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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

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

NEPHELI FOUNDATION

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

823 MENDOCINO AVENUE

City or town, state, and ZIP code

BERKELEY, CA 94707-1922

A Employer identification number

94-3379122

B Telephone number (see page 10 of the instructions)

(510) 558-3355

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A) check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ \$ 298,248.
J Accounting method ☒ Cash ☐ 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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments	94.	94.		ATCH 1
4 Dividends and interest from securities	4,945.	4,945.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-8,252.			
b Gross sales price for all assets on line 6a	45,112.			
7 Capital gain/loss net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-3,213.	5,039.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) [3]	1,308.	1,308.	0.	0.
c Other professional fees (attach schedule) [4]	1,752.	1,752.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	1,820.	1,820.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) [6]	235.	235.		
24 Total operating and administrative expenses. Add lines 13 through 23	5,115.	5,115.	0.	0.
25 Contributions, gifts, grants paid	18,980.			18,980.
26 Total expenses and disbursements. Add lines 24 and 25	24,095.	5,115.	0.	18,980.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-27,308.			
b Net investment income (if negative, enter -0-)		-0-		
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA ** ATCH 5

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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	16,827.	28,056.	28,056.
	2 Savings and temporary cash investments			
	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) <u>ATCH 7</u>	307,692.	273,427.	265,928.
	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)			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ <u>ATCH 8</u>)	4,264.	4,264.	4,264.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	328,783.	305,747.	298,248.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0.	4,272.	<u>ATCH 9</u>
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	4,272.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	30,495.	30,495.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	298,288.	270,980.	
30 Total net assets or fund balances (see page 17 of the instructions)	328,783.	305,747.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	328,783.	305,747.		

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	328,783.
2 Enter amount from Part I, line 27a	2	-27,308.
3 Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 10</u>	3	4,272.
4 Add lines 1, 2, and 3	4	305,747.
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	305,747.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			-8,252.		
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.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	15,806.	340,788.	0.046381
2007	24,732.	435,891.	0.056739
2006	5,487.	414,703.	0.013231
2005	25,027.	384,843.	0.065032
2004	17,701.	394,699.	0.044847
2 Total of line 1, column (d)			0.226230
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			0.045246
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			268,037.
5 Multiply line 4 by line 3			12,128.
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			12,128.
8 Enter qualifying distributions from Part XII, line 4			18,980.

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)

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

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?		X
b 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
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a 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
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions)		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 ▶ N/A				
14	The books are in care of ▶ DOMINIC MONTAGU Telephone no ▶ 510-558-3355			
Located at ▶ 823 MENDOCINO AVENUE BERKELEY, CA ZIP + 4 ▶ 94707				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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	
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? ☐ **5b** ☒Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

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** ☐**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 11		0.	0.	0.

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				

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

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		

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	

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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	249,703.
b	Average of monthly cash balances	1b	22,416.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	272,119.
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	272,119.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	4,082.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	268,037.
6	Minimum investment return. Enter 5% of line 5	6	13,402.

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	13,402.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	0.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,402.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,402.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,402.

Part XII Qualifying Distributions (see page 25 of the 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	18,980.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	18,980.
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)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	18,980.

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				13,402.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u>				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>18,980.</u>				
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				13,402.
e Remaining amount distributed out of corpus	5,578.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,578.			
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)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	5,578.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	5,578.			

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

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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2009

(b) 2008

(c) 2007

(d) 2006

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

N/A

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

N/A

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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)				
a <i>Paid during the year</i> ATTACHMENT 12				
Total.			▶ 3a	18,980.
b <i>Approved for future payment</i>				
Total.			▶ 3b	

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here	Signature of officer or trustee <u>[Signature]</u>		Date <u>12/17/10</u>	Title <u>President</u>
	Preparer's signature <u>[Signature]</u>	Date <u>6/16/10</u>	Check if self-employed <input checked="" type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions) <u>[Redacted]</u>
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code <u>GHIASI & COMPANY</u> <u>50 CALIFORNIA STREET, SUITE 480</u> <u>SAN FRANCISCO, CA 94111</u>		EIN <u>94-3152222</u>	
	Phone no. <u>415-395-9500</u>			

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

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).**

OMB No 1545-0092

2009

Name of estate or trust

NEPHELI FOUNDATION

Employer identification number

94-3379122

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 price	(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	-2,574.
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	
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	-2,574.

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 price	(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	-5,678.
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	
9 Capital gain distributions	9	
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	-5,678.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		-2,574.
14	Net long-term gain or (loss):			
a	Total for year	14a		-5,678.
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		-8,252.

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.

Part IV Capital Loss Limitation	
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 16 (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.

Part V Tax Computation Using Maximum Capital Gains Rates	
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 25			
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 27			
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	Tax on all taxable income. 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			

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

► 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

NEPHELI FOUNDATION

Employer identification number

94-3379122

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-2,574.
--	---------

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

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-5,678.
---	---------

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
16,000.		1,024 SH GOLDMAN SACHS CONCENTRATED INTL 12,271.					12/23/2008 3,729.	12/31/2009
13,635.		GOLDMAN SACHS #49948-1: SEE STATEMENT 16,209.					VAR -2,574.	VAR
15,477.		GOLDMAN SACHS #49948-1: SEE STATEMENT 24,884.					VAR -9,407.	VAR
TOTAL GAIN(LOSS)					<u>-8,252.</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS #30081-2	75.	75.
GOLDMAN SACHS #49948-1	19.	19.
TOTAL	<u>94.</u>	<u>94.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS #30081-2	3,107.	3,107.
GOLDMAN SACHS #49948-1	1,838.	1,838.
TOTAL	<u>4,945.</u>	<u>4,945.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	1,308.	1,308.		
TOTALS	<u>1,308.</u>	<u>1,308.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>
GOLDMAN SACHS MANAGEMENT FEES	762.	762.
GOLDMAN SACHS MANAGEMENT FEES	990.	990.
TOTALS	<u>1,752.</u>	<u>1,752.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>
FOREIGN TAXES	159.	159.
FEDERAL TAXES	1,651.	1,651.
STATE TAXES	10.	10.
TOTALS	<u>1,820.</u>	<u>1,820.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>
OFFICE EXPENSE	235.	235.
TOTALS	<u>235.</u>	<u>235.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #30081-2: EQUITY	187,247.	176,792.
GOLDMAN SACHS #49948-1: EQUITY	86,180.	89,136.
TOTALS	<u>273,427.</u>	<u>265,928.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORGANIZATIONAL COSTS	4,264.	4,264.
TOTALS	<u>4,264.</u>	<u>4,264.</u>

FORM 990PF, PART II - LOANS FROM OFFICERS, DIRECTORS, ETC.

LENDER: DOMINIC MONTAGU
ORIGINAL AMOUNT: 4,272.
INTEREST RATE: 0.000000
DATE OF NOTE: 12/01/2009
MATURITY DATE: 02/01/2010
REPAYMENT TERMS: DEMAND NOTE
PURPOSE OF LOAN: WORKING CAPITAL

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 4,272.

TOTAL BEGINNING LOANS FROM OFFICERS, DIRECTORS, ETC. 0.

TOTAL ENDING LOANS FROM OFFICERS, DIRECTORS, ETC. 4,272.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADVANCES FROM OFFICER	4,272.
TOTAL	<u>4,272.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DOMINIC MONTAGU 823 MENDOCINO AVENUE BERKELEY, CA 94707	PRESIDENT 2.00	0.	0.	0.
DIEP DOAN 823 MENDOCINO AVENUE BERKELEY, CA 94707	SECRETARY	0.	0.	0.
	GRAND TOTALS	<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TROOP 19 -BOY SCOUTS OF AMERICA BERKELEY, CA	NONE 501(C)(3)	BACKPACK REPLACEMENT FUND	100
ALAMEDA COUNTY COMMUNITY FOOD BANK 7900 EDGEWATER DRIVE OAKLAND, CA 94621	NONE 501(C)(3)	GENERAL	2,500
THE EMMA GOLDMAN PAPERS UC BERKELEY 2241 CHANNING WAY BERKELEY, CA 94704	NONE 501(C)(3)	GENERAL	250
MT DIABLO SILVERADO COUNCIL BOY SCOUTS OF AMERICA 800 ELLINWOOD WAY PLEASANT HILL, CA 94597	NONE 501(C)(3)	GENERAL	180
INTERSECTION FOR THE ARTS 446 VALENCIA STREEET SAN FRANCISCO, CA 94103	NONE 501(C)(3)	GENERAL	500
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE 501(C)(3)	GENERAL	3,000
CEIHD 182 2ND STREET SUITE 400 SAN FRANCISCO, CA 94105	NONE 501(C)(3)	GENERAL	3,000
PROSPECT SIERRA SCHOOL 960 AVIS DRIVE	NONE	GENERAL	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
EL CERRITO, CA 94530	501(C)(3)		
VN HELP	NONE	GENERAL	4,000
E CALAVERES BOULEVARD	501(C)(3)		
SUITE 307			
MILPITAS, CA 95035			
AMNESTY INTERNATIONAL	NONE	GENERAL	500
5 PENN PLAZA	501(C)(3)		
16TH FLOOR			
NEW YORK, NY 10001			
PARTNERS IN HEALTH	NONE	GENERAL	3,000
888 COMMONWEALTH AVENUE	501(C)(3)		
3RD FLOOR			
BOSTON, MA 02215			
BERKELEY PUBLIC LIBRARY FOUNDATION	NONE	GENERAL	1,000
2059 UNIVERSITY AVENUE	501(C)(3)		
BERKELEY, CA 94704			
YOUTH ENRICHMENT STRATEGIES	NONE	GENERAL	200
2811 MACDONALD AVENUE	501(C)(3)		
RICHMOND, CA 94804			
MIT	NONE	GENERAL	250
77 MASSACHUSETTS AVENUE	501(C)(3)		
CAMBRIDGE, MA 02139			
		TOTAL CONTRIBUTIONS PAID	<u>18,980</u>

NEPHELI FOUNDATION THORNBURG

Realized Gains and Losses

Period Ended December 31, 2009

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes. You should use only your official form 1099's or other tax records for tax reporting. This information is not, and should not be construed as tax, accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions. The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
NOVO-NORDISK A/S ADR ADR CMN	Feb 06 2008	Jan 07 2009	6 00	325 28	364 20	0 00	(38 92)	(38 92)	ST
SUNCOR ENERGY INC CMN	Jul 25 2008	Jan 15 2009	9 00	179 18	483 36	(87 76)	(216 42)	(304 18)	ST
	Jul 29 2008	Jan 15 2009	9 00	179 18	471 59	(84 27)	(208 14)	(292 41)	ST
	Aug 20 2008	Jan 15 2009	5 00	99 54	278 20	(44 59)	(134 06)	(178 65)	ST
CHINA MOBILE LIMITED SPONSORED ADR CMN	Feb 06 2008	Jan 16 2009	3 00	133 29	225 42	0 00	(92 13)	(92 13)	ST
NOVARTIS AG-ADR SPONSORED ADR CMN	Feb 06 2008	Jan 16 2009	5 00	235 91	245 46	0 00	(9 55)	(9 55)	ST
HANG LUNG PPTYS LTD SPONSORED ADR CMN	Feb 06 2008	Jan 20 2009	6 00	66 33	110 10	0 00	(43 77)	(43 77)	ST
VODAFONE GROUP PLC SPONSORED ADR CMN	Feb 06 2008	Jan 21 2009	16 00	294 93	544 93	0 00	(250 00)	(250 00)	ST
HANG LUNG PPTYS LTD SPONSORED ADR CMN	Feb 06 2008	Jan 22 2009	8 00	86 61	146 80	0 00	(60 19)	(60 19)	ST
	Feb 06 2008	Jan 23 2009	6 00	65 18	110 10	0 00	(44 92)	(44 92)	ST
SWISS REINSURANCE SPONSORED ADR CMN	Feb 06 2008	Jan 26 2009	10 00	265 28	702 50	0 00	(437 22)	(437 22)	ST
	Feb 06 2008	Jan 27 2009	10 00	262 37	702 50	0 00	(440 13)	(440 13)	ST
TELEFONICA S A ADR SPONSORED ADR CMN	Feb 06 2008	Jan 27 2009	2 00	112 88	169 82	0 00	(56 94)	(56 94)	ST
HANG LUNG PPTYS LTD SPONSORED ADR CMN	Feb 06 2008	Jan 29 2009	10 00	107 89	183 50	0 00	(75 61)	(75 61)	ST
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184	Feb 06 2008	Jan 29 2009	12 00	423 96	535 20	0 00	(111 24)	(111 24)	ST
TELEFONICA S A ADR SPONSORED ADR CMN	Feb 06 2008	Jan 29 2009	5 00	279 61	424 54	0 00	(144 93)	(144 93)	ST
CANON INC ADR ADR CMN	Feb 06 2008	Feb 05 2009	31 00	849 54	1,275 96	0 00	(426 42)	(426 42)	ST
	Apr 17 2008	Feb 05 2009	10 00	274 04	484 58	0 00	(210 54)	(210 54)	ST
AXA-UAP AMERICAN DEPOSITARY SHARES	Feb 06 2008	Feb 20 2009	43 00	452 81	1,417 50	0 00	(964 69)	(964 69)	LT
BAIDU, INC SPONSORED ADR CMN	Jan 16 2009	Mar 04 2009	1 00	159 82	112 63	0 00	47 19	47 19	ST
CHINA MOBILE LIMITED SPONSORED ADR CMN	Feb 06 2008	Mar 12 2009	7 00	303 70	525 98	0 00	(222 28)	(222 28)	LT
TEVA PHARMACEUTICAL IND LTD ADS	Feb 06 2008	Mar 12 2009	4 00	177 46	185 97	0 00	(8 51)	(8 51)	LT
E ON AG SPONSORED ADR CMN	Feb 06 2008	Mar 13 2009	31 00	737 97	1,959 20	0 00	(1,221 23)	(1,221 23)	LT
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184	Feb 06 2008	Mar 16 2009	6 00	185 52	267 60	0 00	(82 08)	(82 08)	LT



NEPHELI FOUNDATION THORNBURG

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
BAIDU, INC SPONSORED ADR CMN	Jan 16 2009	Mar 24 2009	1 00	194 55	112 63	0 00	81 92	81 92	ST
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS)	Feb 06 2008	Mar 31 2009	7 00	233 66	303 24	0 00	(69 58)	(69 58)	LT
CHINA MOBILE LIMITED SPONSORED ADR CMN	Feb 06 2008	Apr 02 2009	3 00	129 33	225 42	0 00	(96 09)	(96 09)	LT
NOVO-NORDISK A/S ADR ADR CMN	Feb 06 2008	Apr 02 2009	3 00	147 59	182 10	0 00	(34 51)	(34 51)	LT
	Feb 06 2008	Apr 03 2009	7 00	303 15	424 90	0 00	(121 75)	(121 75)	LT
KINGFISHER PLC SPONSORED ADR CMN	Feb 06 2008	Apr 06 2009	38 00	185 22	213 94	0 00	(28 72)	(28 72)	LT
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS	Feb 06 2008	Apr 14 2009	5 00	140 32	174 00	0 00	(33 68)	(33 68)	LT
NINTENDO CO LTD (NEW) ADR ADR CMN	Feb 06 2008	Apr 15 2009	7 00	241 05	382 90	0 00	(141 85)	(141 85)	LT
BAIDU, INC SPONSORED ADR CMN	Jan 16 2009	Apr 16 2009	1 00	200 11	112 63	0 00	87 48	87 48	ST
	Jan 16 2009	Apr 20 2009	1 00	200 39	112 63	0 00	87 76	87 76	ST
LVMH MOET HENNESSY LOUIS VUITTON S A ADR CMN	Nov 07 2008	Apr 21 2009	14 00	198 34	180 19	0 00	18 15	18 15	ST
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS	Feb 06 2008	Apr 21 2009	8 00	234 49	278 40	0 00	(43 91)	(43 91)	LT
SAP AG (SPON ADR)	May 19 2008	Apr 23 2009	6 00	238 60	311 93	0 00	(73 33)	(73 33)	ST
TOTAL SA SPONSORED ADR CMN	Jun 16 2008	Apr 30 2009	18 00	895 97	1,462 98	0 00	(567 02)	(567 02)	ST
	Jun 24 2008	Apr 30 2009	6 00	298 66	491 41	0 00	(192 76)	(192 76)	ST
CARNIVAL CORPORATION CMN	Feb 06 2008	May 04 2009	6 00	174 07	248 16	0 00	(74 09)	(74 09)	LT
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN	Feb 06 2008	May 06 2009	36 00	191 32	203 58	0 00	(12 26)	(12 26)	LT
NATIONAL BANK OF GREECE - ADR SPONSORED ADR CMN	Feb 06 2008	May 06 2009	47 00	219 10	561 27	0 00	(342 17)	(342 17)	LT
BNP PARIBAS SPONSORED ADR CMN	May 15 2008	May 07 2009	8 00	240 54	437 32	0 00	(196 78)	(196 78)	ST
VODAFONE GROUP PLC SPONSORED ADR CMN	Feb 06 2008	May 27 2009	37 00	695 10	1,260 16	0 00	(565 06)	(565 06)	LT
	May 01 2008	May 27 2009	12 00	225 44	381 00	0 00	(155 56)	(155 56)	LT
	Jun 26 2008	May 27 2009	16 00	300 58	445 47	0 00	(144 89)	(144 89)	ST
DANONE SPONSORED ADR CMN	Feb 06 2008	May 28 2009	16 00	159 85	248 27	0 00	(88 42)	(88 42)	LT
HANG LUNG PPTYS LTD SPONSORED ADR CMN	Feb 06 2008	Jun 03 2009	19 00	322 86	348 65	0 00	(25 79)	(25 79)	LT
NATIONAL BANK OF GREECE - ADR SPONSORED ADR CMN	Feb 06 2008	Jun 12 2009	44 00	253 04	525 45	0 00	(272 41)	(272 41)	LT
DANONE SPONSORED ADR CMN	Feb 06 2008	Jun 22 2009	104 00	999 69	1,613 78	0 00	(614 08)	(614 08)	LT
	Feb 13 2009	Jun 22 2009	15 00	144 19	147 00	0 00	(2 81)	(2 81)	ST
AMERICA MOVIL SAB DE CV SPONSORED ADR CMN SERIES L	Feb 06 2008	Jun 23 2009	11 00	388 58	654 73	0 00	(266 15)	(266 15)	LT

NEPHELI FOUNDATION THORNBURG

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
NINTENDO CO LTD (NEW) ADR ADR CMN	Feb 06 2008	Jul 02 2009	7 00	240 47	382 90	0 00	(142 43)	(142 43)	LT
CHINA MOBILE LIMITED SPONSORED ADR CMN	Feb 06 2008	Jul 13 2009	19 00	889 64	1,427 66	0 00	(538 02)	(538 02)	LT
	Oct 08 2008	Jul 13 2009	4 00	187 29	178 65	0 00	8 64	8 64	ST
BAIDU, INC SPONSORED ADR CMN	Jan 16 2009	Jul 20 2009	1 00	335 12	112 63	0 00	222 49	222 49	ST
CHINA LIFE INSUR CO LTD (CHINA SPONSORED ADR CMN	Mar 12 2008	Jul 20 2009	1 00	64 36	56 55	0 00	7 81	7 81	LT
	Apr 01 2008	Jul 20 2009	1 00	64 36	55 05	0 00	9 31	9 31	LT
HENNES & MAURITZ AB ADR CMN	Jun 10 2008	Jul 21 2009	18 00	188 18	199 33	0 00	(11 15)	(11 15)	LT
	Jun 10 2008	Jul 24 2009	28 00	309 57	310 07	0 00	(0 50)	(0 50)	LT
HONG KONG EXCHANGES & CLEARING UNSPONSORED ADR CMN	Mar 13 2009	Jul 29 2009	15 00	275 46	119 03	0 00	156 43	156 43	ST
INFOSYS TECHNOLOGIES SPON ADR SPONSORED ADR CMN -	Feb 04 2009	Aug 04 2009	4 00	179 56	108 30	0 00	71 26	71 26	ST
BNP PARIBAS SPONSORED ADR CMN	May 15 2008	Aug 11 2009	5 00	189 10	273 32	0 00	(84 22)	(84 22)	LT
EMBRAER-BRAZILIAN AVIATION ADR PFD ONE ADR = 4 COMMON SHARES	Feb 06 2008	Aug 11 2009	7 00	163 88	303 46	0 00	(139 58)	(139 58)	LT
BNP PARIBAS SPONSORED ADR CMN	May 15 2008	Aug 12 2009	6 00	235 10	327 99	0 00	(92 89)	(92 89)	LT
TURKCELL ILETISIM HIZMETLERI SPONSORED ADR CMN	May 14 2008	Aug 12 2009	13 00	207 84	245 10	0 00	(37 26)	(37 26)	LT
NATIONAL BANK OF GREECE - ADR SPONSORED ADR CMN	Feb 06 2008	Aug 13 2009	35 00	206 05	417 97	0 00	(211 92)	(211 92)	LT
ROGERS COMMUNICATIONS INC CMN CLASS B	Feb 06 2008	Aug 20 2009	8 00	218 13	293 19	0 00	(75 06)	(75 06)	LT
	Feb 06 2008	Aug 21 2009	10 00	274 14	366 48	0 00	(92 34)	(92 34)	LT
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN	Feb 06 2008	Aug 24 2009	3 00	212 18	289 68	0 00	(77 50)	(77 50)	LT
ROGERS COMMUNICATIONS INC CMN CLASS B	Feb 06 2008	Aug 24 2009	12 00	330 39	439 78	0 00	(109 39)	(109 39)	LT
	Mar 11 2008	Aug 24 2009	4 00	110 13	153 55	0 00	(43 42)	(43 42)	LT
GAM HOLDING LTD UNSPONSORED ADR CMN	Oct 29 2008	Aug 25 2009	22 00	226 48	150 51	0 00	75 97	75 97	ST
ROGERS COMMUNICATIONS INC CMN CLASS B	Mar 11 2008	Aug 25 2009	9 00	248 13	345 50	0 00	(97 37)	(97 37)	LT
LVMH MOET HENNESSY LOUIS VUITTON S A ADR CMN	Nov 07 2008	Aug 26 2009	17 00	327 85	218 81	0 00	109 05	109 05	ST
PETROLEO BRASILEIRO S A - PET SPONSORED	May 26 2009	Sep 01 2009	17 00	663 27	704 01	0 00	(40 74)	(40 74)	ST



NEPHELI FOUNDATION THORNBURG Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
ADR CMN	Jun 03 2009	Sep 01 2009	6 00	234 09	249 38	0 00	(15 29)	(15 29)	ST
BAIDU, INC SPONSORED ADR CMN	Jan 27 2009	Sep 09 2009	2 00	725 38	230 13	0 00	495 25	495 25	ST
INFOSYS TECHNOLOGIES SPON ADR SPONSORED ADR CMN -	Feb 04 2009	Sep 09 2009	5 00	233 50	135 37	0 00	98 13	98 13	ST
SABMILLER PLC SPONSORED ADR	Feb 06 2008	Sep 10 2009	18 00	432 84	393 30	0 00	39 54	39 54	LT
SMITH & NEPHEW PLC ADR CMN	Jul 10 2008	Sep 11 2009	2 00	95 03	107 68	0 00	(12 65)	(12 65)	LT
INFOSYS TECHNOLOGIES SPON ADR SPONSORED ADR CMN -	Feb 04 2009	Sep 23 2009	8 00	390 57	216 60	0 00	173 97	173 97	ST
AIR LIQUIDE ADR ADR CMN	Feb 06 2008	Oct 02 2009	45 00	968 36	1,092 27	0 00	(123 91)	(123 91)	LT
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR PFD USDO 0680	May 26 2009	Oct 02 2009	11 00	221 90	155 27	0 00	66 63	66 63	ST
AIR LIQUIDE ADR ADR CMN	Feb 06 2008	Oct 05 2009	11 00	238 13	267 00	0 00	(28 87)	(28 87)	LT
MONSANTO COMPANY CMN	Mar 11 2009	Oct 07 2009	6 00	448 27	484 38	0 00	(36 11)	(36 11)	ST
	Apr 03 2009	Oct 07 2009	3 00	224 13	242 39	0 00	(18 26)	(18 26)	ST
INFOSYS TECHNOLOGIES SPON ADR SPONSORED ADR CMN -	Feb 04 2009	Oct 09 2009	4 00	189 74	108 30	0 00	81 44	81 44	ST
	Feb 09 2009	Oct 09 2009	5 00	237 17	146 08	0 00	91 10	91 10	ST
NOKIA CORP SPON ADR SPONSORED ADR CMN	Feb 06 2008	Oct 15 2009	19 00	260 73	570 37	0 00	(409 64)	(409 64)	LT
NATIONAL BANK OF GREECE - ADR SPONSORED ADR CMN	Feb 06 2008	Oct 19 2009	25 00	200 07	298 55	0 00	(98 48)	(98 48)	LT
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN	Feb 06 2008	Oct 20 2009	54 00	428 43	305 37	0 00	123 06	123 06	LT
CANADIAN NATURAL RESOURCES CMN	Aug 20 2009	Oct 20 2009	1 00	73 18	58 46	0 00	14 72	14 72	ST
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR PFD USDO 0680	May 26 2009	Oct 20 2009	19 00	386 21	268 20	0 00	118 01	118 01	ST
LVMH MOET HENNESSY LOUIS VUITTON S A ADR CMN	Nov 07 2008	Oct 21 2009	14 00	304 73	180 19	0 00	124 54	124 54	ST
LOGITECH INTERNATIONAL SA ORD CMN	Feb 06 2008	Oct 23 2009	11 00	207 74	308 36	0 00	(100 62)	(100 62)	LT
SOUTHERN COPPER CORPORATION CMN	Jul 17 2009	Oct 27 2009	7 00	235 73	159 93	0 00	75 90	75 90	ST
GAM HOLDING LTD UNSPONSORED ADR CMN	Oct 29 2008	Nov 12 2009	20 00	50 18	135 83	0 00	(86 65)	(86 65)	LT
	Oct 31 2008	Nov 12 2009	22 00	55 20	168 81	0 00	(113 61)	(113 61)	LT
	Oct 31 2008	Nov 13 2009	24 00	59 40	184 15	0 00	(124 76)	(124 76)	LT
	Nov 17 2008	Nov 13 2009	43 00	106 42	304 29	0 00	(197 87)	(197 87)	ST
	Jan 26 2009	Nov 13 2009	11 00	27 22	67 47	0 00	(40 24)	(40 24)	ST
	Jan 26 2009	Nov 16 2009	11 00	26 52	67 47	0 00	(40 95)	(40 95)	ST
	Jan 27 2009	Nov 16 2009	26 00	62 68	157 88	0 00	(95 20)	(95 20)	ST

**NEPHELI FOUNDATION THORNBURG**
Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
POTASH CORP OF SASKATCHEWAN CMN	Feb 06 2008	Nov 18 2009	2.00	226.89	286.30	0.00	(59.41)	(59.41)	LT
NINTENDO CO LTD (NEW) ADR ADR CMN	Feb 06 2008	Dec 03 2009	22.00	643.45	1,203.40	0.00	(559.95)	(559.95)	LT
NOKIA CORP SPON ADR SPONSORED ADR CMN	Feb 06 2008	Dec 16 2009	28.00	357.56	987.92	0.00	(630.36)	(630.36)	LT
				Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	
SHORT TERM GAINS				5,483.08	3,177.07	0.00	2,306.02	2,306.02	
SHORT TERM LOSSES				8,152.13	13,032.11	(216.62)	(4,663.36)	(4,879.98)	
NET SHORT TERM GAINS (LOSSES)				13,635.22	16,209.18	(216.62)	(2,357.34)	(2,573.96)	
LONG TERM GAINS				989.98	810.27	0.00	179.71	179.71	
LONG TERM LOSSES				14,486.99	24,073.81	0.00	(9,586.82)	(9,586.82)	
NET LONG TERM GAINS (LOSSES)				15,476.97	24,884.07	0.00	(9,407.11)	(9,407.11)	



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

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **S**
 - 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	Name of Exempt Organization	Employer identification number
	NEPHELI FOUNDATION	94-3379122
	Number, street, and room or suite no. If a P.O. box, see instructions	
File by the due date for filing your return. See instructions	823 MENDOCINO AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BERKELEY, CA 94707-1922	

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 ► DOMINIC MONTAGU

Telephone No. ► 510 558-3355

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	\$	0.
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	\$	0.
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.

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

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