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## Return of Organization Exempt From Income Tax

2010

Open to Public  
InspectionDepartment of the Treasury  
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung  
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2010 calendar year, or tax year beginning

, 2010, and ending

, 20

<b>B</b> Check if applicable		C Name of organization HALF THE SKY FOUNDATION				<b>D</b> Employer identification number 95-4714047	
Address change		Doing Business As					
Name change		Number and street (or P O box if mail is not delivered to street address)				Room/suite	E Telephone number (510) 525-3377
Initial return		715 HEARST AVENUE				200	
Terminated		City or town, state or country, and ZIP + 4					
Amended return		BERKELEY, CA 94710					
Application pending							
		F Name and address of principal officer JENNY BOWEN 715 HEARST AVENUE, SUITE 200 BERKELEY, CA 94710				G Gross receipts \$ 5,664,184.	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527						H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
J Website: ► WWW.HALFTHESKY.ORG						H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►						If "No," attach a list (see instructions)	
						H(c) Group exemption number ►	

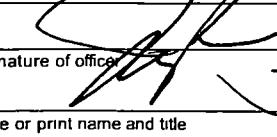
L Year of formation 1998 M State of legal domicile CA

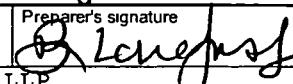
## Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O.			
	-----			
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	8.	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	7.	
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	19.	
	6 Total number of volunteers (estimate if necessary)	6	7.	
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
	-----			
	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
		9 Program service revenue (Part VIII, line 2g)	6,202,955.	5,595,743.
10 Investment income (Part VIII, column (A), lines 3-4 and 2d)		0.	0.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		-26,636.	32,879.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		24,822.	-27,453.	
		6,201,141.	5,601,169.	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3a and 2d)		0.	0.	
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		1,292,502.	1,900,763.	
16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.	
b Total fundraising expenses (Part IX, column (D), line 25) ►	806,344.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	5,085,245.	5,311,830.		
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	6,377,747.	7,212,593.		
19 Revenue less expenses Subtract line 18 from line 12	-176,606.	-1,611,424.		
-----				
Expenses	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year	
	21 Total liabilities (Part X, line 26)	4,396,798.	3,234,454.	
	22 Net assets or fund balances. Subtract line 21 from line 20	129,335.	489,478.	
		4,267,463.	2,744,976.	

## Part II Signature Block

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

Sign Here	► Signature of officer 	Date
	► Type or print name and title Jenny Bowen, CEO	7/29/11

Paid Preparer Use Only	Print/Type preparer's name B. Londynsky	Preparer's signature 	Date 7/29/11	Check if self-employed <input type="checkbox"/>	PTIN P0084768
	Firm's name GRANT THORNTON LLP			Firm's EIN 36-6055558	
	Firm's address ONE CALIFORNIA STREET, SUITE 2300 SAN FRANCISCO, CA 94111			Phone no 415-986-3900	

May the IRS discuss this return with the preparer shown above? (see instructions) . . . . .  Yes  No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2010)

## Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III . . . . .

1 Briefly describe the organization's mission  
SEE SCHEDULE O.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code: \_\_\_\_\_) (Expenses \$ 5,965,473, including grants of \$ 0.) (Revenue \$ 0.)  
SEE ATTACHED STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS.

**4b (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )**

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4d Other program services. (Describe in Schedule O )**

Other program services (Excludes interest expense)  
(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e Total program service expenses ► 5,965,473.**

## Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions) . . . . .	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .	3 X	
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III . . . . .	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I . . . . .	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II . . . . .	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III . . . . .	8 X	
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV . . . . .	9 X	
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V . . . . .	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI . . . . .	11a X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII . . . . .	11b X	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII . . . . .	11c X	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX . . . . .	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X . . . . .	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X . . . . .	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII . . . . .	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional . . . . .	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States? . . . . .	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV . . . . .	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV . . . . .	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV . . . . .	16 X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) . . . . .	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .	19 X	
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H . . . . .	20a X	
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions) . . . . .	20b	

## Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II. . . . .	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III . . . . .	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J . . . . .	23	X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25. . . . .	24a	X
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	24b	
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	24c	
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	24d	
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I . . . . .	25a	X
25b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I. . . . .	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II .	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III . . . . .	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).	28a	X
28b	a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV . . . . .	28b	X
28c	b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV . . . . .	28c	X
29	c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV . . . . .	29	X
30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M .	30	X
31	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M . . . . .	31	X
32	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I . . . . .	32	X
33	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II . . . . .	33	X
34	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I . . . . .	34	X
35	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 . . . . .	35	X
36	Is any related organization a controlled entity within the meaning of section 512(b)(13)? . . . . .		
37	a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
38	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 . . . . .	36	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI . . . . .	37	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O. . . . .	38	X

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V. 

	Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable. . . . .	1a	4
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable. . . . .	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	1c	X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . . . .	2a	19
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)</i>	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	4a	X
b If "Yes," enter the name of the foreign country ► <b>ATTACHMENT 1</b> See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . . . .	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? . . . . .	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	6b	
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	7b	X
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year . . . . .	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .	7h	
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>		
a Did the organization make any taxable distributions under section 4966? . . . . .		
b Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .		
<b>10 Section 501(c)(7) organizations.</b> Enter		
a Initiation fees and capital contributions included on Part VIII, line 12 . . . . .	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . .	10b	
<b>11 Section 501(c)(12) organizations.</b> Enter		
a Gross income from members or shareholders . . . . .	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . .	11b	
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .	12b	
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
a Is the organization licensed to issue qualified health plans in more than one state? . . . . .		
<i>Note. See the instructions for additional information the organization must report on Schedule O.</i>		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . . . .	13b	
c Enter the amount of reserves on hand . . . . .	13c	
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year? . . . . .	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . .	14b	

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI  X

### Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . . . .	1a	8
b	Enter the number of voting members included in line 1a, above, who are independent . . . . .	1b	7
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .	5	X
6	Does the organization have members or stockholders? . . . . .	6	X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .	7a	X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body? . . . . .	8a	X
b	Each committee with authority to act on behalf of the governing body? . . . . .	8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .	9	X

### Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates? . . . . .	10a	X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? . . . . .	10b	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? . . . . .	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990	11b	
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	12a	X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	12b	X
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done . . . . .	12c	X
13	Does the organization have a written whistleblower policy? . . . . .	13	X
14	Does the organization have a written document retention and destruction policy? . . . . .	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official . . . . .	15a	X
b	Other officers or key employees of the organization . . . . .	15b	X
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions )		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .	16a	X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .	16b	

### Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ► ATTACHMENT 2
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
	<input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► JENNY BOWEN 715 HEARST AVENUE, SUITE 200 BERKELEY, CA 94710 (510) 525-3377

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

 Check if Schedule O contains a response to any question in this Part VII . . . . . 
**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated			
(1) LOU DEMATTEI DIRECTOR CYPT	5.00	X					0	0	0.
(2) DANA JOHNSON DIRECTOR	5.00	X					0	0	0.
(3) NANCY SPELMAN SECRETARY	5.00	X	X				0	0	0.
(4) JENNY BOWEN CEO	40.00	X	X				250,000	0	33,685.
(5) ELLEN ELIASOPH DIRECTOR	5.00	X					0	0	0.
(6) PETER LIGHTE DIRECTOR	5.00	X					0	0	0.
(7) MELISSA MA DIRECTOR CYPT	5.00	X					0	0	0.
(8) GAETANO RUSSO CHAIRMAN	5.00	X	X				0	0	0.
(9) MATT DALIO DIRECTOR	5.00	X					0	0	0.
(10) TIM HUXLEY DIRECTOR	5.00	X					0	0	0.
(11) HELEN TANG CHIEF FINANCIAL OFFICER	40.00		X				102,043	0	13,248.
(12) ALLA ZELTSER-FITCH GLOBAL DIRECTOR	40.00			X			125,000	0	0.
(13) JANICE N. COTTON CHIEF PROGRAM OFFICER	40.00			X			100,800	0	0.
(14)									
(15)									
(16)									

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

	(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
			Individual trustee or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee	Former		
(17)											
(18)											
(19)											
(20)											
(21)											
(22)											
(23)											
(24)											
(25)											
(26)											
(27)											
(28)											
<b>1b Sub-total</b>									<b>577,843</b>	0	<b>46,933</b>
<b>c Total from continuation sheets to Part VII, Section A</b>											
<b>d Total (add lines 1b and 1c)</b>									<b>577,843</b>	0	<b>46,933</b>

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ► 4

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 0

## Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns . . . . .	1a 62,244.				
	b Membership dues . . . . .	1b				
	c Fundraising events . . . . .	1c 449,244.				
	d Related organizations . . . . .	1d				
	e Government grants (contributions) . . . . .	1e				
	f All other contributions, gifts, grants, and similar amounts not included above . . . . .	1f 5,084,255.				
	g Noncash contributions included in lines 1a-1f \$	26,515.				
	h Total Add lines 1a-1f . . . . . ►	5,595,743.				
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue . . . . .					
	g Total. Add lines 2a-2f . . . . . ►	0.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) . . . . .		32,879.			32,879.
	4 Income from investment of tax-exempt bond proceeds . . . . .		0.			
	5 Royalties . . . . .		0.			
	6a Gross Rents . . . . .	(i) Real				
	b Less: rental expenses . . . . .	(ii) Personal				
	c Rental income or (loss) . . . . .					
	d Net rental income or (loss) . . . . . ►		0.			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b Less: cost or other basis and sales expenses . . . . .					
	c Gain or (loss) . . . . .					
	d Net gain or (loss) . . . . . ►		0.			
	8a Gross income from fundraising events (not including \$ 449,244. of contributions reported on line 1c) See Part IV, line 18 . . . . . a	ATCH 3	9,866.			
b Less: direct expenses . . . . . b		45,553.				
c Net income or (loss) from fundraising events . . . . . ►	ATCH. 4. ►	-35,687.			-35,687.	
9a Gross income from gaming activities See Part IV, line 19 . . . . . a						
b Less: direct expenses . . . . . b						
c Net income or (loss) from gaming activities . . . . . ►		0.				
10a Gross sales of inventory, less returns and allowances . . . . . a	25,696.					
b Less: cost of goods sold . . . . . b	17,462.					
c Net income or (loss) from sales of inventory. . . . . ►		8,234.			8,234.	
Miscellaneous Revenue	Business Code					
11a						
b						
c						
d All other revenue . . . . .		0.				
e Total. Add lines 11a-11d . . . . . ►		5,601,169.				
12 Total revenue. See instructions . . . . . ►		5,426.				

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . . . .	0.			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 . . . . .	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 . . . . .	0.			
4 Benefits paid to or for members . . . . .	0.			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	398,975.	255,316.	129,475.	14,184.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	24,000.	24,000.		
7 Other salaries and wages . . . . .	1,184,727.	613,065.	53,028.	518,634.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	13,077.	8,950.	207.	3,920.
9 Other employee benefits . . . . .	191,715.	134,514.	4,366.	52,835.
10 Payroll taxes . . . . .	88,269.	45,147.	5,075.	38,047.
11 Fees for services (non-employees):				
a Management . . . . .	0.			
b Legal . . . . .	0.			
c Accounting . . . . .	85,155.	3,681.	81,474.	
d Lobbying . . . . .	0.			
e Professional fundraising services See Part IV, line 17	0.			
f Investment management fees . . . . .	9,197.		9,197.	
g Other . . . . .	4,902.	900.	4,002.	
12 Advertising and promotion . . . . .	0.			
13 Office expenses . . . . .	88,652.	15,769.	27,853.	45,030.
14 Information technology . . . . .	30,663.			30,663.
15 Royalties . . . . .	0.			
16 Occupancy . . . . .	141,492.	76,713.	64,779.	
17 Travel . . . . .	109,175.	63,468.	10,436.	35,271.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings . . . . .	5,558.	5,558.		
20 Interest . . . . .	0.			
21 Payments to affiliates . . . . .	0.			
22 Depreciation, depletion, and amortization . . . . .	28,085.		28,085.	
23 Insurance . . . . .	16,838.		16,838.	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a NANNIES, TEACHERS, SUPERVISOR	2,973,873.	2,973,873.		
b SURGERY AND NURTURING CARE	636,120.	636,120.		
c CRITICAL CARE FUND	286,422.	286,422.		
d STIPENDS AND TUITION	254,198.	254,198.		
e FAMILY VILLAGE	219,660.	219,660.		
f All other expenses . . . . .	421,840.	348,119.	5,961.	67,760.
25 Total functional expenses. Add lines 1 through 24f	7,212,593.	5,965,473.	440,776.	806,344.
26 Joint Costs. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation . . . . .				

## Part X Balance Sheet

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	412,032.	1	574,658.
	2 Savings and temporary cash investments . . . . .	2,142,927.	2	777,274.
	3 Pledges and grants receivable, net . . . . .	137,544.	3	9,598.
	4 Accounts receivable, net . . . . .		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .			5
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) . . . . .			6
	7 Notes and loans receivable, net . . . . .			7
	8 Inventories for sale or use . . . . .	82,544.	8	66,770.
	9 Prepaid expenses and deferred charges . . . . .	56,876.	9	101,345.
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	154,055.		
	b Less: accumulated depreciation . . . . .	102,521.	10b	75,382. 10c 51,534.
	11 Investments - publicly traded securities . . . . .			11
	12 Investments - other securities See Part IV, line 11 . . . . .	939,910.	12	1,060,246.
	13 Investments - program-related See Part IV, line 11 . . . . .			13
	14 Intangible assets . . . . .			14
	15 Other assets See Part IV, line 11 . . . . .	549,583.	15	593,029.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	4,396,798.	16	3,234,454.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .	129,335.	17	262,652.
	18 Grants payable . . . . .			18
	19 Deferred revenue . . . . .			19
	20 Tax-exempt bond liabilities . . . . .			20
	21 Escrow or custodial account liability Complete Part IV of Schedule D			21
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .			22
	23 Secured mortgages and notes payable to unrelated third parties . . . . .			23
	24 Unsecured notes and loans payable to unrelated third parties . . . . .			24
	25 Other liabilities Complete Part X of Schedule D . . . . .			25
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	129,335.	26	489,478.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	27 Unrestricted net assets . . . . .	670,018.	27	582,519.
	28 Temporarily restricted net assets . . . . .	2,978,738.	28	1,527,967.
	29 Permanently restricted net assets . . . . .	618,707.	29	634,490.
	<b>Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.</b>			
	30 Capital stock or trust principal, or current funds . . . . .			30
	31 Paid-in or capital surplus, or land, building, or equipment fund . . . . .			31
	32 Retained earnings, endowment, accumulated income, or other funds . . . . .			32
	33 Total net assets or fund balances . . . . .	4,267,463.	33	2,744,976.
	<b>34 Total liabilities and net assets/fund balances . . . . .</b>	4,396,798.	34	3,234,454.

<b>Part XI Reconciliation of Net Assets</b>		<input checked="" type="checkbox"/>
Check if Schedule O contains a response to any question in this Part XI . . . . .		
1 Total revenue (must equal Part VIII, column (A), line 12) . . . . .	1	5,601,169.
2 Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	7,212,593.
3 Revenue less expenses. Subtract line 2 from line 1 . . . . .	3	-1,611,424.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	4,267,463.
5 Other changes in net assets or fund balances (explain in Schedule O) . . . . .	5	88,937.
6 Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) . . . . .	6	2,744,976.

<b>Part XII Financial Statements and Reporting</b>		<input type="checkbox"/>	<input checked="" type="checkbox"/>
		Yes	No
1 Accounting method used to prepare the Form 990. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____			
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .	2a	X	
b Were the organization's financial statements audited by an independent accountant? . . . . .	2b	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . .	2c	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both			
<input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	3a	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .	3b		
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits			

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

HALF THE SKY FOUNDATION

Employer identification number

95-4714047

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box)

1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.  
 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E )  
 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.  
 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:  
 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II )  
 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.  
 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II )  
 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II )  
 9  An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III )  
 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.  
 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.  
 a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Other  
 e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**  
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box   
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?   
 (ii) A family member of a person described in (i) above?   
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

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

Schedule A (Form 990 or 990-EZ) 2010

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .	4,702,075.	3,101,226.	6,245,683.	6,202,955.	5,595,743.	25,847,682.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
3 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
4 Total. Add lines 1 through 3 . . . . .	4,702,075.	3,101,226.	6,245,683.	6,202,955.	5,595,743.	25,847,682.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f). . . . .						
6 Public support Subtract line 5 from line 4 . . . . .						25,847,682.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4 . . . . .	4,702,075.	3,101,226.	6,245,683.	6,202,955.	5,595,743.	25,847,682.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	32,950.	89,979.	83,523.	27,555.	32,879.	266,886.
9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . ATCH 1 . . . . .	46,145.	40,304.	96,370.	38,189.	35,562.	256,570.
11 Total support. Add lines 7 through 10 . . . . .						26,371,138.
12 Gross receipts from related activities, etc. (see instructions) . . . . .					12	0.
13 First five years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . . ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) . . . . .	14	98.02 %
15 Public support percentage from 2009 Schedule A, Part II, line 14 . . . . .	15	98.95 %
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . . ► <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ► <input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 <b>Total.</b> Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 <b>Public support</b> (Subtract line 7c from line 6)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 <b>Total support.</b> (Add lines 9, 10c, 11, and 12.)						
14 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%
19a <b>33 1/3% support tests - 2010.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b <b>33 1/3% support tests - 2009.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 <b>Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1**SCHEDULE A, PART II - OTHER INCOME**

DESCRIPTION	2006	2007	2008	2009	2010	TOTAL
OTHER INCOME	46,145.	40,304.	96,370.	38,189.	35,562.	256,570.
<b>TOTALS</b>	<b>46,145.</b>	<b>40,304.</b>	<b>96,370.</b>	<b>38,189.</b>	<b>35,562.</b>	<b>256,570.</b>

**SCHEDULE D  
(Form 990)**Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**

OMB No. 1545-0047

**2010****Open to Public  
Inspection**

Name of the organization

**HALF THE SKY FOUNDATION**

Employer identification number

**95-4714047****Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year . . . . .		
2 Aggregate contributions to (during year) . . . . .		
3 Aggregate grants from (during year) . . . . .		
4 Aggregate value at end of year . . . . .		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? . . . . .  Yes  No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? . . . . .  Yes  No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education)  Preservation of an historically important land area  
 Protection of natural habitat  Preservation of a certified historic structure  
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements . . . . .

b Total acreage restricted by conservation easements . . . . .

c Number of conservation easements on a certified historic structure included in (a) . . . . .

d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register . . . . .

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► -----

4 Number of states where property subject to conservation easement is located ► -----

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? . . . . .  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year  
 ► -----

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  
 ► \$ -----

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and 170(h)(4)(B)(ii)? . . . . .  Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**  
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$ -----

(ii) Assets included in Form 990, Part X . . . . . ► \$ -----

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$ -----

b Assets included in Form 990, Part X . . . . . ► \$ -----

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a <input type="checkbox"/>	Public exhibition	d <input type="checkbox"/>	Loan or exchange programs
b <input type="checkbox"/>	Scholarly research	e <input type="checkbox"/>	Other _____
c <input type="checkbox"/>	Preservation for future generations		

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . . . .  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? . . . . .  Yes  No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? . . . . .  Yes  No

b If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance . . . . .	1,022,845.	793,545.	918,822.		
b Contributions . . . . .	65,782.	70,695.	72,844.		
c Net investment earnings, gains, and losses . . . . .	110,140.	158,605.	-198,121.		
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .	1,198,767.	1,022,845.	793,545.		

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ► 36.1600 %

b Permanent endowment ► 63.8400 %

c Term endowment ► %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations . . . . .  
(ii) related organizations . . . . .

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . .

4 Describe in Part XIV the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .				
b Buildings . . . . .				
c Leasehold improvements . . . . .				
d Equipment . . . . .		128,771	87,608	41,163
e Other . . . . .		25,284	14,913	10,371
<b>Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)</b> . . . . . ►				51,534

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other . . . . .		
(A) EQUITY SECURITIES-MUTUAL FUNDS	683,435.	FMV
(B) FIXED INCOME MUTUAL FUNDS	376,811.	FMV
(C) . . . . .		
(D) . . . . .		
(E) . . . . .		
(F) . . . . .		
(G) . . . . .		
(H) . . . . .		
(I) . . . . .		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ►	1,060,246.	

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation. Cost or end-of-year market value
(1) . . . . .		
(2) . . . . .		
(3) . . . . .		
(4) . . . . .		
(5) . . . . .		
(6) . . . . .		
(7) . . . . .		
(8) . . . . .		
(9) . . . . .		
(10) . . . . .		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ►		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) OTHER RECEIVABLES	14,624.
(2) DEPOSITS	32,856.
(3) UNDEPOSITED FUNDS	543,273.
(4) INTERCOMPANY RECEIVABLE	2,276.
(5) . . . . .	
(6) . . . . .	
(7) . . . . .	
(8) . . . . .	
(9) . . . . .	
(10) . . . . .	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) . . . . .	593,029.

**Part X Other Liabilities.** See Form 990, Part X, line 25.

(a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) DEFERRED RENT LIABILITY	13,337.
(3) INTERCOMPANY PAYABLE	213,489.
(4) . . . . .	
(5) . . . . .	
(6) . . . . .	
(7) . . . . .	
(8) . . . . .	
(9) . . . . .	
(10) . . . . .	
(11) . . . . .	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ►	226,826.

**2. FIN 48 (ASC 740) Footnote.** In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12) . . . . .	1
2	Total expenses (Form 990, Part IX, column (A), line 25) . . . . .	2
3	Excess or (deficit) for the year Subtract line 2 from line 1 . . . . .	3
4	Net unrealized gains (losses) on investments . . . . .	4
5	Donated services and use of facilities . . . . .	5
6	Investment expenses . . . . .	6
7	Prior period adjustments . . . . .	7
8	Other (Describe in Part XIV) . . . . .	8
9	Total adjustments (net) Add lines 4 through 8 . . . . .	9
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 . . . . .	10

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements . . . . .	1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments . . . . .	2a
b	Donated services and use of facilities . . . . .	2b
c	Recoveries of prior year grants . . . . .	2c
d	Other (Describe in Part XIV) . . . . .	2d
e	Add lines 2a through 2d . . . . .	2e
3	Subtract line 2e from line 1 . . . . .	3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a
b	Other (Describe in Part XIV) . . . . .	4b
c	Add lines 4a and 4b . . . . .	4c
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) . . . . .	5

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements . . . . .	1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a	Donated services and use of facilities . . . . .	2a
b	Prior year adjustments . . . . .	2b
c	Other losses . . . . .	2c
d	Other (Describe in Part XIV.) . . . . .	2d
e	Add lines 2a through 2d . . . . .	2e
3	Subtract line 2e from line 1 . . . . .	3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a
b	Other (Describe in Part XIV.) . . . . .	4b
c	Add lines 4a and 4b . . . . .	4c
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) . . . . .	5

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2, Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

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**Part XIV Supplemental Information (continued)****ENDOWMENT FUNDS****SCHEDULE D, PART V, LINE 4**

THE ENDOWMENT FUND IS EARMARKED AS A SAFETY NET TO ENSURE FUNDING OF LONG TERM COMMITMENTS THAT HALF THE SKY ("HTS") HAS MADE IN THE EVENT THAT HTS DOES CONTINUE IN ITS OWN RIGHT OR CANNOT MEET ITS LONG TERM OBLIGATIONS. THE CURRENT ENDOWMENT FUND POLICY IS TO INCUBATE THE ENDOWMENT FUND UNTIL IT REACHES AT LEAST \$1,000,000 BEFORE DISTRIBUTIONS. IN ANY GIVEN YEAR THE DISTRIBUTIONS CANNOT EXCEED THE TOTAL FUND RETURN FOR THAT YEAR.

**FIN48 DISCLOSURE****SCHEDULE D, PART X, LINE 2**

ASC 740-10-25, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN AN ENTITY'S CONSOLIDATED FINANCIAL STATEMENTS AND PROVIDES GUIDANCE ON THE RECOGNITION, DE-RECOGNITION AND MEASUREMENT OF BENEFITS RELATED TO AN ENTITY'S UNCERTAIN TAX POSITIONS, IF ANY. THE FOUNDATION ADOPTED ASC 740-10-25 ON JANUARY 1, 2009 AND THE ADOPTION OF THIS STANDARD HAD NO MATERIAL EFFECT ON THE FOUNDATION'S CONSOLIDATED FINANCIAL STATEMENTS AS OF JANUARY 1, 2009 OR AT DECEMBER 31, 2009 AND 2010. AS SUCH, THE FOUNDATION DOES NOT HAVE A DEFERRED TAX ASSET ON THE STATEMENT OF FINANCIAL POSITION AND THERE HAVE BEEN NO RELATED TAX PENALTIES OR INTEREST, WHICH WOULD BE CLASSIFIED AS TAX EXPENSE IN THE STATEMENT OF ACTIVITIES.

**Part XIV Supplemental Information (continued)**

PURSUANT TO THE STATUE OF LIMITATIONS, THE FOUNDATION IS OPEN TO AUDIT BY THE INTERNAL REVENUE SERVICE ("IRS") FOR ITS 2007-2010 TAX YEARS AND VARIOUS STATE TAXING AUTHORITIES FOR 2006-2010 TAX YEARS. THE FOUNDATION CURRENTLY DOES NOT HAVE ANY EXAMINATIONS IN PROGRESS WITH THE IRS OR STATES. THE FOUNDATION DOES NOT ANTICIPATE THAT THERE WILL BE ANY MATERIAL CHANGES IN ITS UNRECOGNIZED TAX POSITIONS OVER THE NEXT 12 MONTHS.

**SCHEDULE F  
(Form 990)****Statement of Activities Outside the United States**

OMB No 1545-0047

**2010****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

Name of the organization

**HALF THE SKY FOUNDATION**

Employer identification number

**95-4714047**

► Complete if the organization answered "Yes" to Form 990,

Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

**Part I****General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .  Yes  No

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States

**3 Activities per Region** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
<b>(1) EAST ASIA AND THE PACIFIC</b>	1.	21.	PROGRAM SERVICES	OPERATES PROGRAMS IN STATE-RUN ORPHANAGES	5,214,227.
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
<b>3a Sub-total, . . . . .</b>	1.	21.			5,214,227.
<b>b Total from continuation sheets to Part I . . . . .</b>					
<b>c Totals (add lines 3a and 3b)</b>	1.	21.			5,214,227.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2010

**Part II Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000. . . . .

Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. . . . .

3 Enter total number of other organizations or entities . . . . .

**Part III Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

**Part IV Foreign Forms**

1 Was the organization a US transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, *Return by a US Transferor of Property to a Foreign Corporation* (see Instructions for Form 926) . . . . .  Yes  No

2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, *Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts*, and/or Form 3520-A, *Annual Information Return of Foreign Trust With a US Owner* (see Instructions for Forms 3520 and 3520-A) . . . . .  Yes  No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, *Information Return of US Persons with respect to Certain Foreign Corporations* (see Instructions for Form 5471) . . . . .  Yes  No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, *Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund* (see Instructions for Form 8621) . . . . .  Yes  No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, *Return of US Persons with respect to Certain Foreign Partnerships* (see Instructions for Form 8865) . . . . .  Yes  No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, *International Boycott Report* (see Instructions for Form 5713) . . . . .  Yes  No

**Part V Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method), Part II, line 1 (accounting method), Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions)

**SCHEDULE G**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

## **Supplemental Information Regarding Fundraising or Gaming Activities**

OMB No 1545-0047

2010

**Open To Public  
Inspection**

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**Name of the organization**

## HALF THE SKY FOUNDATION

**Employer identification number**

95-4714047

**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

## Part I

Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply.

<b>a</b>	Mail solicitations	<b>e</b>	Solicitation of non-government grants
<b>b</b>	Internet and email solicitations	<b>f</b>	Solicitation of government grants
<b>c</b>	Phone solicitations	<b>g</b>	Special fundraising events
<b>d</b>	In-person solicitations		

**2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  Yes  No

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total . . . . .						

3 List all states in which the organization is registered or licensed to solicit

**5 List all states in which the organization is registered or licensed to collect contributions or has been notified it is exempt from registration or licensing**

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

	(a) Event #1 GALA DINNER (event type)	(b) Event #2 CHICAGO EVENT (event type)	(c) Other Events 5. (total number)	(d) Total events (add col. (a) through col. (c))
1 Gross receipts . . . . .	89,992.	149,004.	220,114.	459,110.
2 Less Charitable contributions . . . . .	80,126.	149,004.	220,114.	449,244.
3 Gross income (line 1 minus line 2). . . . .	9,866.			9,866.
4 Cash prizes . . . . .				
5 Noncash prizes . . . . .				
6 Rent/facility costs . . . . .				
7 Food and beverages . . . . .		7,660.	14,987.	22,647.
8 Entertainment . . . . .				
9 Other direct expenses . . . . .	1,885.	6,052.	14,969.	22,906.
10 Direct expense summary Add lines 4 through 9 in column (d) . . . . .				► ( 45,553.)
11 Net income summary. Combine line 3, column (d), and line 10 . . . . .				► -35,687.

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

	(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
1 Gross revenue . . . . .				
2 Cash prizes . . . . .				
3 Noncash prizes . . . . .				
4 Rent/facility costs . . . . .				
5 Other direct expenses . . . . .				
6 Volunteer labor . . . . .	Yes _____ % No	Yes _____ % No	Yes _____ % No	
7 Direct expense summary. Add lines 2 through 5 in column (d) . . . . .				► ( )
8 Net gaming income summary. Combine line 1, column d, and line 7 . . . . .				►

9 Enter the state(s) in which the organization operates gaming activities.

a Is the organization licensed to operate gaming activities in each of these states? . . . . .  Yes  No  
b If "No," explain \_\_\_\_\_

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .  Yes  No

b If "Yes," explain \_\_\_\_\_

11 Does the organization operate gaming activities with nonmembers?  Yes  No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ► \$ \_\_\_\_\_

c If "Yes," enter name and address of the third party

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

16 Gaming manager information:

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_

Director/officer  Employee  Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

**Part IV Supplemental Information.** Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE J**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**  
For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees  
► Complete if the organization answered "Yes" to Form 990,  
Part IV, line 23.  
► Attach to Form 990 ► See separate instructions

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

HALF THE SKY FOUNDATION

Employer identification number

95-4714047

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

First-class or charter travel  
 Travel for companions  
 Tax indemnification and gross-up payments  
 Discretionary spending account

Housing allowance or residence for personal use  
Payments for business use of personal residence  
Health or social club dues or initiation fees  
Personal services (e.g., maid, chauffeur, chef)

Yes

No

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain . . . . .

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? . . . . .

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

Compensation committee  
 Independent compensation consultant  
 Form 990 of other organizations

Written employment contract  
Compensation survey or study  
Approval by the board or compensation committee

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

**a** Receive a severance payment or change-of-control payment from the organization or a related organization? . . . . .  
**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .  
**c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

4a X  
4b X  
4c X

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

**a** The organization? . . . . .  
**b** Any related organization? . . . . .

If "Yes" to line 5a or 5b, describe in Part III.

5a X  
5b X

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

**a** The organization? . . . . .  
**b** Any related organization? . . . . .

If "Yes" to line 6a or 6b, describe in Part III.

6a X  
6b X

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

7 X

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III . . . . .

8 X

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? . . . . .

9 X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2010

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JENNY BOWEN	250,000.0.	0.0.	0.0.	6,188.0.	27,497.0.	283,685.0.	0.0.
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

**SCHEDULE L**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Transactions With Interested Persons**

► Complete if the organization answered  
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V, line 38a or 40b.  
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

**2010**

Open To Public  
Inspection

Name of the organization

HALF THE SKY FOUNDATION

Employer identification number

95-4714047

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes No
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year

under section 4958 . . . . . ► \$ \_\_\_\_\_

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ► \$ \_\_\_\_\_

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
<b>Total</b> . . . . .				► \$						

**Part III Grants or Assistance Benefiting Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

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

Schedule L (Form 990 or 990-EZ) 2010

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) RICHARD BOWEN	HUSBAND OF CEO	24,000.	INDEPENDENT CONTRACTOR		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part V Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

**SCHEDULE M**  
(Form 990)Department of the Treasury  
Internal Revenue Service**Noncash Contributions**

► Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.  
 ► Attach to Form 990.

OMB No 1545-0047

**2010**Open To Public  
Inspection

Name of the organization

HALF THE SKY FOUNDATION

Employer identification number

95-4714047

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art. . . . .	X	1.	487.	COST/SELLING PRICE
2 Art - Historical treasures . . . . .				
3 Art - Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods. . . . .	X		3,680.	COST/SELLING PRICE
6 Cars and other vehicles . . . . .				
7 Boats and planes. . . . .				
8 Intellectual property . . . . .				
9 Securities - Publicly traded . . . . .				
10 Securities - Closely held stock. . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other . . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial . . . . .				
17 Real estate - Other . . . . .				
18 Collectibles. . . . .				
19 Food inventory. . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens. . . . .				
24 Archeological artifacts. . . . .				
25 Other ►( ATCH 1 )		169.	22,348.	
26 Other ►( )				
27 Other ►( )				
28 Other ►( )				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . . .		29		0.

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, line 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? . . . . .		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? . . . . .	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .		X
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2010)

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

ATTACHMENT 1SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
DINNER TICKET	X	2.	330.	COST/SELLING PRICE
ENTERTAINMENT TICKET	X	2.	314.	COST/SELLING PRICE
ACCOMMODATION	X	4.	6,544.	COST/SELLING PRICE
BEAUTY TREATMENT	X	4.	1,172.	COST/SELLING PRICE
PENDANTS	X	25.	1,250.	COST/SELLING PRICE
COMPUTER	X	12.	12,300.	COST/SELLING PRICE
CALENDAR	X	120.	438.	COST/SELLING PRICE
<b>TOTALS</b>		<b><u>169.</u></b>	<b><u>22,348.</u></b>	

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

**HALF THE SKY FOUNDATION**

Employer identification number

**95-4714047**

**ORGANIZATION'S MISSION**

**PART I, LINE 1 AND PART III, LINE 1**

HALF THE SKY ("HTS") WAS CREATED IN ORDER TO ENRICH THE LIVES AND ENHANCE THE PROSPECTS FOR ORPHANED CHILDREN IN CHINA. WE ESTABLISH AND OPERATE INFANT NURTURE AND PRESCHOOL PROGRAMS, PROVIDE PERSONALIZED LEARNING FOR OLDER CHILDREN AND OFFER LOVING PERMANENT FAMILY CARE, MEDICAL CARE AND GUIDANCE FOR CHILDREN WITH DISABILITIES. IT IS OUR GOAL TO ENSURE THAT EVERY ORPHANED CHILD HAS A CARING ADULT IN HER LIFE AND A CHANCE AT A BRIGHT FUTURE.

**GOVERNANCE, MANAGEMENT, AND DISCLOSURE**

**PART VI**

QUESTION 11B: AN EXTERNAL TAX FIRM AND HALF THE SKY STAFF WORK TOGETHER TO GATHER THE REQUIRED TAX INFORMATION NECESSARY TO COMPLETE THE RETURN. THE TAX FIRM PREPARES THE INITIAL DRAFT AND REVIEWS THE INITIAL DRAFT WITH THE FINANCE TEAM. RECOMMENDED CHANGES ARE REFLECTED IN THE RETURN AND A DRAFT TAX RETURN IS PREPARED. THE BOARD OF DIRECTORS IS SENT THE FINAL 990 DRAFT BEFORE IT IS FILED.

QUESTION 12C: ALL NEW AND EXISTING BOARD MEMBERS AND OFFICERS ARE REQUIRED TO UPDATE THE CONFLICT OF INTEREST FORM ANNUALLY. REFER TO THE ATTACHED CONFLICT OF INTEREST POLICY.

Name of the organization

HALF THE SKY FOUNDATION

Employer identification number

95-4714047

ATTACHED CONFLICT OF INTEREST POLICY.

QUESTION 15A: THE BOARD MEMBERS CONDUCT AN ANNUAL REVIEW BY INTERVIEWING BOARD AND DIRECT REPORTS OR DIRECT SUPERVISOR. THE BASIS FOR SALARY COMPENSATION IS DERIVED FROM TWO SOURCES: CENTER FOR NONPROFIT MANAGEMENT COMPENSATION & BENEFITS SURVEY AND CHARITY NAVIGATOR OR CHRONICLE OF PHILANTHROPY SURVEYS. AFTER THE BOARD VOTES ON THE RECOMMENDATIONS MADE BY THE COMPENSATION COMMITTEE, THE COMMITTEE MEETS WITH THE EMPLOYEE, SHARES THE REVIEW AND CONVEYS THE BOARD-APPROVED COMPENSATION FOR THE UPCOMING YEAR.

QUESTION 15B: THE COMPENSATION FOR HTS ASIA OFFICERS AND EMPLOYEES ARE PROPOSED BY THE EXECUTIVE DIRECTOR AND THE CFO BASED ON THE SALARY INFO PROVIDED BY LOCAL RECRUITMENT AGENCIES AND APPROVED BY THE BOARD OF HTS US.

QUESTION 19: THE FINANCIAL STATEMENTS AND THE FORM 990 ARE POSTED ON HTS'S WEBSITE WHILE THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

CHINA

HONG KONG

UNITED KINGDOM

ATTACHMENT 1

Name of the organization  
**HALF THE SKY FOUNDATION**

Employer identification number  
**95-4714047**

ATTACHMENT 2

FORM 990, PART VI, LINE 17 - STATES

**AL, AK, AZ, AR, CA, CO, CT,**

**FL, GA, IL, KS, KY, LA, ME, MD, MA, MI,**

**MN, NH, NJ, NM, NY, NC, OH, OK, OR, PA,**

**RI, SC, TN, UT, VA, WA, WV, WI,**

ATTACHMENT 3

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
GALA DINNER	80,126.
CHICAGO EVENT	149,004.
OTHER EVENTS	220,114.
<b>TOTAL</b>	<b><u>449,244.</u></b>

ATTACHMENT 4

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
GALA DINNER	9,866.	1,885.	7,981.
CHICAGO EVENT	0.	13,712.	-13,712.
OTHER EVENTS	0.	29,956.	-29,956.
<b>TOTALS</b>	<b><u>9,866.</u></b>	<b><u>45,553.</u></b>	<b><u>-35,687.</u></b>

**SCHEDULE R**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization

HALF THE SKY FOUNDATION

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
► Attach to Form 990. ► See separate instructions.

**Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

**2010**

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Inspection

Name of the organization  
HALF THE SKY FOUNDATION  
Employer identification number  
95-4714047

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) _____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1) HALF THE SKY FOUNDATION (ASTA) LIMITED - 27/F SHUN FENG INT'L - WAN CHAI, HK	FUNDRAISING	HK	N/A	N/A	N/A	Yes X
(2) HALF THE SKY FOUNDATION (UK) LIMITED - 20-22 BEDFORD ROW WC2R 4JS - LONDON, UK	FUNDRAISING	UK	N/A	N/A	N/A	No X
(3) _____	_____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____	_____
(7) _____	_____	_____	_____	_____	_____	_____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

JSA  
0E13071000 00037X 700W

Schedule R (Form 990) 2010

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocation?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

**Part V** **Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity .....
- b Gift, grant, or capital contribution to other organization(s) .....
- c Gift, grant, or capital contribution from other organization(s) .....
- d Loans or loan guarantees to or for other organization(s) .....
- e Loans or loan guarantees by other organization(s) .....
- f Sale of assets to other organization(s) .....
- g Purchase of assets from other organization(s) .....
- h Exchange of assets .....
- i Lease of facilities, equipment, or other assets to other organization(s) .....
- j Lease of facilities, equipment, or other assets from other organization(s) .....
- k Performance of services or membership or fundraising solicitations for other organization(s) .....
- l Performance of services or membership or fundraising solicitations by other organization(s) .....
- m Sharing of facilities, equipment, mailing lists, or other assets .....
- n Sharing of paid employees .....
- o Reimbursement paid to other organization for expenses .....
- p Reimbursement paid by other organization for expenses .....
- q Other transfer of cash or property to other organization(s) .....
- r Other transfer of cash or property from other organization(s) .....

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization

(b) Transaction types (a-r)

(c) Amount involved

(d) Method of determining amount involved

(1) HALF THE SKY FOUNDATION (ASIA) LTD	N	103,160.	ACTUAL EXPENSE
(2) HALF THE SKY FOUNDATION (ASIA) LTD	Q	1,350,000.	COST
(3) HALF THE SKY FOUNDATION (ASIA) LTD	R	3,760,000.	COST
(4)			
(5)			
(6)			

**Part VI****Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?	(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-1(B) amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?
					Yes	No		
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

**Part VII Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

**HALF THE SKY FOUNDATION**  
**EIN: 95-4714047**  
**2010 FORM 990, PART III**  
**STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS**

In 2010, Half the Sky accomplished the following exempt purpose achievements:

- Opened Half the Sky/Blue Sky Model Centers in Changchun, Jilin Province; Shijiazhuang, Hebei Province; Xiamen, Fujian Province; Datong, Shanxi Province. Upgraded HTS Children's Centers in Chongqing, Hefei, Anhui; Nanjing, Jiangsu and Nanning, Guangxi to become Blue Sky Model Centers. The new Blue Sky Centers were established as part of a cooperation agreement with China's Ministry of Civil Affairs to establish model centers in every province and municipality in the country.
- Continued ongoing operation of programs in welfare institutions and AIDS-affected villages in China
- By the end of 2010, HTS operated 47 centers in 23 provinces and municipalities.
- Total children served by year-end: approximately 7,000
- Estimated number of children who have benefited from the programs: 40,000
- Published 2 general newsletters, 2 Youth Services newsletters, Annual Report, numerous email newsletters, and thousands of individual progress reports for every child in the Organization's programs
- Held program training workshops in Changchun, Jilin Province; Shijiazhuang, Hebei Province; Xiamen, Fujian Province; Datong, Shanxi; Chongqing, Hefei, Anhui; Nanjing, Jiangsu and Nanning, Guangxi and 1-5 day workshops at selected HTS Children's Centers to address a variety of specific needs.
- Continued work on national training curriculum for HTS programs
- Co-hosted a national symposium in Nanjing that brought together 150 orphanage directors, heads of children's departments and other child welfare officials as well as HTS staff to discuss ways to better integrate Half the Sky programs into the daily life of each institution.
- Co-hosted a Directors' Workshop on the Yangtze River attended by 200 orphanage directors, other child welfare officials and HTS staff about how to work together to make positive change for the children.

## **CONFLICT OF INTEREST POLICY HALF THE SKY**

### **I. Purpose**

Half the Sky encourages the active involvement of its directors, officers, and employees in the community. In order to deal openly and fairly with actual and potential conflicts of interest that may arise as a consequence of this involvement, Half the Sky adopts the following Conflict of Interest Policy.

### **II. Policy**

Directors, officers, and employees are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interest of a director or employee and those of Half the Sky. A conflict of interest exists when the loyalties or actions of a director, officer or employee are divided between the interests of Half the Sky and the interest of the director, officer, or employee. Both the fact and the appearance of a conflict of interest should be avoided.

### **III. Definitions**

*Affiliated, affiliation* includes all direct and indirect financial interests between a director, officer, or employee and a person with whom Half the Sky is considering entering into any transaction. It also includes any other interest that may influence the judgment of a director, officer or employee. An objective test is applied to determine whether an affiliation exists between the director or employee and the other person: whether the involvement or relationship of the director, officer, or employee with the other person is such that it reduces the likelihood that the director, officer, or employee can act in the best interests of Half the Sky.

*Person* means any individual, trust, estate, partnership, association, company or corporation.

*Substantial influence over Half the Sky.* The following persons are deemed to have substantial influence over Half the Sky: each member of the Board of Directors; the officers of Half the Sky, and such persons' spouse, ancestors, children, grandchildren, great grandchildren, brothers, sisters and the spouses of the children, grandchildren, great grandchildren, brothers and sisters; and an entity in which such persons hold more than 35 percent of the control. Furthermore, any person who met one of these definitions in the five years before the proposed transaction is deemed, for purposes of this Policy, to have substantial influence over Half the Sky.

### **IV. Procedures**

#### **Duty to Disclose**

Each employee shall disclose to the Executive Director all material facts regarding the affiliation of such employee with any person with whom Half the Sky is considering a transaction. The employee shall make that disclosure promptly upon learning of the link between that person and transaction.

The Executive Director and any other person with substantial influence over Half the Sky shall disclose to the Board all material facts regarding his or her affiliation with any person with whom Half the Sky is

considering entering a transaction. The Executive Director or person with substantial influence shall make that disclosure promptly upon learning of the link between that person and the transaction. If there is a question as to whether the employee has substantial influence over Half the Sky, the Executive Director shall present this issue to the Board of Directors, and the Board shall resolve the matter.

At any meeting of the Board at which a transaction involving an affiliated person will be considered, a director shall disclose to the members of the Board all material facts regarding the director's affiliation with any person with whom the Board is considering entering into any transaction.

#### Determining Whether a Conflict of Interest Exists

With regard to an employee without substantial influence over Half the Sky, the Executive Director shall determine whether a conflict of interest exists.

With regard to the Executive Director, or a person with substantial influence over Half the Sky, the Board shall determine if a conflict of interest exists.

After an affiliation disclosure by a director at a Board meeting, the director shall leave the meeting while the implications of the affiliation are considered and voted upon. The remaining Board members shall determine if a conflict of interest exists.

#### Consequences of the Existence of a Conflict of Interest

With regard to an employee without substantial influence over Half the Sky, the Executive Director shall decide the appropriate response by Half the Sky once a conflict of interest has been determined to exist. An employee may appeal any adverse determination to the Board.

With regard to the Executive Director or a person with substantial influence over Half the Sky, the Board shall follow the procedures set forth in Article V in order to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are reasonable.

In the case of a director, if it is determined that a conflict of interest exists, the director shall leave the meeting while the transaction is discussed and shall not vote on it. The remaining directors shall follow the procedures set forth in Article V in order to decide whether to enter the transaction and, if so, to ensure that the terms of the transaction are reasonable.

### **V. Findings of the Board**

If the Board of Directors determines that a person with substantial influence over Half the Sky (such person) has a conflict of interest with regard to a transaction of Half the Sky, Half the Sky may engage in the transaction only if the following conditions are met prior to the transaction:

- A. Such person shall disclose to the Board all material facts concerning the person's affiliation with the transaction.
- B. The Board shall review the material facts. The transaction may be approved only if a majority of the directors, not counting the vote of such person, concludes that:
  - (1) The proposed transaction is fair and reasonable to Half the Sky, and

- (2) Half the Sky proposes to engage in this transaction for its own purposes and benefits and not for the benefit of such person, and
- (3) The proposed transaction is the most beneficial arrangement which Half the Sky could obtain in the circumstances with reasonable efforts.

The minutes of any meeting at which such a decision is taken shall record the nature of the affiliation and the material facts disclosed by such person and reviewed by the Chair of the Board.

## **VI. Annual Statements**

Each person who is deemed to have substantial influence over Half the Sky shall sign an Annual Disclosure Statement which affirms that the person has received a copy of this Conflict of Interest Policy, has read and understood the Policy, and has agreed to comply with the Policy, and discloses any direct or indirect affiliations.

All Annual Disclosure Statements shall be submitted to the Secretary of Half the Sky and filed with the minutes of the first meeting of the Board of Directors held each year.

## **VII. Remedies**

Any director who fails to comply with this Conflict of Interest Policy may, in the discretion of the Board of Directors, be censured or be removed from the Board. If an employee who is deemed to have substantial influence over Half the Sky fails to comply with this Conflict of Interest Policy, he or she may be put on notice or terminated, in the discretion of the Board of Directors. Any other employee who fails to comply with this Conflict of Interest Policy may be put on notice or terminated, in the discretion of the Executive Director.

## **VIII. Periodic Reviews**

To ensure that Half the Sky operates in a manner consistent with its charitable purposes and its status as an organization exempt from federal income tax, the Board shall authorize and oversee a periodic review of this Conflict of Interest Policy. The review may be written or oral. The review shall consider the level of compliance with the Policy, the continuing suitability of the Policy, and whether the Policy should be modified or improved.

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box . . . . . ►
- 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](http://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	Name of exempt organization <b>HALF THE SKY FOUNDATION</b>	Employer identification number <b>95-4714047</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions <b>715 HEARST AVENUE</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>BERKELEY, CA 94710</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . 0  1

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 (sec. 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 ► **JENNY BOWEN**

Telephone No ► **510 525-3377** 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 **08/15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
  - calendar year **2010** 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 \$
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 \$
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.

For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)