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Form **990-PF****Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 2010, and ending

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

Kalliopeia Foundation
PO Box 151020
San Rafael, CA 94915

A Employer identification number

94-3270387

B Telephone number (see the instructions)

415-482-1043

C If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

\$ 65,405,103.

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 the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

REVENUE	1 Contributions, gifts, grants, etc., received (att sch)	5,460,000.			
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1,554,879.	1,554,879.	N/A	
	4 Dividends and interest from securities	375,890.	375,890.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	790,428.			
	b Gross sales price for all assets on line 6a	3,812,549.			
	7 Capital gain net income (from Part IV, line 2)		790,428.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
See Statement 1	20,623.	798.			
12 Total. Add lines 1 through 11	* 8,201,820.	2,721,995.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	324,944.			325,948.
	15 Pension plans, employee benefits	114,283.			100,134.
	16a Legal fees (attach schedule) See St 2	13,926.			13,926.
	b Accounting fees (attach sch) See St 3	38,316.	19,158.		19,158.
	c Other prof fees (attach sch) See St 4	241,838.	234,945.		6,893.
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 5	23,665.	5,999.		
	19 Depreciation (attach sch) and depletion	40,916.			
	20 Occupancy	85,593.			85,593.
	21 Travel, conferences, and meetings	322,720.			322,720.
	22 Printing and publications	11,948.			11,948.
	23 Other expenses (attach schedule) See Statement 6	1,250,661.	357.		1,234,708.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,468,810.	260,459.		2,121,028.
25 Contributions, gifts, grants paid Part XV	4,951,549.			4,976,549.	
26 Total expenses and disbursements. Add lines 24 and 25	* 7,420,359.	260,459.		7,097,577.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	781,461.				
b Net investment income (if negative, enter -0)		2,461,536.			
c Adjusted net income (if negative, enter -0)					

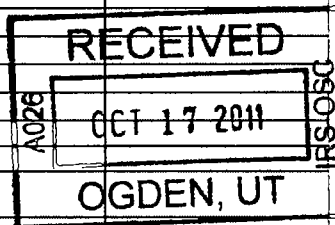
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Form 990-PF (2010)

*See Statement 20

9



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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		2,327,340.	222,166.	222,166.
	2	Savings and temporary cash investments		8,921,680.	5,436,368.	5,436,368.
	3	Accounts receivable				
		Less: allowance for doubtful accounts		5,020.		
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		70,934.	3,452.	3,452.
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 7		17,904,693.	17,321,302.	17,321,302.
	b	Investments — corporate stock (attach schedule) Statement 8		21,267,932.	28,721,004.	28,721,004.
	c	Investments — corporate bonds (attach schedule) Statement 9		3,101,174.	4,394,876.	4,394,876.
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Statement 10		2,840,914.	232,484.	232,484.	
14	Land, buildings, and equipment basis	3,070,599.				
	Less: accumulated depreciation (attach schedule) See Stmt 11	178,756.	1,448,652.	2,891,843.	2,891,843.	
15	Other assets (describe See Statement 12)		4,114,080.	6,181,608.	6,181,608.	
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		62,002,419.	65,405,103.	65,405,103.	
LIABILITIES	17	Accounts payable and accrued expenses		30,362.	42,300.	
	18	Grants payable		40,000.	15,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		70,362.	57,300.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒					
	24	Unrestricted		61,932,057.	65,347,803.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)		61,932,057.	65,347,803.	
	31	Total liabilities and net assets/fund balances (see the instructions)		62,002,419.	65,405,103.	

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	61,932,057.
2	Enter amount from Part I, line 27a	2	781,461.
3	Other increases not included in line 2 (itemize) See Statement 13	3	2,634,285.
4	Add lines 1, 2, and 3	4	65,347,803.
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	65,347,803.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Sales of Publicly Traded Securities		P	Various	Various
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 3,812,549.		3,022,121.	790,428.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			790,428.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	790,428.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	5,975,745.	45,084,701.	0.132545
2008	5,041,556.	44,357,515.	0.113657
2007	4,020,187.	43,417,676.	0.092593
2006	3,544,193.	38,398,625.	0.092300
2005	2,615,567.	36,098,074.	0.072457
2 Total of line 1, column (d)			2 0.503552
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 0.100710
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 52,598,805.
5 Multiply line 4 by line 3			5 5,297,226.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 24,615.
7 Add lines 5 and 6			7 5,321,841.
8 Enter qualifying distributions from Part XII, line 4			8 7,121,687.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	24,615.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	24,615.
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	24,615.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	20,427.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	70,427.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	59.	
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	45,753.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 45,753. 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 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, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <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> See Statement 14	X	

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Form 990-PF (2010)

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.kalliopeia.org</u>	13	X	
14	The books are in care of <u>Greg Hagerman</u> Telephone no <u>415-592-8151</u> Located at <u>1918 43rd Avenue San Francisco CA</u> ZIP + 4 <u>94116</u>			
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 <u>15</u>		N/A	N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16	Yes	No
				X

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? ☒ Yes ☐ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 2010 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 2010)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Form 990-PF (2010)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b 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? ☐ Yes ☐ No

N/A

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

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

6b X

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

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? ☐ Yes ☐ No

N/A

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 instructions).

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

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Barbara Cushing PO Box 151020 San Rafael, CA 94915	Dir of Grants 40	107,701.	22,458.	0.
Emmanuel Vaughan-Lee PO Box 151020 San Rafael, CA 94915	Dir Spec Proj 40	105,000.	23,526.	0.
Cynthia Loebig PO Box 151020 San Rafael, CA 94915	Grants Prg Of 40	67,500.	11,529.	0.
Zoe Fuller-Rowell PO Box 151020 San Rafael, CA 94915	Admin & Oper 40	80,808.	15,172.	0.
Alan Zulch PO Box 151020 San Rafael, CA 94915	Dir of Edu Pr 40	87,583.	19,796.	0.

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

3

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Legg Mason 100 Light Street Baltimore, MD 21202-4627	Investment Advisors	80,305.
Boston Trust 40 Court St Boston, MA 02108	Investment Advisors	83,215.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 See Statement 15	866,117.
2 The Hearth program's mission is to support remembrance of the unity at the heart of life. The program seeks to inspire a transition to a culture that honors both the diversity and the oneness of life.	181,249.
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	46,364,491.
b	Average of monthly cash balances	1b	7,035,311.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	53,399,802.
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	53,399,802.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	800,997.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,598,805.
6	Minimum investment return. Enter 5% of line 5	6	2,629,940.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,629,940.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	24,615.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	24,615.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,605,325.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,605,325.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,605,325.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	7,097,577.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	24,110.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,121,687.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	24,615.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,097,072.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,605,325.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005	842,060.			
b From 2006	1,658,042.			
c From 2007	1,908,141.			
d From 2008	2,845,482.			
e From 2009	3,740,394.			
f Total of lines 3a through e	10,994,119.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 7,121,687.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				2,605,325.
e Remaining amount distributed out of corpus	4,516,362.			
5 Excess distributions carryover applied to 2010 (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	15,510,481.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	842,060.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	14,668,421.			
10 Analysis of line 9				
a Excess from 2006	1,658,042.			
b Excess from 2007	1,908,141.			
c Excess from 2008	2,845,482.			
d Excess from 2009	3,740,394.			
e Excess from 2010	4,516,362.			

BAA

Form 990-PF (2010)

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)

(4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

None

None

a The name, address, and telephone number of the person to whom applications should be addressed:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement 19 Attached				4,976,549.
Total			3a	4,976,549.
<i>b Approved for future payment</i> Patriot Hills of New York PO Box 142 Guilderland, NY 12084	N/A	509 (a) 1	General Support	15,000.
Total			3b	15,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a	Global Oneness Project					13,334.
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	1,554,879.	
4	Dividends and interest from securities			14	375,890.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	790,428.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Expense Reimbursement					5,438.
b	Other Income					1,053.
c	Other Investment Income			18	798.	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				2,721,995.	19,825.
13	Total. Add line 12, columns (b), (d), and (e)				13	2,741,820.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2010

Name of the organization

Kalliopeia Foundation

Employer identification number

94-3270387

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

Kalliopeia Foundation

94-3270387

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Jubilee Group PO Box 605 San Anselmo, CA 94979	\$ 4,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	MW Rose LLC PO Box 605 San Anselmo, CA 94979	\$ 430,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	MW Rose LLC PO Box 605 San Anselmo, CA 94979	\$ 1,030,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

Kalliopeia Foundation

94-3270387

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	Building and Land		
		\$ 430,000.	8/27/10
3	Building and Land		
		\$ 1,030,000.	8/27/10
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

Kalliopeia Foundation

94-3270387

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry.For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions.)

▶ \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

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

OMB No 1545-0172

2010Attachment
Sequence No. **67**

Name(s) shown on return

Kalliopeia Foundation

Identifying number

94-3270387

Business or activity to which this form relates

Form **990/990-PF****Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	32,377.

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

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	18,362.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ☐		

Section B – Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

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

Section C – Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	50,739.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

24a Do you have evidence to support the business/investment use claimed?					☐ Yes	☐ No	24b If 'Yes,' is the evidence written?			☐ Yes	☐ No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost			
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25			
26 Property used more than 50% in a qualified business use											
27 Property used 50% or less in a qualified business use.											
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28			
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29			

Section B – Information on Use of Vehicles

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

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

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

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

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		
Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year (see instructions)					
43 Amortization of costs that began before your 2010 tax year				43	2,262.
44 Total. Add amounts in column (f). See the instructions for where to report.				44	2,262.

Kalliopeia Foundation

94-3270387

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Expense Reimbursement	\$ 5,438.		
Global Oneness Project	13,334.		
Other Income	1,053.		
Other Investment Income	798.\$	798.	
Total	\$ 20,623.\$	798.\$	0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 13,926.			\$ 13,926.
Total	\$ 13,926.	\$ 0.		\$ 13,926.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Auditing Fees & Tax Preparation	\$ 17,140.	\$ 8,570.		\$ 8,570.
Bookkeeping	21,176.	10,588.		10,588.
Total	\$ 38,316.	\$ 19,158.		\$ 19,158.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting Fees	\$ 4,408.			\$ 4,408.
Investment Advisory Fees	234,945.	\$ 234,945.		
Other Professional Fees	2,485.			2,485.
Total	\$ 241,838.	\$ 234,945.		\$ 6,893.

Kalliopeia Foundation

94-3270387

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax Expense	\$ 17,666.			
Foreign Taxes on Dividends	5,999.	\$ 5,999.		
Total	<u>\$ 23,665.</u>	<u>\$ 5,999.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Amortization	\$ 2,262.			N/A
Bank Charges	357.	\$ 357.		
Computer Expenses	596.			\$ 596.
Contractor Services	31,280.			31,280.
Dues & Memberships	1,050.			1,050.
Equipment Rental	2,293.			2,293.
Film Production	10,871.			10,871.
Furnishings	370.			370.
Global Oneness Project Expenses	879,451.			866,117.
Harmony Film LLC	40,711.			40,711.
Hearth Project Expenses	181,249.			181,249.
Honoraria	700.			700.
Insurance	16,808.			16,808.
IT/Tech Support	9,912.			9,912.
Licenses & Filing Fees	1,036.			1,036.
Miscellaneous	2,169.			2,169.
Office Supplies	7,002.			7,002.
Other Program - Supplies	631.			631.
Payroll Processing Fees	1,440.			1,440.
Postage & Delivery	6,346.			6,346.
Research Materials	20,636.			20,636.
Software	53.			53.
Telephone	14,303.			14,303.
Tree Media LLC	17,535.			17,535.
Web Development	1,600.			1,600.
Total	<u>\$ 1,250,661.</u>	<u>\$ 357.</u>		<u>\$ 1,234,708.</u>

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

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
See Statement 16	Mkt Val	\$ 17,321,302.	\$ 17,321,302.
		\$ 17,321,302.	\$ 17,321,302.
Total		<u>\$ 17,321,302.</u>	<u>\$ 17,321,302.</u>

Kalliopeia Foundation

94-3270387

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 17	Mkt Val	\$ 28,721,004.	\$ 28,721,004.
	Total	<u>\$ 28,721,004.</u>	<u>\$ 28,721,004.</u>

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

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 18	Mkt Val	\$ 4,394,876.	\$ 4,394,876.
	Total	<u>\$ 4,394,876.</u>	<u>\$ 4,394,876.</u>

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

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Investment in Harmony Film	Cost	\$ 232,484.	\$ 232,484.
	Total	<u>\$ 232,484.</u>	<u>\$ 232,484.</u>

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

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 52,700.	\$ 26,044.	\$ 26,656.	\$ 26,656.
Machinery and Equipment	32,899.	28,704.	4,195.	4,195.
Buildings	1,943,396.	124,008.	1,819,388.	1,819,388.
Land	1,041,604.		1,041,604.	1,041,604.
Total	<u>\$ 3,070,599.</u>	<u>\$ 178,756.</u>	<u>\$ 2,891,843.</u>	<u>\$ 2,891,843.</u>

Kalliopeia Foundation

94-3270387

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

	<u>Book Value</u>	<u>Fair Market Value</u>
Accrued Interest	\$ 159,185.	\$ 159,185.
Net Intangible Assets	48,177.	48,177.
RSF Investment Fund	2,017,052.	2,017,052.
Socially Responsible Investment-Calvert	3,957,194.	3,957,194.
Total	<u>\$ 6,181,608.</u>	<u>\$ 6,181,608.</u>

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

FMV Adjustment of Investments	\$ 2,634,285.
Total	<u>\$ 2,634,285.</u>

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

<u>Name of Substantial Contributor</u>	<u>Address of Substantial Contributor</u>
M.W. Rose LLC	PO Box 605 San Anselmo, CA 94979
Jubilee Group	P.O. Box 605 San Anselmo, CA 94979

Statement 15
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
The Global Oneness Project, a subsidiary of Kalliopeia, is a media initiative exploring how the radically simple notion of interconnectedness can be lived in our increasingly complex world. The Project produces content for television, web and educational use in the form of films, interviews, study guides, curriculum and web media.	\$ 866,117.

U.S. Government Obligations			Valuation Method	Book Value	Fair Market Value
American Express Centurion 1.7000% 12/19/2011 CD	250,000.00	Sh	Mkt Val	252,532.50	252,532.50
Baltimore MD Rev Taxabl 2 538% 07/01/2012	40,000.00	Sh	Mkt Val	39,934.40	39,934.40
Baltimore MD Rev Taxabl 3 387% 07/01/2014	20,000.00	Sh	Mkt Val	19,802.80	19,802.80
California ST GO Refunding BDS	75,000.00	Sh	Mkt Val	65,538.00	65,538.00
Fannie Mae 1.0% 04/04/2012	1,000.00	Sh	Mkt Val	100,656.30	100,656.30
Fannie Mae NT 3 0% 9/16/2014	4,000.00	Sh	Mkt Val	421,314.80	421,314.80
Fannie Mae Tranche 00540 1.75% 8/10/2012	4,000.00	Sh	Mkt Val	407,473.20	407,473.20
Federal Farm Cr Bks Bonds 0.470% 11/30/2011	250,000.00	Sh	Mkt Val	250,340.00	250,340.00
Federal Farm Cr Bks Cons 5.25000% 06/29/2015	100,000.00	Sh	Mkt Val	113,472.00	113,472.00
Federal Farm Cr Bks Cons 5.30000% 02/06/2017	500,000.00	Sh	Mkt Val	569,545.00	569,545.00
Federal Home Ln Bks 1.625% 03/20/2013	1,000.00	Sh	Mkt Val	101,806.70	101,806.70
Federal Home Ln Bks 3 625% 10/18/2013	4,000.00	Sh	Mkt Val	427,123.20	427,123.20
Federal Home Ln Bks 5 0% 11/17/2017	3,500.00	Sh	Mkt Val	396,811.10	396,811.10
Federal Home Ln Bks Preassign 4.75% 12/16/2016	4,000.00	Sh	Mkt Val	447,324.80	447,324.80
Federal Home Ln Bks Preassign 4 875% 05/17/2017	2,500.00	Sh	Mkt Val	281,825.50	281,825.50
Federal Home Ln Mtg Corp 2 875% 02/09/2015	1,000.00	Sh	Mkt Val	104,113.20	104,113.20
Federal Home Ln Mtg Corp 4 375% 7/17/2015	4,000.00	Sh	Mkt Val	441,207.60	441,207.60
Federal Home Ln Mtg Corp 4 500% 02/25/2020	156,000.00	Sh	Mkt Val	156,851.76	156,851.76
Federal Home Ln Mtg Corp Nt 2.125% 9/21/2012	3,999.99	Sh	Mkt Val	410,239.20	410,239.20
Federal Home Ln Mtg Corp Preassign 1.125% 12/15/2011	1,000.00	Sh	Mkt Val	100,694.80	100,694.80
Federal Home Ln Mtg Corp Preassign 1 375% 01/09/2013	1,000.00	Sh	Mkt Val	101,284.20	101,284.20
Federal Home Ln Mtg Corp Preassign 1.625% 04/26/2011	4,000.00	Sh	Mkt Val	401,809.20	401,809.20
Federal Home Loan Bank 1 625% 7/27/2011	4,000.00	Sh	Mkt Val	402,926.80	402,926.80
Federal Home Loan Bk Bonds 5.250% 08/15/2022	500,000.00	Sh	Mkt Val	565,050.00	565,050.00
Federal Home Loan Bk Bonds 5 250% 12/11/2020	300,000.00	Sh	Mkt Val	337,839.00	337,839.00
Federal Home Loan Bk Bonds 0.750% 12/21/2011	200,000.00	Sh	Mkt Val	200,868.00	200,868.00
Federal Home Loan Bk Bonds 1 625% 03/16/2011	575,000.00	Sh	Mkt Val	576,587.00	576,587.00
Federal Natl Mtg Assn 4.625% 10/15/2014	1,000,000.00	Sh	Mkt Val	1,110,210.00	1,110,210.00
Federal Natl Mtg Assn 4 625% 10/15/2013	594,000.00	Sh	Mkt Val	651,748.68	651,748.68
Federal Natl Mtg Assn 5 000% 04/15/2015	127,000.00	Sh	Mkt Val	143,286.48	143,286.48
Federal Natl Mtg Assn 5 375% 06/12/2017	131,000.00	Sh	Mkt Val	150,921.17	150,921.17
Fedl Home Ln Banks 5 270% 12/28/2012	475,000.00	Sh	Mkt Val	188,401.43	188,401.43
Fedl Home Ln Mtg Crp Pool #A65694 6.000% 09/01/2037	93,000.00	Sh	Mkt Val	48,969.87	48,969.87
Fedl Home Ln Mtg Crp Pool #G12310 5.500% 08/01/2021	127,000.00	Sh	Mkt Val	36,040.30	36,040.30
Fedl Home Ln Mtg Crp Pool #G12379 4.500% 06/01/2021	200,000.00	Sh	Mkt Val	80,572.79	80,572.79
Fedl Home Ln Mtg Crp Pool #J04311 6 000% 02/01/2022	46,000.00	Sh	Mkt Val	24,532.15	24,532.15
Fedl Home Ln Mtg Crp Pool#A41965 5 000% 01/01/2036	500,879.00	Sh	Mkt Val	197,359.45	197,359.45
Fedl Home Ln Mtg Crp Pool#A54941 7 500% 08/01/2036	111,000.00	Sh	Mkt Val	4,808.16	4,808.16
Fedl Home Ln Mtg Crp Pool#G08122 5.500% 04/01/2036	310,753.00	Sh	Mkt Val	132,181.54	132,181.54
Fedl Natl Mtg Assn Pool #745418 5 5 % 04/01/2036	320,300.00	Sh	Mkt Val	143,732.90	143,732.90
Fedl Natl Mtg Assn Pool #808156 4 500% 01/02/2035	61,000.00	Sh	Mkt Val	32,453.48	32,453.48
Fedl Natl Mtg Assn Pool #885956 6 500% 07/01/2036	190,000.00	Sh	Mkt Val	55,718.81	55,718.81
Fedl Natl Mtg Assn Pool #891596 5.500% 06/01/2036	45,000.00	Sh	Mkt Val	13,107.50	13,107.50
Fedl Natl Mtg Assn Pool #911745 5.000% 12/01/2021	153,000.00	Sh	Mkt Val	59,719.84	59,719.84
Fedl Natl Mtg Assn Pool #946594 6.000% 09/01/2037	173,000.00	Sh	Mkt Val	57,417.19	57,417.19
Fedl Natl Mtg Assn Pool #995262 5.500% 01/01/2024	84,000.00	Sh	Mkt Val	41,982.39	41,982.39
Fedl Natl Mtg Assn Pool#880109 6 000% 04/01/2036	447,001.00	Sh	Mkt Val	207,961.00	207,961.00
FHLMC 4.75% 1/19/2016	4,000.00	Sh	Mkt Val	447,556.80	447,556.80
Financing Corp CPN FICO Strips 0 000% 04/05/2013	200,000.00	Sh	Mkt Val	193,260.00	193,260.00
FNMA 2 625% 11/20/2014	1,000.00	Sh	Mkt Val	103,802.20	103,802.20
FNMA NT 4.375% 10/15/2015	4,000.00	Sh	Mkt Val	440,297.60	440,297.60
FNMA Preassign 2.875% 12/11/2013	4,000.00	Sh	Mkt Val	420,488.40	420,488.40
FNMA Semi Annual 5 375% 06/12/2017	3,000.00	Sh	Mkt Val	345,414.30	345,414.30
GNMA Remic Multiclass CMO 3 000% 12/16/2038	248,000.00	Sh	Mkt Val	210,819.71	210,819.71
GNMA Remic Multiclass CMO 4 000% 10/16/2032	242,000.00	Sh	Mkt Val	201,276.16	201,276.16
GNMA Remic Multiclass CMO 4 500% 02/20/2036	229,000.00	Sh	Mkt Val	222,552.99	222,552.99
GNMA Remic Multiclass CMO 4.500% 09/20/2034	240,000.00	Sh	Mkt Val	215,506.31	215,506.31
GOVT Natl Mtg Assn Pool #781776 6.000% 07/15/2034	514,694.00	Sh	Mkt Val	102,625.10	102,625.10
NT 3.0% 7/28/2014	4,000.00	Sh	Mkt Val	421,071.60	421,071.60

Statement 16

Form 990-PF, Part II, Line 10a

Investments - US and State Government Obligations

2010

**Federal Statements
Kalliopeia Foundation**

94-3270387

U.S. Government Obligations			Valuation Method	Book Value	Fair Market Value
United States Treas BDS 8 87500% 08/15/2017	42,000.00	Sh	Mkt Val	58,353.96	58,353.96
United States Treas NTS 2.250% 11/30/2017	145,000.00	Sh	Mkt Val	141,024.10	141,024.10
United States Treas NTS 2 625% 02/15/2020	181,000.00	Sh	Mkt Val	171,667.64	171,667.64
United States Treas NTS 2 750 % 02/15/2019	230,000.00	Sh	Mkt Val	227,143.40	227,143.40
United States Treas NTS 3 125 % 05/15/2019	447,000.00	Sh	Mkt Val	451,925.94	451,925.94
United States Treas NTS 3.375% 11/30/2012	258,000.00	Sh	Mkt Val	271,919.10	271,919.10
United States Treas NTS 3.5000% 02/15/2018	40,000.00	Sh	Mkt Val	42,050.00	42,050.00
United States Treas NTS 3.625 % 05/15/2020	257,000.00	Sh	Mkt Val	266,879.08	266,879.08
United States Treas NTS 3.750 % 11/15/2018	34,000.00	Sh	Mkt Val	36,175.32	36,175.32
United States Treas NTS 4.000 % 08/15/2018	145,000.00	Sh	Mkt Val	157,177.10	157,177.10
United States Treas NTS 4.250% 11/15/2014	180,000.00	Sh	Mkt Val	198,999.00	198,999.00
United States Treas NTS 4.625% 02/29/2012	99,000.00	Sh	Mkt Val	103,842.09	103,842.09
United States Treas NTS 1 250% 07/15/2020	500,000.00	Sh	Mkt Val	513,639.49	513,639.49
Wisconsin St Ser 4 600% 05/01/2026	300,000.00	Sh	Mkt Val	279,738.00	279,738.00
TOTAL				<u>\$17,321,301.58</u>	<u>\$17,321,301.58</u>

Corporate Stocks			Valuation Method	Book Value	Fair Market Value
3M Co	1,000	Sh	Mkt Val	86,300.00	86,300.00
ABB Ltd	5,010	Sh	Mkt Val	112,474.50	112,474.50
Abengoa SA	1,260	Sh	Mkt Val	30,933.00	30,933.00
Accenture Ltd	3,500	Sh	Mkt Val	169,715.00	169,715.00
Accenture Ltd	4,620	Sh	Mkt Val	224,023.80	224,023.80
Acergy S A Sponsored ADR	3,505	Sh	Mkt Val	85,381.80	85,381.80
Adidas AG	895	Sh	Mkt Val	58,488.25	58,488.25
Affiliated Managers Group	1,250	Sh	Mkt Val	124,025.00	124,025.00
Air Liquide ADR	4,893	Sh	Mkt Val	125,016.15	125,016.15
Alcon Inc	200	Sh	Mkt Val	32,680.00	32,680.00
Alere Inc	3,490	Sh	Mkt Val	127,734.00	127,734.00
Ambassadors Group Inc	600	Sh	Mkt Val	6,900.00	6,900.00
Amdocs Limited	4,110	Sh	Mkt Val	112,901.70	112,901.70
America Movil S A.B	2,720	Sh	Mkt Val	155,964.80	155,964.80
America Movil SAB	1,020	Sh	Mkt Val	58,486.80	58,486.80
American Express Company	4,540	Sh	Mkt Val	194,856.80	194,856.80
American Medical Sys	1,025	Sh	Mkt Val	20,274.50	20,274.50
American Science & Engr Inc	125	Sh	Mkt Val	10,653.75	10,653.75
American States Water Co	325	Sh	Mkt Val	11,202.75	11,202.75
American Tower Corp	2,907	Sh	Mkt Val	150,117.48	150,117.48
American Water Works Co.	6,435	Sh	Mkt Val	162,741.15	162,741.15
AMP Limited	10,890	Sh	Mkt Val	59,051.02	59,051.02
Apogee Enterprises	1,275	Sh	Mkt Val	17,174.25	17,174.25
Apple Inc	965	Sh	Mkt Val	311,270.40	311,270.40
AptarGroup Inc	3,000	Sh	Mkt Val	142,710.00	142,710.00
Arch Capital Group	3,360	Sh	Mkt Val	295,848.00	295,848.00
ASML Holdings	1,600	Sh	Mkt Val	61,344.00	61,344.00
Australia & New Zealand BKG Gp Ltd	3,305	Sh	Mkt Val	79,452.20	79,452.20
Automatic Data Processing	3,500	Sh	Mkt Val	161,980.00	161,980.00
Automatic Data Processing Inc	1,540	Sh	Mkt Val	71,271.20	71,271.20
AXA-ADR	2,945	Sh	Mkt Val	49,034.25	49,034.25
Banco Santander SA ADR	4,875	Sh	Mkt Val	51,918.75	51,918.75
Bank Hawaii Corp	1,025	Sh	Mkt Val	48,390.25	48,390.25
Bard C R Inc	1,800	Sh	Mkt Val	165,186.00	165,186.00
BB&T Corp	3,500	Sh	Mkt Val	92,015.00	92,015.00
Becton Dickinson Co	1,810	Sh	Mkt Val	152,981.20	152,981.20
Becton Dickinson Co	2,000	Sh	Mkt Val	169,040.00	169,040.00
Bed Bath & Beyond Inc	2,500	Sh	Mkt Val	122,875.00	122,875.00
BG Group PLC Ads	4,000	Sh	Mkt Val	408,000.00	408,000.00
Blackbaud Inc	825	Sh	Mkt Val	21,367.50	21,367.50
Blackboard Inc	475	Sh	Mkt Val	19,617.50	19,617.50
Blue Coat Sys Inc	1,150	Sh	Mkt Val	34,350.50	34,350.50
Bottomline Technologies	650	Sh	Mkt Val	14,111.50	14,111.50
BroadCom	4,665	Sh	Mkt Val	203,160.75	203,160.75
Bruker Corporation	2,375	Sh	Mkt Val	39,425.00	39,425.00
Cantel Medical Corp	525	Sh	Mkt Val	12,285.00	12,285.00
Capella Education Co	525	Sh	Mkt Val	34,954.50	34,954.50
Capitaland Limited	18,200	Sh	Mkt Val	52,707.20	52,707.20
Carbo Ceramics Inc	650	Sh	Mkt Val	67,301.00	67,301.00
Casino Guichard Perrachon	370	Sh	Mkt Val	36,210.45	36,210.45
Celgene Corp	4,840	Sh	Mkt Val	286,237.60	286,237.60
Ceragon Networks Ltd	1,675	Sh	Mkt Val	22,076.50	22,076.50
Check Point Software Tech Ltd	3,000	Sh	Mkt Val	138,780.00	138,780.00
Chubb Corp	4,000	Sh	Mkt Val	238,560.00	238,560.00
Cincinnati Finl Corp	8,300	Sh	Mkt Val	263,027.00	263,027.00
Cisco Sys	9,000	Sh	Mkt Val	182,070.00	182,070.00
Cisco Sys Inc	6,255	Sh	Mkt Val	126,538.65	126,538.65

Statement 17

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Federal Statements
Kalliopeia Foundation

Corporate Stocks			Valuation Method	Book Value	Fair Market Value
Clarcor Inc	1,275	Sh	Mkt Val	54,684.75	54,684.75
Cliff's Nat Res Inc	2,100	Sh	Mkt Val	163,821.00	163,821.00
Coach Inc	4,845	Sh	Mkt Val	267,976.95	267,976.95
Coherent Inc	550	Sh	Mkt Val	24,827.00	24,827.00
Colgate-Palmolive Co	1,600	Sh	Mkt Val	128,592.00	128,592.00
Comerica Inc	2,500	Sh	Mkt Val	105,600.00	105,600.00
Commerce Bancshares Inc.	2,520	Sh	Mkt Val	100,119.60	100,119.60
Commercial Metals Co	1,300	Sh	Mkt Val	21,567.00	21,567.00
Commvault Systems Inc.	825	Sh	Mkt Val	23,611.50	23,611.50
Companhia Energetica	3,722	Sh	Mkt Val	61,747.98	61,747.98
Computer Programs & Systems	225	Sh	Mkt Val	10,539.00	10,539.00
Core Laboratories NV ORD	3,000	Sh	Mkt Val	267,150.00	267,150.00
Corning Inc	5,945	Sh	Mkt Val	114,857.40	114,857.40
Corporate Office PPTYS	825	Sh	Mkt Val	28,833.75	28,833.75
Costco Wholesale Corp	3,700	Sh	Mkt Val	267,177.00	267,177.00
Costco Wholesale Corp	3,500	Sh	Mkt Val	252,735.00	252,735.00
Covanta Hldgs Corp	12,325	Sh	Mkt Val	211,866.75	211,866.75
CVS Caremark Corp	7,910	Sh	Mkt Val	275,030.70	275,030.70
Darling Int'l Inc.	18,940	Sh	Mkt Val	251,523.20	251,523.20
Dawson Geophysical Co	300	Sh	Mkt Val	9,570.00	9,570.00
Deere & Company	2,210	Sh	Mkt Val	183,540.50	183,540.50
Deere & Company	2,000	Sh	Mkt Val	166,100.00	166,100.00
Dell Inc	10,000	Sh	Mkt Val	135,500.00	135,500.00
DentSply Intl Inc	3,000	Sh	Mkt Val	102,510.00	102,510.00
Devon Energy Corp New	4,000	Sh	Mkt Val	314,040.00	314,040.00
Diageo Plc Isin	1,600	Sh	Mkt Val	118,928.00	118,928.00
Diamond Foods Inc	425	Sh	Mkt Val	22,601.50	22,601.50
Dime Community	2,750	Sh	Mkt Val	40,122.50	40,122.50
Disco Corp	600	Sh	Mkt Val	36,000.00	36,000.00
Disney Walt Co	1,200	Sh	Mkt Val	45,012.00	45,012.00
Donaldson Inc	3,000	Sh	Mkt Val	174,840.00	174,840.00
Dupont Fabros Technology	1,275	Sh	Mkt Val	27,119.25	27,119.25
East West Bancorp Inc.	2,050	Sh	Mkt Val	40,077.50	40,077.50
Ebay Inc.	5,695	Sh	Mkt Val	158,491.85	158,491.85
Ehealth Inc	1,900	Sh	Mkt Val	26,961.00	26,961.00
EMC Corp Mass	5,000	Sh	Mkt Val	114,500.00	114,500.00
Emerson Electric Co	3,970	Sh	Mkt Val	226,964.90	226,964.90
Emerson Electric Co	6,000	Sh	Mkt Val	343,020.00	343,020.00
Esco Technologies Inc	125	Sh	Mkt Val	4,730.00	4,730.00
Express Scripts Inc	8,385	Sh	Mkt Val	453,209.25	453,209.25
Fanuc Ltd	400	Sh	Mkt Val	61,019.00	61,019.00
FMC Tech Inc	6,340	Sh	Mkt Val	563,689.40	563,689.40
Fuel Systems Solutions	450	Sh	Mkt Val	13,221.00	13,221.00
Fuel Tech Inc	1,575	Sh	Mkt Val	15,293.25	15,293.25
Gafisa SA ADR	2,650	Sh	Mkt Val	38,504.50	38,504.50
Gen Probe Inc	575	Sh	Mkt Val	33,551.25	33,551.25
General Mills Inc	9,740	Sh	Mkt Val	346,646.60	346,646.60
Genesee & Wyoming Inc	1,150	Sh	Mkt Val	60,892.50	60,892.50
Gentex Corp	1,625	Sh	Mkt Val	48,035.00	48,035.00
Gilead Sciences Inc	5,840	Sh	Mkt Val	211,641.60	211,641.60
Google Inc	405	Sh	Mkt Val	240,557.85	240,557.85
Google Inc	200	Sh	Mkt Val	118,794.00	118,794.00
Grainger W W Inc	1,500	Sh	Mkt Val	207,165.00	207,165.00
Green Mtn Coffee Roasters Inc	345	Sh	Mkt Val	19,575.30	19,575.30
Grupo Televisa SA DE CV ADR-REPR	1,585	Sh	Mkt Val	41,099.05	41,099.05
Hang Seng Bank	4,800	Sh	Mkt Val	78,912.48	78,912.48
Hansen Transmissions International	25,629	Sh	Mkt Val	22,040.94	22,040.94

Statement 17

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Corporate Stocks			Valuation Method	Book Value	Fair Market Value
Henkel AG & Co	2,265	Sh	Mkt Val	117,440 25	117,440 25
Herman Miller Inc.	450	Sh	Mkt Val	11,385.00	11,385 00
Hewlett-Packard Co	2,500	Sh	Mkt Val	105,250.00	105,250.00
Hibbett Sports Inc	750	Sh	Mkt Val	27,675 00	27,675.00
Home Depot Inc	3,000	Sh	Mkt Val	105,180 00	105,180 00
Honda Motor Ltd	1,915	Sh	Mkt Val	75,642 50	75,642.50
Horace Mann Educators Corp	1,600	Sh	Mkt Val	28,864.00	28,864.00
HSBC Holdings PLC	1,499	Sh	Mkt Val	76,508 96	76,508.96
ICU Medical	475	Sh	Mkt Val	17,337.50	17,337 50
Illinois Tool Works	5,000	Sh	Mkt Val	267,000.00	267,000 00
Independent Bank	875	Sh	Mkt Val	23,668.75	23,668 75
Intel Corp	5,000	Sh	Mkt Val	105,150 00	105,150.00
Intl Business Mach	1,000	Sh	Mkt Val	146,760.00	146,760 00
Investment Tech Group Inc	1,400	Sh	Mkt Val	22,918.00	22,918 00
Itron Inc	150	Sh	Mkt Val	8,317 50	8,317 50
J2 Global Comm Inc	1,800	Sh	Mkt Val	52,110.00	52,110 00
John Wiley & Sons Inc.	1,200	Sh	Mkt Val	54,288 00	54,288.00
Johnson & Johnson	1,570	Sh	Mkt Val	97,104.50	97,104.50
Johnson & Johnson	4,000	Sh	Mkt Val	247,400.00	247,400.00
Johnson Ctls Inc	3,000	Sh	Mkt Val	114,600.00	114,600 00
Johnson Matthey Sponsered ADR	1,380	Sh	Mkt Val	88,066.08	88,066 08
JPMorgan Chase & Co	2,000	Sh	Mkt Val	84,840 00	84,840 00
Julius Baer Gruppe AG	1,905	Sh	Mkt Val	90,487 50	90,487 50
K12 Inc	450	Sh	Mkt Val	12,897.00	12,897 00
Kasikornbank PCL NVDR	17,200	Sh	Mkt Val	70,692 00	70,692 00
Kellogg Company	1,800	Sh	Mkt Val	91,944 00	91,944 00
Koninklijke Philips Electrs	2,265	Sh	Mkt Val	69,535 50	69,535.50
Kubota Ltd	1,695	Sh	Mkt Val	80,698.95	80,698 95
Landauer Inc	700	Sh	Mkt Val	41,979.00	41,979 00
Layne Christensen Co	300	Sh	Mkt Val	10,326 00	10,326 00
Lifeway Foods Inc	600	Sh	Mkt Val	5,730.00	5,730 00
Lincoln Electric Hldgs	1,700	Sh	Mkt Val	110,959 00	110,959.00
Lindsay Manufacturing Corp	500	Sh	Mkt Val	29,715 00	29,715.00
Liquidity Svcs Inc	1,400	Sh	Mkt Val	19,670.00	19,670 00
LKQ Corp	1,650	Sh	Mkt Val	37,488 00	37,488.00
Lowes Companies	6,825	Sh	Mkt Val	171,171.00	171,171.00
Lululemon Athletica Inc	675	Sh	Mkt Val	46,183.50	46,183 50
Martin Marietta Matls Inc	800	Sh	Mkt Val	73,792.00	73,792 00
Marvel Technology Group Ltd	11,855	Sh	Mkt Val	219,910 25	219,910 25
Masco Corp	11,790	Sh	Mkt Val	149,261.40	149,261 40
Medtronic Inc	2,500	Sh	Mkt Val	92,725.00	92,725.00
Merck & Co Inc	2,500	Sh	Mkt Val	90,100 00	90,100 00
Meridian BioScience Inc	1,600	Sh	Mkt Val	37,056.00	37,056 00
Met Pro Corp	800	Sh	Mkt Val	9,448 00	9,448.00
Microsoft Corp	8,000	Sh	Mkt Val	223,280 00	223,280 00
Middleby Corp	400	Sh	Mkt Val	33,768.00	33,768.00
Minerals Tech Inc	700	Sh	Mkt Val	45,787.00	45,787 00
National Instrument Corp	900	Sh	Mkt Val	33,876.00	33,876.00
Neogen Corp	1,175	Sh	Mkt Val	48,210.25	48,210.25
Nestle S A Reg Adr	2,500	Sh	Mkt Val	147,050.00	147,050.00
Net 1 UEPS Tech Inc	1,475	Sh	Mkt Val	18,083.50	18,083.50
Netapp Inc	5,730	Sh	Mkt Val	314,920.80	314,920.80
New Jersey Res Corp	1,025	Sh	Mkt Val	44,187.75	44,187.75
New Oriental Education SP ADR	525	Sh	Mkt Val	55,245.75	55,245.75
NGK Insulators Ltd	3,325	Sh	Mkt Val	53,894 59	53,894 59
NIC Inc.	1,475	Sh	Mkt Val	14,322.25	14,322 25
Nike Inc Class B	2,300	Sh	Mkt Val	196,466 00	196,466.00

Statement 17

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

**Federal Statements
Kalliopeia Foundation**

Corporate Stocks			Valuation Method	Book Value	Fair Market Value
Nippon Electric Glass	2,780	Sh	Mkt Val	39,857.41	39,857.41
Northeast Utilities	8,800	Sh	Mkt Val	280,544.00	280,544.00
Northern Trust Corp	2,000	Sh	Mkt Val	110,820.00	110,820.00
Novartis AG	1,140	Sh	Mkt Val	67,203.00	67,203.00
Nutraceutical Int'l Corp	425	Sh	Mkt Val	6,030.75	6,030.75
Nutri Sys Inc	650	Sh	Mkt Val	13,669.50	13,669.50
Ocwen Finl Corp	1,750	Sh	Mkt Val	16,695.00	16,695.00
Omnicom Group	2,500	Sh	Mkt Val	114,500.00	114,500.00
Oracle Corporation	6,000	Sh	Mkt Val	187,800.00	187,800.00
Ormat Tech Inc	225	Sh	Mkt Val	6,655.50	6,655.50
Orrstown Finl Servs Inc	425	Sh	Mkt Val	11,649.25	11,649.25
Oyo Geospace	150	Sh	Mkt Val	14,866.50	14,866.50
Parker Hannifin Corp	2,325	Sh	Mkt Val	200,647.50	200,647.50
Parkway PPTYS Inc.	700	Sh	Mkt Val	12,264.00	12,264.00
Pearson PLC	5,090	Sh	Mkt Val	80,880.10	80,880.10
Pepsico Inc	4,920	Sh	Mkt Val	321,423.60	321,423.60
Pepsico Inc	3,300	Sh	Mkt Val	215,589.00	215,589.00
Plantronics Inc	1,700	Sh	Mkt Val	63,274.00	63,274.00
PNC Finl Svcs Group	1,000	Sh	Mkt Val	60,720.00	60,720.00
Polycom Inc	1,950	Sh	Mkt Val	76,011.00	76,011.00
Potash Corp Sask Inc	1,230	Sh	Mkt Val	190,440.90	190,440.90
Power Integrations Inc	1,100	Sh	Mkt Val	44,176.00	44,176.00
Powershares Wilderhill Clean Energy Portfolio	10,765	Sh	Mkt Val	111,848.35	111,848.35
Powershares Wilderhill Progressive Energy Portfi	4,315	Sh	Mkt Val	121,380.95	121,380.95
Praxair Inc	2,000	Sh	Mkt Val	190,940.00	190,940.00
Praxair Inc	1,300	Sh	Mkt Val	124,111.00	124,111.00
Procter & gamble Co	3,200	Sh	Mkt Val	205,856.00	205,856.00
Quaker Chem Corp	700	Sh	Mkt Val	29,169.00	29,169.00
Qualcomm Inc	3,700	Sh	Mkt Val	183,113.00	183,113.00
Quality Systems	625	Sh	Mkt Val	43,637.50	43,637.50
Quanta Services Inc.	11,650	Sh	Mkt Val	232,068.00	232,068.00
Quest Diagnostics Inc	2,760	Sh	Mkt Val	148,957.20	148,957.20
Questar Corp	9,000	Sh	Mkt Val	156,690.00	156,690.00
Renaissance Learning Inc	1,150	Sh	Mkt Val	13,616.00	13,616.00
Republic Services Inc	7,000	Sh	Mkt Val	209,020.00	209,020.00
Roche Hldg Ltd	2,371	Sh	Mkt Val	86,897.15	86,897.15
Ross Stores Inc	2,000	Sh	Mkt Val	126,500.00	126,500.00
ROVI Corp	4,555	Sh	Mkt Val	282,455.55	282,455.55
SAP AG	1,300	Sh	Mkt Val	65,793.00	65,793.00
Sapient Corp	2,575	Sh	Mkt Val	31,157.50	31,157.50
Schwab Charles Corp	14,420	Sh	Mkt Val	246,726.20	246,726.20
Scottish & Southn Energy	2,625	Sh	Mkt Val	51,161.25	51,161.25
Sigma Aldrich Corp	4,000	Sh	Mkt Val	266,240.00	266,240.00
Signature Bk New York	850	Sh	Mkt Val	42,551.00	42,551.00
Simpson Manufacturing Co	925	Sh	Mkt Val	28,591.75	28,591.75
Sims Metal Management Ltd	3,565	Sh	Mkt Val	77,859.60	77,859.60
SK Telecom Co Ltd	3,005	Sh	Mkt Val	55,983.15	55,983.15
SMA Solar Technology	180	Sh	Mkt Val	16,615.76	16,615.76
Smith & Nephew PLC	1,060	Sh	Mkt Val	55,703.00	55,703.00
Sohu com Inc	495	Sh	Mkt Val	31,427.55	31,427.55
Sonova Holding AG	540	Sh	Mkt Val	69,255.00	69,255.00
Sony Corp ADR New	1,965	Sh	Mkt Val	70,170.15	70,170.15
South Jersey Inds Inc	725	Sh	Mkt Val	38,294.50	38,294.50
Southside Bancshares Inc	970	Sh	Mkt Val	20,437.90	20,437.90
St Jude Medical Inc	2,700	Sh	Mkt Val	115,425.00	115,425.00
Standard Chartered	2,865	Sh	Mkt Val	76,782.00	76,782.00
Staples Inc.	5,000	Sh	Mkt Val	113,850.00	113,850.00

Statement 17

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

2010

**Federal Statements
Kalliopeia Foundation**

94-3270387

Corporate Stocks			Valuation Method	Book Value	Fair Market Value
State Street Corp	5,420	Sh	Mkt Val	251,162.80	251,162.80
State Street Corp	3,000	Sh	Mkt Val	139,020.00	139,020.00
Statoil ASA	2,985	Sh	Mkt Val	70,953.45	70,953.45
STR Holdings Inc.	750	Sh	Mkt Val	15,000.00	15,000.00
Stryker Corp	2,000	Sh	Mkt Val	107,400.00	107,400.00
Sunpower Corp	275	Sh	Mkt Val	3,415.50	3,415.50
Sysco Corp	6,000	Sh	Mkt Val	176,400.00	176,400.00
Sysmex Corp	1,200	Sh	Mkt Val	83,400.00	83,400.00
T Rowe Price Group Inc	4,100	Sh	Mkt Val	264,614.00	264,614.00
Taiwan Semiconductor Manufacturing Co Ltd	6,542	Sh	Mkt Val	82,036.68	82,036.68
Target Corp	6,620	Sh	Mkt Val	398,060.60	398,060.60
Target Corp	3,600	Sh	Mkt Val	216,468.00	216,468.00
TCF Financial Corp	2,225	Sh	Mkt Val	32,952.25	32,952.25
Team Inc	1,300	Sh	Mkt Val	31,460.00	31,460.00
Tempur Pedic Intl Inc	1,075	Sh	Mkt Val	43,064.50	43,064.50
Tenaris SA	1,674	Sh	Mkt Val	81,992.52	81,992.52
Terumo Corp	1,200	Sh	Mkt Val	67,086.60	67,086.60
Teva Pharmaceutical Industries	1,900	Sh	Mkt Val	99,047.00	99,047.00
The Hain Celestial Group	525	Sh	Mkt Val	14,206.50	14,206.50
Time Warner Cable Inc	2,666	Sh	Mkt Val	176,035.98	176,035.98
Toray Inds Inc	580	Sh	Mkt Val	34,683.42	34,683.42
UMB Financial Corp	1,050	Sh	Mkt Val	43,512.00	43,512.00
Umpqua Holdings Corp	2,300	Sh	Mkt Val	28,014.00	28,014.00
Under Armour Inc	700	Sh	Mkt Val	38,388.00	38,388.00
Unilever	2,985	Sh	Mkt Val	93,729.00	93,729.00
United Natural Foods Inc	1,100	Sh	Mkt Val	40,348.00	40,348.00
United Parcel SVC INC	2,900	Sh	Mkt Val	210,482.00	210,482.00
Universal Technical	675	Sh	Mkt Val	14,863.50	14,863.50
US Bancorp Del Com	10,633	Sh	Mkt Val	286,772.01	286,772.01
Varian Medical Sys Inc	1,600	Sh	Mkt Val	110,848.00	110,848.00
Veolia Environment Spon	2,365	Sh	Mkt Val	69,436.40	69,436.40
Vestas Wind Systems	1,000	Sh	Mkt Val	31,460.00	31,460.00
VF Corp	3,350	Sh	Mkt Val	288,703.00	288,703.00
Visa Inc	1,600	Sh	Mkt Val	112,608.00	112,608.00
Vodafone Group	4,790	Sh	Mkt Val	126,647.60	126,647.60
Vossloh AG	380	Sh	Mkt Val	48,200.34	48,200.34
Wabtec	1,000	Sh	Mkt Val	52,890.00	52,890.00
Walgreen Company	4,000	Sh	Mkt Val	155,840.00	155,840.00
Waters Corp	1,500	Sh	Mkt Val	116,565.00	116,565.00
Watts Water Tech	675	Sh	Mkt Val	24,698.25	24,698.25
West Pharmaceutical Serv	1,000	Sh	Mkt Val	41,200.00	41,200.00
Wilshire Bancorp Inc	2,125	Sh	Mkt Val	16,192.50	16,192.50
Wright Medical Group	650	Sh	Mkt Val	10,094.50	10,094.50
Zoll Medical Corp	450	Sh	Mkt Val	16,753.50	16,753.50
TOTAL				28,721,004.40	28,721,004.40

Corporate Bonds					Valuation Method	Book Value	Fair Market Value
Abbott Labs Nt 5 600% 05/15/2011	150,000	Sh	Mkt Val			153,034.50	153,034.50
American Express Co 7.000% 03/19/2018	100,000	Sh	Mkt Val			116,596.00	116,596.00
American Express Co 8.125% 05/20/2019	250,000	Sh	Mkt Val			310,742.50	310,742.50
AT&T Inc 5.5000% 02/01/2018	150,000	Sh	Mkt Val			165,804.00	165,804.00
Banc of Amer Comm 5.421% 04/10/2049	44,000	Sh	Mkt Val			16,928.69	16,928.69
Banc of Amer Comm 5.611% 05/10/2045	84,000	Sh	Mkt Val			12,987.66	12,987.66
Banc of Amer Comm Ser 5 060% 11/10/2042	127,000	Sh	Mkt Val			132,767.07	132,767.07
Bank of America FDIC 2.100% 04/30/2012	500,000	Sh	Mkt Val			509,810.00	509,810.00
Bank of Nova Scotia Sr Unsecured 2 050% 10/07/2015	50,000	Sh	Mkt Val			48,707.00	48,707.00
Bank of Nova Scotia Sr Unsecured 2.250% 01/22/2013	15,000	Sh	Mkt Val			15,265.50	15,265.50
Bank of Nova Scotia Sr Unsecured 2 375% 12/17/2013	45,000	Sh	Mkt Val			46,150.20	46,150.20
Barclays Bank Sr Unsecured 5.000% 09/22/2016	75,000	Sh	Mkt Val			79,601.25	79,601.25
Bear Sterns Comm1 Ser 4 240% 08/13/2039	83,000	Sh	Mkt Val			45,150.61	45,150.61
Bear Sterns Comm1 Ser 5 127% 10/12/2042	60,000	Sh	Mkt Val			51,622.43	51,622.43
Blackrock Inc Note 3.500% 12/10/2014	65,000	Sh	Mkt Val			67,104.70	67,104.70
Commercial Mortgage Passthru 4/713% 07/10/2037	185,000	Sh	Mkt Val			15,474.45	15,474.45
CR Bard Sr Unsecured 2.875% 1/15/2016	30,000	Sh	Mkt Val			30,175.20	30,175.20
CS First Boston Mtg Ser 6 505% 02/15/2034	83,000	Sh	Mkt Val			7,444.57	7,444.57
Deere John Cap Corp 5 650% 07/25/2011	73,000	Sh	Mkt Val			75,241.83	75,241.83
Ebay Sr Unsecured 1.625% 10/15/2015	65,000	Sh	Mkt Val			62,446.15	62,446.15
FUNBC Multiclass CMO 6.141% 02/12/2034	57,000	Sh	Mkt Val			53,260.72	53,260.72
GMAC Comm1 Mtg 4.760% 08/10/2038	156,000	Sh	Mkt Val			91,465.50	91,465.50
Goldman Sachs Group Inc 5.700% 09/01/2012	59,000	Sh	Mkt Val			63,150.06	63,150.06
Hewlett Packard Co Notes 4.250% 02/24/2012	65,000	Sh	Mkt Val			67,614.95	67,614.95
Home Depot Inc 5.200% 03/01/2011	60,000	Sh	Mkt Val			60,445.20	60,445.20
Honda Auto Receivabl 4.470% 01/18/2012	72,000	Sh	Mkt Val			6,084.65	6,084.65
Household Fin Corp 6.375% 10/15/2011	60,000	Sh	Mkt Val			62,703.00	62,703.00
Housing Urban Developments 7 498% 08/01/2011	110,000	Sh	Mkt Val			111,004.30	111,004.30
JP Morgan Chase Com1 Ser 5 201% 08/12/2037	78,000	Sh	Mkt Val			64,815.68	64,815.68
LB-UBS Commerical Mtg Trust 4.912% 04/15/2030	75,000	Sh	Mkt Val			75,271.50	75,271.50
Medtronic Inc Sr Notes 3.000% 3/15/2015	25,000	Sh	Mkt Val			25,677.25	25,677.25
Morgan Stly Dn Wttr Cap 6.390% 07/15/2033	60,000	Sh	Mkt Val			45,548.10	45,548.10
National Rural Utils Coop Fin 10.37500% 11/01/2018	100,000	Sh	Mkt Val			138,149.00	138,149.00
Natl City Bk Cleve Sub Mtn 6 200% 12/15/2011	75,000	Sh	Mkt Val			78,695.25	78,695.25
Oracle Corp Notes 5.75000% 04/15/2018	150,000	Sh	Mkt Val			171,028.50	171,028.50
Pepsico Inc 5 000% 06/01/2018	65,000	Sh	Mkt Val			71,320.60	71,320.60
Questar Corp Sr Notes 2.750% 2/1/2016	20,000	Sh	Mkt Val			19,802.80	19,802.80
Rabobank Nederland 2 125% 10/13/2015	110,000	Sh	Mkt Val			106,249.00	106,249.00
Simon Property Sr Unsecured 4.200% 2/1/2015	15,000	Sh	Mkt Val			15,799.20	15,799.20
SLM Corp Mtn Book Entry 5.000% 10/01/2013	125,000	Sh	Mkt Val			125,658.75	125,658.75
SMB Com1 Mtg Passthru CTF 6.428% 12/18/2035	109,000	Sh	Mkt Val			42,319.18	42,319.18
Stryker Corp Sr Unsecured 3.000% 1/15/2015	30,000	Sh	Mkt Val			30,712.50	30,712.50
TIAA Seasnd Cml Mtg Ser 5 6445% 08/15/2039	93,000	Sh	Mkt Val			43,530.08	43,530.08
Wachovia Bk Cml Mtg Trust 5.110% 07/15/2042	95,000	Sh	Mkt Val			99,187.60	99,187.60
Wells Fargo & Co 3 000% 12/09/2011	500,000	Sh	Mkt Val			511,730.00	511,730.00
Wells Fargo 3.625% 4/15/2015	55,000	Sh	Mkt Val			57,251.15	57,251.15
Westpac Banking Corp Sr Unsecured 1.850% 12/09/2013	115,000	Sh	Mkt Val			114,735.50	114,735.50
Westpac Banking Corp Sr Unsecured 4 200% 02/27/2015	75,000	Sh	Mkt Val			78,611.25	78,611.25
TOTAL						4,394,875.58	4,394,875.58

**Federal Statements
Kalliopeia Foundation**

<u>Payee Organization</u>	<u>Grantee Organization</u> (If Payee is a Fiscal Sponsor)	<u>Request Project Title</u>	<u>Amount paid in 2010</u>	<u>Paid Date</u>	<u>Pledges Payable</u>
Advocates for Indigenous California Language Survival 221 Idora Avenue Vallejo, CA 94591		General Support \$25,000 Project Support - \$5k 'Seeds of Language' - \$5k 'Revitalization at Home' - \$15k 'Master-Apprentice Coordinators'	\$50,000 00	10/5/2010	
Alchemy, Inc P O Box 4041 4387 Wedgewood Dr Copley, OH 44321		Project Support Myth, Muses & Scribes	\$40,000 00	11/22/2010	
Alliance of Early Childhood Professionals 1308 East Franklin Ave , Suite 126 Minneapolis, MN 55404		Project Support Wicoin Nandagikendan Urban Immersion Project	\$30,000 00	8/30/2010	
American Indian College Fund 8333 Greenwood Blvd Denver, CO 80221		Project Support Kalliopeia Foundation Tribal College Scholarship Program for the 2-yr period November 2010 - November 2012	\$80,000 00	11/22/2010	
American Indian Institute PO Box 1388 Bozeman, MT 59771		General Support \$50,000 Project Support \$25,000 for Indigenous Leaders Travel Fund	\$75,000 00	10/5/2010	
Angeles Arnen Foundation PO Box 1278 Sausalito, CA 94966		General Support Preservation of indigenous wisdoms, environmental sustainability, and honors emerging intergenerational leaders	\$10,000 00	12/22/2010	
Artship Foundation 88 Perry Street, # 734 San Francisco, CA 94107		Project Support Artship Ensemble	\$40,000 00	6/1/2010	
ArtSpring, Inc PO Box 343432 Florida City, FL 33034		General General Support arts-in-corrections programming in Florida providing quality arts-based, educational workshops to over 300 inmates and juveniles a year	\$50,000 00	8/30/2010	
Association of Small Foundations 1720 N Street, NW Washington, DC 20036		General Support for the 2-yr period November 2010 - November 2012	\$1,000 00	11/22/2010	
Bioneers/Collective Heritage Institute 1607 Paseo de Peralta, Suite 3 Santa Fe, NM 87501		General Support annual conference and other programs	\$100,000 00	10/5/2010	
Bread for the Journey 267 Miller Avenue Mill Valley, CA 94941		General support For twenty years, Bread for the Journey's model of grassroots micro-granting has helped to make communities more just, vital, and whole.	\$30,000 00	5/4/2010	
Center for Courage & Renewal PMB 375 321 High School Rd NE Bainbridge Island, WA 98110		General Support works to foster personal and professional renewal through retreats and programs that offer the time and space to reflect on life and work	\$75,000 00	7/14/2010	

**Federal Statements
Kalliopeia Foundation**

<u>Payee Organization</u>	<u>Grantee Organization</u> <u>(If Payee is a Fiscal Sponsor)</u>	<u>Request Project Title</u>	<u>Amount paid in</u> <u>2010</u>	<u>Paid Date</u>	<u>Pledges</u> <u>Payable</u>
Center for Education, Imagination and the Natural World, Inc 1501 Rock Creek Dairy Road Whitsett, NC 27377		Project Support Inner Life of the Child in Nature Presence and Practice - Class of 2010-2012	\$30,000 00	2/28/2010	
Center for Partnership Studies 25700 Shafter Way Carmel, CA 93923		Project Support Caring Economics Campaign	\$75,000 00	12/22/2010	
Center for Sacred Studies/Morningstar Foundation PO Box 745 Sonora, CA 95370		Project Support For the film the Next Seven Generations	\$40,000 00	2/28/2010	
Center for Sacred Studies/Morningstar Foundation PO Box 745 Sonora, CA 95370		Project Support \$60,000 for 8th Grandmother Council Gathering in Japan Project Support \$20,000 for CSS organizational support of grandmothers	\$80,000 00	7/14/2010	
Center for Sacred Studies/Morningstar Foundation PO Box 745 Sonora, CA 95370		Project Support for Intl Council of 13 Indigenous Grandmothers - Opportunity Fund grant for Tom Goldtooth of Indigenous Environmental Network to join Grandmothers in Japan for Nagoya Protocol	\$4,650 00	11/22/2010	
Center for Whole Communities Knoll Farm 700 Bragg Hill Road Fayston, VT 05673		Project Support for 'Whole Thinking Retreats' and 'Faculty/Staff Capacity- Building Retreats'	\$45,000 00	10/5/2010	
Circle of Light of AIWP PO Box 375 Pearblossom, CA 93553		General Support to make available the teachings and meditation of the Unknown She	\$15,000 00	6/1/2010	
Commonweal PO Box 316 Bolinas, CA 94924		Project Support The New School	\$50,000 00	6/1/2010	
Cultural and Educational Media (CEM Productions) 480 Gate 5 Road, Ste 250 Sausalito, CA 94965		Project Support OneThroughLove website	\$89,210 00	12/22/2010	
Cultural Conservancy Sacred Land Foundation PO Box 29044 Presidio of San Francisco San Francisco, CA 94129		General Support indigenous rights non-profit organization dedicated to the preservation and restoration of indigenous cultures and their ancestral lands	\$10,000 00	12/22/2010	
DreamWeather Foundation PO Box 2002 Sebastopol, CA 95473		General Support Retreats and events that hold a sacred space for women to explore and deepen their connection to their own feminine spirituality	\$10,000 00	6/1/2010	
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704	Sacred Land Film Project 2150 Allston Way, Suite 440 Berkeley, CA 94704	Project Support for 'Losing Sacred Ground' for the 2-yr period November 2010 - November 2012	\$100,000 00	11/22/2010	

**Federal Statements
Kalliopeia Foundation**

<u>Payee Organization</u>	<u>Grantee Organization</u> (If Payee is a Fiscal Sponsor)	<u>Request Project Title</u>	<u>Amount paid in</u> <u>2010</u>	<u>Paid Date</u>	<u>Pledges</u> <u>Payable</u>
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704	Women's Earth Alliance 2150 Allston Way, Ste 460 Berkeley, CA 94704	General Support unites women on the frontlines of environmental justice causes by coordinating training, technology, and financial support for thriving communities and Earth	\$50,000 00	12/10/2010	
EarthAction Alerts Network PO Box 63 Amherst, MA 01004		Project Support for the Elders Project	\$10,000 00	2/28/2010	
Elemental Awareness Foundation PO Box 50935 Irvine, CA 92619	Pollen Circles, Inc P O Box 4985 Window Rock, AZ 86515	Project Support Preserve the Tradition Project	\$19,000 00	6/1/2010	
Eyak Preservation Council P O Box 460 Cordova, AK 99574		General Support The Eyak Preservation Council has been the groundbreaking organization in the Copper River and Prince William Sound watersheds that understands and strives for Social and environmental justice	\$25,000 00	2/28/2010	
Faithful Fools Street Ministry 234 Hyde Street San Francisco, CA 94102		General Support Faithful Fools learn and educate through engaging in relationships with people who are impoverished and without housing, as well as those with homes and economic wealth	\$40,000 00	5/4/2010	
First Nations Development Institute 351 Coffman Street, Suite 200 Longmont, CO 80501		Project Support Native Youth & Culture Fund	\$500,000 00	12/10/2010	
Friends of the Akwesasne Freedom School 81 Hopkins Point Road Ft Covington, NY 12937		General Support for the Akwesasne Freedom School, an elementary/middle school which conducts year round, full day classes for grades pre-k to grade 9, with a Mohawk immersion curriculum	\$30,000 00	7/14/2010	
Friends of the Akwesasne Freedom School 81 Hopkins Point Road Ft Covington, NY 12937	Moon Lodge Society Frogtown Rd Akwesasne, NY 13655	General Support provides healing and ritual support for women's rites of passage	\$25,000 00	12/22/2010	
Gedakina Inc PO Box 221 Milford, NH 03055		Project Support History, Language & Environmental Justice	\$30,000 00	12/22/2010	
Genesis Farm 41A Silver Lake Road Blairstown, NJ 07825		General Support \$42,320 Project Support \$32,700 for Transition at Genesis Farm	\$75,020 00	2/28/2010	
Global Family 11689 Lowhills Road Nevada City, CA 95959	Women's Spirit Council 2771 Deputy Circle Laguna Hills, CA 92653	Project Support for retreat 'Women of Faith and Spirit Animating Women's Spiritual Leadership in North America'	\$7,000 00	5/4/2010	
Global Family 11689 Lowhills Road Nevada City, CA 95959	Women's Spirit Council 2771 Deputy Circle Laguna Hills, CA 92653	Project Support Women Spirit Council's 'Women of Faith And Spirit Animating Women's Spiritual Leadership in North America'	\$2,570 00	8/30/2010	
Global Peace Initiative of Women 301 East 57th St , 3rd Floor New York, NY 10022		General Support \$40,000 Project Support \$35k for Contemplative Alliance, \$20k for Sufi-Yogi meeting in Pakistan	\$95,000 00	5/4/2010	

**Federal Statements
Kalliopeia Foundation**

<u>Payee Organization</u>	<u>Grantee Organization</u> (If Payee is a Fiscal Sponsor)	<u>Request Project Title</u>	<u>Amount paid in</u> <u>2010</u>	<u>Paid Date</u>	<u>Pledges</u> <u>Payable</u>
Global Peace Initiative of Women 301 East 57th St , 3rd Floor New York, NY 10022		General Support GPIW was funded by a group of women religious and spiritual leaders to provide a global platform through which, women and men, working in partnership, can foster the spiritual values of global unity	\$40,000 00	12/22/2010	
HeartStream Education 915 N 49th Street Seattle, WA 98103		General Support (final grant) works with corrections professionals to create institutional settings where incarcerated men and women have opportunities to make positive choices that will increase the likelihood of successful re-entry into society	\$10,000 00	10/5/2010	
Images and Voices of Hope PO Box 213 Haines Falls, NY 12436		General Support a global dialogue dedicated to strengthening the role of media as agents of world benefit	\$20,000 00	2/28/2010	
Insight Prison Project 805 Fourth Street, Suite 3 San Rafael, CA 94901		General Support reducing recidivism rates and improving public safety by conducting highly-effective in-prison rehabilitation programs that provide prisoners with the tools and life skills necessary to create durable change	\$75,000 00	12/10/2010	
Institute for Jewish Spirituality 330 Seventh Ave Suite 1902 New York, NY 10001		General Support programs specifically geared to rabbis, cantors, educators, and laypeople. Participants live and learn together for four five-day retreats over eighteen months. For the 2-yr period Sep '10 - Sep '12	\$90,000 00	8/30/2010	
Institute for Multi-Track Diplomacy 1901 N Fort Myer Dr #405 Arlington, VA 22209	Global Systems Initiative 1111 19th St , NW, 12th Floor Washington DC, 20036	General Support exists to help leaders in the policy community understand and apply systems thinking in addressing the critical national and global challenges of our times	\$60,000 00	2/28/2010	
Institute of Natural and Traditional Knowledge PO Box 12340 Albuquerque, NM 87195	Four Bridges Travelling Permaculture Institute P O Box 12340 Albuquerque, NM 87195	General Support established to address the needs of indigenous communities around the globe, specifically poverty and lack of healthy sustainable living practices	\$25,000 00	10/5/2010	
Interfaith Youth Core 910 W Van Buren St Chicago, IL 60607		General Support provides young people and the institutions that support them with leadership training, project resources and a connection to a broader movement	\$60,000 00	7/14/2010	
International Funders for Indigenous Peoples PO Box 1040 Akwesasne, NY 13655		General Support IFIP convenes and educates donors to build capacity and enhance funding partnerships to improve the lives of Indigenous Peoples globally	\$50,000 00	2/28/2010	

**Federal Statements
Kalliopeia Foundation**

<u>Payee Organization</u>	<u>Grantee Organization</u> (If Payee is a Fiscal Sponsor)	<u>Request Project Title</u>	<u>Amount paid in 2010</u>	<u>Paid Date</u>	<u>Pledges Payable</u>
Kosmos PO Box 2102 Lenox, MA 01240		General Support for Kosmos Journal	\$100,000 00	5/4/2010	
Link TV 901 Battery Street, Suite 308 San Francisco, CA 94111		Project Support Global Spint TV Senes	\$103,200 00	2/28/2010	
Link TV 901 Battery Street, Suite 308 San Francisco, CA 94111		Project Support For documentary film 'A Soldier's Heart The Long Road Home'	\$29,820 00	5/4/2010	
Link TV 901 Battery Street, Suite 308 San Francisco, CA 94111		Project Support for 'Global Spint Senes' program working title 'The Evolution of Consciousness East & West'	\$47,194 00	10/5/2010	
Mediators Foundation 2525 Arapahoe Ave, Ste E4 #509 Boulder, CO 80302		Project Support Global Citizen Journey	\$25,000 00	12/22/2010	
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116		General Support seeks to create cross-cultural alliances, mentoring relationships and social connections built upon personal trust and commitment to bndging unhealthy divisions in contemporary communities	\$30,000 00	11/22/2010	
Motion The Women's Performing Collective 250 C Street San Rafael, CA 94901		Project Support The Kepler Project	\$43,000 00	8/30/2010	
North Charles Mental Health Research and Training Foundation 955 Massachusetts Ave , Suite 5 Cambridge, MA 02139	Tunefoolery Concert Ensembles 85 East Newton St , 3rd Floor Boston, MA 02118	General support Tunefoolery is a musical group composed of and run by consumers (people receiving mental health services) who play and perform music to establish identities based on musical achievement rather than mental illness	\$20,000 00	6/1/2010	
NY Wnters Coalition 80 Hanson Place #603 Brooklyn, NY 11217		General Support provides free creative wrting workshops throughout New York City for people from groups that have been historically deprvned of voice in our society	\$40,000 00	8/30/2010	
NYU School of Medicine at Langone Medical Center One Park Ave , 17th Floor New York, NY 10016-6402		Project Support. Introducing Spirituality into Medical Care	\$27,984 00	6/1/2010	
One World Youth Project 1850 M Street, NW Suite 1150 Washington, DC 20036		General Support youth-for-youth powered movement that connects schools globally for collaborative learning and community service	\$25,000 00	10/5/2010	
Pachamama Alliance Presidio Building #1009 P O 29191 San Francisco, CA 94129-9191		General Support Dedicated to protecting the Earth's rain forests and the indigenous peoples who live within them News and action alerts	\$40,000 00	2/28/2010	
Park Day School ATTN Mindful Schools 370 43rd St Oakland, CA 94609		Project Support Mindful Schools Program	\$20,000 00	2/28/2010	

**Federal Statements
Kalliopeia Foundation**

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PassageWorks Institute 2355 Canyon Blvd, Suite 104 Boulder, CO 80302		General Support (in Memory of Rachael Kessler) provides educators and school leaders a practical, relationship-centered approach to transforming the culture of classrooms, schools and districts	\$10,000 00	2/28/2010	
PassageWorks Institute 2355 Canyon Blvd, Suite 104 Boulder, CO 80302		General Support \$75k Project Support \$15k Collaborative School Leadership Project	\$90,000 00	12/10/2010	
Patnot Hills Of New York P O Box 152 Guilderland, NY 12084	Soldier's Heart 500 Federal St , Suite 303 Troy, NY 12180	General Support \$50K Project Support \$25K 'Women & War' Project Support \$25K 'Vietnam Vets Return Journeys Veterans Scholarships	\$100,000 00	11/30/2010	
Peace Development Fund PO Box 1280 Amherst, MA 01004-1280	Insight Garden Program at San Quentin, P O Box 411 San Quentin, CA 94964-0441	General Support rehabilitates prisoners at San Quentin Pnson through the process of organic gardening	\$10,000 00	11/22/2010	
People's Grocery 3236 Market St #103 Oakland, CA 94608		General Support the work involves increasing local supply of fresh foods, advocating for living-wage business and job opportunities, and developing strong relationships and community leadership	\$30,000 00	8/30/2010	
Pnson Communities International 12 Huntville Road Katonah, NY 10536		Project Support Rehabilitation Throught the Arts	\$50,000 00	12/10/2010	
Pnson Dharma Network 4001 Wonderland Hill Ave Boulder, CO 80304		Project Support for Paths of Freedom and for the Pnson Chaplaincy	\$25,000 00	\$40,237 00	
Pnson Performing Arts 3547 Olive Street, Suite 250 St Louis, MO 63103-1014		Project Support 'Theatre with Incarcerated Adults' & 'Pnson Performing Arts Alumni Theatre Co '	\$35,000 00	8/30/2010	
Project Avary 385 Bel Mann Keys Boulevard, Ste G Novato, CA 94949		General Support (final grant) a nonprofit, community based program for children and youth with a parent in prnson or jail	\$10,000 00	10/5/2010	
Regenerative Design Institute P O Box 923 Bollinas, CA 94924		Project Support Regenerative Youth Leadership & Peacemaking Council	\$50,000 00	12/22/2010	
RSF Social Finance 1002 A O'Reilly Ave San Francisco, CA 94129		Project Support Gift Economy Fund	\$10,000 00	12/22/2010	
Rudolf Steiner College 9200 Fair Oaks Blvd Fair Oaks, CA 95628		Project Support \$10k for Summer Institute - The Waldorf Approach Applied in the Public School Classroom (\$6k general, \$4k scholarships) Project Support. \$7,700 for bnnging Indigenous Women to Summer Institute in July 2010 (with Mona Polacca)	\$17,700 00	7/14/2010	
Santuano Sisterfarm 28 Hein Road Boerne, TX 78006		General Support A sanctuary in the Texas Hill Country for cultivating biodiversity and cultural diversity	\$20,000 00	6/1/2010	

**Federal Statements
Kalliopeia Foundation**

<u>Payee Organization</u>	<u>Grantee Organization</u> (If Payee is a Fiscal Sponsor)	<u>Request Project Title</u>	<u>Amount paid in</u> <u>2010</u>	<u>Paid Date</u>	<u>Pledges</u> <u>Payable</u>
Sarasa 14 High Street Cambridge, MA 02138		Project Support 4 outreach residencies in teen-age lockup facilities and 5 concerts at Dept of Youth Services facilities	\$20,000 00	6/1/2010	
Seven Pillars PO Box 82 New Lebanon, NY 12125		General support Seven Pillars exists to support the advancement of wisdom in the global culture.	\$75,000 00	5/4/2010	
Seventh Generation Fund P O Box 4569 Arcata, CA 95518		Project Support Re-Grants Program	\$200,000 00	10/5/2010	
ShadeTree Multicultural Foundation 2661 Federal Avenue Los Angeles, CA 90064		General Support ShadeTree Multicultural Foundation is a unique organization rooted in indigenous wisdom and practices applied through contemporary methods to mentor the human potential and create intentional communities	\$75,000 00	2/28/2010	
Shalem Center 881 High Street #206 Worthington, OH 43085	Edinburgh International Centre for Spirituality & Peace 4 William Black Place, South Queensferry, Edinburgh, SCOTLAND EH30 9PZ UK	Project Support 2010 Middle East Peace Festival	\$13,000 00	2/28/2010	
Shalem Center 881 High Street #206 Worthington, OH 43085		Project Support Abwoon Interspiritual Communities and Abwoon Resource Center	\$30,000 00	12/10/2010	
Sophia Foundation of North America 525 Gough Street #103 San Francisco, CA 94102		General Support dedicated to work to make available the teachings of Sophia	\$25,000 00	11/22/2010	
Sophia Project 210 Prospect Drive San Rafael, CA 94901		General Support serves children and families who are at risk of recurring homelessness and its effects	\$15,000 00	8/30/2010	
Spint Rock Meditation Center PO Box 169 Woodacre, CA 94973		General Support: The purpose of Spint Rock is to help each individual find within herself peace, compassion, and wisdom, through the practice of mindfulness and insight meditation	\$10,000 00	12/22/2010	
St Thomas University 16401 NW 37th Ave Miami Gardens, FL 33054	Center for Earth Jurisprudence 16401 NW 37th Avenue Miami Gardens, FL 33054	Project Support 'Transformative Academy', monograph series 'Resonance', and ongoing publication of 'Groundswell'	\$30,000 00	1/7/2010	
The Berkana Institute 350 East 10th Ave Spokane, WA 99202		General Support: connects and supports pioneering, life-affirming leaders around the world who strengthen their communities by working with the wisdom and wealth already present in its people, traditions and environment	\$10,000 00	8/30/2010	
The Biomimicry Institute PO Box 9216 Missoula, MT 59807		General Support promotes learning from and then emulating natural forms, processes, and ecosystems to create more sustainable and healthier human technologies and designs	\$60,000 00	7/14/2010	

**Federal Statements
Kalliopeia Foundation**

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The Center for Contemplative Mind in Society 15 Conz Street, SUite #1 Northampton, MA 01060		General Support Works to integrate contemplative awareness into contemporary life in order to help create a more just, compassionate, reflective, and sustainable society 2-year period Dec 2010 - Dec 2012	\$100,000 00	12/22/2010	
The Hopi Foundation Lomasuminagwtukwsiumani PO Box 301 Kykotsmovi, AZ 86039		General Support Established by local Hopis, we promote self sufficiency, proactive community participation in our own destiny, self reliance and local self determination	\$50,000 00	2/28/2010	
The Institute for Poetic Medicine PO Box 60189 Palo Alto, CA 94306		General Support for the 2-yr period 2011 & 2012 dedicated to healing body, mind and spirit through the creative and therapeutic process of hearing and writing poetry	\$50,000 00	12/22/2010	
The Interfaith Peace Project 640 Bailey Road #301 Pittsburg, CA 94565		General Support provides home and local-based education programs to persons and groups interested in developing or enhancing their appreciation of the faith traditions of the world	\$10,000 00	11/22/2010	
The Nature Institute 20 May Hill Road Ghent, NY 12075		General support The Institute serves as a local, national, and international forum for research, education, and the exchange of ideas about the re-visioning of science and technology in an effort to realign humanity with nature	\$30,000 00	6/1/2010	
The Power of Hope 4408 Deindge Way SW, Suite 103 Seattle, WA 98106		General Support delivers arts-based experiential learning programs to teens from diverse cultures and socioeconomic backgrounds	\$25,000 00	11/22/2010	
The Primordial Tradition of AIWP 10 Holly Drive Asheville, NC 28805		General Support Peter Kingsley's work is to bring back to life, and make accessible again, the extraordinary mystical tradition that lies forgotten right at the roots of the western world	\$110,000 00	1/7/2010	
The Reciprocity Foundation 244 Fifth Ave , 2671 New York, NY 10001		Project Support for the Personal Transformation Program	\$25,000 00	5/4/2010	
The Red Bird Center PO Box 1284 Cambridge, OH 43725		Project Support For Shianne Eagleheart's October 2010 'Vietnam Return Journey' with Soldier's Heart	\$6,201 00	9/20/2010	
The Red Shoes 2303 Government Street Baton Rouge, LA 70806		General Support The Red Shoes is a women's center for personal and spiritual growth Our commitment is to value and support all women on their life's journey	\$50,000 00	7/14/2010	

**Federal Statements
Kalliopeia Foundation**

<u>Payee Organization</u>	<u>Grantee Organization</u> (If Payee is a Fiscal Sponsor)	<u>Request Project Title</u>	<u>Amount paid in</u> <u>2010</u>	<u>Paid Date</u>	<u>Pledges</u> <u>Payable</u>
The Sophia Institute 26 Society Street Charleston, SC 29401		General Support (2-yr grant period) provides programs taught by the world's foremost thinkers and teachers for the transformation of Self and Society	\$40,000 00	8/30/2010	
The Water Research Institute of Blue Hill 16 Ledge Road, #72 Blue Hill, ME 04614		General Support (2-yr grant period) operates as an incubator for ideas and new directions in the applications of the knowledge of water acquired through empirical research, development of practical applications and education	\$73,000 00	8/30/2010	
Tides Center PO Box 29907 San Francisco, CA 94129	The Inner Resilience Program 40 Exchange Place, Suite 111 New York, NY 10005	General Support Mission is to cultivate the inner lives of students, teachers and schools by integrating social and emotional learning with contemplative practice	\$25,000 00	10/5/2010	
Tides Foundation Presidio Bldg 1014/PO Box 29907 San Francisco, CA 94129		Project Support Honor the Earth Fund - 'Building Resilience in Indigenous Communities' Re-grants Program	\$150,000 00	12/10/2010	
United Religions Initiative PO Box 29242 San Francisco, CA 94129		Project Support for the 'Young Leaders Program'	\$52,000 00	10/5/2010	
Wilderness Arts and Literacy Collaborative 695 Pans Street San Francisco, CA 94122		General Support: an academic environmental education program at two inner-city high schools in San Francisco, serving primarily low-income youth of color who have historically been underserved	\$35,000 00	8/30/2010	
Windrowers Institute 1144 Pacific Ave		General Support: a social innovation and application lab focused on	\$75,000 00	2/28/2010	
YES! Youth for Environmental Sanity 240 Harkleroad Ave Santa Cruz, CA 95062		General Support connects, inspires and collaborates with young changemakers to join forces for a thriving, just and sustainable ways of life for all	\$30,000 00	8/30/2010	
TOTAL			\$4,976,549.00		
GRAND TOTAL	\$4,976,549.00				

**Reconciliation of Revenue per Audited
Financial Statements with Revenue Reported on
Form 990-PF, Return of Private Foundation**

Total revenue per audited financial statements	\$ 10,525,249
Amounts included in the revenue of the audited financial statements but not included in line 12, column (a), Form 990-PF:	
Losses from unrelated LLCs	58,246
Investment advisory fees netted against investment income	234,945
Amounts included in line 12, column (a), Form 990-PF but not included in the revenue of the audited financial statements:	
Net unrealized gains on investment	(2,634,286)
Federal Excise Tax Expense	17,666
Total revenue per line 12, column (a), Form 990-PF	\$ 8,201,820

**Reconciliation of Expenses per Audited
Financial Statements with Expenses Reported on
Form 990-PF, Return of Private Foundation**

Total expenses per audited financial statements	\$ 7,109,503
Amounts included in the audited financials statements but not included in line 26, column (a), Form 990-PF:	
Losses from unrelated LLCs	58,246
Investment advisory fees netted against investment income	234,945
Federal Excise Tax Expense	17,666
Total expenses per line 26, column (a), Form 990-PF	\$ 7,420,359

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

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

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

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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.*

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

COPY

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Greg Hagerman

Telephone No ► 415-592-8151 FAX No ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ☒ calendar year 20 10 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 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	\$	70,427.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	70,427.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, 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.

BAA For Paperwork Reduction Act Notice, see Instructions.Form **8868** (Rev. 1-2011)

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

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

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

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

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

Enter the Return code for the return that this application is for (file a separate application for each return).

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

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

- 4 I request an additional 3-month extension of time until 11/15, 2011
- 5 For calendar year 2010, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension The Organization requires additional time to gather the information necessary to file a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	17,411.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	20,427.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature Carol Hagerman Title CPA Date 8/11/11

BAA FIFZ0502L 11/15/10 Form 8868 (Rev 1-2011)

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