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

2009

Department of the Treasury
Internal Revenue Service (77)

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 , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Vesper Society		A Employer identification number 94-6122250	
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (415) 291-0901	
	115 Sansome Street	1250	C If exemption application is pending, check here <input type="checkbox"/>	
	City or town, state, and ZIP code San Francisco CA 94104-3601		D 1. Foreign organizations, check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			E 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			F If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 25,184,315		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
1	Contributions, gifts, grants, etc., received (attach schedule)	1,279				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3	Interest on savings and temporary cash investments	0	0	0		
4	Dividends and interest from securities	796,223	796,373	796,373		
5 a	Gross rents	0	0	0		
b	Net rental income or (loss)	0				
6 a	Net gain or (loss) from sale of assets not on line 10	64,600				
b	Gross sales price for all assets on line 6a	2,627,656				
7	Capital gain net income (from Part IV, line 2)		64,600			
8	Net short-term capital gain			0		
9	Income modifications			0		
10 a	Gross sales less returns and allowances	0				
b	Less Cost of goods sold	0				
c	Gross profit or (loss) (attach schedule)	0		0		
11	Other income (attach schedule) Schedule 1	25	-5,702	-5,702		
12	Total. Add lines 1 through 11	862,127	855,271	790,671		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	197,811	0	0	197,811
	14	Other employee salaries and wages	291,897	0	0	291,897
	15	Pension plans, employee benefits	31,597	0	0	36,852
	16 a	Legal fees (attach schedule) Sch. 2	3,269	0	0	3,269
	b	Accounting fees (attach schedule) Sch. 3	15,852	0	0	15,852
	c	Other professional fees (attach schedule) Sch. 4	741,933	100,553	100,553	456,067
	17	Interest	0	0	0	0
	18	Taxes (attach schedule) (see page 14 of the instructions) #5	7,198	0	0	0
	19	Depreciation (attach schedule) and depletion Sch. 6	17,444	0	0	
	20	Occupancy	42,530	0	0	42,530
	21	Travel, conferences, and meetings	104,619	3	3	104,688
	22	Printing and publications	16,127	0	0	15,033
	23	Other expenses (attach schedule) Sch. 7	46,014	0	0	40,638
24	Total operating and administrative expenses. Add lines 13 through 23	1,516,291	100,556	100,556	1,204,637	
25	Contributions, gifts, grants paid	41,538			41,538	
26	Total expenses and disbursements. Add lines 24 and 25	1,557,829	100,556	100,556	1,246,175	
27	Subtract line 26 from line 12.					
a	Excess of revenue over expenses and disbursements	-695,702				
b	Net investment income (if negative, enter -0-)		754,715			
c	Adjusted net income (if negative, enter -0-)			690,115		

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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	51,750	55,493	55,493
	2 Savings and temporary cash investments	51,171	44,801	44,801
	3 Accounts receivable ▶	0		
	Less allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶	0		
	Less allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable	0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	148,000		
	Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use	0	0	0
	9 Prepaid expenses and deferred charges	222,198	27,439	27,439
	10 a Investments—U S and state government obligations (attach schedule) Sch. 9	0	3,008,118	3,008,118
	b Investments—corporate stock (attach schedule) Schedule 10	14,068,586	17,837,057	17,837,057
	c Investments—corporate bonds (attach schedule) Schedule 11	6,965,541	3,990,009	3,990,009
	11 Investments—land, buildings, and equipment basis ▶	0		
Less accumulated depreciation (attach schedule) ▶	0	0	0	
12 Investments—mortgage loans	0	0	0	
13 Investments—other (attach schedule)	2,000	0	0	
14 Land, buildings, and equipment basis ▶	96,526			
Less accumulated depreciation (attach schedule) ▶	61,088			
15 Other assets (describe ▶ <u>Deposits</u>)	24,746	37,960	37,960	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,582,489	25,184,315	25,184,315	
Liabilities	17 Accounts payable and accrued expenses	57,259	62,445	
	18 Grants payable	0	0	
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶ <u>Deposits Payable</u>)	0	0	
	23 Total liabilities (add lines 17 through 22)	57,259	62,445	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	21,525,230	25,121,870	
	25 Temporarily restricted	0	0	
	26 Permanently restricted	0	0	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input 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			
30 Total net assets or fund balances (see page 17 of the instructions)	21,525,230	25,121,870		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	21,582,489	25,184,315		

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	21,525,230
2	Enter amount from Part I, line 27a	2	-695,702
3	Other increases not included in line 2 (itemize) ▶ <u>Unrealized gain from investments</u>	3	4,292,342
4	Add lines 1, 2, and 3	4	25,121,870
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	25,121,870

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 Marketable securities (Schedule 12)			Schedule 12	Schedule 12
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 2,627,656	0	2,563,056	64,600	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a 0	0	0	64,600	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 { If (loss), enter -0- in Part I, line 7		2 64,600
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 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	1,527,762	26,694,262	0.057232
2007	1,374,061	31,215,140	0.044019
2006	1,238,290	28,819,726	0.042967
2005	1,282,449	26,460,882	0.048466
2004	1,203,814	24,567,210	0.049001
2 Total of line 1, column (d)			2 0.241685
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.048337
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 21,619,989
5 Multiply line 4 by line 3			5 1,045,045
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,547
7 Add lines 5 and 6			7 1,052,592
8 Enter qualifying distributions from Part XII, line 4			8 1,246,175

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 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	}	1	7,547
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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	7,547
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	7,547
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	24,798	
b Exempt foreign organizations—tax withheld at source	6b	0	
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d	0	
7 Total credits and payments Add lines 6a through 6d		7	24,798
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	17,251
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 17,251 Refunded		11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? <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>		X
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 \$ 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? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a 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

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? Website address ▶ <u>www.vesper.org</u>	13	X	
14 The books are in care of ▶ <u>Rich Watson</u> Telephone no ▶ <u>(415) 291-0901</u> Located at ▶ <u>115 Sansome Street, Suite 1250 San Francisco CA</u> ZIP+4 ▶ <u>94104</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <u>N/A</u>			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <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? N/A <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ N/A			
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		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ N/A			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input 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:

(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** N/A
Organizations relying on a current notice regarding disaster assistance check here

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X
If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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	
Schedule 13		.00	166,000	31,811	0
		.00	0	0	0
		.00	0	0	0
		.00	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
Rich Watson 115 Sansome St., #1250, San Francisco, CA 94104	Director of Finance 40.00	102,527	14,630	0
Sabrina Motley 115 Sansome St., #1250, San Francisco, CA 94104	V.P. Program 40.00	88,860	12,408	0
Carol McKevitt 115 Sansome St., #1250, San Francisco, CA 94104	Research 40.00	60,990	14,105	0
	.00	0	0	0
	.00	0	0	0
Total number of other employees paid over \$50,000				0

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

3 Five highest-paid independent contractors for professional services (see 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
.....		0
.....		0
.....		0
.....		0
.....		0
Total number of others receiving over \$50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 Schedule 14	847,911
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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		
3 All other program-related investments See page 24 of the instructions		
Total. Add lines 1 through 3 ▶		0

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	21,891,403
b	Average of monthly cash balances	1b	57,824
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	21,949,227
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	21,949,227
4	Cash deemed held for charitable activities. Enter 1 1/4 % of line 3 (for greater amount, see page 25 of the instructions)	4	329,238
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,619,989
6	Minimum investment return. Enter 5% of line 5	6	1,080,999

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	0
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	0
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0
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	0

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	1,246,175
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	1,246,175
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	7,547
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,238,628

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)

N/A

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 0				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				0
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))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see 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)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9.				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 ▶ N/A

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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
	690,115	1,229,238	1,560,757	1,440,986	4,921,096
b 85% of line 2a	586,598	1,044,852	1,326,643	1,224,838	4,182,931
c Qualifying distributions from Part XII, line 4 for each year listed	1,246,175	1,540,329	1,374,061	1,238,290	5,398,855
d Amounts included in line 2c not used directly for active conduct of exempt activities	41,538	39,000	95,000	35,000	210,538
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	1,204,637	1,501,329	1,279,061	1,203,290	5,188,317
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	720,666	889,809	1,040,505	960,657	3,611,637
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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).)

None

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Little Tokyo Service Center 231 East Third Street, Suite G-106 Los Angeles CA 90012	None	501(c)(3)	Video-Song for Ourselves	2,000
Mills College 5000 MacArthur Blvd Oakland CA 94613	None	501(c)(3)	Community Reporting	7,500
Grupo Betzaida Conocido, Poza Del Tigre, Misantla Veracruz Mexico	None	501(c)(3)	Strategic Planning, Laptop Computer	3,038
Archdiocese of Los Angeles 3424 Wilshire Blvd. Los Angeles CA 90012	None	501(c)(3)	Interfaith Luncheon	2,000
Health Ministries Association P O Box 529 Queen Creek AZ 85242	None	501(c)(3)	Conference Support	2,000
Interreligious Council 1543 Sunnyvale Avenue Walnut Creek CA 94597	None	501(c)(3)	Conference Support	4,000
The Oslo Center for Peace and Human Rights 8148 Kentucky Avenue S. Bloomington MN	None	501(c)(3)	General Support	5,000
Pacific Lutheran Theo. School 2770 Marin Avenue Berkeley CA	None	501(c)(3)	Conference Support	1,000
Operation Access 1250 Sansome Street San Francisco CA	None	501(c)(3)	Medical Services	10,500
San Francisco Interfaith Council P.O. Box 29055 San Francisco CA	None	501(c)(3)	Conference Support	2,000
UrAtWork 1883 Mt Conness Way Antioch CA 94531	None	501(c)(3)	Conference Support	2,500
Total			▶ 3a	41,538
b Approved for future payment				
None				
Total			▶ 3b	0

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Schedule 1 - Part I, line 11 - Other income

Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
Ordinary business loss from Vesper Service Network (Investment)	0	(5,702)	(5,702)
Miscellaneous receipts	25	0	0
	<u>25</u>	<u>(5,702)</u>	<u>(5,702)</u>

Schedule 2 - Part I, line 16a - Legal fees

Name of provider	Type of service provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Bingham McCutchen LLP	Legal services	2,933	0	0	2,933
Adler & Colvin	Legal services	336	0	0	336
		<u>3,269</u>	<u>0</u>	<u>0</u>	<u>3,269</u>

Schedule 3 - Part I, line 16b - Accounting fees

Name of provider	Type of service provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Ghaffari Zaragoza LLP	Audit & tax services	15,852	0	0	15,852

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Schedule 4 - Part I, line 16c - Other professional fees

Name of provider	Type of service provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Advanced Clinical Training	Consulting	280	0	0	280
City of Oakley	Project Management and Support	50,000	0	0	30,000
Daniel Pryfogle	Communication/PR	6,200	0	0	6,200
Different Tracks	Project Management and Support	20,237	0	0	9,842
Gary Hubbell Consulting LLC	Consulting	2,000	0	0	2,000
Laurie MacDougall	Consulting	3,150	0	0	3,150
Loretta Outram Van Schalkwyk	Consulting	36,310	0	0	36,310
Lutheran Social Services	Project Management and Support	30,000	0	0	30,000
Mary Helgesen-Gabel	Communication/PR	3,513	0	0	3,138
Mary Perez	Consulting	3,900	0	0	3,900
Masangane Moravian AIDS	Project Management and Support	136,014	0	0	136,014
SaveAct	Project Management and Support	79,114	0	0	50,203
Silva Pediatric Clinic	Project Management and Support	25,000	0	0	25,000
Speranza Avram and Associates	Consulting	11,100	0	0	11,100
St Rose Hospital	Project Management and Support	10,000	0	0	0
Sutter Delta Medical Center	Project Management and Support	150,000	0	0	60,000
The Joan and Ralph Lane Center for Catholic Studies and Social Thought	Project Management and Support	24,000	0	0	12,000
Library Foundation of Los Angeles	Project Management and Support	3,000	0	0	0
Tiburcio Vasquez Health Center, Inc	Project Management and Support	35,000	0	0	25,000
Marika van Adelsberg	Consulting	2,500	0	0	2,500
Adalberto Arcos Landa	Consulting	600	0	0	600
Fitzpatrick Consulting Group	Consulting	3,407	0	0	2,775
Nelvin Vos	Consulting	3,500	0	0	3,500
Daniel Pryfogle	Consulting	2,555	0	0	2,555
Kaspick and Associates	Investment mangement fees	100,553	100,553	100,553	0
		<u>741,933</u>	<u>100,553</u>	<u>100,553</u>	<u>456,067</u>

Schedule 5 - Part I, line 18 - Taxes

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Excise taxes on investment income	7,198	0	0	0

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Schedule 6 - Part I, line 19 - Depreciation and Part II, line 14 - Land, buildings and equipment

Description	Date acquired	Method/Life	Cost	Accum Depr. @ 12/31/08	Depreciation current year	Accum Depr @ 12/31/09
Leasehold improvements	Various	SL/20 & SL/10	29,952	9,894	7,253	17,147
Furnitures and equipment	Various	SL/5-7yrs	66,574	33,752	10,191	43,941
			<u>96,526</u>	<u>43,646</u>	<u>17,444</u>	<u>61,088</u>

Schedule 7 - Part I, line 23 - Other expenses

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Telecommunications	14,627	0	0	13,609
Repairs and maintenance	517	0	0	517
Equipment lease and rental	1,119	0	0	1,119
Employees and board member expenses	1,100	0	0	1,100
Insurance	17,547	0	0	14,486
Postage	2,771	0	0	2,663
Dues and subscriptions	4,163	0	0	4,053
Bank charges	2,569	0	0	2,444
Loss on fixed asset disposal	754	0	0	754
Other expenses	847	0	0	(107)
	<u>46,014</u>	<u>0</u>	<u>0</u>	<u>40,638</u>

Schedule 8 - Part II, line 7 - Note receivable

Borrower's name	Original amount Borrowed/ Balance due	Date of Notes/ Maturity date	Repayment Terms	Interest Rate	Security provided by the borrower
Vesper Service Network, Inc	\$148,000/ \$148,000	May 1, 2006/ Until fully paid	Annual payment of \$21,563 on the 1st day of March, Starting from March 1, 2009	7.5% per annum	None

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Schedule 9 - Part II, line 10a - Investments - US and state government bonds

Description	Quantity	Market Value
DFA INTERM GOVT BOND PORTFOLIO	248,507.4980	2,977,120
US TREAS NT 5.75% 8/15/10	30,000.0000	30,998
		<u>3,008,118</u>

Schedule 10 - Part II, line 10b - Investments - Corporate Stock

Description	Quantity	Market Value
DFA U.S. SMALL CAP VALUE FUNI	35,046.968	687,972
VANGUARD SMALL CAP INDEX FU	52,545.155	1,302,594
MORGAN STANLEY INST INTL SML	48,972.869	586,205
DFA EMERGING MARKETS PORTFO	27,596.471	750,624
DFA U.S. LARGE CAP VALUE PORT	33,225.813	566,832
DFA U.S. LARGE CO INST INDEX P	317,874.304	2,784,579
DODGE & COX STOCK FUND	16,342.596	1,571,177
MUTUAL SERIES QUAL. Z	72,560.809	1,250,948
T ROWE PRICE GROWTH STOCK FI	56,117.204	1,543,784
GMO INTL INTRINSIC VALUE III	53,563.277	1,103,404
HARBOR INT INST	21,374.790	1,172,835
MORGAN STANLEY INST INTL EQI	91,642.346	1,193,183
COHEN & STEER INST REALTY SH	67,963.524	2,074,926
COHEN & STEER INTER REALTY F	118,353.199	1,243,892
COMMUNITY BANK OF THE BAY	1,000.000	4,100
Vesper Service Network Inc.	2,000.000	0
		<u>17,837,057</u>

Schedule 11 - Part II, line 10c - Investments - Corporate bonds

Description	Quantity	Market Value
Loomis Sayles Bond	52,925.5020	706,026
PIMCO TOTAL RETURN FUND INST	150,630.1200	1,626,805
FNMA CMO SERIES G29	2,334.0600	2,517
FNMA CMO SERIES 92-G012	7,032.1700	7,490
FNMA CMO SERIES 2G024	4,233.0400	4,495
PIMCO FOREIGN BOND FUND	111,099.3310	1,110,993
PIMCO HIGH YIELD FUND	60,418.3770	531,683
		<u>3,990,009</u>

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Schedule 12 - Part IV, line 1 - Capital Gains and Losses for Tax on Investment Income

Description	Quantity	How acquired	Date acquired	Date sold	Gross sales price	Cost or other basis	Gain or (loss)
DFA INTERM GOVT BOND PORTFOLIO	6,033.789	P	01/13/03	01/27/09	75,312	73,270	2,042
PIMCO TOTAL RETURN FUND	7,247.796	P	09/17/03	02/11/09	74,095	78,255	(4,160)
DFA INTERM GOVT BOND PORTFOLIO	3,944.495	P	01/13/03	03/12/09	48,232	47,899	333
DFA INTERM GOVT BOND PORTFOLIO	147.158	P	03/10/03	03/12/09	1,799	1,853	(53)
DFA INTERM GOVT BOND PORTFOLIO	1,588.621	P	03/10/03	03/25/09	19,491	20,001	(510)
DFA INTERM GOVT BOND PORTFOLIO	3,028.313	P	06/10/03	03/25/09	37,155	39,156	(2,001)
DFA INTERM GOVT BOND PORTFOLIO	2,800.034	P	09/09/03	03/25/09	34,354	33,600	754
DFA INTERM GOVT BOND PORTFOLIO	23,862.026	P	09/18/03	03/25/09	292,768	289,765	3,003
PIMCO FOREIGN BOND INST	16,499.443	P	11/17/04	04/07/09	148,280	175,974	(27,694)
PIMCO FOREIGN BOND INST	15,795.207	P	11/17/04	04/30/09	144,950	168,463	(23,513)
PIMCO FOREIGN BOND INST	7,978.723	P	11/17/04	06/03/09	75,349	85,097	(9,748)
PIMCO FOREIGN BOND INST	8,556.150	P	11/17/04	06/09/09	80,292	91,255	(10,963)
PIMCO FOREIGN BOND INST	10,000.000	P	11/17/04	06/18/09	94,450	106,655	(12,205)
GMO Int'l Intrinsic Value III	1,502.253	P	02/15/02	08/05/09	29,910	26,241	3,669
HARBOR INT INST	1,117.362	P	03/19/02	08/05/09	54,745	35,417	19,328
HARBOR INT INST	310.335	P	10/03/02	08/05/09	15,205	7,826	7,379
DFA EMERGING MKTS PORT	3,297.095	P	09/18/03	08/24/09	79,963	37,035	42,927
Dodge & Cox Stock	714.930	P	02/15/02	08/24/09	63,257	71,162	(7,905)
GMO Int'l Intrinsic Value III	1,159.903	P	02/15/02	08/24/09	23,719	20,261	3,458
GMO Int'l Intrinsic Value III	3,370.430	P	03/19/02	08/24/09	68,922	62,474	6,448
HARBOR INT INST	284.484	P	10/03/02	08/24/09	14,223	7,174	7,049
HARBOR INT INST	1,414.215	P	10/30/02	08/24/09	70,704	37,185	33,519
PIMCO FOREIGN BOND INST	25,260.239	P	11/17/04	08/24/09	253,092	269,412	(16,321)
PIMCO FOREIGN BOND INST	150.411	P	11/30/04	08/24/09	1,507	1,613	(106)
PIMCO FOREIGN BOND INST	3,221.174	P	12/13/04	08/24/09	32,274	33,806	(1,532)
PIMCO FOREIGN BOND INST	1,245.367	P	12/13/04	08/24/09	12,478	13,070	(592)
PIMCO FOREIGN BOND INST	369.831	P	12/31/04	08/24/09	3,705	3,870	(165)
PIMCO FOREIGN BOND INST	292.040	P	01/31/05	08/24/09	2,926	3,074	(148)
PIMCO FOREIGN BOND INST	266.589	P	02/28/05	08/24/09	2,671	2,792	(121)
PIMCO FOREIGN BOND INST	340.885	P	03/31/05	08/24/09	3,415	3,598	(183)
PIMCO FOREIGN BOND INST	374.728	P	04/29/05	08/24/09	3,755	3,993	(238)
PIMCO FOREIGN BOND INST	391.817	P	05/31/05	08/24/09	3,926	4,190	(265)
PIMCO FOREIGN BOND INST	366.060	P	06/30/05	08/24/09	3,668	3,944	(277)
PIMCO FOREIGN BOND INST	6,993.131	P	07/29/05	08/24/09	70,067	75,128	(5,061)
PIMCO HIGH YIELD INST	8,967.662	P	11/12/03	08/24/09	72,523	85,286	(12,763)
MUTUAL SERIES QUEST Z	11,868.613	P	01/24/02	08/24/09	195,807	195,133	674
DFA INTERM GOVT BOND PORTFOLIO	5,643.822	P	09/18/03	09/03/09	69,595	68,535	1,060
DFA INTERM GOVT BOND PORTFOLIO	24.194	P	12/22/03	09/03/09	298	286	13
COHEN & STEERS INST REALTY SHARES	163.117	P	09/20/02	09/23/09	4,740	4,818	(78)
COHEN & STEERS INST REALTY SHARES	1,771.888	P	12/27/02	09/23/09	51,491	48,436	3,055
COHEN & STEERS INST REALTY SHARES	549.261	P	12/27/02	09/23/09	15,961	15,015	947
DFA EMERGING MKTS PORT	917.095	P	09/18/03	10/16/09	24,700	10,301	14,399
Vanguard Small Cap Index Fund Signal	2,011.263	P	02/21/02	10/16/09	49,327	33,826	15,501
COHEN & STEERS INST REALTY SHARES	660.123	P	12/27/02	11/24/09	18,709	17,996	713
COHEN & STEERS INST REALTY SHARES	590.630	P	12/27/02	11/24/09	16,739	16,102	638
COHEN & STEERS INST REALTY SHARES	151.538	P	01/10/03	11/24/09	4,295	4,128	167
DFA EMERGING MKTS PORT	1,223.443	P	09/18/03	11/24/09	33,257	13,743	19,514
HARBOR INT INST	467.273	P	10/30/02	11/24/09	26,094	12,287	13,808
COHEN & STEERS INST REALTY SHARES	1,099.656	P	01/10/03	12/11/09	32,484	29,956	2,528
DFA US LARGE COMPANY INST'L INDEX	3,236.994	P	02/19/02	12/11/09	28,101	27,484	617
Dodge & Cox Stock	210.913	P	02/15/02	12/11/09	20,168	20,994	(825)
T.Rowe Price Growth Stock Fund	748.603	P	12/12/05	12/11/09	20,072	21,575	(1,503)
FNMA CMO	N/A	P	Various	Various	2,633	2,646	(13)
					<u>2,627,656</u>	<u>2,563,056</u>	<u>64,600</u>

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Schedule 13 - Part VIII, section 1 - List of officers, directors, etc.

(a) Name and address	(b) Title and average hours per week	(c) Compensation	(d) Contributions to emp. benefit plans	(e) Expense account
Miyoko Oshima 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Chair 3 hours/week	0	0	0
Eric Reynolds 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Vice Chair 1.5 hours/week	0	0	0
Mary Olson Baich 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	President 40 hours/week	166,000	31,811	0
Melissa Anderson 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	CFO 1.5 hours/week	0	0	0
Anita Wotiz 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Secretary 1.5 hours/week	0	0	0
Melvin D. George 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Member-at-Large 1.5 hours/week	0	0	0
Rodric Lorimer 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Member 1.5 hours/week	0	0	0
George Spindt 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Member 1.5 hours/week	0	0	0
Barbara Varenhorst 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Member 1.5 hours/week	0	0	0
Luther Luedke 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Member 1.5 hours/week	0	0	0
Guy Erwin 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Member 1.5 hours/week	0	0	0
Laura Mitchell 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Member 1.5 hours/week	0	0	0
Bernice Ledbetter 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Member 1.5 hours/week	0	0	0
Tomas A. Magana, MD 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Member 1.5 hours/week	0	0	0
Randy Schieber 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Member 1.5 hours/week	0	0	0
Robert Skare 115 Sansome St., Suite 1250 San Francisco, CA 94104-3601	Member 1.5 hours/week	0	0	0

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Schedule 14 – Part IX-A – Summary of Direct Charitable Activities

Provision of Health Services to the Underserved Expenses
\$ 505,536

Adolescent Mental Health – The Society developed and is implementing a program within existing local clinics in Hayward, California, to assist high school students in overcoming health-related obstacles that prevent their success in a regular school setting, and to meet the physical and mental health needs of other adolescents in the community who lack resources to meet their needs.

HIV/AIDS - The Society is providing support in the Eastern Cape of rural South Africa to a community model (based on the Treatment Action Campaign by Doctor's Without Borders) for the treatment of persons with HIV/AIDS, including assisting patients with doctor visits, laboratory tests, the supplying of anti-retroviral drugs, and case management.

Appropriate Access to Urgent Care – Together with Sutter Delta Medical Center in Antioch, California, the Society operates an Urgent Care Clinic for the underserved populations in California's Eastern Contra Costa County. It is open in the evenings for those individuals without insurance who have non-emergency medical needs.

Social Justice **\$342,375**

Religious Pluralism – In 2009, the Society supported several public conversations with the goal of advancing its religious pluralism issue area. These include three programs in partnership with The Joan and Ralph Lane Center for Catholic Studies and Social Thought at the University of San Francisco and two events with ALOUD at Central Library, Los Angeles. Through its Incubator Fund, the Society gave mini-grants to the San Francisco Interfaith Council and the Point7Now Interfaith Coalition. In addition to programmatic support, both organizations used their grants to provide stipends to their undergraduate interns. Lastly, the Society contributed in-kind staff expertise to the World Council of Churches Consultation on Interfaith Networking and the San Francisco Foundation's FAITHS Program.

Youth and Trust – The Society in collaboration with the City of Oakley, California, is developing a framework to evaluate programs and improve policy efforts for empowering youth and teens within the home, school, and community. This program will support youth in gaining a sense of competence, values, belonging and worth by establishing a youth charter, as well as provide a master plan to increase services for youth.

In Antioch, California, the Society is working in collaboration with the Youth Intervention Network to strengthen the provision of services offered to at-risk youth and their families. The collaborative approach utilizes Dialogue for Peaceful Change (DPC), which provides the foundation for the partners to deal with 'normal' inter-agency conflict. Largely recruited from the faith community, volunteers are trained to offer mediation as part of "wrap around" community services.

Economic Justice – With LEAP: Local Economic Action Partnership for Socially and Economically Excluded Groups (SCG) in Alfred Nzo Municipality, the Society expanded its work in South Africa's Eastern Cape region by supporting the creation and implementation of savings and credit groups. The SCGs enable poor and vulnerable individuals to climb the ladder out of poverty, moving from the shadow economy to the economic mainstream.

Total Direct Charitable Expenses **\$847,911**