enter 5% of line 5		6	2,254,235.

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	2,254,235.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 9,466.		
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	9,466.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,244,769.
4	Recoveries of amounts treated as qualifying distributions		4	48.
5	Add lines 3 and 4		5	2,244,817.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	2,244,817.

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	5,985,211.
b	Program-related investments — total from Part IX-B	1b	
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	5,985,211.
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 (see instructions)	5	9,466.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,975,745.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,244,817.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 — 727,286.				
b From 2005 — 842,060.				
c From 2006 — 1,658,042.				
d From 2007 — 1,908,141.				
e From 2008 — 2,845,482.				
f **Total** of lines 3a through e	7,981,011.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 5,985,211.				
a Applied to 2008, 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 2009 distributable amount				2,244,817.
e Remaining amount distributed out of corpus	3,740,394.			
5 Excess distributions carryover applied to 2009 *(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	11,721,405.			
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 2008. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	727,286.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	10,994,119.			
10 Analysis of line 9				
a Excess from 2005 — 842,060.				
b Excess from 2006 — 1,658,042.				
c Excess from 2007 — 1,908,141.				
d Excess from 2008 — 2,845,482.				
e Excess from 2009 — 3,740,394.				

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 2009, 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	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a 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 organization had $5,000 or more in assets at any time during the year — see 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))

Jubilee Group

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 ▶ [X] 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 *Paid during the year*				
See Statement 22 Attached ,				4,026,706.
Total			► 3a	4,026,706.
b *Approved for future payment*				
See Statement 22 Attached ,				40,000.
Total			► 3b	40,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	810,605.	
4 Dividends and interest from securities			14	344,119.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-999,112.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Expense Reimbursement					2,150.
b Misc Investment Income					2,962.
c Other Income					1,423.
d Return of Unused Grant					48.
e Tax Refund					25,000.
12 Subtotal. Add columns (b), (d), and (e)				155,612.	31,583.
13 Total. Add line 12, columns (b), (d), and (e)				13	187,195.

(See worksheet in the instructions for line 13 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
11a	Reimbursed expenses from Subsidiary
11b	Refunds from investment accounts
11c	Miscellaneous Income
11d	Return of prior years grant
11e	Tax refund

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

		Yes	No
1 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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of.			
(1) Cash	1a (1)		X
(2) Other assets	1a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3) Rental of facilities, equipment, or other assets	1b (3)		X
(4) Reimbursement arrangements	1b (4)		X
(5) Loans or loan guarantees	1b (5)		X
(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d 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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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		

SIGN HERE

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

► [signature] 11/12/10 ► President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ► Michael Fontanello [signature]	Date 11/10/10	Check if self employed ► ☐	Preparer's Identifying number (See Signature in the instrs)
Firm's name (or yours if self employed), address, and ZIP code ► Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 2019 San Francisco, CA 94104		EIN ►	
		Phone no ► (415) 983-0200	

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, or 990-PF**

OMB No 1545 0047

2009

Name of the organization	Employer identification number
Kalliopeia Foundation	94-3270387

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	[X] 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 —

[X] For an organization 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 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions 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 990-EZ, that received from any one contributor, during the year, 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: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: Kalliopeia Foundation

Employer identification number: 94-3270387

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Jubilee Group PO Box 605 San Anselmo, CA 94979	$ 8,500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: Kalliopeia Foundation

Employer identification number: 94-3270387

Part II Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: Kalliopeia Foundation

Employer identification number: 94-3270387

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once — see instructions.) ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form **4562**

Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545 0172

2009

Attachment Sequence No **67**

Name(s) shown on return: Kalliopeia Foundation

Identifying number: 94-3270387

Business or activity to which this form relates: Form 990/990-PF

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount See the instructions for a higher limit for certain businesses	1	$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	$800,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1 If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	25,497.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	27,752.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C — Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

(a)	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	53,249.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A – Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No 24b If 'Yes,' is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use:								
27 Property used 50% or less in a qualified business use.								
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: *If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions)					
Database Software	12/31/09	9,000.		5	1,800.
Copyright - 1000 Suns	12/31/09	40,000.	197	15	
43 Amortization of costs that began before your 2009 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	2,031.

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A — Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If 'Yes,' is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**								
26 Property used more than 50% in a qualified business use								
27 Property used 50% or less in a qualified business use.								
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28**								
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29**								

Section B — Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C — Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: *If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions)					
Organizational Cost - GOP	12/31/09	3,470.	248	15	231.
43 Amortization of costs that began before your 2009 tax year				**43**	
44 **Total.** Add amounts in column (f). See the instructions for where to report				**44**	

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Expense Reimbursement	$ 2,150.		
Misc Investment Income	2,962.	$ 741.	
Other Income	1,423.		
Return of Unused Grant	48.		
Tax Refund	25,000.		
Total	$ 31,583.	$ 741.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	$ 47,406.			$ 47,406.
Total	$ 47,406.	$ 0.		$ 47,406.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Auditing Fees & Tax Preparation	$ 17,128.	$ 8,564.		$ 8,564.
Bookkeeping	16,415.	8,207.		8,208.
Total	$ 33,543.	$ 16,771.		$ 16,772.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting Fees	$ 5,350.			$ 5,350.
Investment Advisory Fees	186,468.	$ 186,468.		
Other Professional Fees	3,226.			3,226.
Total	$ 195,044.	$ 186,468.		$ 8,576.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes on Dividends	$ 5,616.	$ 5,616.		
Other Tax	1,035.			$ 1,035.
Total	$ 6,651.	$ 5,616.		$ 1,035.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Amortization	$ 2,031.			N/A
Bank Charges	54.	$ 54.		
Carbon Offset	2,170.			$ 2,170.
Computer Expenses	596.			596.
Contract Services	25,694.			25,694.
Film Production	1,613.			1,613.
Furnishings	6,585.			6,585.
Global Oneness Project Expenses	1,170,499.			1,179,767.
Harmony Film LLC	127.			127.
Hearth Project Expenses	50,535.			50,535.
Honorarium	3,600.			3,600.
Insurance	5,872.			5,872.
IT/Tech Support	12,353.			12,353.
Licenses & Permits	40.			40.
Office Supplies	8,384.			8,384.
Payroll Processing Fees	1,514.			1,514.
Postage & Delivery	4,943.			4,943.
Program Supplies	835.			835.
Research Materials	9,142.			9,142.
Software	210.			210.
Telephone	6,896.			6,896.
Tree Media LLC	134,143.			134,143.
Web Development	270.			270.
Total	$ 1,448,106.	$ 54.		$ 1,455,289.

Statement 7
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
See Statement 17	Mkt Val	$ 17,904,693.	$ 17,904,693.
		$ 17,904,693.	$ 17,904,693.
Total		$ 17,904,693.	$ 17,904,693.

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
See Statement 18	Mkt Val	$ 21,267,932.	$ 21,267,932.
	Total	$ 21,267,932.	$ 21,267,932.

Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
See Statement 19	Mkt Val	$ 3,101,174.	$ 3,101,174.
	Total	$ 3,101,174.	$ 3,101,174.

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Investments			
Investment in Tree Media	Cost	$ 0.	$ 0.
Investment in Harmony Film	Cost	290,730.	290,730.
Total Other Investments		$ 290,730.	$ 290,730.
Other Securities			
See Statement 20	Cost	2,550,184.	2,550,184.
Total Other Securities		$ 2,550,184.	$ 2,550,184.
	Total	$ 2,840,914.	$ 2,840,914.

Statement 11
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 28,590.	$ 20,640.	$ 7,950.	$ 7,950.
Machinery and Equipment	32,899.	24,770.	8,129.	8,129.
Buildings	994,396.	92,427.	901,969.	901,969.
Land	530,604.		530,604.	530,604.
Total	$ 1,586,489.	$ 137,837.	$ 1,448,652.	$ 1,448,652.

Statement 12
Form 990-PF, Part II, Line 15
Other Assets

		Book Value	Fair Market Value
Accrued Interest		$ 157,610.	$ 157,610.
Net Intangible Assets		50,439.	50,439.
Socially Responsible Investment-Calvert		3,906,031.	3,906,031.
	Total	$ 4,114,080.	$ 4,114,080.

Statement 13
Form 990-PF, Part III, Line 3
Other Increases

FMV Adjustment of Investments		$ 5,895,600.
	Total	$ 5,895,600.

Statement 14
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
Jubilee Group	P.O. Box 605 San Anselmo, CA 94979

Statement 15
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name:	Golgonooza Press
Address:	3 Cambridge Drive
Address:	Ipswitch, IP2 9EP United Kingdom
Grant Date:	2/24/2009
Grant Amount:	$ 17000
Grant Purpose:	See Attached Statement 21
Amt. Expended by Grantee:	$ 17000
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	6/10/10
Date of Verification:	6/10/2010
Results of Verification:	See Attached Statement

Statement 16
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

Direct Charitable Activities	Expenses
The Global Oneness Project, a subsidiary of Kalliopeia, is a media initiative exploring how the radically simple notion of interconnectedness can be lived in our increasingly complex world. The Project produces content for television, web and educational use in the form of films, interviews, study guides, curriculum and web media.	$ 1,170,499.

American Express Centurion 1.7000% 12/19/2011 CD	250,000	248,002.50
Banc of Amer Comm 5.611% 05/10/2045	84,000	38,385.34
Banc of Amer Comm Ser 5 038% 11/10/2042	127,000	129,721.93
Bear Sterns Comml Ser 4.240% 08/13/2039	83,000	71,096.94
Bedford NY Cent Sch Dist 4.5% 6/1/2010	2,000	203,622.00
California ST GO Refunding BDS	75,000	65,529 00
Clark Cnty Nev Sch Dist 5.0% 6/15/2010	2,000	204,056.00
CS First Boston Mtg Ser 6.505% 02/15/2034	83,000	69,093.38
Fannie Mae NT 3 0% 9/16/2014	4,000	405,070.80
Fannie Mae Tranche 00540 1.75% 8/10/2012	4,000	399,919.60
Federal Agric Mtg Corp MNTS B 2.875% 12/17/2014	150,000	146,376.00
Federal Farm Cr Bks Cons 5.25000% 06/29/2015	100,000	110,063.00
Federal Farm Cr Bks Cons 5.30000% 02/06/2017	500,000	543,440.00
Federal Home Bks Cons 5.25000% 06/05/2017	300,000	317,250.00
Federal Home Ln Bks 3.625% 10/18/2013	4,000	419,014.80
Federal Home Ln Bks Cons 3.75000% 01/08/2010	300,000	300,093.00
Federal Home Ln Bks Preassign 4.75% 12/16/2016	4,000	429,095.20
Federal Home Ln Mtg Corp 4.375% 7/17/2015	4,000	426,073.60
Federal Home Ln Mtg Corp 7.000% 03/15/2010	126,000	127,693.44
Federal Home Ln Mtg Corp Nt 2.125% 9/21/2012	4,000	404,254.40
Federal Home Ln Mtg Corp Preassign	4,000	404,303.60
Federal Home Loan Bank 1 625% 7/27/2011	4,000	403,824.40
Federal Home Loan Banks 1.62500% 03/16/2011	1,300,000	1,313,819.00
Federal Natl Mtg Assn 4.625% 10/15/2014	1,000,000	1,083,440.00
Federal Natl Mtg Assn 4.625% 10/15/2013	594,000	643,747.50
Federal Natl Mtg Assn 5.000% 04/15/2015	127,000	139,580.62
Federal Natl Mtg Assn 5.375% 06/12/2017	131,000	145,246.25
Fedl Home Ln Mtg Crp Pool #A65694 6 000% 09/01/2037	93,000	58,060.11
Fedl Home Ln Mtg Crp Pool #G12310 5.500%08/01/2021	127,000	57,507.26
Fedl Home Ln Mtg Crp Pool #G12379 4.5 06/01/2021	200,000	117,111.52
Fedl Home Ln Mtg Crp Pool #J04311 6.000% 02/01/2022	46,000	31,369.17
Fedl Home Ln Mtg Crp Pool#A41965 5.000% 01/01/2036	500,879	298,861.99
Fedl Home Ln Mtg Crp Pool#A54941 7.500% 08/01/2036	111,000	36,539.25
Fedl Home Ln Mtg Crp Pool#G08122 5.500% 04/01/2036	310,753	186,876.96
Fedl Natl Mtg Assn Pool #745418 5.5 % 04/01/2036	320,300	199,551 21
Fedl Natl Mtg Assn Pool #808156 4.500% 01/02/2035	61,000	43,893.31
Fedl Natl Mtg Assn Pool #885956 6.500% 07/01/2036	190,000	107,734.05
Fedl Natl Mtg Assn Pool #891596 5.500% 06/01/2036	45,000	22,994.72
Fedl Natl Mtg Assn Pool #911745 5.000% 12/01/2021	153,000	88,621.35
Fedl Natl Mtg Assn Pool #946594 6.000% 09/01/2037	173,000	99,063.92
Fedl Natl Mtg Assn Pool #995262 5.500% 01/01/2024	84,000	60,428.66
Fedl Natl Mtg Assn Pool#880109 6.000% 04/01/2036	447,001	275,319.15
FHLMC 4.75% 1/19/2016	4,000	431,388.00
Financing Corp CPN FICO Strips 0.000% 04/05/2013	200,000	182,380 00
FNMA NT 4.375% 10/15/2015	4,000	425,536.80
FNMA Preassign 2.875% 12/11/2013	4,000	408,008.80
GMAC Comml Mtg 4.760% 08/10/2038	156,000	116,131 72
GOVT Natl Mtg Assn Pool #781776 6.000% 07/15/2034	514,694	123,102.79
Honda Auto Receivabl 4 470% 01/18/2011	72,000	69,755 43
Housing Urban Developments 7.498% 08/01/2011	240,000	241,274 40
Houston Tex Indpt Sch Dist 3.0% 7/15/2010	2,000	202,954.00
JP Morgan Chase Coml Ser 5.201% 08/12/2037	78,000	79,560.60

Lincoln Cnty Nev Sch Dist No001 2.0% 12/15/2010	2,000	202,912.00
Morgan Stly Dn Wttr Cap 6.390% 07/15/2033	60,000	57,560.68
NT 3.0% 7/28/2014	4,000	405,404.00
TIAA Seasnd Cml Mtg Ser 5.66618% 08/15/2039	93,000	58,663.25
United States Treas BDS 8.87500% 08/15/2017	42,000	57,251.46
United States Treas NTS 0.875% 03/31/2011	565,000	566,039.60
United States Treas NTS 2.750 % 02/15/2019	230,000	211,744.90
United States Treas NTS 3.000% 07/15/2012	200,000	258,528.68
United States Treas NTS 3.125 % 05/15/2019	535,000	506,661.05
United States Treas NTS 3.375000% 11/30/2012	336,000	352,904.16
United States Treas NTS 3.5000% 02/15/2018	40,000	39,672.00
United States Treas NTS 3.750 % 11/15/2018	34,000	33,997.28
United States Treas NTS 4.000 % 08/15/2018	174,000	177,711.42
United States Treas NTS 4.000% 03/15/2010	160,000	161,206.40
United States Treas NTS 4.25 % 11/15/2014	210,000	226,209.90
United States Treas NTS 4.625000% 02/29/2012	99,000	106,108.20
United States Treas NTS 4.875 % 02/15/2012	198,000	213,051.96
Untied States Treas NTS 2.000% 04/15/2012	1,000,000	1,113,228.10
TOTAL		**$17,904,692.51**

ABB Ltd	6,490	123,959.00
Abengoa SA	375	12,120.09
Accenture Ltd	7,620	316,230.00
Acergy S A Sponsored ADR	1,330	20,761.30
Adobe Sys Inc	2,400	88,272.00
Air Liquide ADR	1,372	32,687.90
Alvarion Ltd	2,490	9,312.60
Ambassadors Group Inc	400	5,304.00
Amdocs Limited	3,590	102,422.70
America Movil S.A.B	3,020	141,879.60
American Science & Engr Inc	125	9,480.00
American States Water Co	175	6,196.75
American Tower Corp	2,907	125,611.47
Apache Corp	3,000	309,510.00
Apogee Enterprises	1,000	14,000.00
Apple Inc	1,110	233,912.52
AptarGroup Inc	2,000	71,480.00
Arch Capital Group	3,360	240,408.00
Austrailia & New Zealand BKG Gp Ltd	1,050	21,605.85
Automatic Data Processing Inc	1,540	65,942.80
AXA SA Each Repstg	640	15,155.20
Baldor Electric	1,500	42,135.00
Banco Santander SA ADR	1,455	23,920.20
Bank Hawaii Corp	875	41,177.50
Bank of America Corp	5,000	75,300.00
Bard C R Inc	2,000	155,800.00
Becton Dickinson Co	3,810	300,456.60
Bed Bath & Beyond Inc	2,500	96,525.00
BG Group PLC Ads	3,500	317,079.00
Biomarin Pharmaceutical Inc	4,440	83,516.40
Blackbaud Inc	825	19,494.75
Blackboard Inc	475	21,560.25
Blue Coat Sys Inc	550	15,697.00
Boots & Coots Inc	390	643.50
BP PLC Spon ADR Repsntg	455	26,376.35
BroadCom	6,185	194,641.95
Cadbury PLC Sponsored ADR	241	12,384.99
Canon Inc	270	11,426.40
Capella Ed Co	475	35,767.50
Carbo Ceramics Inc	562	38,311.54
Celgene Corp	3,480	193,766.40
Cenovus Energy Inc	6,060	152,712.00
Chubb Corp	3,200	157,376.00
Cincinnati Finl Corp	6,300	165,312.00
Cisco Sys Inc	16,370	391,897.80
Clarcor Inc	1,000	32,440.00
Cliff's Nat Res Inc	3,300	152,097.00
Coach Inc	6,240	227,947.20
Coherent Inc	550	16,351.50
Colgate-Palmolive Co	2,000	164,300.00
Comerica Inc	9,110	269,382.70
Commerce Bancshares Inc	1,050	40,656 00

Statement 18
Form 990-PF, Part II, Line 10b
Investments- Corporate Stocks

Commercial Metals Co	1,300	20,345.00
Companhia Ener	1,007	18,186.42
Computer Programs & Systems	225	10,361.25
Core Laboratories NV ORD	1,200	141,744.00
Corning Inc	8,020	154,866.20
Costco Wholesale Corp	7,200	426,024.00
Covanta Hldgs Corp	9,590	173,483.10
Credo Petroleum Corp	725	6,742.50
CVS Caremark Corp	7,910	254,781.10
Dawson Geophysical Co	300	6,930.00
Deere & Company	4,210	227,718.90
DentSply Intl Inc	2,300	80,891.00
Devon Energy Corp	5,100	374,850.00
Diageo Plc Isin	1,600	111,056.00
Diamond Foods Inc	750	26,655.00
Dime Community	3,100	36,363.00
Disney Walt Co	1,200	38,700.00
Doinex Corp	650	48,022.00
Donaldson Inc	3,000	127,620.00
Ecolab Inc	2,000	89,160 00
Ehealth Inc	1,400	23,002.00
Emerson Electric Co	10,700	455,820.00
Encana Corp	6,060	196,283.40
Encore Aquistion Co	25	1,200.50
Esco Technologies Inc	125	4,481.25
Expeditors Intl Wash Inc	2,000	69,540.00
Express Scripts Inc	2,800	241,976.00
Fanuc Ltd	100	9,311.61
FMC Tech Inc	6,340	366,705 60
Fuel Tech Inc	350	2,859.50
Gen Probe Inc	325	13,949.00
General Mills Inc	6,070	429,816.70
Genesee & Wyoming Inc	1,150	37,536.00
Gentex Corp	2,775	49,533.75
Gilead Sciences Inc	3,880	167,887.60
Goldman Sachs Group Inc	620	104,680 80
Google Inc	590	365,788.20
Grainger W W Inc	1,500	145,245.00
Green Mtn Coffee Roasters Inc	337	27,455.39
Grupo Televisa SA DE CV ADR-REPR	470	9,757.20
Hain Celestial Group Inc	525	8,930.25
Hang Seng Bank	1,100	16,271.50
Hansen Transmissions International	7,629	13,428.49
Henkel AG & Co	680	30,244.36
Hewlett-Packard Co	2,000	103,020.00
Hibbett Sports Inc	750	16,492.50
Hope Depot Inc	3,000	86,790 00
Horace Mann Educators Corp	700	8,750.00
HSBC Holdings PLC	359	20,495.31
ICU Medical	475	17,309.00
Idexx Labs Corp	200	10,690.00
Illinois Tool Works	5,000	239,950.00

Immucor Inc	275	5,566.00
Independent Bank	875	18,252.50
Industria De Diseno Textil	190	11,789.88
Intl Business Mach	1,300	170,170.00
Inverness Med Innovations Inc	3,490	144,869.90
Investment Tech Group Inc	1,400	27,580.00
Itron Inc	525	35,474.25
J2 Global Comm Inc	1,800	36,630.00
Johnson & Johnson	4,600	296,286.00
Johnson Ctls Inc	3,000	81,720.00
Johnson Matthey Sponsered ADR	410	20,273.27
Jones Lang Lasalle Inc	775	46,810.00
JPMorgan Chase & Co	2,000	83,340.00
Julius Baer Gruppe AG	415	14,503.08
Juniper Networks Inc	6,130	163,487.10
Kasikornbank Public Company Ltd	6,975	18,201.12
Koninkluke Philips Electrs	665	19,577.60
Kubota Ltd	375	17,295.00
Landauer Inc	700	42,980.00
Layne Christensen Co	300	8,613.00
Lender Processing Svcs Inc	3,170	128,892.20
Lifeway Foods Inc	1,000	11,880.00
Lindsay Corp	500	19,925.00
Liquidity Svcs Inc	1,000	10,070.00
LKQ Corp	1,650	32,323.50
Lonza Group AG Zuerich Namen	125	8,737.50
Lowes Companies	13,440	314,361.60
Lululemon Athletica Inc	975	29,347.50
M & T Bank Corp	500	33,445.00
Martek Biosciences Corp	900	17,055.00
Martin Marietta Matls Inc	800	71,528.00
Masco Corp	11,790	162,819.90
Medtrontic Inc	2,000	87,960 00
Merck & Co Inc	2,500	91,350 00
Meridian BioScience Inc	1,600	34,480.00
Met Pro Corp	800	8,496.00
Microsoft Corp	6,000	182,880.00
Middleby Corp	275	13,480.50
Miller Herman Inc	450	7,195 50
Minerals Tech Inc	700	38,129.00
National Bank of Greece ADR	2,065	10,758.65
National Instrument Corp	900	26,505.00
Neogen Corp	750	17,707.50
Net 1 UEPS Tech Inc	1,475	28,615.00
Net Servicos De Comunicacao	1,375	18,603 75
Netapp Inc	8,980	308,552.80
New Jersey Res Corp	1,225	45,815.00
New Oriental ED & Technology Group	205	15,500.05
Nike Inc Class B	2,100	138,747.00
Nokia Corp ADR	6,700	86,095.00
Northeast Utilities	8,800	226,952.00
Novartis Ag Adr ISIN	2,100	114,303 00

Nutri Sys Inc	675	21,039.75
Omnicom Group	2,500	97,875.00
Oracle Corporation	4,500	110,385.00
Ormat Tech Inc	225	8,514.00
Parker Hannifin Corp	2,325	125,271.00
Patterson Cos Inc	3,000	83,940.00
Pearson PLC	1,510	21,683.60
Pepsico Inc	7,920	481,536 00
Plantronics Inc	1,750	45,465.00
PNC Finl Svcs Group	1,000	52,790.00
Polycom Inc	1,950	48,691.50
Potash Corp Sask Inc	1,230	133,455.00
Power Integrations Inc	1,100	39,996.00
Praxxair Inc	2,800	224,868.00
Prepaid Legal Services Inc	225	9,243.00
Procter & gamble Co	3,000	181,890.00
Quaker Chem Corp	700	14,448.00
Qualcomm Inc	1,900	87,894.00
Quality Systems	725	45,530.00
Quest Diagnostics Inc	2,760	166,648.80
Questar Corp	4,000	166,280.00
Renaissance Learning Inc	1,300	14,768.00
Republic Services Inc	7,000	198,170.00
Riverbed Tech Inc	725	16,653.25
Roche Hldg Ltd	656	27,889.84
Ross Stores Inc	1,500	64,065.00
SAP AG	585	27,383.85
SAP AG Spon ADR	2,200	102,982.00
Schwab Charles Corp	16,920	318,434.40
Scottish & Southn Energy	785	14,717.97
Sigma Aldrich Corp	3,000	151,650.00
Signature Bk New York	625	19,937.50
Simpson Manufacturing Co	1,500	40,335.00
Sims Metal Management Ltd	830	16,185.00
SK Telecom Co Ltd	885	14,390.10
Skyworks Solutions Inc	925	13,125.75
Smith & Nephew PLC	410	21,012.50
Sohu.com Inc.	230	13,174.40
Sonova Holding AG	160	19,289.15
South Jersey Inds Inc	1,050	40,089 00
Southside Bancshares Inc	923	18,109.26
St Jude Medical Inc	2,000	73,560.00
Standard Chartered	855	21,745.96
State Street Corp	4,420	192,446.80
Straumann Holding AG	55	14,932.50
Strayer Education Inc	125	26,565.00
Stryker Corp	5,500	277,035.00
Sunpower Corp	275	5,761.25
Suntrust Banks Inc	1,800	36,522.00
Sysco Corp	6,000	167,640.00
Sysmex Corp	400	20,932.24
T 3 Energy Svcs Inc	600	15,300.00

T Rowe Price Group Inc	4,400	234,300.00
Taiwan Semiconductor Manufacturing C	2,307	26,392.08
Target Corp	5,650	273,290.50
TCF Financial Corp	1,575	21,451.50
Team Inc	800	15,048.00
Tempur Pedic Intl Inc	1,075	25,402.25
Tenaris SA	499	21,282.35
Terumo Corp	400	24,169.18
Teva Pharmaceutical Industries	2,000	112,360.00
Timberland Co	1,000	17,930.00
Time Warner Cable Inc	2,666	110,345.74
Tokio Marine Hldgs Inc	555	15,150.50
Toray Inds Inc	175	9,455.43
Toyota Mtrs Corp	145	12,203 20
Umpqua Holdings Corp	1,425	19,109.25
Under Armour Inc	350	9,544.50
Unilever	890	28,773.70
United Natural Foods Inc	875	23,397.50
United Parcel SVC INC	2,000	114,740.00
Universal Technical	500	10,100.00
US BanCorp Del Com	12,393	278,966.43
Varian Medical Sys Inc	2,000	93,700.00
Varian Semiconductor Equip Assoc Inc	3,000	107,640.00
Veolia Environment Spon	705	23,180.40
Vestas Wind Systems	300	18,300.00
VF Corp	3,350	245,354.00
Visa Inc	1,600	139,936.00
Vodafone Group	1,430	33,018.70
Vossloh AG	110	10,942.55
Wabtec	1,000	40,840.00
Wainwright BK & TR Co	1,200	8,760.00
Waters Corp	1,500	92,940.00
Watts Water Tech	675	20,871.00
West Pharmaceutical Serv	900	35,280 00
Wiley John & Sons Inc	950	39,786.00
Wilmington Trust Corp	1,550	19,127.00
Wilshire Bancorp Inc	2,125	17,403.75
Yara Intl ASA	325	14,835.60
Zoll Medical Corp	450	12,024.00
TOTAL		**$21,267,931.82**

Caterpillar Finl Svcs Mtns 5.050% 12/01/2010	125,000	130,045.00
Home Depot Inc 5.200% 03/01/2011	60,000	62,260.80
Deere John Cap Corp 5.650% 07/25/2011	73,000	77,813.62
Household Fin Corp 6.375% 10/15/2011	60,000	63,550.62
Natl City Bk Cleve Sub Mtn 6.200% 12/15/2011	75,000	79,864.50
Hewlett Packard Co Notes 4.250% 02/24/2012	65,000	68,181.10
PNC Funding Corp FDIC 2.30000% 06/22/2012	117,000	118,977.30
Goldman Sachs Group Inc 5 700% 09/01/2012	59,000	63,463.94
SLM Corp Mtn Book Entry 5.000% 10/01/2013	125,000	114,992.50
Blackrock Inc Note 3.500% 12/10/2014	65,000	64,183.60
Westpac Bkg Corp Sr Nt 4.200% 02/27/2015	75,000	76,235.25
Barclays Bk Plc Crp Ser 1 5.000% 09/22/2016	75,000	76,635.90
Pepsico Inc 5.000% 06/01/2018	65,000	67,484.95
Abbott Labs Nt 5.600% 05/15/2011	150,000	159,094.50
Wells Fargo & Co 3.000% 12/09/2011	500,000	516,185.00
Bank of America FDIC	500,000	504,615.00
AT&T Inc 5.5000% 02/01/2018	150,000	156,513.00
American Express Co 7.000% 03/19/2018	100,000	110,127.00
Oracle Corp Notes 5.75000% 04/15/2018	150,000	162,177.90
National Rural Utils Coop Fin 10.37500% 11/01/2018	100,000	132,508.00
American Express Co 8.125% 05/20/2019	250,000	296,265.00
Total		**$3,101,174.48**

American Europacific Growth	36,845.35	$1,412,650.57
Corporate Office Properties	825.00	$30,219.75
Parkway Properties Inc	850.00	$17,697.00
Templeton Foreign Class	166,353.60	$1,089,616.11
TOTAL		**$2,550,183.43**

Expenditure Responsibility Statement
For the Year Ended 2009

Grantee	Golgonooza Press 3 Cambridge Drive Ipswitch, United Kingdom IP2 9EP
Amount of Grant	$17,000.00
Purpose of Grant	The grant shall be used for the publication of 1500 hardbound copies of *Cecil Collins: The Artist as Writer and Image Maker* to fund the printer's costs
Reports	Golgonooza Press submitted reports of its expenditure pursuant to the grant on June 10, 2010
Diversion	To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made
Verification	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report has been made

Payee Organization	Grantee Organization (If Payee is a Fiscal Sponsor)	Request Project Title	Amount paid in 2009	Pledges Payable	Pledge Pay Date
Advocates for Indigenous California Language Survival 221 Idora Avenue Vallejo, CA 94591		General Support $25K Project Support Master-Apprentice Program – $15K, Language Revitalization at Home Family Program – $5K, Seeds of Language Mini-Grants – $5K	$50,000 00		
Alchemy, Inc P O Box 4041 Copley, OH 44321		Project Support Myth, Muses & Scribes	$30,000 00		
Alliance of Early Childhood Professionals 1308 East Franklin Ave , Suite 126 Minneapolis, MN 55404		Project Support Ojibwe and Dakota Pre-School Immersion Project	$20,000 00		
American Indian College Fund 8333 Greenwood Blvd Denver, CO 80221		Project Support Kalliopeia Foundation Tribal College Scholarship Program	$40,000 00		
American Indian Institute PO Box 1388 Bozeman, MT 59771		Project Support 2010 Ancient Voices Cross-Cultural Forum 'Women's Wisdom & Feminine Energy' – $35K, Elder Re-Granting Fund – $7,500	$42,500 00		
Angeles Arrien Foundation PO Box 1278 Sausalito, CA 94966		General Support Preservation of indigenous wisdoms, environmental sustainability, and honors emerging intergenerational leaders (Jan '09)	$10,000 00		
Angeles Arrien Foundation PO Box 1278 Sausalito, CA 94966		General Support Preservation of indigenous wisdoms, environmental sustainability, and honors emerging intergenerational leaders (Dec '09)	$10,000 00		
Artship Foundation 88 Perry Street, # 734 San Francisco, CA 94107		Project Support Tender Stone performance - an intimate portrayal of complexities and intricacies of a learned woman in Islam	$35,000 00		
ArtSpring, Inc PO Box 343432 Florida City, FL 33034		General Support arts-in-corrections programming in Florida providing quality arts-based, educational workshops to over 300 inmates and juveniles a year	$50,000 00		
Collective Heritage Institute (Bioneers) 1607 Paseo de Peralta, Suite 3 Santa Fe, NM 87501		General Support annual conference and other programs $75K Project Support Education outreach – $20K	$95,000 00		
Brave Heart Society Box 667, 500 Union Lake Andes, SD 57356		Project Support Calling Back the Spirit Annual Healing Retreat	$6,500 00		
Bread for the Journey 267 Miller Avenue Mill Valley, CA 94941		General Support 15 chapters located across the country support the ideas, talents and commitment of local people through projects that are simple, quick and helpful	$30,000 00		
St Thomas University 16401 NW 37th Ave Miami Gardens, FL 33054	Center for Earth Jurisprudence 16401 NW 37th Avenue Miami Gardens, FL 33054	Project Support Transformational Academies – $14K, Strategic Planning – $6K	$20,000 00		
Center for Partnership Studies 25700 Shafter Way Carmel, CA 93923		Project Support Caring Economics Internet Campaign	$50,000 00		
Center for Sacred Studies/ Morningstar Foundation PO Box 745 Sonora, CA 95370		General Support $10,500 Project Support 6th International Council of Thirteen Grandmothers – $49,500	$60,000 00		
Center for Sacred Studies/ Morningstar Foundation PO Box 745 Sonora, CA 95370		Project Support 7th Council Gathering with Mona Polacca – $30K, administration of the Council – $10K	$40,000 00		
Center for Whole Communities Knoll Farm 700 Bragg Hill Road Fayston, VT 05673		Project Support Whole Thinking Program	$30,000 00		
Courage to Teach Dominican University Center for Adult and Extended Education 50 Acacia Ave San Rafael, CA 94901		Project Support Courage to Teach	$40,000 00		

Cultural and Educational Media (CEM Productions) 480 Gate 5 Road, Ste 250 Sausalito, CA 94965		Project Support Production and editing of One Through Love Film – $20K, Distribution costs of the film Sound of the Soul – $11,650	$31,650 00		
Cultural Conservancy Sacred Land Foundation PO Box 29044 Presidio of San Francisco San Francisco, CA 94129		General Support indigenous rights non-profit organization dedicated to the preservation and restoration of indigenous cultures and their ancestral lands	$10,000 00		
DreamWeather Foundation PO Box 2002 Sebastopol, CA 95473		General Support Retreats and events that hold a sacred space for women to explore and deepen their connection to their own feminine spirituality	$9,766 00		
Shalem Institute dba Shalem Center 881 High Street #206 Worthington, OH 43085	Edinburgh International Centre for Spirituality & Peace 4 William Black Place, South Queensferry, Edinburgh, SCOTLAND EH30 9PZ UK	Project Support for The 2009 Edinburgh Int/ Festival of Middle Eastern SPirituality and Pease, MESP 2009	$13,000 00		
Faithful Fools Street Ministry 234 Hyde Street San Francisco, CA 94102		General Support The Faithful Fools Street Ministry is propelled by the call to a ministry of presence that acknowledges each human's incredible worth	$30,000 00		
First Nations Development Institute 703 3rd Ave, Suite B Longmont, CO 80501		Project Suppot Native Youth and Culture Fund	$500,000 00		
First Peoples Worldwide Inc 857 Leeland Road Fredericksburg, VA 22405		General Support Educates and promotes development models that are culturally appropriate to Indigenous Peoples – $15K Project Support Keepers of the Earth (Re-Grants Program) – $15K	$30,000 00		
Fort Defiance Indian Hospital Board/ Wilderness, Cultural, and Community Enhancement Program Fort Defiance Indian Hospital PO Box 649 Fort Defiance, AZ 86504		Project Support WCCEP's Preserve the Tradition Project	$18,200 00		
Institute of Natural and Traditional Knowledge PO Box 12340 Albuquerque, NM 87195	Four Bridges Travelling Permaculture Institute P O Box 12340 Albuquerque, NM 87195	General Support $10K Project Support Three Bridge Project workshops – $5K	$15,000 00		
Friends of the Akwesasne Freedom School 81 Hopkins Point Road Ft Covington, NY 12937		General Support a Mohawk immersion school for grades pre-kindergarten through six and a transition school for grades seven and eight	$20,000 00		
Gedakina Inc PO Box 221 Milford, NH 03055		Project Support History, Language, and Environmental Justice Initiative	$15,000 00		
Genesis Farm 41A Silver Lake Road Blairstown, NJ 07825		General Support offers a variety of residential and non-residential programs, including an accredited masters-level course in Earth Literacy	$27,400 00		
Genesis Farm 41A Silver Lake Road Blairstown, NJ 07825		Project Support Transition Town Initiative	$46,200 00		
Global Peace Initiative of Women 301 East 57th St, 3rd Floor New York, NY 10022		General Support GPIW was funded by a group of women religious and spiritual leaders to provide a global platform through which, women and men, working in partnership, can foster the spiritual values of global unity	$40,000 00		
Global Peace Initiative of Women 301 East 57th St, 3rd Floor New York, NY 10022		Project Support for World Spiritual Leaders Gather for the United Nations Climate Change Conference, Alliance of American Contemplatives, Sufi-Yogi Dialogue	$60,000 00		
Golgonooza Press 3 Cambridge Drive Ipswich 1P29EP UK		**Expenditure Responsibility Grant.** Project Support Printing of Cecil Collins book	$17,000 00		

The Passionist Foundation of the State of Vermont 420 Hillcrest Rd Greensboro, VT 05841	Green Mountain Monastery 420 Hillcrest Road Greensboro, VT 05841	Project Support 'Monastic Wisdom Sharing the Gift'	$10,000 00		
HeartStream Education 915 N 49th Street Seattle, WA 98103		General Support a non-profit organization that works with corrections professionals to create institutional settings where incarcerated men and women have opportunities to make positive choices that will increase the likelihood of successful re-entry into society	$10,000 00		
Tides Foundation Presidio Bldg 1014/PO Box 29907 San Francisco, CA 94129	Honor the Earth 2104 Stevens Ave S Minneapolis, MN 55404	Project Support Building Resilience in Indigenous Communities	$100,000 00		
Imago, Inc 700 Enright Ave Cincinnati, OH 45205		Project Support EarthSpirit Rising 2009 Conference	$15,000 00		
Insight Prison Project 805 Fourth Street, Suite 3 San Rafael, CA 94901		General Support reducing recidivism rates and improving public safety by conducting highly-effective in-prison rehabilitation programs that provide prisoners with the tools and life skills necessary to create durable change	$75,000 00		
Institute for Jewish Spirituality 330 Seventh Ave Suite 1902 New York, NY 10001		General Support programs specifically geared to rabbis, cantors, educators, and laypeople Participants live and learn together for four five-day retreats over eighteen months	$45,000 00		
Institute for Multi-Track Diplomacy 1901 N Fort Myer Dr #405 Arlington, VA 22209	Global Systems Initiative	Project Support The Breakthrough Initiative	$60,000 00		
Interfaith Youth Core 910 W Van Buren St Chicago, IL 60607		General Support builds mutual respect and pluralism among young people from different religious traditions by empowering them to work together to serve others	$30,000 00		
International Funders for Indigenous Peoples PO Box 1040 Akwesasne, NY 13655		General Support IFIP convenes and educates donors to build capacity and enhance funding partnerships to improve the lives of Indigenous Peoples globally	$35,000 00		
Thomas Berry Foundation 29 Spoke Drive Woodbridge, CT 06525	Journey of the Universe Project/Film 29 Spoke Dr Woodbridge, CT 06525	Project Support Journey of the Universe Film Project	$70,000 00		
Kosmos PO Box 2102 Lenox, MA 01240		General Support for Kosmos Journal Founded in 2001, Kosmos is the leading international Journal for planetary citizens committed to the birth and emergence of a new planetary culture and civilization	$100,000 00		
Link TV 901 Battery Street, Suite 308 San Francisco, CA 94111		Project support Global Spirit TV Series	$128,539 00		
Marin Interfaith Council 1510 Fifth Avenue San Rafael, CA 94901		General Support brings religious leaders and members of various faith communities together for study and celebration throughout the year We believe increased sharing among people of many faith traditions deepens understanding and respect	$15,000 00		
Mind Body Awareness Project 111 Fairmount Ave, Suite 508 Oakland, CA 94611		General Support teaching youth essential life skills through a rehabilitation program designed specifically to meet the social and emotional needs of highly-at-risk youth and target their underlying needs	$20,000 00		
Friends of the Akwesasne Freedom School 81 Hopkins Point Road Ft Covington, NY 12937	Moon Lodge Society Frogtown Rd Akwesasne, NY 13655	Project Support Sisters in Spirit Moon Lodge Society	$25,000 00		
Morning Star Foundation PO Box 83805 Los Angeles, CA 90083		Wisdom of Mother Beauty A Gathering of Indigenous Grandmother Wisdom-Keepers	$44,000 00		
Motion The Women's Performing Collective 250 C Street San Rafael, CA 94901		Project Support The Kepler Project	$30,000 00		

Native Movement PO Box 896 Flagstaff, AZ 86002		Project Support Youth in Sustainability Leadership Program	$5,000 00		
Pachamama Alliance Presidio Building #1009 P O 29191 San Francisco, CA 94129-9191		General Support The Pachamama Alliance is a U S based not-for-profit organization that was born out of a relationship developed between a group of people from the modern world and the leaders of remote indigenous groups in the Amazon region of Ecuador	$25,000 00		
PassageWorks Institute 2355 Canyon Blvd, Suite 104 Boulder, CO 80302		General Support $75K Project Support Courage to Teach & Teaching Presence Workshop – $15K	$90,000 00		
Prison Communities International 12 Huntville Road Katonah, NY 10536		Project Support (RTA) Rehabilitation Through the Arts program	$40,000 00		
Prison Dharma Network 4001 Wonderland Hill Ave Boulder, CO 80304		Project Support for Paths of Freedom and for the Prison Chaplaincy	$25,000 00	$25,000 00	2010
Prison Performing Arts 3547 Olive Street, Suite 250 St Louis, MO 63103-1014		General Support Project dedicated to enriching the lives of adults and young people in the Missouri criminal and juvenile justice systems	$26,000 00		
Project Avary 1018 Grand Avenue San Rafael, CA 94901		General Support supports children & youth with incarcerated parents in developing the skills, confidence, and positive life views that promote healthy personal development and responsibility to community	$20,000 00		
Regenerative Design Institute P O Box 923 Bolinas, CA 94924		Project Support for Regenerative Youth Leadership and Peacemakers Council	$40,000 00		
RSF Social Finance 1002 A O'Reilly Ave San Francisco, CA 94129		Project Support The Living Universe Project	$8,000 00		
RSF Social Finance 1002 A O'Reilly Ave San Francisco, CA 94129		General Support The Gift Economy Fund for Charity Focus	$10,000 00		
Rudolf Steiner College 9200 Fair Oaks Blvd Fair Oaks, CA 95628		General Support Summer Institute 2009 The Waldorf Approach Applied in the Public School Classroom	$10,000 00		
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704	Sacred Land Film Project 2150 Allston Way, Suite 440 Berkeley, CA 94704	Project Support for 'Losing Sacred Ground Series - Production, Post-Production & general operations	$50,000 00		
Santuario Sisterfarm 28 Hein Road Boerne, TX 78006		General Support A sanctuary in the Texas Hill Country for cultivating diversity biodiversity and cultural diversity	$10,000 00		
Sarasa 14 High Street Cambridge, MA 02138		Project Support for Outreach Residencies and Concerts for Incarcerated Youth	$19,985 00		
Seven Pillars PO Box 82 New Lebanon, NY 12125		General Support $50,000 Project Support Alchemy Workshop at Kalliopeia Foundation – $1,529 20	$51,529 20		
Seventh Generation Fund P O Box 4569 Arcata, CA 95518		Project Support Seventh Generation Fund Small Grants Program	$120,000 00		
ShadeTree Multicultural Foundation 2661 Federal Avenue Los Angeles, CA 90064		General Support ShadeTree serves as an intentional community of mentors, elders, teachers, artists, healers and advocates for the healthy development of children and youth	$50,000 00		
Shalem Institute dba Shalem Center 881 High Street #206 Worthington, OH 43085		Project Support Abwoon Resource Center	$50,000 00		
International Humanities Center 860 Via de la Paz, Ste B1 Pacific Palisades, CA 90272	Soldier's Heart 500 Federal St, Suite 303 Troy, NY 12180	General Support. $50,000, Project Support Bridging Veterans in Native American, Mainstream, and Vietnamese Traditions – $25,000, Pledge Grant Online Distance Learning Initiative – $15,000	$75,000 00	$15,000 00	2010
Spirit Rock Meditation Center PO Box 169 Woodacre, CA 94973		General Support The purpose of Spirit Rock is to help each individual find within herself peace, compassion, and wisdom, through the practice of mindfulness and insight meditation (Jan '09)	$10,000 00		

Statement 22
Form 990-PF Part XV
Grants Contributions Paid During the Year or Approved for Future Payment

Spirit Rock Meditation Center PO Box 169 Woodacre, CA 94973		General Support The purpose of Spirit Rock is to help each individual find within herself peace, compassion, and wisdom, through the practice of mindfulness and insight meditation (Dec '09)	$10,000 00		
Spiritual Paths Foundation 6 Harbor Way #249 Santa Barbara, CA 93109		General Support The Spiritual Paths Foundation provides a unique and holistic approach to the entire genre of inter-religious activity in our day	$15,000 00		
Stone Circles 6602 Nicks Rd Mebane, NC 27302		General Support Sustains activists and strengthen the work of justice through spiritual practice and principles	$20,000 00		
The Berkana Institute 350 East 10th Ave Spokane, WA 99202		Project Support Illuminating our Learning Initiative	$35,000 00		
The Biomimicry Institute PO Box 9216 Missoula, MT 59807		Project Support Education Programs	$30,000 00		
The Center for Contemplative Mind in Society 199 Main Street, Suite 3 Northampton, MA 01060		General Support Works to integrate contemplative awareness into contemporary life in order to help create a more just, compassionate, reflective, and sustainable society	$50,000 00		
The Center for Mind-Body Medicine 5225 Connecticut Ave , NW, Suite 409 Washington, DC 20015		Project Support Healing the Wounds of War Minnesota and California Initiatives	$50,000 00		
Drew University Theological School Seminary Hall 108 36 Madison Ave Madison, NJ 07940	The Green Seminary Initiative Seminary Hall 108 36 Madison Ave Madison, NJ 07940	Project Support Knowledge-sharing web design and construction	$26,250 00		
The Hopi Foundation PO Box 301 Kykotsmovi, AZ 86039		General Support established by local Hopi people to promote self sufficiency, proactive community participation in our own destiny, self reliance and local self determination	$50,000 00		
Tides Center PO Box 29907 San Francisco, CA 94129	The Inner Resilience Program 40 Exchange Place, Suite 111 New York, NY 10005	General Support Our Mission is to cultivate the inner lives of students, teachers and schools by integrating social and emotional learning with contemplative practice	$25,000 00		
The Institute for Poetic Medicine PO Box 60189 Palo Alto, CA 94306		General Support We are a non-profit 501(c)(3) organization dedicated to healing body, mind and spirit through the creative and therapeutic process of hearing and writing poetry Our vision is to awaken this creative and healing voice in the human spirit	$20,000 00		
The Nature Institute 20 May Hill Road Ghent, NY 12075		General Support The Institute serves as a local, national, and international forum for research, education, and the exchange of ideas about the re-visioning of science and technology in an effort to realign humanity with nature	$30,000 00		
The Primordial Tradition 10 Holly Drive Asheville, NC 28805		General Support Peter Kingsley's work is to bring back to life, and make accessible again, the extraordinary mystical tradition that lies forgotten right at the roots of the western world	$100,000 00		
The Red Bird Center PO Box 1284 Cambridge, OH 43725		Project Support Wounded Bear Program	$20,000 00		
The Red Shoes 2303 Government Street Baton Rouge, LA 70806		General Support The Red Shoes is a women's center for personal and spiritual growth Our commitment is to value and support all women on their life's journey	$50,000 00		
Intersections 274 Fifth Ave New York, NY 10001	The Social Healing Project 274 Fifth Ave New York, NY 10001	General Support The Social Healing Project	$70,000 00		
The Sophia Institute 26 Society Street Charleston, SC 29401		Project Support $10,000 for the Scholarship Fund & $10,000 for Programmatic Support	$20,000 00		
Tides Foundation Presidio Bldg 1014/PO Box 29907 San Francisco, CA 94129		Project Support Kalliopeia Fund #1751, recommended for Dipti Trust as fiscal sponsor for the Integral Science Lab Project.	$33,687 00		

Statement 22
Form 990-PF Part XV
Grants Contributions Paid During the Year or Approved for Future Payment

North Charles Mental Health Research and Training Foundation 955 Massachusetts Ave , Suite 5 Cambridge, MA 02139	Tunefoolery Concert Ensembles 85 East Newton St , 3rd Floor Boston, MA 02118	General Support Tunefoolery Concert Ensembles from Cambridge, Massachusetts is a unique and courageous group of over 30 musicians with psychiatric disabilities who play and perform music as a way towards healing and recovery	$20,000 00		
North Charles Mental Health Research and Training Foundation 955 Massachusetts Ave., Suite 5 Cambridge, MA 02139	Tunefoolery Concert Ensembles 85 East Newton St , 3rd Floor Boston, MA 02118	General Support Tunefoolery Concert Ensembles from Cambridge, Massachusetts is a unique and courageous group of over 30 musicians with psychiatric disabilities who play and perform music as a way towards healing and recovery	$5,000 00		
United Religions Initiative PO Box 29242 San Francisco, CA 94129		Project Support Youth Leaders Program	$45,000 00		
Urban Peace 2584 Martin Luther King, Jr Way Berkeley, CA 94704		General Support transformative practices and programs for agents of social change (Jan '09)	$5,000 00		
Urban Peace 2584 Martin Luther King, Jr Way Berkeley, CA 94704		Project Support for the Center for Transformative Change (Dec '09)	$10,000 00		
Washington National Cathedral Massachusetts & Wisconsin Avenues, NW Washington, DC 20016		Project Support Sacred Circles Gathering February 13-14, 2009	$7,500 00		
Wilderness Arts and Literacy Collaborative 695 Paris Street San Francisco, CA 94122		General Support an academic environmental education program at two inner-city high schools in San Francisco, serving primarily low-income youth of color who have historically been underserved	$25,000 00		
Wildflowers Institute 1144 Pacific Ave San Francisco, CA 94133-4212		General Support $40K Project Support Social Investment Fund – $10K	$50,000.00		
William James Association PO Box 1632 Santa Cruz, CA 95061		Project Support for Prison Arts Project at San Quentin Prison	$30,000 00		
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704	Women's Earth Alliance 2150 Allston Way, Ste 460 Berkeley, CA 94704	General Support unites women on the frontlines of environmental justice causes by coordinating training, technology, and financial support for thriving communities and Earth	$35,000 00		
YES! Youth for Environmental Sanity 240 Harkleroad Ave Santa Cruz, CA 95062		General Support connects, inspires and collaborates with young changemakers to join forces for a thriving, just and sustainable ways of life for all	$30,000 00		
Zen Hospice Project 273 Page Street San Francisco, CA 94102		General Support Provides a spectrum of collaborative services in end-of-life care, including residential hospice care, volunteer programs, & public education events (Jan '09)	$5,000 00		
Zen Hospice Project 273 Page Street San Francisco, CA 94102		General Support Provides a spectrum of collaborative services in end-of-life care, including residential hospice care, volunteer programs, & public education events (Dec '09)	$5,000 00		
TOTAL			$4,026,706 20	$40,000 00	
				$4,066,706 20	

Kalliopeia Foundation

94-3270387

Reconciliation of Revenue per Audited Financial Statements with Revenue Reported on Form 990-PF, Return of Private Foundation		
Total revenue per audited financial statements	$	14,396,327
Amounts included in the revenue of the audited financial statements but not included in line 12, column (a), Form 990-PF:		
Investment advisory fees netted against investment income		186,468
Amounts included in line 12, column (a), Form 990-PF but not included in the revenue of the audited financial statements:		
Net unrealized gains on investment		(5,964,874)
Federal Excise Tax Expense		69,275
Total revenue per line 12, column (a), Form 990-PF	**$**	**8,687,195**

Reconciliation of Expenses per Audited Financial Statements with Expenses Reported on Form 990-PF, Return of Private Foundation		
Total expenses per audited financial statements	$	6,022,736
Amounts included in the audited financials statements but not included in line 26, column (a), Form 990-PF:		
Investment advisory fees netted against investment income		186,468
Total expenses per line 26, column (a), Form 990-PF	**$**	**6,209,204**

Form **8868** (Rev April 2009)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- 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* and click on *e-file for Charities & Nonprofits.*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization Kalliopeia Foundation	**Employer identification number** 94-3270387
	Number, street, and room or suite number If a P O box, see instructions PO Box 151020	
	City, town or post office, state, and ZIP code For a foreign address, see instructions San Rafael, CA 94915	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► Greg Hagerman

Telephone No ► 415-482-1043 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 8/15, 20 10, to file the exempt organization return for the organization named above The extension is for the organization's return for

► [X] calendar year 20 09 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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

3a 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.	**3a**	$ 29,893.
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	**3b**	$ 29,893.
c Balance Due. 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	**3c**	$ 0.

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

COPY

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of Exempt Organization Kalliopeia Foundation	**Employer identification number** 94-3270387
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 2019	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions San Francisco, CA 94104	

Check type of return to be filed (File a separate application for each return).

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► Greg Hagerman
  Telephone No. ► 415-482-1043 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 10

5 For calendar year 2009 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __ .

6 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension The Organization requires additional time to gather the information necessary to file a complete and accurate return.

8a 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	**8a**	$ 9,466.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 29,893.
c Balance Due. Subtract line 8b from line 8a. 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 instrs	**8c**	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► Date ►