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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning**, 2011, and ending**Kalliopeia Foundation
PO Box 151020
San Rafael, CA 94915**A** Employer identification number
94-3270387**B** Telephone number (see the instructions)
415-482-1043**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 61,276,780.**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)	4,013,166.			
	2 ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	785,637.	785,637.	N/A	
	4 Dividends and interest from securities	444,840.	444,840.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,341,449.			
	b Gross sales price for all assets on line 6a	16,628,728.			
	7 Capital gain net income (from Part IV, line 2)		1,341,449.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
ADMINISTRATIVE AND OPERATING EXPENSES	b Less: Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income, (attach schedule)				
	See Statement 1	19,214.	2,702.		
	12 Total. Add lines 1 through 11	* 6,604,306.	2,574,628.		
	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	428,352.			431,014.
	15 Pension plans, employee benefits	165,426.			147,022.
	16a Legal fees (attach schedule) See St 2	10,994.			10,994.
	b Accounting fees (attach sch) See St 3	41,741.	20,871.		16,871.
	c Other prof fees (attach sch) See St 4	253,945.	253,945.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 5	69,680.	11,680.		
	19 Depreciation (attach sch) and depletion	62,477.			
	20 Occupancy	73,397.			72,437.
	21 Travel, conferences, and meetings	37,063.			34,572.
	22 Printing and publications	3,338.			3,338.
	23 Other expenses (attach schedule) See Statement 6	956,986.			917,666.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,103,399.	286,496.		1,633,914.
	25 Contributions, gifts, grants paid Part XV	6,859,249.			6,819,249.
	26 Total expenses and disbursements. Add lines 24 and 25	* 8,962,648.	286,496.		8,453,163.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-2,358,342.			
	b Net investment income (if negative, enter 0)		2,288,132.		
	c Adjusted net income (if negative, enter 0-)				

BAA For Paperwork Reduction Act Notice, see instructions.

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* See Statement 22

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	222,166.	503,985.	503,985.
	2 Savings and temporary cash investments	5,436,368.	6,609,870.	6,609,870.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,452.	47,629.	47,629.
	10a Investments — U S and state government obligations (attach schedule) Statement 7	17,321,302.	14,577,640.	14,577,640.
	b Investments — corporate stock (attach schedule) Statement 8	28,721,004.	26,527,744.	26,527,744.
	c Investments — corporate bonds (attach schedule) Statement 9	4,394,876.	4,029,379.	4,029,379.
LIABILITIES	11 Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 10	232,484.	235,186.	235,186.
	14 Land, buildings, and equipment basis	3,085,835.		
	Less: accumulated depreciation (attach schedule) See Stmt 11	243,459.		
	15 Other assets (describe See Statement 12)	6,181,608.	5,902,971.	5,902,971.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	65,405,103.	61,276,780.	61,276,780.
	17 Accounts payable and accrued expenses	42,300.	164,547.	
	18 Grants payable	15,000.	55,000.	
FUND ASSETS	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	57,300.	219,547.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	65,347,803.	61,057,233.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
BALANCE SHEETS	27 Capital stock, trust principal, or current funds			
	28 Paid in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	65,347,803.	61,057,233.	
	31 Total liabilities and net assets/fund balances (see instructions)	65,405,103.	61,276,780.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	65,347,803.
2 Enter amount from Part I, line 27a	2	-2,358,342.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	62,989,461.
5 Decreases not included in line 2 (itemize) See Statement 13	5	1,932,228.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	61,057,233.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 16,628,728.		15,287,279.	1,341,449.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,341,449.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7] —	2	1,341,449.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8] —	3	0.

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	7,097,072.	52,598,805.	0.134928
2009	5,975,745.	45,084,701.	0.132545
2008	5,041,556.	44,357,515.	0.113657
2007	4,020,187.	43,417,676.	0.092593
2006	3,544,193.	38,398,625.	0.092300

2 Total of line 1, column (d)	2	0.566023
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.113205
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	53,121,580.
5 Multiply line 4 by line 3	5	6,013,628.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,881.
7 Add lines 5 and 6	7	6,036,509.
8 Enter qualifying distributions from Part XII, line 4	8	8,474,399.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	22,881.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	22,881.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	22,881.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	45,753.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	70,753.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	47,872.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation, ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> See Statement 14	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.kalliopeia.org</u>	13	X	
14	The books are in care of <u>Greg Hagerman</u> Telephone no <u>415-592-8151</u> Located at <u>1918 43rd Avenue San Francisco CA</u> ZIP + 4 <u>94116</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

6b

X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (see instructions).

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Barbara Cushing PO Box 151020 San Rafael, CA 94915	Dir of Grants 40	105,085.	25,020.	0.
Emmanuel Vaughan-Lee PO Box 151020 San Rafael, CA 94915	Dir Spec Proj 40	103,800.	20,599.	0.
Sohrob Nabatian PO Box 151020 San Rafael, CA 94915	Prgrm Officer 40	80,000.	23,580.	0.
Zoe Fuller-Rowell PO Box 151020 San Rafael, CA 94915	Admin & Oper 40	77,784.	3,692.	0.
Alan Zulch PO Box 151020 San Rafael, 94915 94915	Prgrm Officer 40	83,000.	26,656.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Legg Mason 100 Light Street Baltimore, MD 21202-4627	Investment Advisors	85,333.
Boston Trust 40 Court St Boston, MA 02108	Investment Advisors	87,408.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 See Statement 16	
	828,836.
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	48,432,582.
b Average of monthly cash balances	1b	5,497,956.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	53,930,538.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	53,930,538.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	808,958.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,121,580.
6 Minimum investment return. Enter 5% of line 5	6	2,656,079.

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

1 Minimum investment return from Part X, line 6	1	2,656,079.
2a Tax on investment income for 2011 from Part VI, line 5	2a	22,881.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	22,881.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,633,198.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,633,198.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,633,198.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	8,453,163.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	21,236.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,474,399.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	22,881.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,451,518.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,633,198.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	1,658,042.			
b From 2007	1,908,141.			
c From 2008	2,845,482.			
d From 2009	3,740,394.			
e From 2010	4,516,362.			
f Total of lines 3a through e	14,668,421.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 8,474,399.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				2,633,198.
e Remaining amount distributed out of corpus	5,841,201.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	20,509,622.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	1,658,042.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	18,851,580.			
10 Analysis of line 9				
a Excess from 2007	1,908,141.			
b Excess from 2008	2,845,482.			
c Excess from 2009	3,740,394.			
d Excess from 2010	4,516,362.			
e Excess from 2011	5,841,201.			

N/A

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement 21 Attached				6,819,249.
Total			3a	6,819,249.
<i>b Approved for future payment</i> See Statement 17				
Total			3b	55,000.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

Kalliopeia Foundation

Employer identification number

94-3270387

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

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

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

General Rule

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

Special Rules

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

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

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

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

Kalliopeia Foundation

94-3270387

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

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

Name of organization

Kalliopeia Foundation

Employer identification number

94-3270387

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

► \$ N/A

Use duplicate copies of Part III if additional space is needed

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

Kalliopeia Foundation

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Global Oneness Project	\$ 16,512.		
Other Investment Income	2,702.\$	2,702.	
Total	\$ 19,214.\$	2,702.\$	0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 10,994.			\$ 10,994.
Total	\$ 10,994.	\$ 0.		\$ 10,994.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Auditing Fees & Tax Preparation	\$ 18,750.	\$ 9,375.		\$ 6,375.
Bookkeeping	22,991.	11,496.		10,496.
Total	\$ 41,741.	\$ 20,871.		\$ 16,871.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Fees	\$ 253,945.	\$ 253,945.		
Total	\$ 253,945.	\$ 253,945.		\$ 0.

Kalliopeia Foundation

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax Expense	\$ 58,000.			
Foreign Taxes on Dividends	11,680.	\$ 11,680.		
Total	<u>\$ 69,680.</u>	<u>\$ 11,680.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Amortization	\$ 4,698.			N/A
Benefits Administrator	1,884.			\$ 1,884.
Computer Expenses	1,521.			976.
Consulting	13,721.			13,721.
Global Oneness Project Expenses	860,485.			828,836.
Honoraria	15,150.			15,150.
Insurance	4,543.			4,543.
Internet Service	2,761.			2,522.
IT/Tech Support	11,304.			10,025.
Office Supplies	7,428.			7,123.
Other Program - Supplies	2,926.			2,926.
Payroll Processing Fees	1,560.			1,485.
Postage & Delivery	7,810.			7,522.
Research Materials	11,599.			11,417.
Telephone	9,116.			9,116.
Web Development	480.			420.
Total	<u>\$ 956,986.</u>	<u>\$ 0.</u>		<u>\$ 917,666.</u>

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

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
See Statement 18	Mkt Val	\$ 14,577,640.	\$ 14,577,640.
		\$ 14,577,640.	\$ 14,577,640.
Total		<u>\$ 14,577,640.</u>	<u>\$ 14,577,640.</u>

Kalliopeia Foundation

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 19	Mkt Val	\$ 26,527,744.	\$ 26,527,744.
	Total	<u>\$ 26,527,744.</u>	<u>\$ 26,527,744.</u>

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

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 20	Mkt Val	\$ 4,029,379.	\$ 4,029,379.
	Total	<u>\$ 4,029,379.</u>	<u>\$ 4,029,379.</u>

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

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Investment in Harmony Film	Cost	\$ 235,186.	\$ 235,186.
	Total	<u>\$ 235,186.</u>	<u>\$ 235,186.</u>

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

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 53,728.	\$ 31,333.	\$ 22,395.	\$ 22,395.
Machinery and Equipment	47,107.	38,287.	8,820.	8,820.
Buildings	1,943,396.	173,839.	1,769,557.	1,769,557.
Land	1,041,604.		1,041,604.	1,041,604.
Total	<u>\$ 3,085,835.</u>	<u>\$ 243,459.</u>	<u>\$ 2,842,376.</u>	<u>\$ 2,842,376.</u>

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

	<u>Book Value</u>	<u>Fair Market Value</u>
Accrued Interest	\$ 126,610.	\$ 153,026.
Net Intangible Assets	51,710.	51,710.
RSF Investment Fund	2,289,377.	2,289,377.
Socially Responsible Investment-Calvert	3,435,274.	3,408,858.
Total	\$ 5,902,971.	\$ 5,902,971.

Statement 13
Form 990-PF, Part III, Line 5
Other Decreases

FMV Adjustment of Investments	\$ 1,932,228.
Total	\$ 1,932,228.

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

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

Statement 15
Form 990-PF, Part VII-A, Line 12
Explanation of Distribution to Donor Advised Fund

During the year the Foundation made distributions to 1 donor advised funds held with the Tides Foundation, in which the foundation or disqualified person had advisory privileges. The amounts of the distributions totaled \$202,465. The Foundation utilized the donor advised funds to expedite the numerous discretionary grants that the Foundation advises on.

Statement 16
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
Global Oneness Project, a subsidiary of Kalliopeia, is a limited liability company that produces content for television, web and educational use in the form of films, interviews, study guides, curriculum, and web media. GOP's original content challenges viewers to reflect upon our relationship to ourselves, one another, the natural world, and our place in it. GOP is also the sole member and	\$ 828,836.

Kalliopeia Foundation

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Statement 16 (continued)
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
manager of the subsidiary Elemental the Film LLC (ETF). ETF is a limited liability company that holds the ownership and rights to the GOP production "Elemental", a documentary feature film.	

Statement 17
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Shalem Center 885 High Street, Suite 106 Worthington, OH 43085	N/A	509(a)	Project Support: For Abwoon Interspiritual Communities and Abwoon Resource Center	\$ 5,000
Patriot Hills of New York PO Box 142 Guilderland, NY 12084	N/A	509(a)1	Project Support: Fiscal sponsor for Soldier's Heart.	15,000
Cultural & Educatioinal Media 480 Gate 5 Road, Suite 250 Sausalito, CA 94965	N/A	509(a)	Matching (Pledge) Support: \$30,000 for PBS distribution of Global Spirit TV Series, to be granted once matching funds are raised."	30,000
Inst. of Natural & Traditional Knowledge PO Box 12340 Albuquerque, NM 87195	N/A	509(a)	Matching grant for Four Bridges Traveling Permaculture Institute	5,000
Total				\$ 55,000

2011

Federal Statements

Kalliopeia Foundation

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U.S. Government Obligations			Valuation Method	Book Value	Fair Market Value
Baltimore MD Rev Taxabl 2 538% 07/01/2012	40,000	Sh	Mkt Val	\$ 40,133	\$ 40,133
Baltimore MD Rev Taxabl 3 387% 07/01/2014	20,000	Sh	Mkt Val	\$ 20,418	\$ 20,418
Fannie Mae 1 0% 04/04/2012	1,000	Sh	Mkt Val	\$ 100,230	\$ 100,230
Fannie Mae NT 3 0% 9/16/2014	1,000	Sh	Mkt Val	\$ 106,596	\$ 106,596
Fannie Mae Tranche 00540 1 75% 8/10/2012	2,000	Sh	Mkt Val	\$ 201,874	\$ 201,874
Federal Farm Cr Bks Cons 5 25000% 06/29/2015	100,000	Sh	Mkt Val	\$ 114,511	\$ 114,511
Federal Farm Cr Bks Cons 5 30000% 02/06/2017	500,000	Sh	Mkt Val	\$ 598,820	\$ 598,820
Federal Home Ln Bks Preassign 4 75% 12/16/2016	2,000	Sh	Mkt Val	\$ 234,989	\$ 234,989
Federal Home Ln Bks Preassign 4 875% 05/17/2017	1,000	Sh	Mkt Val	\$ 118,642	\$ 118,642
Federal Home Ln Mtg Corp 2 875% 02/09/2015	1,000	Sh	Mkt Val	\$ 106,646	\$ 106,646
Federal Home Ln Mtg Corp 4 375% 7/17/2015	2,000	Sh	Mkt Val	\$ 224,824	\$ 224,824
Federal Home Ln Mtg Corp Medium Term 3 000% 07/28/2014	2,000	Sh	Mkt Val	\$ 212,224	\$ 212,224
Federal Home Ln Mtg Corp Nt 2 125% 09/21/2012	1,000	Sh	Mkt Val	\$ 101,372	\$ 101,372
Federal Home Ln Mtg Corp Preassign 1 375% 01/09/2013	1,000	Sh	Mkt Val	\$ 101,154	\$ 101,154
Federal Home Loan Banks 1 625% 03/20/2013	1,000	Sh	Mkt Val	\$ 101,592	\$ 101,592
Federal Home Loan Banks 3 625% 10/18/2013	2,000	Sh	Mkt Val	\$ 211,376	\$ 211,376
Federal Home Loan Banks 5 000% 07/11/2017	1,000	Sh	Mkt Val	\$ 120,010	\$ 120,010
Federal Home Loan Banks 5 270% 12/28/2012	475,000	Sh	Mkt Val	\$ 135,797	\$ 135,797
Federal Home Loan Bk Bonds 1 750% 08/22/2012	200,000	Sh	Mkt Val	\$ 202,132	\$ 202,132
Federal Home Loan Bk Bonds 1 750% 12/14/2012	650,000	Sh	Mkt Val	\$ 659,965	\$ 659,965
Federal Home Loan Bk Bonds 2 750% 06/08/2018	575,000	Sh	Mkt Val	\$ 616,360	\$ 616,360
Federal Home Loan Bk Bonds 3 750% 12/14/2018	200,000	Sh	Mkt Val	\$ 226,208	\$ 226,208
Federal Home Loan Bk Bonds 5 250% 08/15/2022	500,000	Sh	Mkt Val	\$ 630,730	\$ 630,730
Federal Home Loan Bk Bonds 5 250% 12/11/2020	300,000	Sh	Mkt Val	\$ 372,798	\$ 372,798
Federal Home Loan Bk Notes 1 125% 05/18/2012	1,000,000	Sh	Mkt Val	\$ 1,004,210	\$ 1,004,210
Federal Natl Mtg Assn 4 625% 10/15/2013	594,000	Sh	Mkt Val	\$ 638,728	\$ 638,728
Federal Natl Mtg Assn 4 625% 10/15/2014	900,000	Sh	Mkt Val	\$ 1,000,458	\$ 1,000,458
Federal Natl Mtg Assn 5 000% 04/15/2015	127,000	Sh	Mkt Val	\$ 144,664	\$ 144,664
Federal Natl Mtg Assn 5 375% 06/12/2017	131,000	Sh	Mkt Val	\$ 158,510	\$ 158,510
Fedl Home Ln Mtg Crp Pool #A65694 6 000% 09/01/2037	93,000	Sh	Mkt Val	\$ 39,288	\$ 39,288
Fedl Home Ln Mtg Crp Pool #G12310 5 500% 08/01/2021	127,000	Sh	Mkt Val	\$ 23,473	\$ 23,473
Fedl Home Ln Mtg Crp Pool #G12379 4 500% 06/01/2021	200,000	Sh	Mkt Val	\$ 54,738	\$ 54,738
Fedl Home Ln Mtg Crp Pool #J04311 6 000% 02/01/2022	46,000	Sh	Mkt Val	\$ 17,449	\$ 17,449
Fedl Home Ln Mtg Crp Pool #A41965 5 000% 01/01/2036	500,879	Sh	Mkt Val	\$ 141,926	\$ 141,926
Fedl Home Ln Mtg Crp Pool #A54941 7 500% 08/01/2036	111,000	Sh	Mkt Val	\$ 4,848	\$ 4,848
Fedl Home Ln Mtg Crp Pool #G08122 5 500% 04/01/2036	310,753	Sh	Mkt Val	\$ 101,181	\$ 101,181
Fedl Natl Mtg Assn Pool #745418 5 500% 04/01/2036	320,300	Sh	Mkt Val	\$ 109,523	\$ 109,523
Fedl Natl Mtg Assn Pool #808156 4 500% 01/02/2035	61,000	Sh	Mkt Val	\$ 23,176	\$ 23,176
Fedl Natl Mtg Assn Pool #880109 6 000% 04/01/2036	447,001	Sh	Mkt Val	\$ 175,798	\$ 175,798
Fedl Natl Mtg Assn Pool #885956 6 500% 07/01/2036	190,000	Sh	Mkt Val	\$ 44,695	\$ 44,695
Fedl Natl Mtg Assn Pool #891596 5 500% 06/01/2036	45,000	Sh	Mkt Val	\$ 8,215	\$ 8,215
Fedl Natl Mtg Assn Pool #911745 5 000% 12/01/2021	153,000	Sh	Mkt Val	\$ 44,458	\$ 44,458
Fedl Natl Mtg Assn Pool #946594 6 000% 09/01/2037	173,000	Sh	Mkt Val	\$ 44,807	\$ 44,807
Fedl Natl Mtg Assn Pool #995262 5 500% 01/01/2024	84,000	Sh	Mkt Val	\$ 29,201	\$ 29,201
FHLMC 4 75% 1/19/2016	1,000	Sh	Mkt Val	\$ 115,193	\$ 115,193
Financing Corp CPN FICO Strips 0 000% 04/05/2013	200,000	Sh	Mkt Val	\$ 197,870	\$ 197,870
FNMA 2 625% 11/20/2014	1,000	Sh	Mkt Val	\$ 105,802	\$ 105,802
FNMA NT 4 375% 10/15/2015	2,500	Sh	Mkt Val	\$ 282,497	\$ 282,497
FNMA Preassign 2 875% 12/11/2013	1,000	Sh	Mkt Val	\$ 104,795	\$ 104,795
FNMA Semi Annual 5 375% 06/12/2017	2,000	Sh	Mkt Val	\$ 241,645	\$ 241,645
GNMA Remic Multiclass CMO 3 000% 12/16/2038	248,000	Sh	Mkt Val	\$ 156,756	\$ 156,756
GNMA Remic Multiclass CMO 4 000% 10/16/2032	242,000	Sh	Mkt Val	\$ 162,794	\$ 162,794
GNMA Remic Multiclass CMO 4 500% 02/20/2036	229,000	Sh	Mkt Val	\$ 200,049	\$ 200,049
GNMA Remic Multiclass CMO 4 500% 09/20/2034	240,000	Sh	Mkt Val	\$ 184,906	\$ 184,906
GOVT Natl Mtg Assn Pool #781776 6 000% 07/15/2034	514,694	Sh	Mkt Val	\$ 88,001	\$ 88,001
United States Treas BDS 8 875% 08/15/2017	42,000	Sh	Mkt Val	\$ 60,136	\$ 60,136
United States Treas NTS 2 250% 11/30/2017	145,000	Sh	Mkt Val	\$ 154,698	\$ 154,698
United States Treas NTS 2 625% 08/15/2020	342,000	Sh	Mkt Val	\$ 368,772	\$ 368,772
United States Treas NTS 2 750% 02/15/2019	230,000	Sh	Mkt Val	\$ 251,903	\$ 251,903

Statement 18

Form 990-PF, Part II, Line 10a

Investments - U.S. and State Government Obligations

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Kalliopeia Foundation

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U.S. Government Obligations				Valuation Method	Book Value	Fair Market Value
United States Treas NTS 3 125%	05/15/2019	447,000	Sh	Mkt Val	\$ 501,060	\$ 501,060
United States Treas NTS 3 375%	11/30/2012	258,000	Sh	Mkt Val	\$ 265,539	\$ 265,539
United States Treas NTS 3 500%	02/15/2018	40,000	Sh	Mkt Val	\$ 45,612	\$ 45,612
United States Treas NTS 3 625%	05/15/2020	257,000	Sh	Mkt Val	\$ 297,979	\$ 297,979
United States Treas NTS 3 750%	11/15/2018	34,000	Sh	Mkt Val	\$ 39,549	\$ 39,549
United States Treas NTS 4 000%	08/15/2018	145,000	Sh	Mkt Val	\$ 170,782	\$ 170,782
United States Treas NTS 4 250%	11/15/2014	180,000	Sh	Mkt Val	\$ 199,899	\$ 199,899
United States Treas NTS 4 625%	02/29/2012	99,000	Sh	Mkt Val	\$ 99,708	\$ 99,708
United States Treas NTS 1 250%	07/15/2020	500,000	Sh	Mkt Val	\$ 587,120	\$ 587,120
Wisconsin St Ser 4 600%	05/01/2026	300,000	Sh	Mkt Val	\$ 325,827	\$ 325,827
				Total	<u>\$14,577,640</u>	<u>\$ 14,577,640</u>

Statement 18

Form 990-PF, Part II, Line 10a

Investments - U.S. and State Government Obligations

Corporate Stocks			Valuation Method	Book Value	Fair Market Value
3M Co	2,500	Sh	Mkt Val	\$ 204,325	\$ 204,325
ABB Ltd	4,175	Sh	Mkt Val	\$ 78,615	\$ 78,615
Abengoa SA	1,260	Sh	Mkt Val	\$ 26,825	\$ 26,825
Accenture Ltd	3,500	Sh	Mkt Val	\$ 186,305	\$ 186,305
Accenture Ltd	4,620	Sh	Mkt Val	\$ 245,923	\$ 245,923
Adidas AG	895	Sh	Mkt Val	\$ 58,394	\$ 58,394
Air Liquide ADR	3,553	Sh	Mkt Val	\$ 87,404	\$ 87,404
Air Products & Chemicals	2,960	Sh	Mkt Val	\$ 252,162	\$ 252,162
Amdocs Limited	4,110	Sh	Mkt Val	\$ 117,258	\$ 117,258
America Movil SAB	2,520	Sh	Mkt Val	\$ 56,952	\$ 56,952
American Express Company	7,805	Sh	Mkt Val	\$ 368,162	\$ 368,162
American Science & Engr Inc	500	Sh	Mkt Val	\$ 34,055	\$ 34,055
American States Water Co	325	Sh	Mkt Val	\$ 11,343	\$ 11,343
American Water Works Co	7,125	Sh	Mkt Val	\$ 227,003	\$ 227,003
Amerigon Inc	1,325	Sh	Mkt Val	\$ 18,895	\$ 18,895
AMP Limited	10,890	Sh	Mkt Val	\$ 45,439	\$ 45,439
Apogee Enterprises	1,275	Sh	Mkt Val	\$ 15,632	\$ 15,632
Apple Inc	860	Sh	Mkt Val	\$ 348,300	\$ 348,300
Apple Inc	775	Sh	Mkt Val	\$ 313,875	\$ 313,875
AptarGroup Inc	3,000	Sh	Mkt Val	\$ 156,510	\$ 156,510
Arch Capital Group	10,080	Sh	Mkt Val	\$ 375,278	\$ 375,278
ASML Holdings	1,195	Sh	Mkt Val	\$ 49,939	\$ 49,939
Automatic Data Processing	3,500	Sh	Mkt Val	\$ 189,035	\$ 189,035
AXA-ADR	3,660	Sh	Mkt Val	\$ 47,068	\$ 47,068
Bank Hawaii Corp	1,225	Sh	Mkt Val	\$ 54,500	\$ 54,500
Barclays PLC	19,680	Sh	Mkt Val	\$ 52,152	\$ 52,152
Bard C R Inc	1,800	Sh	Mkt Val	\$ 153,900	\$ 153,900
Becton Dickinson Co	2,600	Sh	Mkt Val	\$ 194,272	\$ 194,272
BG Group PLC Ads	3,100	Sh	Mkt Val	\$ 331,700	\$ 331,700
Blackbaud Inc	975	Sh	Mkt Val	\$ 27,008	\$ 27,008
Bottomline Technologies	1,050	Sh	Mkt Val	\$ 24,329	\$ 24,329
BroadCom	4,380	Sh	Mkt Val	\$ 128,597	\$ 128,597
Bruker Corporation	2,775	Sh	Mkt Val	\$ 34,466	\$ 34,466
Calgon Carbon Corp	1,725	Sh	Mkt Val	\$ 27,100	\$ 27,100
Cantel Medical Corp	525	Sh	Mkt Val	\$ 14,663	\$ 14,663
Capitaland Limited	18,200	Sh	Mkt Val	\$ 31,018	\$ 31,018
Carbo Ceramics Inc	475	Sh	Mkt Val	\$ 58,582	\$ 58,582
Casino Guichard Perrachon	810	Sh	Mkt Val	\$ 68,432	\$ 68,432
Celgene Corp	3,085	Sh	Mkt Val	\$ 208,546	\$ 208,546
Ceragon Networks Ltd.	1,675	Sh	Mkt Val	\$ 12,898	\$ 12,898
Check Point Software Tech Ltd	835	Sh	Mkt Val	\$ 43,871	\$ 43,871
Chubb Corp	4,000	Sh	Mkt Val	\$ 276,880	\$ 276,880
Cincinnati Finl Corp	5,500	Sh	Mkt Val	\$ 167,530	\$ 167,530
Cisco Sys	9,000	Sh	Mkt Val	\$ 162,720	\$ 162,720
Cisco Sys Inc	13,725	Sh	Mkt Val	\$ 248,148	\$ 248,148
Clarcor Inc	1,150	Sh	Mkt Val	\$ 57,489	\$ 57,489
Cliff's Nat Res Inc	1,845	Sh	Mkt Val	\$ 115,036	\$ 115,036
Coach Inc	6,715	Sh	Mkt Val	\$ 409,884	\$ 409,884
Coherent Inc	5,500	Sh	Mkt Val	\$ 28,749	\$ 28,749
Colgate-Palmolive Co	1,600	Sh	Mkt Val	\$ 147,824	\$ 147,824
Comerica Inc	2,500	Sh	Mkt Val	\$ 64,500	\$ 64,500
Commerce Bancshares Inc.	2,646	Sh	Mkt Val	\$ 100,866	\$ 100,866
Commercial Metals Co	1,650	Sh	Mkt Val	\$ 22,820	\$ 22,820
Commvault Systems Inc.	925	Sh	Mkt Val	\$ 39,516	\$ 39,516

Statement 19

Form 990-PF, Part II, Line 10b

Investments - Corporate Stock

Corporate Stocks			Valuation Method	Book Value	Fair Market Value
Companhia Energetica	2,887	Sh	Mkt Val	\$ 51,360	\$ 51,360
Computer Programs & Systems	250	Sh	Mkt Val	\$ 12,778	\$ 12,778
Core Laboratories NV ORD	3,200	Sh	Mkt Val	\$ 364,640	\$ 364,640
Corporate Office PPTYS	1,050	Sh	Mkt Val	\$ 22,323	\$ 22,323
Costco Wholesale Corp	2,900	Sh	Mkt Val	\$ 241,628	\$ 241,628
Crown Castle Intl Corp	3,780	Sh	Mkt Val	\$ 169,344	\$ 169,344
Danaher Corp	6,040	Sh	Mkt Val	\$ 284,122	\$ 284,122
Danone	520	Sh	Mkt Val	\$ 32,424	\$ 32,424
Darling Int'l Inc	975	Sh	Mkt Val	\$ 12,958	\$ 12,958
Darling Int'l Inc	15,550	Sh	Mkt Val	\$ 206,660	\$ 206,660
Deere & Company	1,410	Sh	Mkt Val	\$ 109,064	\$ 109,064
Deere & Company	2,000	Sh	Mkt Val	\$ 154,700	\$ 154,700
Denbury Resources Inc.	9,000	Sh	Mkt Val	\$ 135,900	\$ 135,900
DentSply Intl Inc	4,700	Sh	Mkt Val	\$ 164,453	\$ 164,453
Devon Energy Corp New	3,400	Sh	Mkt Val	\$ 210,800	\$ 210,800
Diageo Plc Isin	1,600	Sh	Mkt Val	\$ 139,872	\$ 139,872
Dime Community	1,950	Sh	Mkt Val	\$ 24,570	\$ 24,570
Donaldson Inc	3,700	Sh	Mkt Val	\$ 251,896	\$ 251,896
Dupont Fabros Technology	1,475	Sh	Mkt Val	\$ 35,725	\$ 35,725
East West Bancorp Inc	2,050	Sh	Mkt Val	\$ 40,488	\$ 40,488
Ebay Inc.	7,205	Sh	Mkt Val	\$ 218,528	\$ 218,528
EDP Renovais	4,490	Sh	Mkt Val	\$ 27,558	\$ 27,558
Ehealth Inc	1,900	Sh	Mkt Val	\$ 27,930	\$ 27,930
EMC Corp Mass	5,000	Sh	Mkt Val	\$ 107,700	\$ 107,700
Emerson Electric Co	3,800	Sh	Mkt Val	\$ 177,042	\$ 177,042
Esco Technologies Inc	400	Sh	Mkt Val	\$ 11,512	\$ 11,512
Express Scripts Inc	8,795	Sh	Mkt Val	\$ 393,049	\$ 393,049
Fanuc Ltd	300	Sh	Mkt Val	\$ 45,932	\$ 45,932
Financial Engines Inc.	1,250	Sh	Mkt Val	\$ 27,913	\$ 27,913
Fresh Market Inc	500	Sh	Mkt Val	\$ 19,950	\$ 19,950
Fuel Systems Solutions	1,200	Sh	Mkt Val	\$ 19,788	\$ 19,788
Fuel Tech Inc	1,575	Sh	Mkt Val	\$ 10,364	\$ 10,364
Gafisa SA ADR	3,530	Sh	Mkt Val	\$ 16,238	\$ 16,238
Gen Probe Inc	325	Sh	Mkt Val	\$ 19,214	\$ 19,214
General Mills Inc	11,600	Sh	Mkt Val	\$ 468,756	\$ 468,756
Genesee & Wyoming Inc	900	Sh	Mkt Val	\$ 54,522	\$ 54,522
Gilead Sciences Inc	10,660	Sh	Mkt Val	\$ 436,314	\$ 436,314
Google Inc	455	Sh	Mkt Val	\$ 293,885	\$ 293,885
Google Inc	200	Sh	Mkt Val	\$ 129,180	\$ 129,180
Grainger W W Inc	1,300	Sh	Mkt Val	\$ 243,347	\$ 243,347
Green Dot Corp	835	Sh	Mkt Val	\$ 26,069	\$ 26,069
GT Advanced Tech	1,525	Sh	Mkt Val	\$ 11,041	\$ 11,041
Hang Seng Bank	4,800	Sh	Mkt Val	\$ 56,448	\$ 56,448
Henkel AG & Co	1,620	Sh	Mkt Val	\$ 78,700	\$ 78,700
Herman Miller Inc.	450	Sh	Mkt Val	\$ 8,303	\$ 8,303
Hibbett Sports Inc	850	Sh	Mkt Val	\$ 38,403	\$ 38,403
Home Depot Inc	1,500	Sh	Mkt Val	\$ 63,060	\$ 63,060
Honda Motor Ltd	2,025	Sh	Mkt Val	\$ 61,864	\$ 61,864
HSBC Holdings PLC	1,499	Sh	Mkt Val	\$ 57,112	\$ 57,112
Hub Group Inc	375	Sh	Mkt Val	\$ 12,161	\$ 12,161
ICU Medical	525	Sh	Mkt Val	\$ 23,625	\$ 23,625
Illinois Tool Works	4,565	Sh	Mkt Val	\$ 213,231	\$ 213,231

Corporate Stocks			Valuation Method	Book Value	Fair Market Value
Illinois Tool Works	4,000	Sh	Mkt Val	\$ 186,840	\$ 186,840
Independent Bank	875	Sh	Mkt Val	\$ 23,879	\$ 23,879
Intel Corp	5,000	Sh	Mkt Val	\$ 121,250	\$ 121,250
Interdigital Inc	650	Sh	Mkt Val	\$ 28,321	\$ 28,321
Intl Business Mach	1,000	Sh	Mkt Val	\$ 183,880	\$ 183,880
Investment Tech Group Inc	1,400	Sh	Mkt Val	\$ 15,134	\$ 15,134
J2 Global Comm Inc	1,800	Sh	Mkt Val	\$ 50,652	\$ 50,652
John Wiley & Sons Inc	1,100	Sh	Mkt Val	\$ 48,840	\$ 48,840
Johnson & Johnson	3,300	Sh	Mkt Val	\$ 216,414	\$ 216,414
Johnson Ctls Inc	3,000	Sh	Mkt Val	\$ 93,780	\$ 93,780
Johnson Matthey Sponsered ADR	775	Sh	Mkt Val	\$ 44,226	\$ 44,226
Jones Lang LaSalle Inc	575	Sh	Mkt Val	\$ 35,225	\$ 35,225
JPMorgan Chase & Co	2,000	Sh	Mkt Val	\$ 66,500	\$ 66,500
Julius Baer Gruppe AG	1,495	Sh	Mkt Val	\$ 59,217	\$ 59,217
Kao Corp	1,900	Sh	Mkt Val	\$ 51,933	\$ 51,933
Kasikornbank PCL NVDR	13,600	Sh	Mkt Val	\$ 52,588	\$ 52,588
Kellogg Company	1,800	Sh	Mkt Val	\$ 91,026	\$ 91,026
Koninklijke Philips Electrs	2,265	Sh	Mkt Val	\$ 47,452	\$ 47,452
Kraton Performance	550	Sh	Mkt Val	\$ 11,165	\$ 11,165
Kubota Ltd	1,695	Sh	Mkt Val	\$ 70,444	\$ 70,444
Landauer Inc	575	Sh	Mkt Val	\$ 29,613	\$ 29,613
Layne Christensen Co	350	Sh	Mkt Val	\$ 8,470	\$ 8,470
Life Time Fitness Inc	425	Sh	Mkt Val	\$ 19,869	\$ 19,869
Lifeway Foods Inc	600	Sh	Mkt Val	\$ 5,784	\$ 5,784
Lincoln Electric Hldgs	3,400	Sh	Mkt Val	\$ 133,008	\$ 133,008
Lindsay Manufacturing Corp	575	Sh	Mkt Val	\$ 31,562	\$ 31,562
Liquidity Svcs Inc	925	Sh	Mkt Val	\$ 34,133	\$ 34,133
Lufkin Inds Inc	525	Sh	Mkt Val	\$ 35,338	\$ 35,338
Marketaxess Holdings Inc	725	Sh	Mkt Val	\$ 21,830	\$ 21,830
Medtronic Inc	2,500	Sh	Mkt Val	\$ 95,625	\$ 95,625
Men's Wearhouse	850	Sh	Mkt Val	\$ 27,549	\$ 27,549
Meridian BioScience Inc	1,825	Sh	Mkt Val	\$ 34,383	\$ 34,383
Mettler-Toledo Intl	1,000	Sh	Mkt Val	\$ 147,710	\$ 147,710
Microchip Technology Inc	3,070	Sh	Mkt Val	\$ 112,454	\$ 112,454
Microsoft Corp	6,500	Sh	Mkt Val	\$ 168,740	\$ 168,740
Microstrategy Inc	125	Sh	Mkt Val	\$ 13,540	\$ 13,540
Middleby Corp	425	Sh	Mkt Val	\$ 39,967	\$ 39,967
Minerals Tech Inc	450	Sh	Mkt Val	\$ 25,439	\$ 25,439
Mitsui Fudosan Co Ltd	2,300	Sh	Mkt Val	\$ 33,540	\$ 33,540
Naspers Limited	695	Sh	Mkt Val	\$ 30,404	\$ 30,404
National Instruments Corp	750	Sh	Mkt Val	\$ 19,463	\$ 19,463
Natural Gas Svcs Grp Inc	800	Sh	Mkt Val	\$ 11,568	\$ 11,568
Neogen Corp	1,175	Sh	Mkt Val	\$ 36,002	\$ 36,002
Nestle S A Reg Adr	2,650	Sh	Mkt Val	\$ 152,932	\$ 152,932
Net 1 UEPS Tech Inc	1,450	Sh	Mkt Val	\$ 11,122	\$ 11,122
Netapp Inc	5,075	Sh	Mkt Val	\$ 184,070	\$ 184,070
Netapp Inc	2,000	Sh	Mkt Val	\$ 72,540	\$ 72,540
New Jersey Res Corp	1,125	Sh	Mkt Val	\$ 55,350	\$ 55,350
New Oriental Education SP ADR	995	Sh	Mkt Val	\$ 23,930	\$ 23,930
NGK Insulators Ltd	3,325	Sh	Mkt Val	\$ 39,499	\$ 39,499
NIC Inc.	1,475	Sh	Mkt Val	\$ 19,632	\$ 19,632
Nike Inc Class B	2,300	Sh	Mkt Val	\$ 221,651	\$ 221,651

Corporate Stocks			Valuation Method	Book Value	Fair Market Value
Nippon Electric Glass	4,580	Sh	Mkt Val	\$ 45,800	\$ 45,800
Northeast Utilities	3,660	Sh	Mkt Val	\$ 132,016	\$ 132,016
Northern Trust Corp	2,000	Sh	Mkt Val	\$ 79,320	\$ 79,320
Novartis AG	1,544	Sh	Mkt Val	\$ 88,270	\$ 88,270
Nutri Sys Inc	1,000	Sh	Mkt Val	\$ 12,930	\$ 12,930
Ocwen Finl Corp	3,025	Sh	Mkt Val	\$ 43,802	\$ 43,802
Olam International Ltd	15,000	Sh	Mkt Val	\$ 24,000	\$ 24,000
Omnicom Group	5,000	Sh	Mkt Val	\$ 222,900	\$ 222,900
Oracle Corporation	6,000	Sh	Mkt Val	\$ 153,900	\$ 153,900
Origin Energy Limited	3,560	Sh	Mkt Val	\$ 48,687	\$ 48,687
Oyo Geospace	225	Sh	Mkt Val	\$ 17,399	\$ 17,399
Pearson PLC	3,405	Sh	Mkt Val	\$ 64,252	\$ 64,252
Pepsico Inc	6,740	Sh	Mkt Val	\$ 447,199	\$ 447,199
Pepsico Inc	3,500	Sh	Mkt Val	\$ 232,225	\$ 232,225
Plantronics Inc	1,575	Sh	Mkt Val	\$ 56,133	\$ 56,133
PNC Finl Svcs Group	1,000	Sh	Mkt Val	\$ 57,670	\$ 57,670
Potash Corp Sask Inc	4,180	Sh	Mkt Val	\$ 172,550	\$ 172,550
Power Integrations Inc	1,300	Sh	Mkt Val	\$ 43,108	\$ 43,108
Powershares Wilderhill Clean Energy Portfolio	79,045	Sh	Mkt Val	\$ 400,758	\$ 400,758
Powershares Wilderhill Progressive Energy Portfolio	23,680	Sh	Mkt Val	\$ 533,570	\$ 533,570
Praxair Inc	2,000	Sh	Mkt Val	\$ 213,800	\$ 213,800
Procter & gamble Co	4,400	Sh	Mkt Val	\$ 293,524	\$ 293,524
Quaker Chem Corp	750	Sh	Mkt Val	\$ 29,168	\$ 29,168
Qualcomm Inc	3,700	Sh	Mkt Val	\$ 202,390	\$ 202,390
Quality Systems	1,000	Sh	Mkt Val	\$ 36,990	\$ 36,990
Quanta Services Inc.	13,970	Sh	Mkt Val	\$ 300,914	\$ 300,914
Questar Corp	9,000	Sh	Mkt Val	\$ 178,740	\$ 178,740
Republic Services Inc	6,760	Sh	Mkt Val	\$ 186,238	\$ 186,238
Roche Hldg Ltd	2,526	Sh	Mkt Val	\$ 107,481	\$ 107,481
Ross Stores Inc	4,000	Sh	Mkt Val	\$ 190,120	\$ 190,120
ROVI Corp	5,155	Sh	Mkt Val	\$ 126,710	\$ 126,710
Sampo OYJ	2,240	Sh	Mkt Val	\$ 55,744	\$ 55,744
SAP AG	980	Sh	Mkt Val	\$ 51,891	\$ 51,891
Sapient Corp	3,650	Sh	Mkt Val	\$ 45,990	\$ 45,990
Select Comfort Corp	2,750	Sh	Mkt Val	\$ 59,648	\$ 59,648
Sigma Aldrich Corp	4,000	Sh	Mkt Val	\$ 249,840	\$ 249,840
Signature Bk New York	900	Sh	Mkt Val	\$ 53,991	\$ 53,991
Simpson Manufacturing Co	925	Sh	Mkt Val	\$ 31,136	\$ 31,136
Sims Metal Management Ltd	3,565	Sh	Mkt Val	\$ 45,810	\$ 45,810
Singapore Telecomm	13,000	Sh	Mkt Val	\$ 30,979	\$ 30,979
SMA Solar Technology	360	Sh	Mkt Val	\$ 20,172	\$ 20,172
Smith & Nephew PLC	1,060	Sh	Mkt Val	\$ 51,039	\$ 51,039
Sodastream International	625	Sh	Mkt Val	\$ 20,431	\$ 20,431
Sonova Holding AG	555	Sh	Mkt Val	\$ 58,313	\$ 58,313
South Jersey Inds Inc	775	Sh	Mkt Val	\$ 44,028	\$ 44,028
Southside Bancshares Inc	678	Sh	Mkt Val	\$ 14,685	\$ 14,685
Spirax Sarco Engineering	1,055	Sh	Mkt Val	\$ 30,709	\$ 30,709
SSE PLC	2,625	Sh	Mkt Val	\$ 52,736	\$ 52,736
Standard Bank Group	2,560	Sh	Mkt Val	\$ 31,313	\$ 31,313
Standard Chartered	2,865	Sh	Mkt Val	\$ 62,342	\$ 62,342
State Street Corp	7,365	Sh	Mkt Val	\$ 296,883	\$ 296,883
State Street Corp	3,000	Sh	Mkt Val	\$ 120,930	\$ 120,930
Statoil ASA	3,785	Sh	Mkt Val	\$ 96,934	\$ 96,934
STR Holdings Inc.	875	Sh	Mkt Val	\$ 7,201	\$ 7,201

Statement 19

Form 990-PF, Part II, Line 10b

Investments - Corporate Stock

2011

Federal Statements

Kalliopeia Foundation

94-3270387

Corporate Stocks			Valuation Method	Book Value	Fair Market Value
Stryker Corp	3,000	Sh	Mkt Val	\$ 149,130	\$ 149,130
Subsea 7 Inc	2,755	Sh	Mkt Val	\$ 51,271	\$ 51,271
Sysco Corp	6,000	Sh	Mkt Val	\$ 175,980	\$ 175,980
Sysmex Corp	2,000	Sh	Mkt Val	\$ 65,194	\$ 65,194
T Rowe Price Group Inc	4,100	Sh	Mkt Val	\$ 233,495	\$ 233,495
Taiwan Semiconductor Manufacturing Co Ltd	3,607	Sh	Mkt Val	\$ 46,566	\$ 46,566
Target Corp	2,440	Sh	Mkt Val	\$ 124,977	\$ 124,977
Team Inc	1,225	Sh	Mkt Val	\$ 36,444	\$ 36,444
Tenaris SA	1,146	Sh	Mkt Val	\$ 42,608	\$ 42,608
Terumo Corp	1,500	Sh	Mkt Val	\$ 70,672	\$ 70,672
Tesco Corp	1,225	Sh	Mkt Val	\$ 15,484	\$ 15,484
Texas Capital Bancshares	875	Sh	Mkt Val	\$ 26,784	\$ 26,784
The Hain Celestial Group	525	Sh	Mkt Val	\$ 19,247	\$ 19,247
Time Warner Cable Inc	2,666	Sh	Mkt Val	\$ 169,478	\$ 169,478
Tingyi Caymen Islands	13,000	Sh	Mkt Val	\$ 39,502	\$ 39,502
Toray Inds Inc	425	Sh	Mkt Val	\$ 30,558	\$ 30,558
Trimble Navigation Ltd	3,090	Sh	Mkt Val	\$ 134,106	\$ 134,106
UMB Financial Corp	1,100	Sh	Mkt Val	\$ 40,975	\$ 40,975
Umicore SA	1,120	Sh	Mkt Val	\$ 46,337	\$ 46,337
Umpqua Holdings Corp	3,650	Sh	Mkt Val	\$ 45,224	\$ 45,224
Unilever	2,295	Sh	Mkt Val	\$ 78,879	\$ 78,879
Union Pacific Corp	1,710	Sh	Mkt Val	\$ 181,157	\$ 181,157
United Natural Foods Inc	1,100	Sh	Mkt Val	\$ 44,011	\$ 44,011
United Parcel SVC INC	2,900	Sh	Mkt Val	\$ 212,251	\$ 212,251
Unitedhealth Group	6,070	Sh	Mkt Val	\$ 307,628	\$ 307,628
Universal Technical	1,125	Sh	Mkt Val	\$ 14,378	\$ 14,378
US Bancorp Del Com	13,368	Sh	Mkt Val	\$ 361,604	\$ 361,604
Vesta Wind Systems	510	Sh	Mkt Val	\$ 5,416	\$ 5,416
VF Corp	3,960	Sh	Mkt Val	\$ 502,880	\$ 502,880
Vodafone Group	4,025	Sh	Mkt Val	\$ 112,821	\$ 112,821
Vossloh AG	235	Sh	Mkt Val	\$ 22,596	\$ 22,596
Wabtec	900	Sh	Mkt Val	\$ 62,955	\$ 62,955
Walgreen Company	4,000	Sh	Mkt Val	\$ 132,240	\$ 132,240
Waters Corp	2,100	Sh	Mkt Val	\$ 155,505	\$ 155,505
Watts Water Tech	850	Sh	Mkt Val	\$ 29,079	\$ 29,079
West Pharmaceutical Serv	1,025	Sh	Mkt Val	\$ 38,899	\$ 38,899
Wolverine World Wide Inc	750	Sh	Mkt Val	\$ 26,730	\$ 26,730
Worleyparsons Ltd	1,690	Sh	Mkt Val	\$ 44,475	\$ 44,475
Wright Medical Group	750	Sh	Mkt Val	\$ 40,710	\$ 40,710
Zoll Medical Corp	500	Sh	Mkt Val	\$ 31,590	\$ 31,590
Total				<u>\$26,527,744</u>	<u>\$26,527,744</u>

Statement 19

Form 990-PF, Part II, Line 10b

Investments - Corporate Stock

Corporate Bonds		Valuation Method	Book Value	Fair Market Value
American Express Co 7 000% 03/19/2018	100,000 Sh	Mkt Val	\$ 121,333	\$ 121,333
American Express Co 8 125% 05/20/2019	250,000 Sh	Mkt Val	\$ 323,183	\$ 323,183
AT&T Inc 5 5000% 02/01/2018	150,000 Sh	Mkt Val	\$ 173,606	\$ 173,606
Bank of America FDIC 2 100% 04/30/2012	500,000 Sh	Mkt Val	\$ 503,010	\$ 503,010
Bank of Nova Scotia Sr Unsecured 2 050% 10/07/2015	50,000 Sh	Mkt Val	\$ 50,144	\$ 50,144
Bank of Nova Scotia Sr Unsecured 2 250% 01/22/2013	15,000 Sh	Mkt Val	\$ 15,178	\$ 15,178
Bank of Nova Scotia Sr Unsecured 2 375% 12/17/2013	45,000 Sh	Mkt Val	\$ 46,041	\$ 46,041
Barclays Bank Sr Unsecured 5 000% 09/22/2016	75,000 Sh	Mkt Val	\$ 77,940	\$ 77,940
Blackrock Inc Note 3 500% 12/10/2014	65,000 Sh	Mkt Val	\$ 69,410	\$ 69,410
Blackrock Inc Note 4 250% 05/24/2021	80,000 Sh	Mkt Val	\$ 83,335	\$ 83,335
Burlingtn North Unsecured 4 700% 10/01/2019	200,000 Sh	Mkt Val	\$ 223,942	\$ 223,942
CR Bard Sr Unsecured 2 875% 1/15/2016	30,000 Sh	Mkt Val	\$ 31,311	\$ 31,311
Ebay Sr Unsecured 1 625% 10/15/2015	65,000 Sh	Mkt Val	\$ 65,658	\$ 65,658
Goldman Sachs Group Inc 5 700% 09/01/2012	59,000 Sh	Mkt Val	\$ 60,096	\$ 60,096
Goldman Sachs Grp Inc 3 625% 02/07/2016	80,000 Sh	Mkt Val	\$ 77,402	\$ 77,402
Hewlett Packard Co Notes 3 000% 09/15/2016	80,000 Sh	Mkt Val	\$ 80,911	\$ 80,911
Hewlett Packard Co Notes 4 250% 02/24/2012	65,000 Sh	Mkt Val	\$ 65,359	\$ 65,359
Medtronic Inc Sr Notes 3 000% 3/15/2015	25,000 Sh	Mkt Val	\$ 26,518	\$ 26,518
National Rural Utils Coop Fin 10 37500% 11/01/2018	100,000 Sh	Mkt Val	\$ 142,715	\$ 142,715
Oracle Corp Notes 5 75000% 04/15/2018	150,000 Sh	Mkt Val	\$ 182,699	\$ 182,699
Pepsico Inc 5 000% 06/01/2018	65,000 Sh	Mkt Val	\$ 75,670	\$ 75,670
Questar Corp Sr Notes 2 750% 2/1/2016	20,000 Sh	Mkt Val	\$ 20,325	\$ 20,325
Rabobank Nederland 2 125% 10/13/2015	110,000 Sh	Mkt Val	\$ 108,829	\$ 108,829
Rabobank Nederland 4 500% 01/11/2021	175,000 Sh	Mkt Val	\$ 182,849	\$ 182,849
Simon Property Sr Unsecured 4 125% 12/01/2021	60,000 Sh	Mkt Val	\$ 62,401	\$ 62,401
Simon Property Sr Unsecured 4 200% 02/01/2015	15,000 Sh	Mkt Val	\$ 15,876	\$ 15,876
SLM Corp Mtn Book Entry 5 000% 10/01/2013	125,000 Sh	Mkt Val	\$ 125,678	\$ 125,678
Stryker Corp Sr Unsecured 3 000% 1/15/2015	30,000 Sh	Mkt Val	\$ 31,388	\$ 31,388
Toyota Motor Credit Corp 2 000% 09/15/2016	85,000 Sh	Mkt Val	\$ 86,071	\$ 86,071
Verizon Communications 6 350% 04/01/2019	75,000 Sh	Mkt Val	\$ 92,751	\$ 92,751
Wells Fargo & Co 4 600% 04/01/2021	65,000 Sh	Mkt Val	\$ 71,253	\$ 71,253
Wells Fargo 3 625% 4/15/2015	55,000 Sh	Mkt Val	\$ 57,671	\$ 57,671
Westpac Banking Corp Sr Unsecured 1 850% 12/09/2013	115,000 Sh	Mkt Val	\$ 115,207	\$ 115,207
Westpac Banking Corp Sr Unsecured 4 200% 02/27/2015	75,000 Sh	Mkt Val	\$ 78,243	\$ 78,243
Commercial Mortgage Passthru 5 813% 12/10/2019	88,000 Sh	Mkt Val	\$ 94,144	\$ 94,144
LB-UBS Commerical Mtg Trust 4 912% 04/15/2030	75,000 Sh	Mkt Val	\$ 28,091	\$ 28,091
Morgan Stly Dn Wttr Cap 6 390% 07/15/2033	60,000 Sh	Mkt Val	\$ 3,530	\$ 3,530
GMAC Commml Mtg 4 760% 08/10/2038	156,000 Sh	Mkt Val	\$ 14,901	\$ 14,901
Bear Sterns Commml Ser 4 240% 08/13/2039	83,000 Sh	Mkt Val	\$ 21,195	\$ 21,195
Wachovia Bk Cml Mtg Trust 5 110% 07/15/2042	95,000 Sh	Mkt Val	\$ 77,827	\$ 77,827
Bear Sterns Commml Ser 5 127% 10/12/2042	60,000 Sh	Mkt Val	\$ 32,407	\$ 32,407
Banc of Amer Comm Ser 5 060% 11/10/2042	127,000 Sh	Mkt Val	\$ 130,051	\$ 130,051
Wachovia Bk Cml Mtg Trust 5 898% 02/15/2051	80,000 Sh	Mkt Val	\$ 83,234	\$ 83,234
		Total	\$ 4,029,379	4,029,379

Name & Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
826 National 44 Gough Street, Suite 206 San Francisco, CA 94103	N/A	509(a)	Project Support 826 National in the Public Schools	\$ 15,000 00
Abraham Path Initiative Inc 1563 Massachusetts Ave Cambridge, MA 02138	N/A	509(a)	Project Support Gathering and Conference at Harvard University	\$ 15,000 00
Advocates for Indigenous California Language Survival 221 Idora Avenue Vallejo, CA 94591	N/A	509(a)	General Support \$25,000 Project Support \$15,000 for 'Master Apprentice Coordinators', \$5,000 for 'Seeds of Language Mini-Grants', \$5,000 for 'Revitalization at Home'	\$ 50,000 00
Alaska Conservation Foundation 441 West 5th Ave, Suite 402 Anchorage, AK 99501	N/A	509(a)	Project Support The Alaska Native Fund 2012 Gathering	\$ 25,000 00
Alchemy, Inc P O Box 4041 4387 Wedgewood Dr Copley, OH 44321	N/A	509(a)	Project Support Fiscal sponsor for KarinaFilms, grant recommended for the documentary film Finding the Gold Within	\$ 25,000 00
Alchemy, Inc P O Box 4041 4387 Wedgewood Dr Copley, OH 44321	N/A	509(a)	Project Support In/After School Programs and Workshops	\$ 40,000 00
American Indian College Fund 8333 Greenwood Blvd Denver, CO 80221	N/A	509(a)	Project Support Flooding Emergency Relief Fund	\$ 5,000 00
American Indian Institute PO Box 1388 Bozeman, MT 59771	N/A	509(a)	General Support \$50,000 Project Support \$25,000 for 'Indigenous Leaders Travel Fund'	\$ 75,000 00
Angeles Arrien Foundation PO Box 1278 Sausalito, CA 94966	N/A	509(a)	General Support	\$ 10,000 00
Artship Foundation 88 Perry Street, # 734 San Francisco, CA 94107	N/A	509(a)	Project Support for Artship Ensemble, Artship Inquiry, Artship Exhibitions, and Cross Roads	\$ 40,000 00
ArtSpring, Inc PO Box 343432 Florida City, FL 33034	N/A	509(a)	General Support	\$ 50,000 00
Barry University 6441 E Colonial Dr Orlando, FL 32807	N/A	School	Project Support Fiscal sponsor for Center for Earth Jurisprudence, grant recommended for general support for CEJ	\$ 100,000 00
Bioneers/Collective Heritage Institute 1607 Paseo de Peralta, Suite 3 Santa Fe, NM 87501	N/A	509(a)	General Support	\$ 100,000 00
Bioneers/Collective Heritage Institute 1607 Paseo de Peralta, Suite 3 Santa Fe, NM 87501	N/A	509(a)	Project Support Collaboration with Pachamama Alliance for the project 'Awaken, Learn, Connect, Act'	\$ 30,000 00
Bread for the Journey 267 Miller Avenue Mill Valley, CA 94941	N/A	509(a)	General Support	\$ 30,000 00

<u>Name & Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Cal-Earth PO Box 1977 Claremont, CA 91711	N/A	509(a)	General Support \$25,000 Project Support \$10,000 for workshop scholarships, and \$15,000 for research and development for disaster relief	\$ 50,000 00
Cathedral Church of St. John the Divine 1047 Amsterdam Ave New York, NY 10025	N/A	Church	Project Support for the exhibition 'Value of Water Sustaining a Green Planet'	\$ 25,000 00
Center for Courage & Renewal 321 High School Road, NE Suite D3 #375 Bainbridge Island, WA 98110	N/A	School	General Support \$75,000 Project Support \$25,000 for pilot program Circle of Trust for young leaders	\$ 100,000 00
Center for Emerging Leadership 2730 Goodview Avenue North Oakdale, MN 55128	N/A	509(a)	Project Support one-time seed grant for the Women's Leadership Community	\$ 10,000 00
The Center for Independent Documentary 680 South Main Street Sharon, MA 02067	N/A	509(a)	Project Support Fiscal sponsor for KarinaFilms, grant recommended for filming, editing, and fundraising for film 'Finding the Gold Within'	\$ 40,000 00
Center for Partnership Studies 25700 Shafter Way Carmel, CA 93923	N/A	509(a)	Project Support for the Caring Economics Project for the 2-year period Dec '11 - Dec '13	\$ 150,000 00
Center for Sacred Studies/Morningstar Foundation PO Box 745 Sonora, CA 95370	N/A	Church	Project Support for the International Council of 13 Indigenous Grandmothers Gatherings 9 (Alaska) and 10 (Brazil)	\$ 190,000 00
Center for Visionary Leadership 369 3rd Street, #563 San Rafael, CA 94903	N/A	509(a)	Project Support Visionary Leadership Training	\$ 10,000 00
The Chicago Wisdom Project 5655 S University Ave Chicago, IL 60637	N/A	509(a)	General Support	\$ 25,000 00
Circle of Light of AIWP PO Box 375 Pearblossom, CA 93553	N/A	509(a)	General Support	\$ 15,000 00
Commonweal PO Box 316 Bolinas, CA 94924	N/A	509(a)	Project Support The New School for the two year grant period May '11 - May '13	\$ 100,000 00
Commonweal PO Box 316 Bolinas, CA 94924	N/A	509(a)	Project Support The Institute for the Study of Health and Illness (ISHI) - Resident Program for the 2 yr period July '11 - July '13	\$ 150,000 00
Cranaleith Spiritual Center 13475 Proctor Road Somerton Philadelphia, PA 19116-1723	N/A	509(a)	General Support	\$ 15,000 00
Cultural and Educational Media (CEM Productions) 480 Gate 5 Road, Ste 250 Sausalito, CA 94965	N/A	509(a)	Project Support for PBS distribution of Global Spirit TV Series	\$ 30,000 00

Statement 21

Form 990-PF, Part XV, Linve 3a
Recipient Paid During the Year

<u>Name & Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Cultural and Educational Media (CEM Productions) 480 Gate 5 Road, Ste 250 Sausalito, CA 94965	N/A	509(a)	Project Support OneThroughLove website	\$ 20,000 00
Daily Acts PO Box 293 Petaluma, CA 94953	N/A	509(a)	General Support	\$ 25,000 00
Dominican University - Courage to Teach Center for Adult and Extended Education 50 Acacia Ave San Rafael, CA 94901	N/A	School	Project Support Courage to Teach Seasonal Retreat Series for the grant period 1-1-12 thru 6-30-13	\$ 45,000 00
DreamWeather Foundation 3746 Spring Creek Drive Santa Rosa, CA 95405	N/A	509(a)	General Support	\$ 20,000 00
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704	N/A	509(a)	Project Support Fiscal sponsor for Women's Earth Alliance, grant recommended for meeting matching contributions	\$ 9,450 00
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704	N/A	509(a)	Project Support Fiscal sponsor for Women's Earth Alliance, grant recommended for filming of WEA Advocacy Training November 2011	\$ 10,000 00
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley CA 94704	N/A	509(a)	Project Support Fiscal sponsor for Women's Earth Alliance grant recommended for general support for WEA	\$ 50,000 00
East Bay Center for the Performing Arts 339 Eleventh Street Richmond, CA 94801	N/A	509(a)	General Support	\$ 10,000 00
East Bay Meditation Center 2147 Broadway Oakland, CA 94612	N/A	509(a)	General Support	\$ 20,000 00
East Bay Meditation Center 2147 Broadway Oakland, CA 94612	N/A	509(a)	General Support Matching Pledge Paid Pledge booked on 5/1/11	\$ 5,000 00
Elemental Awareness Foundation PO Box 50935 Irvine, CA 92619	N/A	509(a)	Project Support Fiscal sponsor for Pollen Circles, Inc , grant recommended for the Preserve the Tradition Project	\$ 19,000 00
Eyak Preservation Council P O Box 460 Cordova, AK 99574	N/A	509(a)	General Support	\$ 35,000 00
Faithful Fools Street Ministry 234 Hyde Street San Francisco, CA 94102	N/A	509(a)	General Support	\$ 40,000 00
First Nations Development Institute 351 Coffman Street, Suite 200 Longmont, CO 80501	N/A	509(a)	Project Support Native Youth & Culture Fund	\$ 500,000 00

Name & Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
First Peoples Worldwide Inc 857 Leeland Road Fredericksburg, VA 22405	N/A	509(a)	Project Support \$30,000 for staffing of the Keepers of the Earth re-grants Program, \$20,000 for development of the evaluation tool The Spirit Wheel	\$ 50,000 00
Floresta Project, Inc PO Box 173 Phoenicia, NY 12464	N/A	509(a)	Project Support for La Sierra Nevada de Gonawindua Elders Meeting at Hopi Nation	\$ 20,373 00
Foundation for Social Technology 19 Lincoln Street Arlington, MA 02476	N/A	509(a)	Project Support Fiscal sponsor for Presencing Institute, grant recommended for general support for PI	\$ 40,000 00
Friends of the Akwesasne Freedom School 81 Hopkins Point Road Ft Covington, NY 12937	N/A	509(a)	Project Support For Akwesasne Freedom School	\$ 50,000 00
Gedakina Inc PO Box 221 Milford, NH 03055	N/A	509(a)	General Support	\$ 30,000 00
Genesis Farm 41A Silver Lake Road Blairstown, NJ 07825	N/A	509(a)	Project Support Learning Center Staffing	\$ 50,000 00
Genesis Farm 41A Silver Lake Road Blairstown, NJ 07825	N/A	509(a)	Project Support Transition Project at Genesis Farm	\$ 45,160 00
Global Peace Initiative of Women 301 East 57th St , 3rd Floor New York, NY 10022	N/A	509(a)	Project Support \$40,000 for the Mystical Series Experiences of the Divine in Aleppo Syria, \$20,000 for Contemplative Alliance 'Two Heartland Dialogues	\$ 60,000 00
Global Peace Initiative of Women 301 East 57th St , 3rd Floor New York, NY 10022	N/A	509(a)	General Support for the two-year period Jan '12 - Jan '14	\$ 80,000 00
Heaven on Earth Creations 7 Mimosa Road Santa Fe, NM 87508	N/A	509(a)	Project Support Film 'Globalized Soul' distribution	\$ 5,000 00
Images and Voices of Hope PO Box 213 Haines Falls, NY 12436	N/A	509(a)	General Support	\$ 20,000 00
Images and Voices of Hope PO Box 213 Haines Falls, NY 12436	N/A	509(a)	General Support Matching Pledge Paid Pledge booked on 5/1/11	\$ 10,000 00
Indian Cultural Organization 14840 Bear Mountain Road Redding, CA 96003	N/A	509(a)	Project Support for Winnemem Wintu Tribes's 'Bring the Salmon Home'	\$ 3,000 00
Insight Prison Project PO Box 151642 San Rafael, CA 94915	N/A	509(a)	General Support	\$ 75,000 00
Institute for Multi-Track Diplomacy 1901 N Fort Myer Dr #405 Arlington, VA 22209	N/A	509(a)	General Support	\$ 100,000 00

Name & Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Institute of Natural and Traditional Knowledge PO Box 12340 Albuquerque, NM 87195	N/A	509(a)	Project Support Fiscal sponsor for Four Bridges Travelling Permaculture Institute, grant recommended for general support for Four Bridges	\$ 20,000 00
Interfaith Youth Core 910 W Van Buren St Chicago, IL 60607	N/A	509(a)	General Support for the period June 2011 - June 2013	\$ 100,000 00
International Association of Sufism 14 Commercial Blvd Suite 101 Novato, CA 94949	N/A	509(a)	Project Support Songs of the Soul - Poetry Festival	\$ 25,000 00
International Funders for Indigenous Peoples PO Box 1040 Akwesasne, NY 13655	N/A	509(a)	General Support	\$ 50,000 00
International Society for Ecology and Culture PO Box 9475 Berkeley, CA 94709	N/A	509(a)	General Support	\$ 25,000 00
Inward Bound Mindfulness Education PO Box 804 Floyd, VA 24091	N/A	509(a)	General Support	\$ 25,000 00
Kosmos PO Box 2102 Lenox, MA 01240	N/A	509(a)	General Support	\$ 100,000 00
Land is Life, Inc 18 Holyoke Road, #3 Somerville, MA 02144	N/A	509(a)	Project Support \$25,000 for Land Is Life-Indigenous Women's Program Project Support \$25,000 for Travel Fund	\$ 50,000 00
Link TV 901 Battery Street, Suite 308 San Francisco, CA 94111	N/A	509(a)	Project Support for the Global Spirit TV Series	\$ 137,015 60
Marin Interfaith Council 1510 Fifth Avenue San Rafael, CA 94901	N/A	509(a)	General Support	\$ 20,000 00
Marin Organic PO Box 962 Point Reyes Station, CA 94956	N/A	509(a)	General Support	\$ 15,000 00
MBA Project, Inc (Mind Body Awareness) 111 Fairmount Ave, Suite 508 Oakland, CA 94611	N/A	509(a)	General Support	\$ 35,000 00
Mindful Schools 1944 Embarcadero East Oakland, CA 94606	N/A	509(a)	General Support	\$ 30,000 00
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116	N/A	509(a)	General Support	\$ 75,000 00
Motion The Women's Performing Collective 250 C Street San Rafael, CA 94901	N/A	509(a)	Project Support for The Kepler Project (to meet Fall fundraising goal)	\$ 10,000 00
Motion The Women's Performing Collective 250 C Street San Rafael, CA 94901	N/A	509(a)	Project Support The Kepler Project Planetarium Shows	\$ 47,000 00

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Form 990-PF, Part XV, Linve 3a
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Name & Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Nehrim 125 Maiden Lane, Suite #8B New York, NY 10038	N/A	509(a)	General Support	\$ 15,000 00
NY Writers Coalition 80 Hanson Place #603 Brooklyn, NY 11217	N/A	509(a)	General Support for the 2-year period Sep 2011 - Sep 2013	\$ 80,000 00
Occidental Arts and Ecology Center 15290 Coleman Valley Road Occidental, CA 95465	N/A	509(a)	General Support	\$ 30,000 00
One World Youth Project 1850 M Street, NW Suite 1150 Washington, DC 20036	N/A	509(a)	General Support	\$ 50,000 00
Pachamama Alliance Presidio Building #1009 P O 29191 San Francisco, CA 94129- 9191	N/A	509(a)	General Support for the 2-yr period 2/11 - 2/13	\$ 120,000 00
Pachamama Alliance Presidio Building #1009 P O 29191 San Francisco, CA 94129- 9191	N/A	509(a)	Project Support Fiscal sponsor for The Global Alliance for the Rights of Nature, grant recommended for general support for GARN	\$ 50,000 00
PassageWorks Institute 3050 Broadway Street, Suite 203 Boulder, CO 80304	N/A	509(a)	General Support \$75,000 Project Support \$15,000 for the Leadership, Community and Cultural Responsiveness Project	\$ 90,000 00
Patriot Hills Of New York P O Box 152 Guilford, NY 12084	N/A	509(a)	Project Support Fiscal sponsor for Soldier's Heart, grant recommended as follows \$68,000 for general support for Soldier's Heart, \$32,000 for Veteran's Scholarships, \$25,000 one-time seed grant for 'Wounded Warrior's Battalion' at Fort Knox	\$ 125,000 00
Peace Development Fund PO Box 1280 Amherst, MA 01004-1280	N/A	509(a)	Project Support Fiscal sponsor for c-Integral, grant recommended for the Spiraling into Oneness Retreats	\$ 10,000 00
People's Grocery 909 7th Street Oakland, CA 94607	N/A	509(a)	General Support for the two-year period Aug 2011 - Aug 2013	\$ 80,000 00
Playing for Change PO Box 1505 Culver City, CA 90232	N/A	509(a)	General Support	\$ 10,000 00
Potlatch Fund 801 Second Ave., Suite 304 Seattle, WA 98104	N/A	509(a)	Project Support for Re-granting	\$ 50,000 00
Prison Communities International 12 Huntville Road Katonah, NY 10536	N/A	509(a)	Project Support Rehabilitation Through The Arts	\$ 50,000 00
Prison Dharma Network 11 South Angell St #303 Providence, RI 02906	N/A	509(a)	Project Support Path of Freedom	\$ 50,000 00

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Form 990-PF, Part XV, Linve 3a
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<u>Name & Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Prison Performing Arts 3547 Olive Street, Suite 250 St Louis, MO 63103-1014	N/A	509(a)	Project Support Adult Theater Programming	\$ 35,000 00
Regenerative Design Institute P O Box 923 Bollinas, CA 94924	N/A	509(a)	General Support	\$ 50,000 00
Rockefeller Philanthropy Advisors, Inc (Earth Charter International) 6 West 48th Street, Tenth Floor New York, NY 10036	N/A	509(a)	Project Support \$30,000 for creation and implementation of ECI's Social Media Communications Strategy Project Support \$10,000 for redesign of ECI's website and Virtual Library	\$ 40,000 00
Rockefeller Philanthropy Advisors, Inc (Earth Charter International) 6 West 48th Street, Tenth Floor New York, NY 10036	N/A	509(a)	Pledge Grant \$30,000 to hire a professional communications company Pledge booked 5/30/11	\$ 30,000 00
RSF Social Finance 1002 A O'Reilly Ave San Francisco, CA 94129	N/A	509(a)	Project Support for the Gift Economy Fund	\$ 10,000 00
Rudolf Steiner College 9200 Fair Oaks Blvd Fair Oaks, CA 95628	N/A	School	Project Support \$10,000 for Summer Institute for Teachers Project Support \$12,628 Native Americans in Waldorf Experience	\$ 22,628 00
Sandalwood Healing Grove 58 Rafael Dr San Rafael, CA 94901	N/A	509(a)	Project Support The Feminine Wisdom School	\$ 13,000 00
Sarasa 14 High Street Cambridge, MA 02138	N/A	509(a)	Project Support 4 outreach residencies in teenage lockup facilities and 5 concerts in Mass Dept of Youth Services facilities	\$ 20,000 00
Seven Pillars PO Box 82 New Lebanon, NY 12125	N/A	509(a)	General Support	\$ 75,000 00
Seventh Generation Fund P O Box 4569 Arcata, CA 95518	N/A	509(a)	Project Support for the Traveling Song Initiative	\$ 75,000 00
Seventh Generation Fund P O Box 4569 Arcata, CA 95518	N/A	509(a)	Project Support \$260,000 Re-Grants Program Project Support \$75,000 for Traveling Song Initiative travel fund for indigenous people worldwide	\$ 335,000 00
ShadeTree Multicultural Foundation 2661 Federal Avenue Los Angeles, CA 90064	N/A	509(a)	General Support	\$ 85,000 00
Shalem Center 881 High Street #206 Worthington, OH 43085	N/A	509(a)	Project Support Fiscal sponsor for Edinburgh International Centre for Spirituality & Peace, grant recommended for the 2011 Middle East Festival	\$ 10,000 00
Shalem Center 881 High Street #206 Worthington, OH 43085	N/A	509(a)	Project Support For Abwoon Interspiritual Communities and Abwoon Resource Center as follows \$20,000 general, \$2,500 fundraising consultant, \$5,000 matching pledge grant	\$ 22,500 00

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<u>Name & Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Society for the Recognition of Art PO Box 5008 Berkeley, CA 94705	N/A	509(a)	Project Support for the magazine 'Works and Conversations'	\$ 10,000 00
Sophia Foundation 525 Gough Street #103 San Francisco, CA 94102	N/A	509(a)	General Support \$25,000 Project Support \$2,000 for the conference to be held in Spring 2013 at SF Unitarian Church	\$ 27,000 00
SpectorDance 3343 Paul Davis Drive Marina, CA 93933	N/A	509(a)	Project Support For 'Ocean'	\$ 10,000 00
Spirit Rock Meditation Center PO Box 169 Woodacre, CA 94973	N/A	509(a)	General Support	\$ 10,000 00
Stone Circles 6602 Nicks Rd Mebane, NC 27302	N/A	509(a)	General Support	\$ 20,000 00
The Hopi Foundation Lomasuminagwtukwsiuman PO Box 301 Kykotsmovi, AZ 86039	N/A	509(a)	General Support	\$ 80,000 00
The Kerulos Center 800 Beaver Creek Rd Jacksonville, OR 97530	N/A	509(a)	Project Support The Sacred Bones Project	\$ 39,700 00
Thomas Merton Center Foundation (DBA The Merton Institute for Contemplative Living) 415 West Muhammad Ali Boulevard Louisville, KY 40202	N/A	509(a)	General Support \$25,000 Project Support \$10,000 for the 'Bridges to Contemplative Leadership' and 'Contemplative Leadership Initiative' programs	\$ 35,000 00
The Mosaic Project 580 Grand Ave , Suite 303 Oakland, CA 94610	N/A	509(a)	General Support	\$ 10,000 00
The Nature Institute 20 May Hill Road Ghent, NY 12075	N/A	509(a)	General Support for the two-year period May 2011 - May 2013	\$ 100,000 00
The Passionist Foundation of the State of Vermont (Green Mt Monastery) 420 Hillcrest Rd Greensboro, VT 05841	N/A	509(a)	Project Support for 'Monastic Wisdom Sharing the Gift'	\$ 10,000 00
The Power of Hope 4408 Delridge Way SW, Suite 103 Seattle, WA 98106	N/A	509(a)	General Support	\$ 25,000 00
The Primordial Tradition 63 Forest Lake Drive Asheville, NC 28803	N/A	509(a)	General Support	\$ 110,000 00
The Reciprocity Foundation 244 Fifth Ave , 2671 New York, NY 10001	N/A	509(a)	Project Support Personal Transformation Project	\$ 35,000 00
The Red Bird Center PO Box 1284 Cambridge, OH 43725	N/A	509(a)	Project Support for The Wounded Bear Program	\$ 25,000 00

<u>Name & Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Red Shoes 2303 Government Street Baton Rouge, LA 70806	N/A	509(a)	Project Support for attendance at conference 'The Alchemy of our Spiritual Leadership Women Redefining Power' (Opportunity Fund)	\$ 957 00
The Red Shoes 2303 Government Street Baton Rouge, LA 70806	N/A	509(a)	General Support	\$ 50,000 00
The WILD Foundation 717 Poplar Ave Boulder, CO 80304	N/A	509(a)	Project Support Fiscal sponsor for the Global Center for Indigenous Leadership and Lifeways, grant recommended for general support for GCILL	\$ 30,000 00
Tides Center PO Box 29907 San Francisco, CA 94129	N/A	509(a)	Project Support for The Inner Resilience Program	\$ 25,000 00
Tides Foundation Presidio Bldg 1014/PO Box 29907 San Francisco, CA 94129	N/A	509(a)	Project Support For Kalliopeia Fund #1751 Recommended for Tairona Heritage Trust for Aluna the Movie LTD	\$ 202,465 00
Tides Foundation Presidio Bldg 1014/PO Box 29907 San Francisco, CA 94129	N/A	509(a)	Project Support Honor the Earth Fund	\$ 150,000 00
Tunefoolery Music, Inc 85 East Newton St, 3rd Floor Boston, MA 02118	N/A	509(a)	General Support	\$ 20,000 00
Tunefoolery Music, Inc 85 East Newton St, 3rd Floor Boston, MA 02118	N/A	509(a)	General Support Matching pledge paid Pledge booked 5/1/1	\$ 5,000 00
United Plant Savers 3526 Fiery Run Rd Linden, VA 22642	N/A	509(a)	Project Support for the film "Numen The Nature of Plants" for editing, distribution and outreach	\$ 25,000 00
United Religions Initiative PO Box 29242 San Francisco, CA 94129	N/A	509(a)	Project Support URI Young Leaders Program	\$ 52,000 00
Visual Understanding in Education, Inc 109 South 5th St, #603 Brooklyn, NY 11249	N/A	509(a)	General Support	\$ 20,000 00
Western Rock Art Research PO Box 1111 Bishop, CA 93515	N/A	509(a)	Project Support Fiscal sponsor for Wardaman Dreaming Project, recommended for development of WDP website	\$ 12,000 00
Western Rock Art Research PO Box 1111 Bishop, CA 93515	N/A	509(a)	Project Support Fiscal sponsor for Wardaman Dreaming Project, recommended for completion of WDP website	\$ 6,000 00
Whidbey Institute PO Box 57 Clinton 98236, WA	N/A	509(a)	Project Support Sustainability & Contemplative Practice Initiative	\$ 20,000 00
Wilderness Arts and Literacy Collaborative 695 Paris Street San Francisco, CA 94122	N/A	509(a)	General Support	\$ 35,000 00

<u>Name & Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Wildflowers Institute 1144 Pacific Ave San Francisco, CA 94133-4212	N/A	509(a)	General Support for the 2-yr period 2/11 - 2/13	\$ 160,000 00
Wind Beneath My Wings Foundation PO Box 596 Stony Point, NY 10980	N/A	509(a)	Project Support Fiscal sponsor for Center for Transformative Change, recommended for general support for CTC	\$ 10,000 00
Women of Spirit and Faith, Inc 27711 Deputy Circle Laguna Hills, CA 92653	N/A	509(a)	Project Support for scholarships for Indigenous women to attend the gathering The Alchemy of Our Spiritual Leadership – Women Redefining Power	\$ 5,000 00
Women of Spirit and Faith, Inc 27711 Deputy Circle Laguna Hills, CA 92653	N/A	509(a)	Project Support for scholarships for Indigenous women to attend the gathering The Alchemy of Our Spiritual Leadership – Women Redefining Power	\$ 5,000 00
YES! Youth for Environmental Sanity 400 Bronco Road Soquel, CA 95073	N/A	509(a)	General Support	\$ 50,000 00
Zocalo Public Square 5042 Wilshire Boulevard #288 Los Angeles, CA 90036	N/A	509(a)	General Support	\$ 25,000 00
TOTAL				\$ 6,819,248.60

2011

Federal Statements

Kalliopeia Foundation

94-3270387

Reconciliation of Revenue per Audited Financial Statements with Revenue Reported on Form 990-PF, Return of Private Foundation	
Total revenue per audited financial statements	\$ 4,654,979
Amounts included in the revenue of the audited financial statements but not included in line 12, column (a), Form 990-PF:	
Net unrealized losses on investment	1,932,228
Amounts included in line 12, column (a), Form 990-PF but not included in the revenue of the audited financial statements:	
Revenue reported as Expenses	17,099
Federal Excise Tax Expense	
Total revenue per line 12, column (a), Form 990-PF	\$ 6,604,306

Reconciliation of Expenses per Audited Financial Statements with Expenses Reported on Form 990-PF, Return of Private Foundation	
Total expenses per audited financial statements	\$ 8,945,549
Amounts included in the audited financials statements but not included in line 26, column (a), Form 990-PF:	
Revenue reported as Expenses	17,099
Total expenses per line 26, column (a), Form 990-PF	\$ 8,962,648

Kalliopeia Foundation

94-3270387

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179 Bonus	Special Depr. Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec Bal Depr.	Salvage /Basis Reductn.	Depr Basis	Prior Depr.	Method	Life	Rate	Current Depr.
Form 990/990-PF																
Amortization																
55	Database Software	12/31/09		15,000							15,000	3,600	S/L	5		1,543
58	Copyright - 1000 Suns	12/31/09		40,000							40,000		S/L	15		0
59	Organizational Cost - GOP	12/31/09		3,470							3,470	693	S/L	15		231
Total Amortization																
				58,470	0	0	0	0	0	0	58,470	4,293				1,774
Buildings																
5	Building	5/06/06		994,396							994,396	117,924	S/L	39		25,497
60	Building B	8/27/10		669,500							669,500	4,292	S/L	39		17,167
61	Building C	8/27/10		279,500							279,500	1,792	S/L	39		7,167
Total Buildings																
				1,943,396	0	0	0	0	0	0	1,943,396	124,008				49,831
Furniture and Fixtures																
3	Office Furniture	9/27/04		6,687							6,687	6,389	200DB HY	7	04460	298
20	Conference Table	3/22/06		7,654							7,654	7,214	200DB HY	5	05760	440
46	Room & Board Arm Chair	1/17/08		777							777	595	200DB MQ	5	.11010	86
47	Ikea Loveseat	4/28/08		630							630	460	200DB MQ	5	.11370	72
48	Think Desk Chairs (2)	7/02/08		1,622							1,622	1,125	200DB MQ	5	.12240	199
49	Conference Room Shades	8/26/08		1,214							1,214	843	200DB MQ	5	12240	149
50	Kitchen Cabinet	9/29/08		1,601							1,601	1,111	200DB MQ	5	12240	196
51	Room & Board Conf. Table	12/27/08		1,600							1,600	1,053	200DB MQ	5	13680	219
Total Furniture and Fixtures																
				21,785	0	0	0	0	0	0	21,785	18,790				1,659

Kalliopeia Foundation

94-3270387

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179 Bonus	Special Depr. Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec. Bal Depr.	Salvage /Basis Reductio	Depr Basis	Prior Depr.	Method	Life	Rate	Current Depr.	
Land																	
6	Land	5/06/06		530,604							530,604			39		0	
62	Land for Building B	8/27/10		360,500							360,500			39		0	
63	Land for Building C	8/27/10		150,500							150,500			39		0	
Total Land				1,041,604		0	0	0	0	0	1,041,604	0				0	
Machinery and Equipment																	
8	Sony Digital HD Video Rec	6/06/06		2,200							2,200		2,072	200DB HY	5	.05760	128
9	URC Wireless Mic	7/31/06		1,200							1,200		1,130	200DB HY	5	.05760	70
10	URC Wireless Mic	7/31/06		1,200							1,200		1,130	200DB HY	5	.05760	70
11	Tripod	9/18/06		1,804							1,804		1,700	200DB HY	5	.05760	104
12	Heat Plate/Panbar	10/20/06		1,145							1,145		1,079	200DB HY	5	.05760	66
13	Apple Monitor	2/02/06		1,242							1,242		1,169	200DB HY	5	.05760	73
14	Apple G5 Quad	2/07/06		3,991							3,991		3,761	200DB HY	5	.05760	230
15	Mac Laptop	2/16/06		2,977							2,977		2,806	200DB HY	5	.05760	171
17	Video File Server	12/05/06		4,660							4,660		4,392	200DB HY	5	.05760	268
18	iMac Computer	9/12/06		1,766							1,766		1,663	200DB HY	5	.05760	103
19	iMac G5 Computers x 2	9/28/06		3,164							3,164		2,980	200DB HY	5	.05760	184
21	Canon Digital Camera	2/19/07		1,179							1,179		975	200DB HY	5	.11520	136
23	Canon Zoom Lens	9/30/07		2,500							2,500		2,068	200DB HY	5	.11520	288
25	Audio Technica Mic	10/14/07		1,295							1,295		1,071	200DB HY	5	.11520	149
26	Sony GVHD 700 Playback De	10/14/07		1,299							1,299		1,075	200DB HY	5	.11520	150
28	Xserve CTO	5/12/07		3,881							3,881		3,210	200DB HY	5	.11520	447
29	MacPro CTO	5/13/07		3,700							3,700		3,060	200DB HY	5	.11520	426
31	32" Flat Panel Screen	9/11/07		1,178							1,178		975	200DB HY	5	.11520	136

Kalliopeia Foundation

94-3270387

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179 Bonus	Special Depr. Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec. Bal Depr.	Salvage /Basis Reductn.	Depr Basis	Prior Depr.	Method	Life	Rate	Current Depr.	
32	MaxBook Pro & Protec Plan	1/04/07		2,725							2,725	2,254	200DB HY	5	.11520	314	
33	Mac	12/20/07		1,739							1,739	1,739	200DB HY	5	.11520	0	
34	SmartUPS	1/31/08		907							907	694	200DB MQ	5	.11010	100	
35	Lowell Pro Lighting Kit	4/29/08		1,586							1,586	1,158	200DB MQ	5	.11370	180	
36	Canon HV20 Camcorder & Pe	1/21/08		970							970	743	200DB MQ	5	.11010	107	
37	Canon Powershot Digital C	10/12/08		527							527	346	200DB MQ	5	.13680	72	
38	Dell R200 Backup System	11/18/08		1,875							1,875	1,235	200DB MQ	5	.13680	257	
39	Dell MD 1000 Backup Syste	11/18/08		5,936							5,936	3,906	200DB MQ	5	.13680	2,030	
40	Apple MacPro Desktop Syst	9/02/08		3,102							3,102	2,153	200DB MQ	5	.12240	380	
41	Seagate Free Agent Pro Ex	8/27/08		819							819	568	200DB MQ	5	.12240	100	
42	Apple 23" HD Monitor	4/17/08		981							981	716	200DB MQ	5	.11370	112	
43	Apple Drive Modules (5)	3/12/08		4,918							4,918	3,767	200DB MQ	5	.11010	541	
44	Soundstation 2EX Conf. Ph	4/30/08		679							679	496	200DB MQ	5	.11370	77	
45	Epson PowerLite Projector	10/29/08		2,465							2,465	1,622	200DB MQ	5	.13680	337	
53	Mac Laptop	4/28/08		2,501							2,501	1,825	200DB MQ	5	.11370	284	
54	iMac Comouter	10/15/08		1,950							1,950	1,284	200DB MQ	5	.13680	530	
56	Mac Laptop	12/31/09		2,617							2,617	523	S/L	5		2,094	
57	iMac	12/31/09		1,367							1,367	273	S/L	5		273	
Total Machinery and Equipment				78,045	0	0	0	0	0	0	78,045	61,618					10,987
Total Depreciation				3,084,830	0	0	0	0	0	0	3,084,830	204,416					62,477
Grand Total Amortization				58,470	0	0	0	0	0	0	58,470	4,293					1,774
Grand Total Depreciation				3,084,830	0	0	0	0	0	0	3,084,830	204,416					62,477

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

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

OMB No 1545-0172

2011Attachment
Sequence No **179**

Name(s) shown on return

Kalliopeia Foundation

Identifying number

94-3270387

Business or activity to which this form relates

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

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	50,627.

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

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	12,525.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ☐		

Section B – Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

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

Section C – Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	63,152.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

OMB No. 1545-1709

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

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns***Enter filer's identifying number, see instructions**

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

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

04

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

- The books are in the care of ► Greg Hagerman

Telephone No. ► 415-592-8151

FAX No. ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 20 11 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 \$	22,881.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	70,753.
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.

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

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

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

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

Enter filer's identifying number, see instructions

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

Enter the Return code for the return that this application is for (file a separate application for each return)..... **04**

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

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

- The books are in care of. Greg Hagerman

• Telephone No. 415-592-8151 FAX No. _____

- If the organization does not have an office or place of business in the United States, check this box ☐ **X**

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) .. _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20 12.

5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension. The Organization requires additional time to gather the information necessary to file a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	23,090.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	70,753.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0.

Signature and Verification must be completed for Part II only.

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

Signature Carol Hagerman Title CPA

Date 8/10/12