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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	551,648.	817,774.	817,774.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 8 . . . . .	1,026,000.	1,316,381.	1,133,759.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)				
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) ATCH 9 . . . . .	3,024,912.	2,441,019.	2,480,430.	
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
15	Other assets (describe ►) . . . . .				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	4,602,560.	4,575,174.	4,431,963.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ►) . . . . .			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	4,602,560.	4,575,175.	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	4,602,560.	4,575,175.	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	4,602,560.	4,575,175.	

**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	4,602,560.
2	Enter amount from Part I, line 27a . . . . .	2	-27,386.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	4,575,174.
5	Decreases not included in line 2 (itemize) ►	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,575,174.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69</b>					
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss) . . . . .</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</b>		<b>2</b>	<b>40,241.</b>	
<b>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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . .</b>			<b>3</b>		

**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 page 18 of 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 (col (b) divided by col (c))
2008	268,290.	4,204,260.	0.063814
2007	514,175.	4,344,490.	0.118351
2006	525,964.	4,877,940.	0.107825
2005	178,631.	3,786,451.	0.047176
2004	339,752.	1,444,597.	0.235188
<b>2 Total of line 1, column (d) . . . . .</b>			<b>2</b> 0.572354
<b>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 . . . . .</b>			<b>3</b> 0.114471
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .</b>			<b>4</b> 3,838,673.
<b>5 Multiply line 4 by line 3 . . . . .</b>			<b>5</b> 439,417.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>			<b>6</b> 1,353.
<b>7 Add lines 5 and 6 . . . . .</b>			<b>7</b> 440,770.
<b>8 Enter qualifying distributions from Part XII, line 4 . . . . .</b>			<b>8</b> 162,671.

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 on page 18

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	2,706.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		2	
3	Add lines 1 and 2 . . .		3	2,706.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .		5	2,706.
6	<b>Credits/Payments:</b>			
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . .	6a	14,749.	
b	Exempt foreign organizations-tax withheld at source . . .	6b	6.	*
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	0.	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .		7	14,755.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . .		8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . ► 9		9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ► 10		10	12,049.
11	Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> ► 12,049. <b>Refunded</b> ► 11		11	

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	X	
	<i>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</i>		
1c	Did the foundation file Form 1120-POL for this year? . . .	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	X	
	<i>If "Yes," attach a detailed description of the activities</i>		
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? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .	X	
	<i>If "Yes," attach the statement required by General Instruction T</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of 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? <i>If "No," attach explanation</i> . . .	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 on page 27)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

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\* PASSED THROUGH FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP (FEIN. 20-0990128)

**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
Website address ►	N/A	
14	Telephone no ►	510-848-3653
Located at ►	35 VICENTE ROAD BERKELEY, CA	ZIP + 4 ► 94705
15		► 15

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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	X
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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	5b	X	
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>					
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)					
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b	X	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
	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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b	X	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			

**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 page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		0.	0.	0.
-----				
-----				
-----				
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**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
NONE		0.	0.	0.
-----				
-----				
-----				
-----				
-----				

Total number of other employees paid over \$50,000 . . . . . ► NONE

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**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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0.

Total number of others receiving over \$50,000 for professional services . . . . . ► NONE

**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	N/A	
2		
3		
4		

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments. See page 24 of the instructions		
3	NONE	
Total. Add lines 1 through 3 . . . . . ►		

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,114,328.
b	Average of monthly cash balances	1b	664,422.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,118,380.
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,897,130.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,897,130.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	58,457.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,838,673.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	191,934.

**Part XI Distributable Amount** (see page 25 of the 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	191,934.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,706.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,706.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	189,228.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	189,228.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	189,228.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	162,671.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	0.
3	Amounts set aside for specific charitable projects that satisfy the	3b	0.
a	Suitability test (prior IRS approval required)	4	162,671.
b	Cash distribution test (attach the required schedule)	5	N/A
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	162,671.
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 page 26 of the instructions)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 page 26 of the instructions)**

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				189,228.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .				
b Total for prior years 20 07, 20 06, 20 05 . . . . .				
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . . . .	313,854.			
b From 2005 . . . . .	39,030.			
c From 2006 . . . . .	285,291.			
d From 2007 . . . . .	307,294.			
e From 2008 . . . . .	59,427.			
f Total of lines 3a through e . . . . .	1,004,896.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 162,671.				
a Applied to 2008, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2009 distributable amount . . . . .				162,671.
e Remaining amount distributed out of corpus . . . . .	0.			
5 Excess distributions carryover applied to 2009 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a))	26,557.			26,557.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	978,339.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
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 . . . . .				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	287,297.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	691,042.			
10 Analysis of line 9				
a Excess from 2005 . . . . .	39,030.			
b Excess from 2006 . . . . .	285,291.			
c Excess from 2007 . . . . .	307,294.			
d Excess from 2008 . . . . .	59,427.			
e Excess from 2009 . . . . .				

**Part XIV** **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

**Part XV** **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

## 1 Information Regarding Foundation Managers:

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

A. GEORGE BATTLE

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

NONE

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

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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  
**ATTACHMENT 11**
- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ATTACHMENT 12				
<b>Total. . . . .</b>			► 3a	142,020.
<i>b Approved for future payment</i>				
<b>Total. . . . .</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	7,519.	
4 Dividends and interest from securities . . . . .			14	95,548.	
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 .			16	767.	
7 Other investment income . . . . .			14	13,129.	
8 Gain or (loss) from sales of assets other than inventory			18	40,241.	
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e) . . . . .				157,204.	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .				13	157,204.
(See worksheet in line 13 instructions on page 28 to verify calculations )					

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

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

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?	Yes	No
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.		

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

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.

A George Battie

11-8-10

PRESIDENT

Date

**Title**

<p>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.</p> <p><i>A George Battie</i></p>				
<p>Signature of officer or trustee</p>		<p>11-8-10</p>	<p>PRESIDENT</p>	
<p>Date</p>		<p>Title</p>		
<p><b>Sign Here</b></p> <p>Paid Preparer's Use Only</p>	<p>Preparer's signature</p> <p><i>Melody</i></p>	<p>Date</p> <p>11/5/10</p>	<p>Check if self-employed</p> <p><input type="checkbox"/></p>	<p>Preparer's identifying number (See Signature on page 30 of the instructions) P00294136</p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p> <p>ALVAREZ &amp; MARSAL TAXAND, LLC 100 PINE STREET, SUITE 900 SAN FRANCISCO, CA 94111</p>	<p>EIN</p> <p>20-1157630</p>	<p>Phone no 415-490-2300</p>	

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box  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](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits

Type or print	Name of Exempt Organization <b>BATTLE FAMILY FOUNDATION</b>	Employer identification number <b>94-3350554</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions <b>35 VICENTE ROAD</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BERKELEY, CA 94705</b>	

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

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

- The books are in the care of ► **A. GEORGE BATTLE**

Telephone No ► **510 848-3653** 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 **08/15/2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

►  calendar year **2009** or  
►  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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 \$ <b>14,749.</b>
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ <b>14,749.</b>
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 \$ <b>0.</b>

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

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

Form 8868 (Rev. 4-2009)

- 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  File by the extended due date for filing the return. See instructions	Name of Exempt Organization <b>BATTLE FAMILY FOUNDATION</b>		Employer identification number <b>94-3350554</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>35 VICENTE ROAD</b>		For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>BERKELEY, CA 94705</b>		

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

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

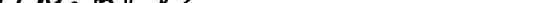
- The books are in the care of ► A. GEORGE BATTLE  
Telephone No ► 510 848-3653 FAX No ►
- If the organization does not have an office or place of business in the United States, check this box . . . . . ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  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	11/15/2010
5 For calendar year <u>2009</u> , or other tax year beginning	, and ending
6 If this tax year is for less than 12 months, check reason	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Change in accounting period
7 State in detail why you need the extension	ADDITIONAL TIME IS 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	\$ 14,749.
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	\$ 14,749.
c	<b>Balance Due.</b> 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 instructions	8c	\$

## 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:  PTIN: P00294136 Title: Date: 8/3/10

MANAGING DIRECTOR Form 8868 (Rev. 4-2009)

ALVAREZ & MARSAL TAXAND, LLC  
100 PINE STREET, SUITE 900  
SAN FRANCISCO, CA 94111

ISBN: 999294136

### Title ➤

Date 

8/3/10

Form 8868 (Rev. 4-2009)

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

## **Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

2009

Department of the Treasury  
Internal Revenue Service

**Name of estate or trust**

## BATTLE FAMILY FOUNDATION

**Employer identification number**  
94-3350554

**Note: Form 5227 filers need to complete only Parts I and II**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales pnce	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	1b	1,543.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3	3,774.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet . . . . .	4	( )
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ►	5	5,317.

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales pnce	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b	836.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8	31,071.
9 Capital gain distributions . . . . .	9	3,017.
10 Gain from Form 4797, Part I . . . . .	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet . . . . .	11	( )
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ►	12	34,924.

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

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**Schedule D (Form 1041) 2009**

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see page 5)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
13	Net short-term gain or (loss) . . . . .	13		5,317.
14	Net long-term gain or (loss):			
a	Total for year . . . . .	14a		34,924.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	14b		
c	28% rate gain . . . . .	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		40,241.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

<b>Part IV Capital Loss Limitation</b>	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:
a	The loss on line 15, column (3) or b \$3,000 . . . . .

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
Form 1041 filers.	Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	19		
20	Add lines 18 and 19 . . . . .	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	22		
23	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	23		
24	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box			
	<input type="checkbox"/> No. Enter the amount from line 23 . . . . .			
26	Subtract line 25 from line 24 . . . . .	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31			
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	28		
29	Subtract line 28 from line 27 . . . . .	29		
30	Multiply line 29 by 15% (15) . . . . .	30		
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	31		
32	Add lines 30 and 31 . . . . .	32		
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	33		
34	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	34		

- See instructions for Schedule D (Form 1041).
- Attach to Schedule D to list additional transactions for lines 1a and 6a.

**Name of estate or trust**

## BATTLE FAMILY FOUNDATION

**Employer identification number**  
94-3350554

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . 1,543.

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

**Schedule D-1 (Form 1041) 2009**

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

**Employer identification number**

## Part II | Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE STATEMENT D-1	VARIOUS	VARIOUS	18,378.	0.	18,378.
SEE STATEMENT D-2	VARIOUS	VARIOUS	49,447.	66,943.	-17,496.
SECTION 1231 LOSS FROM RAMIUS LEVERED FOF LP	VARIOUS	VARIOUS			-46.

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .

836.

BATTLE FAMILY FOUNDATION (94-3350554)  
 ATTACHMENT TO SCHEDULE D  
 NATIONAL FINANCIAL SERVICES F81-276707  
 TAX YEAR 2009

Holding Period	Shares	Description	Purchase Date	Sale Date	Proceeds	Cost	Realized Gain/(Loss)
Long-Term	1,347 000	HSN INC DEL COM	8/9/2005	2/25/2009	5,816 31	-	5,816 31
Long-Term	253 000	HSN INC DEL COM	9/19/2005	2/25/2009	1,092 45	-	1,092 45
Long-Term	400 000	HSN INC DEL COM	11/29/2006	2/25/2009	1,727 19	-	1,727 19
Long-Term	1,347 000	INTERVAL LEISURE GROUPINC COM	8/9/2005	2/25/2009	5,664 10	-	5,664 10
Long-Term	253 000	INTERVAL LEISURE GROUPINC COM	9/19/2005	2/25/2009	1,063 86	-	1,063 86
Long-Term	400 000	INTERVAL LEISURE GROUPINC COM	11/29/2006	2/25/2009	1,681 99	-	1,681 99
Long-Term	224 000	TREE COM INC COM	8/9/2005	2/25/2009	898 54	-	898 54
Long-Term	42 000	TREE COM INC COM	9/19/2005	2/25/2009	168 48	-	168 48
Long-Term	66 000	TREE COM INC COM	11/29/2006	2/25/2009	264.75	-	264 75
<b>Long-Term Total</b>					<b>18,377.67</b>	-	<b>18,377.67</b>
<b>Account Total</b>					<b>18,377.67</b>	-	<b>18,377.67</b>

BATTLE FAMILY FOUNDATION (94-3350554)  
ATTACHMENT TO SCHEDULE D  
NATIONAL FINANCIAL SERVICES F81-628107  
TAX YEAR 2009

Holding Period	Shares	Description	Purchase Date	Sale Date	Proceeds	Cost	Realized Gain/(Loss)
Short-Term	0 00	BANCO SANTANDER SA ADREACH 1 REPR 1 ORDEUR	11/13/2009	11/13/2009	1 14	-	1 14
Short-Term	30 00	DANONE ADR-EA CNV INTO1/5 EURO 25(CBK)	1/20/2009	6/10/2009	302 99	325 50	(22 51)
Short-Term	270 00	DATANG INTERNATIONAL POWERGENERATI ADR-EAC	5/15/2009	11/25/2009	2,504 07	2,629 80	(125 73)
Short-Term	0 00	DEV BK OF SINGAPORE GROUPHOLDINGS SPONSADR	2/5/2009	2/5/2009	586 00	-	586 00
Short-Term	73 00	FRANCE TELECOM ADR EACHREPR 1 EUR4	10/13/2008	5/15/2009	1,681 05	1,842 28	(161 23)
Short-Term	29 00	HDFC BANK ADS EACH REPR3 INR10(MGT)	5/15/2009	9/3/2009	2,809 30	2,320 00	489 30
Short-Term	0 00	KB FINL GROUP INC RTS EXP 8/21/2009	8/11/2009	8/11/2009	3 00	-	3 00
Short-Term	0 00	MITSUBISHI - WASH SALE DISALLOWED LOSS	10/6/2008	5/15/2009	-	(12 00)	12 00
Short-Term	13 00	MITSUBISHI UFJ FINANCIALGROUP INC ADREACH	10/6/2008	5/15/2009	83 19	99 29	(16 10)
Short-Term	13 00	NOKIA CORPORATION SPONSORED ADR REPSTG 1 S	3/13/2009	5/15/2009	186 02	139 59	46 43
Short-Term	321 00	NOKIA CORPORATION SPONSORED ADR REPSTG 1 S	3/13/2009	7/28/2009	4,214 62	3,446 68	767.94
Short-Term	14 00	NOKIA CORPORATION SPONSORED ADR REPSTG 1 S	6/10/2009	7/28/2009	183 81	224 14	(40 33)
Short-Term	0 00	TAIWAN SEMICONDUCTOR MANUFACTURING ADS EAC	8/17/2009	8/17/2009	3 00	-	3 00
<b>Short-Term Total</b>					<b>12,558.19</b>	<b>11,015.28</b>	<b>1,542.91</b>
Long-Term	158 00	ACERGY S A SPONS ADSREP 1 COM USD2	11/5/2007	6/19/2009	1,562 37	4,366 00	(2,803 63)
Long-Term	37 00	ADIDAS AG ADR EA REP 1/2ORD NPV	8/14/2006	6/10/2009	714 05	881 69	(167 64)
Long-Term	66 00	AMERICA MOVIL SAB DE CVADR EACH REP 20 SHS	5/30/2007	5/15/2009	2,347 31	3,915 03	(1,567 72)
Long-Term	46 00	ASTRAZENECA ADR EACH REP1 ORD USD0 25(MGT)	12/9/2005	5/15/2009	1,790 31	2,207 00	(416 69)
Long-Term	30 00	ASTRAZENECA ADR EACH REP1 ORD USD0 25(MGT)	6/15/2006	5/15/2009	1,167 59	1,689 53	(521 94)
Long-Term	40 00	ASTRAZENECA ADR EACH REP1 ORD USD0 25(MGT)	1/24/2007	5/15/2009	1,556 79	2,268 80	(712 01)
Long-Term	19 00	ASTRAZENECA ADR EACH REP1 ORD USD0 25(MGT)	10/15/2007	5/15/2009	739 48	996 00	(256 52)
Long-Term	0 00	AXA ADS-EACH REP 1 ORD	12/4/2009	12/4/2009	182 61	-	182 61
Long-Term	8 00	BANCO BRADESCO SA SPONSADR EACH REPR 1PRF	12/9/2005	5/15/2009	105 11	80 00	25 11
Long-Term	9 00	BANCO SANTANDER SA ADREACH 1 REPR 1 ORDEUR	12/9/2005	5/15/2009	83 51	114 59	(31 08)
Long-Term	46 00	BAYER AG SPON ADR-EACHREPR 1 ORD NPV	2/6/2008	5/15/2009	2,307 30	3,734 00	(1,426 70)
Long-Term	0 00	BNP PARIBAS ADR EACH REP1 1/2 ORD LVL	11/9/2009	11/9/2009	171 00	-	171 00
Long-Term	5 00	CANON INC ADR EACH REP1 ORD NPV(MGT)	12/9/2005	5/15/2009	171 69	194 00	(22 31)
Long-Term	111 00	CHINA MEDICAL TECHNOLOGIESINC SPONSADR EA	12/13/2007	5/15/2009	2,160 62	4,755 05	(2,594 43)
Long-Term	61 00	CHINA MEDICAL TECHNOLOGIESINC SPONSADR EA	1/11/2008	5/15/2009	1,187 36	3,213 00	(2,025 64)
Long-Term	6 00	DEV BK OF SINGAPORE GROUPHOLDINGS SPONSADR	12/9/2005	5/15/2009	182 45	233 40	(50 95)
Long-Term	31 00	FOMENTO ECONOMICO MEXICANOS A B DE CV SPON	3/21/2007	5/15/2009	966 69	1,199 11	(232 42)
Long-Term	22 00	FOMENTO ECONOMICO MEXICANOS A B DE CV SPON	5/30/2007	5/15/2009	686 04	870 20	(184 16)
Long-Term	68 00	FOMENTO ECONOMICO MEXICANOS A B DE CV SPON	5/30/2007	10/30/2009	2,951 61	2,689 72	261 89
Long-Term	27 00	FOMENTO ECONOMICO MEXICANOS A B DE CV SPON	10/17/2008	10/30/2009	1,171 96	786 00	385 96
Long-Term	14 00	GAZPROM O A O SPONSOREDADR ISIN#US36828720	9/5/2007	5/15/2009	290 49	577 36	(286 87)
Long-Term	80 00	HENKELAG&CO KGAA ADREACH REP 1 NON V PRF	6/26/2007	12/17/2009	4,199 89	4,152 00	47 89
Long-Term	1 00	HSBC HOLDINGS PLC RTSEXP 03/31/2009 CASHPA	12/9/2005	4/13/2009	7 80	15 13	(7 33)
Long-Term	46 00	INFOSYS TECHNOLOGIES SPONADR EA REP 1 SHAR	7/30/2007	2/17/2009	1,162 51	2,333 86	(1,171 35)
Long-Term	17 00	INFOSYS TECHNOLOGIES SPONADR EA REP 1 SHAR	7/30/2007	5/15/2009	550 10	863 00	(312 90)
Long-Term	16 00	JSC MMC NORILSK NICKELADR EACH REPR 1/10R	7/30/2007	6/10/2009	171 19	378 00	(206 81)
Long-Term	5 00	KB FINANCIAL GROUP INCADR EACH REPR 1 ORDS	12/9/2005	5/15/2009	177 94	350 20	(172 26)
Long-Term	6 00	MARUI GROUP CO LTD ADR-EACHCNV INTO 2 ORDN	10/20/2006	5/15/2009	68 63	174 90	(106 27)
Long-Term	16 00	MARUI GROUP CO LTD ADR-EACHCNV INTO 2 ORDN	10/20/2006	6/10/2009	213 43	466 40	(252 97)
Long-Term	85 00	NESTLE SA SPON ADR EACHREPR 1 COM CHF0 10R	VARIOUS	5/15/2009	3,091 00	2,749 00	342 00
Long-Term	10 00	NINTENDO CO LTD ADR(8CNV INTO 1 ORD)NPV	12/9/2005	5/15/2009	338 49	146 00	192 49
Long-Term	18 00	NOMURA HOLDINGS INC ADREACH REPR 1 ORD NP	12/9/2005	5/15/2009	126 71	322 56	(195 85)
Long-Term	24 00	NOVARTIS AG ADR-EACH REPR1 CHF0 5(REGD)	12/9/2005	3/13/2009	837 88	1,275 36	(437 48)
Long-Term	75 00	SAP AG SPON ADR EACH REP1 ORD NPV	1/29/2007	5/15/2009	2,957 43	3,491 00	(533 57)
Long-Term	8 00	SUMITOMO CORP SPONS ADREACH REP 1 COM NPV	12/15/2005	5/15/2009	78 55	105 91	(27 36)
Long-Term	0 00	SUMITOMO TRUST - WASH SALE DISALLOWED LOSS	12/9/2005	5/15/2009	-	(212 00)	212 00
Long-Term	117 00	SUMITOMO TRUST & BANKINGCO ADR EACH REP1 O	12/9/2005	5/15/2009	565 36	1,041 30	(475 94)
Long-Term	216 00	SUMITOMO TRUST & BANKINGCO ADR EACH REP1 O	12/9/2005	10/2/2009	1,080 94	1,923 00	(842 06)
Long-Term	261 00	TAIWAN SEMICONDUCTOR MANUFACTURING ADS EAC	12/9/2005	5/15/2009	2,659 50	2,449 00	210 50
Long-Term	60 00	TESCO ADR EACH REPR 3ORD (JPM)	8/15/2007	5/15/2009	973 17	1,526 00	(552 83)
Long-Term	5 00	TESCO ADR EACH REPR 3ORD (JPM)	10/15/2007	5/15/2009	81 10	144 49	(63 39)
Long-Term	9 00	TOKIO MARINE HOLDINGSINC ADR EACHREP 1 ORD	5/30/2007	5/15/2009	277 64	354 00	(76 36)
Long-Term	171 00	TOKIO MARINE HOLDINGSINC ADR EACHREP 1 ORD	5/30/2007	7/29/2009	4,727 05	6,733 59	(2,006 54)
Long-Term	151 00	VALE SA ADR REPSTG PFD	12/9/2005	6/11/2009	2,604 02	1,390 00	1,214 02
<b>Long-Term Total</b>					<b>49,446.67</b>	<b>66,943.18</b>	<b>(17,496.51)</b>
<b>Account Total</b>					<b>62,004.86</b>	<b>77,958.46</b>	<b>(15,953.60)</b>

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME FROM RAMIUS LEVERED FOF	7,519.	7,519.
TOTAL	<u>7,519.</u>	<u>7,519.</u>

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NATIONAL FINANCIAL SVCS LLC F81-276707	212.	212.
NATIONAL FINANCIAL SVCS LLC F81-628107	10,035.	10,035.
NATIONAL FINANCIAL SVCS LLC F81-628115	83,014.	83,014.
DIVIDEND INCOME RAMIUS LEVERED FOF LP	2,287.	2,287.
TOTAL	<u><u>95,548.</u></u>	<u><u>95,548.</u></u>



SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

## OTHER INCOME

RENTAL INCOME (LOSS)	767.
	<u>767.</u>

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
FROM RAMIUS LEVERED	767.			767.
TOTALS	<u>767.</u>			<u>767.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FROM RAMIUS LEVERED MULTI-STRAT. FOF LP NATIONAL FINANCIAL SERVICES F81-628115	13,093. 36.	13,093. 36.
TOTALS	<u>13,129.</u>	<u>13,129.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEESATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES FROM RAMIUS LEVERED FOF LP ACCOUNT MANAGEMENT FEES	18,000. 10,892. 10,124.	9,000. 5,446. 5,062.	9,000. 5,446. 5,062.
TOTALS	<u>39,016.</u>	<u>19,508.</u>	<u>19,508.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FROM RAMIUS LEVERED FOF LP	2,287.	1,144.	1,143.
TOTALS	<u><u>2,287.</u></u>	<u><u>1,144.</u></u>	<u><u>1,143.</u></u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NFS F81-628107 - FOREIGN TAXES	1,185.	1,185.
RAMIUS K-1 - FOREIGN TAXES	40.	40.
RAMIUS K-1 - STATE TAXES PAID	7.	7.
TOTALS	<u><u>1,232.</u></u>	<u><u>1,232.</u></u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSESDESCRIPTIONCA FRANCHISE TAX BOARD  
CA CHARITABLE FUNDS REGISTRYREVENUE  
AND  
EXPENSES  
PER BOOKS

TOTALS

10.  
25.35.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

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ATTACHMENT 8

<u>DESCRIPTION</u>	INVESTMENT IN CORPORATE STOCK	TOTALS
<u>ENDING BOOK VALUE</u>	1,316,381.	<u>1,316,381.</u>
<u>ENDING FMV</u>		<u>1,133,759.</u>

## INVESTMENT IN CORPORATE STOCK

## TOTALS

DESCRIPTION

ENDING  
ENV

1. 316, 381. 1. 133, 759.

$$\frac{1,316,381}{1,133,759}.$$

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
INVEST. IN PIMCO RETURN FUND	1,322,639.	1,362,050.
INVEST. IN RAMIUS LEVERED FOF	175,603.	175,603.
INVEST. IN NORTHSOUND, L.P.	113,597.	113,597.
INVEST. IN OLD KINGS, L.P.	307,903.	307,903.
INVEST. IN LIGHTHOUSE GLOBAL	521,277.	521,277.
 TOTALS	 <u>2,441,019.</u>	 <u>2,480,430.</u>

ATTACHMENT 9

NAME AND ADDRESS  
A. GEORGE BATTLE  
35 VICENTE ROAD  
BERKELEY, CA 94705

NAME AND ADDRESS  
TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION  
COMPENSATION

EMILY T. BATTLE  
35 VICENTE ROAD  
BERKELEY, CA 94705

PRESIDENT  
1.00

DANIEL K. BATTLE  
35 VICENTE ROAD  
BERKELEY, CA 94705

VP & TREASURER  
1.00

0.  
0.

GRAND TOTALS

0.  
0.

0.  
0.

GRAND TOTALS

0.  
0.

CONTRIBUTIONS EXPENSE ACCT  
TO EMPLOYEE AND OTHER  
BENEFIT PLANS ALLOWANCES

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BERKELEY COMMUNITY FUND 800 JONES STREET BERKELEY, CA 94710		NONE SECTION 501 (C) (3)	CHARITABLE CONTRIBUTIONS PASSED THROUGH FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP K-1	20
FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP K-1 N/A		NONE N/A		
FREIGHT & SALVAGE 2020 ADDISON STREET BERKELEY, CA 94704		NONE SECTION 501 (C) (3)	GENERAL SUPPORT	2,000
KICK START 2435 POLK STREET, SUITE 20 SAN FRANCISCO, CA 94109-1600		NONE SECTION 501 (C) (3)	GENERAL SUPPORT	25,000
BERKLEY YMCA/ SCHOLARS 2001 ALLSTON WAY BERKELEY, CA 94704		NONE SECTION 501 (C) (3)	GENERAL SUPPORT	25,000
DARTMOUTH COLLEGE HANOVER, NH 03755		NONE SECTION 501 (C) (3)	GENERAL SUPPORT	45,000
			TOTAL CONTRIBUTIONS PAID	<u>142,020</u>

ATTACHMENT 12

ATTACHMENT 12