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

2012Department 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 2012, or tax year beginning

, 2012, 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)
\$ 71,774,714.

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

1 Contributions, gifts, grants, etc. received (att sch)

15,002,943.

2 ☐ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

615,770.

615,770.

N/A

4 Dividends and interest from securities

582,852.

582,852.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

1,305,696.

b Gross sales price for all assets on line 6a

14,968,304.

c Capital gain net income (from Part IV, line 2)

1,305,696.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

27,344.

12,929.

12 Total. Add lines 1 through 11

* 17,534,605.

2,517,247.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

536,878.

537,554.

15 Pension plans, employee benefits

166,014.

152,821.

16a Legal fees (attach schedule) See St 2

19,475.

19,475.

b Accounting fees (attach sch) See St 3

44,993.

25,305.

c Other prof fees (attach sch) See St 4

233,095.

233,095.

17 Interest

18 Taxes (attach schedule)(see instrs) See Stm 5

68,807.

12,407.

19 Depreciation (attach sch) and depletion

55,256.

20 Occupancy

107,413.

108,373.

21 Travel, conferences, and meetings

48,982.

51,165.

22 Printing and publications

2,419.

2,419.

23 Other expenses (attach schedule)

See Statement 6

948,317.

373.

973,905.

24 Total operating and administrative expenses: Add lines 13 through 23

2,231,649.

268,372.

1,871,017.

25 Contributions, gifts, grants paid Part XV

6,764,462.

6,774,462.

26 Total expenses and disbursements. Add lines 24 and 25

* 8,996,111.

268,372.

8,645,479.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

8,538,494.

b Net investment income (if negative, enter 0)

2,248,875.

c Adjusted net income (if negative, enter 0)

REVENUE
ADMINISTRATIVE
AND
OPERATING
EXPENSES

SCANNED NOV 20 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		503,985.	257,969.	257,969.
	2	Savings and temporary cash investments		6,609,870.	15,945,028.	15,945,028.
	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		47,629.	50,710.	50,710.
	10a	Investments — U.S. and state government obligations (attach schedule)	Statement 7	14,577,640.	12,209,952.	12,209,952.
	b	Investments — corporate stock (attach schedule)	Statement 8	26,527,744.	29,890,565.	29,890,565.
	c	Investments — corporate bonds (attach schedule)	Statement 9	4,029,379.	3,441,591.	3,441,591.
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)	Statement 10	235,186.	247,628.	247,628.	
14	Land, buildings, and equipment: basis	3,130,149.				
	Less: accumulated depreciation (attach schedule)	See Stmt 11	307,689.	2,842,376.	2,822,460.	2,822,460.
15	Other assets (describe)	See Statement 12	5,902,971.	6,908,811.	6,908,811.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		61,276,780.	71,774,714.	71,774,714.	
LIABILITIES	17	Accounts payable and accrued expenses		164,547.	137,861.	
	18	Grants payable		55,000.	30,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		219,547.	167,861.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			☒		
	24	Unrestricted		61,057,233.	71,606,853.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			☐		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		61,057,233.	71,606,853.	
31	Total liabilities and net assets/fund balances (see instructions)		61,276,780.	71,774,714.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	61,057,233.
2	Enter amount from Part I, line 27a	2	8,538,494.
3	Other increases not included in line 2 (itemize)	3	2,011,126.
4	Add lines 1, 2, and 3	4	71,606,853.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	71,606,853.

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)
1 a 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 14,968,304.		13,662,608.	1,305,696.
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			1,305,696.
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	1,305,696.
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))
2011	8,451,518.	53,121,580.	0.159098
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

2 Total of line 1, column (d)	2	0.632821
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	0.126564
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	51,208,593.
5 Multiply line 4 by line 3	5	6,481,164.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,489.
7 Add lines 5 and 6	7	6,503,653.
8 Enter qualifying distributions from Part XII, line 4	8	8,689,792.

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.

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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	22,489.
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	22,489.
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	22,489.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	67,872.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	67,872.	
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	45,383.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 45,383. 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)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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? If 'Yes,' attach a detailed description of the activities.		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? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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? If 'Yes,' complete Part II, column (c), and Part XV	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? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses 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. <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, 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
1 a 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 ☐	1 b	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 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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.)	2 b	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>		
3 a 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 2012 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 2012)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	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 X

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☒ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) See Statement 16

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	90,750.	26,104.	0.
Emmanuel Vaughan-Lee PO Box 151020 San Rafael, CA 94915	Dir G.O.P. 40	108,100.	23,705.	0.
Sohrob Nabatian PO Box 151020 San Rafael, CA 94915	Prgm Officer 40	101,384.	29,863.	0.
Zoe Fuller-Rowell PO Box 151020 San Rafael, CA 94915	Admin & Oper 40	97,240.	19,147.	0.
Alan Zulch PO Box 151020 San Rafael, 94915 94915	Prgm Officer 40	105,000.	28,383.	0.

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

4

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	89,396.
Boston Trust 40 Court St Boston, MA 02108	Investment Advisors	91,688.
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 17	876,442.
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	1 a	47,979,669.
b Average of monthly cash balances	1 b	4,008,750.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	51,988,419.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	51,988,419.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	779,826.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	51,208,593.
6 Minimum investment return. Enter 5% of line 5	6	2,560,430.

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	2,560,430.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	22,489.
b Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	22,489.
3 Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,537,941.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,537,941.
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	2,537,941.

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	1 a	8,645,479.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	44,313.
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	8,689,792.
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	22,489.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,667,303.

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.

BAA

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,537,941.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,908,141.			
b From 2008	2,845,482.			
c From 2009	3,740,394.			
d From 2010	4,516,362.			
e From 2011	5,841,201.			
f Total of lines 3a through e	18,851,580.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 8,689,792.				
a Applied to 2011, 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 2012 distributable amount				2,537,941.
e Remaining amount distributed out of corpus	6,151,851.			
5 Excess distributions carryover applied to 2012... (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	25,003,431.			
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 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	1,908,141.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	23,095,290.			
10 Analysis of line 9:				
a Excess from 2008	2,845,482.			
b Excess from 2009	3,740,394.			
c Excess from 2010	4,516,362.			
d Excess from 2011	5,841,201.			
e Excess from 2012	6,151,851.			

BAA

Form 990-PF (2012)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c Any submission deadlines:

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

Part VII 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 22 Attached				6,764,462.
Total			3 a	6,764,462.
<i>b Approved for future payment</i> See Statement 18				
Total			3 b	30,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a	Global Oneness Project					7,415.
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	615,770.	
4	Dividends and interest from securities			14	582,852.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,305,696.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Other Investment Income			18	12,929.	
b	Software Refund					7,000.
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				2,517,247.	14,415.
13	Total. Add line 12, columns (b), (d), and (e)				13	2,531,662.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

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, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

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	\$ 15,000,000.	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.)

Name of organization

Employer identification number

Kalliopeia Foundation

94-3270387

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Employer identification number

94-3270387

organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

► \$ N/A

N/A

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

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Kalliopeia Foundation

94-3270387

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

	<u>Book Value</u>	<u>Fair Market Value</u>
Accrued Interest	\$ 83,010.	\$ 83,010.
Net Intangible Assets	47,678.	47,678.
RSF Investment Fund	3,317,805.	3,317,805.
Socially Responsible Investment-Calvert	3,460,318.	3,460,318.
Total	<u>\$ 6,908,811.</u>	<u>\$ 6,908,811.</u>

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

Net Unrealized Gains or Losses on Investments	\$ 2,011,126.
Total	<u>\$ 2,011,126.</u>

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

<u>Name of Substantial Contributor</u>	<u>Address of Substantial Contributor</u>
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 fund held with RSF Social Finance, in which the foundation or disqualified person had advisory privileges. The amounts of the distributions totaled \$105,000. The Foundation utilized the donor advised fund to expedite the numerous discretionary grants that the Foundation advises on.

Statement 16
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name:	Kosmos Associates, Inc.
Address:	PO Box 2102
Address:	Lenox, MA 01240
Grant Date:	4/04/2012
Grant Amount:	\$ 100000
Grant Purpose:	Operating Expenses
Amt. Expended by Grantee:	\$ 75000
Any Diversion by Grantee:	No

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

OMB No 1545 0172

2012Attachment
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 2011 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 2013. 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 2012	17	8,980.
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 2012 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
19 a 3-year property						
b 5-year property		44,060.	5	HY	200DB	7,391.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C — Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20 a 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	66,998.
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	

BAA For Paperwork Reduction Act Notice, see separate instructions.

FD120812L 08/19/12

Form **4562** (2012)

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

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

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

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If 'Yes,' is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	
26 Property used more than 50% in a qualified business use:								
27 Property used 50% or less in a qualified business use:								
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B – Information on Use of Vehicles

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

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

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

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

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions):					
43 Amortization of costs that began before your 2012 tax year					43 4,031.
44 Total. Add amounts in column (f). See the instructions for where to report					44 4,031.

Kalliopeia Foundation

94-3270387

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Global Oneness Project	\$ 7,415.		
Other Investment Income	12,929.	12,929.	
Software Refund	7,000.		
Total	\$ 27,344.	\$ 12,929.	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.	\$ 19,475.			\$ 19,475.
Total	\$ 19,475.	\$ 0.		\$ 19,475.

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.	\$ 22,270.	\$ 11,135.		\$ 14,135.
Bookkeeping.	22,723.	11,362.		11,170.
Total	\$ 44,993.	\$ 22,497.		\$ 25,305.

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.	\$ 233,095.	\$ 233,095.		
Total	\$ 233,095.	\$ 233,095.		\$ 0.

Kalliopeia Foundation

94-3270387

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes on Dividends	\$ 12,407.	\$ 12,407.		
Other State Taxes	2,400.			
Provision For Excise Tax.	54,000.			
Total	\$ 68,807.	\$ 12,407.		\$ 0.

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	\$ 231.			N/A
Bank Fees	373.	\$ 373.		
Computer Expenses	457.			\$ 773.
Consulting	22,830.			22,153.
Dues & Memberships	29,312.			29,312.
Filing Fees	160.			160.
Global Oneness Project Expenses	850,713.			876,442.
Insurance	16,709.			16,709.
Licenses & Permits	118.			118.
Office Expenses	1,426.			1,395.
Office Supplies	4,960.			5,232.
Payroll Processing Fees	1,440.			1,515.
Postage & Delivery	8,206.			8,375.
Research Materials	91.			273.
Telephone/Internet	11,291.			11,448.
Total	\$ 948,317.	\$ 373.		\$ 973,905.

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

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 19	Mkt Val	\$ 12,209,952.	\$ 12,209,952.
		\$ 12,209,952.	\$ 12,209,952.
Total		\$ 12,209,952.	\$ 12,209,952.

Kalliopeia Foundation

94-3270387

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 20	Mkt Val	\$ 29,890,565.	\$ 29,890,565.
	Total	<u>\$ 29,890,565.</u>	<u>\$ 29,890,565.</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 21	Mkt Val	\$ 3,441,591.	\$ 3,441,591.
	Total	<u>\$ 3,441,591.</u>	<u>\$ 3,441,591.</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	\$ 247,628.	\$ 247,628.
	Total	<u>\$ 247,628.</u>	<u>\$ 247,628.</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	\$ 31,483.	\$ 28,590.	\$ 2,893.	\$ 2,893.
Machinery and Equipment	113,666.	55,429.	58,237.	58,237.
Buildings	1,943,396.	223,670.	1,719,726.	1,719,726.
Land	1,041,604.		1,041,604.	1,041,604.
Total	<u>\$ 3,130,149.</u>	<u>\$ 307,689.</u>	<u>\$ 2,822,460.</u>	<u>\$ 2,822,460.</u>

Kalliopeia Foundation

94-3270387

Statement 16 (continued)
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Dates of Reports by Grantee: 3/1/13
 Date of Verification: 3/01/2013
 Results of Verification: As of 12/31/12 the Organization had expended \$75,000 which was substantiated by reports provided by the Organization. No exceptions were noted.

Statement 17
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 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.	\$ 876,442.

Statement 18
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>
Alchemy, Inc. PO Box 4041 Copley, OH 44321	N/A	509(a)	Matching Pledge Support: In/After School Programs and Workshops	\$ 10,000.
East Bay Meditation Center 2147 Broadway Oakland, CA 94612	N/A	Church	General Support Matching Pledge	5,000.
Images and Voices of Hope 6650 N. Central Ave. Chicago, IL 60646	N/A	509(a)	General Support Matching Pledge	10,000.
Tunefoolery Music, Inc. 85 East Newton Street, 3rd Fl Boston, MA 02118	N/A	509(a)	General Support Matching Pledge	5,000.
Total				\$ 30,000.

**Federal Statements
Kalliopeia Foundation**

	No Shares	FMV @ 12/31/12
Fedl Home Ln Mtg Crp Ser 2675 CL 4 0% 09/15/2018	210,000	140,485 16
Fedl Home Ln Mtg Crp Pool #G12379 4 500% 06/01/2021	200,000	34,977 97
Fedl Home Ln Mtg Crp Pool #G12310 5 500% 08/01/2021	127,000	14,933 55
Fedl Natl Mtg Assn Pool #911745 5 000% 12/01/2021	153,000	32,164 17
Fedl Home Ln Mtg Crp Pool #J04311 6 000% 02/01/2022	46,000	14,352 75
Fedl Natl Mtg Assn Pool #AB6251 2 0% 09/01/2022	90,000	89,562 44
Fedl Natl Mtg Assn Ser 2011-111 4 0% 01/25/2013	100,000	95,637 29
Fedl Natl Mtg Assn Pool #995262 5 500% 01/01/2024	84,000	19,539 32
Fedl Home Ln Mtg Crp Pool C91417 3 5% 01/01/2023	125,000	116,344 93
GNMA Ser 2009-022 4 000% 10/16/2032	242,000	58,256 50
GNMA Ser 2008-2CL 4 500% 09/20/2034	240,000	98,862 47
Fedl Natl Mtg Assn Pool #808156 4 500% 01/02/2035	61,000	11,437 97
GNMA Ser 2010-111 2 0% 05/16/2035	97,000	71,334 75
Fedl Home Ln Mtg Crp Pool#A41965 5 000% 01/01/2036	500,879	79,094 50
GNMA Ser 2010-056 4 500% 02/20/2036	229,000	133,634 95
Fedl Home Ln Mtg Crp Pool#G08122 5 500% 04/01/2036	310,753	61,688 98
Fedl Natl Mtg Assn Pool #745418 5 5% 04/01/2036	320,300	68,737 17
Fedl Natl Mtg Assn Pool#880109 6 000% 04/01/2036	447,001	103,340 87
Fedl Natl Mtg Assn Pool #891596 5 500% 06/01/2036	45,000	3,757 37
Fedl Natl Mtg Assn Pool #885956 6 500% 07/01/2036	190,000	31,017 26
Fedl Home Ln Mtg Crp Pool#A54941 7 500% 08/01/2036	111,000	4,533 89
GNMA Ser 2009-031 4 5% 01/20/2037	156,250	97,909 43
Fedl Home Ln Mtg Crp Pool #A65694 6 000% 09/01/2037	93,000	29,030 13
Fedl Natl Mtg Assn Pool #946594 6.000% 09/01/2037	173,000	28,545 71
FNMA Ser 2010-043 3 0% 11/20/2037	100,000	73,822 78
Fedl Natl Mtg Assn Ser 2012-072 3 0% 01/25/2038	85,000	84,648 31
GNMA Ser 2009-093 3 000% 12/16/2038	248,000	95,827 56
GNMA Ser 2010-113 2 5% 02/16/2040	300,000	185,175 05
Fedl Natl Mtg Assn Ser 2011-053 4 0% 06/25/2041	153,000	94,197 26
Fedl Home Ln Mtg Crp Ser 4030 CK 3 5% 12/15/2041	255,000	211,883 60
Morgan Stly Dn Wttr Cap 6 390% 07/15/2033	60,000	1,266 12
NelNet St Ln Tr Ser 2008-2CK 2 01% 06/26/2034	149,000	155,700 53
Bank of Amer Comm Ser 2005-1CL 5 038% 11/10/2042	127,000	129,490 22
Comm 2007-C9 Ser 2007C9 CI A-AB 5 8% 12/10/2049	88,000	86,405 82
Wachovia Bk Cml Mtg Ser 2007-C33 6 125% 02/15/2051	80,000	72,447 08
Wisconsin St Ser 4.600% 05/01/2026	300,000	340,257 00
Federal Farm CR Bks Cons BD 2 07% 09/27/2021	100,000	100,520 00
Federal Home Ln Mtg Corp 1 0% 07/28/2017	200,000	202,010 00
Federal Home Loan Banks 2 5% 07/05/2022	100,000	100,435 00
Federal Natl Mtg Assn 0 75% 02/26/2013	175,000	175,164 50
Federal Natl Mtg Assn 4 625% 10/15/2013	594,000	614,778 12
Federal Natl Mtg Assn 5 000% 04/15/2015	127,000	140,482 32
Federal Natl Mtg Assn 5 375% 06/12/2017	131,000	157,524 88
United States Treas BDS 8 87500% 08/15/2017	42,000	57,763 02
United States Treas NTS 2 250% 11/30/2017	392,000	421,521 52
United States Treas NTS 2 625% 08/15/2020	223,000	244,882 99
United States Treas NTS 2 750 % 02/15/2019	230,000	254,672 10
United States Treas NTS 3 125 % 05/15/2019	447,000	506,227 50
United States Treas NTS 3 5000% 02/15/2018	40,000	45,546 80
United States Treas NTS 3 625 % 05/15/2020	177,000	206,813 88

Statement 19

Form 990-PF, Part II, Line 10a

Investments - U.S. and State Government Obligations

2012

**Federal Statements
Kalliopeia Foundation**

94-3270387

United States Treas NTS 3 750 % 11/15/2018	34,000	39,591 30
United States Treas NTS 4 000 % 08/15/2018	145,000	170,375 00
United States Treas NTS 4 250% 11/15/2014	180,000	193,366 80
Federal Farm Cr Bks Cons 5 25000% 06/29/2015	100,000	112,095 00
Federal Farm Cr Bks Cons 5 30000% 02/06/2017	200,000	237,566 00
Federal Home Loan Banks 0 375% 10/18/2013	1,700,000	1,702,635 00
Federal Home Loan Bk Bonds 2 750% 06/08/2018	575,000	627,532 00
Federal Home Loan Bk Bonds 3 750% 12/14/2018	200,000	230,604 00
Federal Home Loan Bk Bonds 5 250% 08/15/2022	500,000	641,720 00
Federal Home Loan Bk Bonds 5 250% 12/11/2020	300,000	383,178 00
Federal Natl Mtg Assn 4 625% 10/15/2014	900,000	969,642 00
Financing Corp CPN FICO Strips 0 000% 04/05/2013	200,000	199,706 00
United States Treas NTS 1 250% 07/15/2020	400,000	503,297 40

Total**\$ 12,209,951.99****Statement 19****Form 990-PF, Part II, Line 10a****Investments - U.S. and State Government Obligations**

Federal Statements
Kalliopeia Foundation

Stock	No Shares	FMV @ 12/31/12
3M Co	2,500	232,125 00
ABB Ltd	3,210	66,735 90
Accenture Ltd	3,500	232,750 00
Accenture Ltd	3,280	218,120 00
Adidas AG NPV	690	61,245 09
AGL Res Inc	130	51,961 00
Air Liquide ADR	3,908	97,946 20
Air Products & Chem	2,000	168,040 00
Air Products & Chemicals	2,250	189,045 00
American Express Co	3,000	172,440 00
American Express Company	6,055	348,041 40
American States Water Co	1,025	49,179 50
American Water Works Co. New Com	6,425	238,560 25
AMP Limited	10,890	54,381 72
Apple Inc	760	404,451 48
Apple Inc	775	412,434 08
Aptargroup Inc	1,575	75,159 00
AptarGroup Inc	3,000	143,160 00
Arch Capital Group	7,480	329,269 60
ASML Holdings	696	44,815 44
Atlas Copco AB	2,160	52,483 85
Autoliv Inc	925	62,335 75
Autoliv Inc	3,000	202,170 00
Automatic Data Processing	3,500	199,255 00
AXA-ADR	4,300	75,684 30
Bank Hawaii Corp	1,475	64,973 75
Bank Rakyat Indonesia	25,300	17,710 00
Barclays ORD	18,515	78,972 21
Bard C R Inc	1,800	175,932 00
Bayerische Motoren Werke AG	420	40,861.80
Becton Dickinson Co	2,150	168,108 50
BG Group ADR	15,500	255,099 00
BG Group ORD	3,900	64,186 94
Biomed Rity Tr Inc	1,075	20,779 75
Blackbaud Inc	1,025	23,400 75
BoBoK Financial Corp New	350	19,061 00
Bottomline Technologies	800	21,112 00
BroadCom	7,380	245,089 80
Bruker Corporation	2,775	41,523 55
Calgon Carbon Corp	3,125	44,312 50
Capitaland Limited	12,200	36,954 53
Carbo Ceramics Inc	650	50,921 00
Casino Guichard Perrachon	810	76,995 89
Celgene Corp	2,765	216,969 55
Cerner Corp	3,670	284,461 70
Check Point Software Tech Ltd	1,330	63,361 20
Chubb Corp	2,000	150,640 00
CIA Energetica Minas	2,690	29,213 40
Cincinnati Finl Corp	3,400	133,144 00
Cisco Sys	9,000	176,841 00
Cisco Sys Inc	10,905	214,272 35

Statement 20

Form 990-PF, Part II, Line 10b

Investments - Corporate Stock

Federal Statements
Kalliopeia Foundation

Stock	No Shares	FMV @ 12/31/12
Clarcor Inc	1,100	52,558 00
Coach Inc	8,015	444,912 65
Cohen & Steers Inc	1,200	36,564.00
Coherent Inc	375	18,987 00
Colgate-Palmolive Co	1,600	167,264 00
Columbia Sportswear	550	29,348 00
Comerica Inc	2,500	75,850 00
Commerce Bancshares Inc	1,522	53,361 32
Commerce Bancshares Inc	2,778	97,396 68
Commercial Metals Co	3,125	46,437 50
Commuvault Systems Inc.	575	40,055 65
Core Laboratories NV ORD	3,200	349,792 00
Core Laboratories NV Ord Euro 02	400	43,724 00
Coresite Realty Corp Com USD0 01	850	23,511 00
Corporate Office PPTYS	850	21,233 00
Costco Wholesale Corp	2,600	256,698 00
Covanta Hldg Corp Com	11,250	207,225.00
Crown Castle Intl Corp	3,820	275,651 20
Cullen Frost Bankers Inc	550	29,848 50
Danaher Corp	6,040	337,636 00
Danone	520	34,213 28
Darling Int'l Inc	1,200	19,248 00
Darling Int'l Inc.	15,550	249,422 00
Deere & Company	2,000	172,840 00
Denbury Res Inc Del Com USD0 001	3,150	51,030 00
Denbury Resources Inc	9,000	145,800 00
Dentsply Intl Inc	525	20,795 25
DentSply Intl Inc	4,300	170,323 00
Devon Energy Corp New	3,400	176,936 00
Diageo Plc Isin	1,600	186,528 00
Donaldson Inc	2,575	84,563 00
Donaldson Inc	7,400	243,016 00
Dorman Prods Inc Com	825	29,155 50
Dupont Fabros Technology	2,100	50,736 00
East West Bancorp Inc	2,850	61,246 50
Eaton Vance Corp	1,325	42,201.25
Ebay Inc	3,875	197,617 25
EDP Renovais	6,195	32,620 95
EMC Corp Mass	5,000	126,500 00
Emerson Electric Co	3,800	201,248 00
Esco Technologies Inc	550	20,575 50
Expeditors Intl Wash Inc	2,500	98,875 00
Express Scripts Inc	5,645	304,830 00
Fanuc Ltd	300	55,575 00
Financial Engines Inc	1,375	38,142 50
Fractset Research Sys Inc	375	33,022 50
Franklin Elec Inc	375	23,261 63
General Mills Inc	13,110	529,906 20
Genesee & Wyoming Inc	925	70,374 00
Geospace Technologies Corp Com	275	24,439 25
Gilead Sciences Inc	3,320	243,854 00

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Form 990-PF, Part II, Line 10b

Investments - Corporate Stock

2012

Federal Statements
Kalliopeia Foundation

94-3270387

Stock	No Shares	FMV @ 12/31/12
Glaxosmithkline ADR	1,490	64,770 30
Golden Agri Resources	89,000	47,359 57
Google Inc	405	286,488 90
Google Inc CL A	200	141,476 00
Grainger W W Inc	1,300	263,081 00
Grupo Financiero Banorte Com Ser	4,000	25,704 60
Hain Celestial Group Inc	300	16,266 00
Hang Seng Bank	4,800	73,509 31
Henkel AG & Co	1,620	110,911 68
Hibbett Sports Inc	700	36,890 00
Honda Motor Ltd	2,025	74,803 50
HSBC Holdings PLC	1,229	65,223 03
Hub Group Inc	825	27,720 00
Hubbell Inc	500	42,315 00
ICU Medical	725	44,174 25
Ilex Group	550	25,591 50
Illinois Tool Works	2,945	179,085 45
Illinois Tool Works	4,000	243,240 00
Intel Corp	5,000	103,100 00
Interdigital Inc	650	26,708 50
Intl Business Mach	1,000	191,550 00
IPG Photonics Corp Com	925	61,651 25
J2 Global Comm Inc	1,075	32,895 00
Johnson & Johnson	2,550	178,755 00
Johnson Matthey Sponsered ADR	739	57,082 58
Jones Lang LaSalle Inc	925	77,644 50
JPMorgan Chase & Co	5,000	219,845 00
Julius Baer Gruppe AG	1,800	63,725 35
K&S AG NPV	960	44,544 00
Kao Corp	1,900	49,632 37
Kasikornbank Public Co	7,600	47,424 00
Keyence Corp NPV	140	38,500 00
Kraton Performance Polymers Inc	1,300	31,239 00
Kubota Ltd	1,695	97,665 90
Kuehne & Nagel International AG	320	38,545 77
Life Time Fitness Inc	825	40,598 25
Lincoln Electric Hldgs	3,400	165,512 00
Lincoln Electric Holdings	850	41,378 00
Lindsay Corp Com	550	44,066 00
Liquidity Svcs Inc	1,025	41,881 50
LKQ Corp	2,950	62,245 00
Lufkin Inds Inc	750	43,597 50
Marketaxess Holdings Inc	1,500	52,950 00
Mednax Inc Com	450	35,784 00
Medtronic Inc	2,500	102,550 00
Men's Wearhouse	1,275	39,729 00

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Form 990-PF, Part II, Line 10b

Investments - Corporate Stock

Federal Statements
Kalliopeia Foundation

Stock	No Shares	FMV @ 12/31/12
Meridian BioScience Inc	2,025	41,006 25
Mettler-Toldedo Intl	175	33,827 50
Mettler-Toledo Intl	1,000	193,300 00
Microsoft Corp	8,000	213,680 00
Microstrategy Inc Cl A New	250	23,345 00
Middleby Corp	400	51,284 00
Minerals Tech Inc	1,650	65,868 00
Mitsui Fudosan Co Ltd	2,300	55,833 65
Myriad Genetics Inc	1,500	40,875 00
Naspers Limited	695	44,496 25
Neogen Corp	450	20,394 00
Nestle S A Reg Adr	2,650	172,546 80
Netapp Inc	6,005	201,467 75
Netapp Inc	2,600	87,230 00
New Jersey Res Corp	650	25,753 00
NIC Inc	1,575	25,735 50
Nike Inc Class B	4,600	237,360 00
Nordson Corp	550	34,716 00
Northeast Utilities	3,060	119,584.80
Novartis AG	1,544	97,735 20
Oceaneering Intl Inc	775	41,687 25
Ocwen Finl Corp Com New	2,225	76,962 75
Omnicom Group	5,000	249,800 00
Oracle Corporation	6,000	199,920 00
Origin Energy Limited	3,560	42,947 38
Pearson Spons ADR	2,540	49,631 60
Pepsico Inc	7,270	497,486 10
Pepsico Inc	3,500	239,505 00
Philips Electronics (Koninklike) ADR	1,500	39,810 00
Plantronics Inc	1,375	50,696 25
PNC Finl Svcs Group	1,000	58,310 00
Polycom Inc	2,650	27,719 00
Potash Corp Sask Inc	5,840	237,629 60
Power Integrations Inc	925	31,089 25
Powershares Wilderhill Clean Energy Portfo	119,815	488,845 20
Powershares Wilderhill Progressive Energy	23,817	609,238 86
Procter & gamble Co	4,400	298,716 00
Qualcomm Inc	4,160	257,337 60
Qualcomm Inc	3,700	228,882 00
Quality Systems	2,200	38,192 00
Quanta Services Inc	10,790	294,459 10
Questar Corp	6,000	118,560 00
Questar Corp Com	3,775	74,594 00
Rakuten Inc NVP	6,875	53,821 35
Reckitt Benckiser Group PLC	12,000	152,160 00
Resmed Inc	975	40,530 75
Riverbed Technology Inc Com	1,025	20,213 00
Roche Hldg Ltd	2,526	126,941 60
Ross Stores Inc	1,600	86,544 00
RPC Energy Services Inc	2,600	31,824 00
Sampo OYJ	1,825	58,582 50
SAP AG	980	78,772 40

Statement 20

Form 990-PF, Part II, Line 10b

Investments - Corporate Stock

Federal Statements
Kalliopeia Foundation

Stock	No Shares	FMV @ 12/31/12
Sapient Corp	4,225	44,616 00
SEI Investment Co	1,825	42,595 50
Select Comfort Corp	2,250	58,882 50
Sigma Aldrich Corp	4,000	294,320 00
Signature Bk New York	1,100	78,474 00
Sims Metal Management Ltd	3,565	35,150 90
Singapore Telecomm	20,000	54,031 80
Smith & Nephew ADR	1,060	58,724 00
Sodastream International	1,375	61,723 75
Spirax Sarco Engineering	1,135	41,843 31
SSE PLC	2,625	60,503 63
Standard Bank Group	2,560	35,869 67
Standard Chartered	2,865	73,278 82
State Street Corp	7,265	341,527.65
State Street Corp	3,000	141,030 00
Statoil ASA	3,190	79,877 60
Stryker Corp	3,000	164,460 00
Subsea 7 SA ADR	2,755	65,395 44
SVB Finl Group	825	46,175 25
Syntel Inc	300	16,088 40
Sysco Corp	6,000	189,960 00
Sysmex Corp	2,000	51,984 00
T Rowe Price Group Inc	4,100	266,979 70
Taiwan Semiconductor Manufacturing Co Lt	2,464	42,247 92
Target Corp	5,740	339,635 80
Techne Corp Com	275	18,793 50
Terumo Corp	1,185	46,865 96
Texas Capital Bancshares	675	30,253 50
The Fresh Market Inc Com USD0 01	550	26,449 50
Thoratec Corp	1,225	45,962 00
Tim Participacoes SA Spon ADR	2,060	40,829 20
Time Warner Cable Inc	2,666	259,108 54
Tingyi Caymen Islands	17,000	47,265 78
Tlevision Broadcasts ORD	3,550	26,519 00
Toray Inds Inc ADR	425	25,903 75
Tractor Supply Co	325	28,717 00
Trimble Navigation Ltd	3,090	184,720 20
UMB Financial Corp	725	31,769 50
Umicore NPV	1,005	55,238 92
Umpqua Holdings Corp	2,300	27,117.00
Unilever	2,295	87,898 50
Union Pacific Corp	2,220	279,098 40
United Natural Foods Inc	900	48,231 00
United Parcel SVC INC	2,900	213,817 00
Unitedhealth Group	6,290	341,169 60
US BanCorp Del Com	11,358	362,774 52
Verfone Systems Inc Com	725	21,518 00
VF Corp	3,060	461,968 20
Vitamin Shoppe Inc Com	750	43,020 00

Statement 20

Form 990-PF, Part II, Line 10b

Investments - Corporate Stock

2012

**Federal Statements
Kalliopeia Foundation**

94-3270387

Stock	No Shares	FMV @ 12/31/12
Vodafone Group	4,025	101,389 75
Vossloh AG	235	23,314 45
Wabtec	1,025	89,728 50
Waters Corp	2,100	182,952.00
Watts Water Technologies CL A	1,300	55,887.00
West Pharmaceutical Serv	725	39,693 75
Wex Inc Com	725	54,643 25
Wiegth Watchers Incl Inc New	775	40,579 00
Wiley John & Sons Inc Cl A	825	32,117 25
Wolverine World Wide Inc	1,425	58,396 50
Worleyparsons Ltd	1,690	40,986 45
TOTAL		29,890,565.70

**Federal Statements
Kalliopeia Foundation**

	No Shares	FMV @ 12/31/12
American Express 1 75 06/12/2015	85,000	86,779 90
Blackrock Inc Note 3 500% 12/10/2014	65,000	68,647 15
Blackrock Inc Note 4 250% 05/24/2021	80,000	90,240 00
CR Bard Sr Unsecured 2 875% 1/15/2016	30,000	31,569 60
Ebay Sr Unsecured 1 625% 10/15/2015	65,000	66,743 24
Goldman Sachs Grp Inc 3.625% 02/07/2016	80,000	84,681 60
Intel Corp SR NT 1 35% 12/15/2017	100,000	99,971 00
Medtronic Inc Sr Notes 3 000% 3/15/2015	25,000	26,269 28
Merck & CO New NT 1 1% 01/31/2018	50,000	49,960 50
NYSE Euronext NT 2 00 10/05/2017	90,000	91,492 20
Pepsico Inc 5 000% 06/01/2018	65,000	77,093 25
Questar Corp Sr Notes 2 750% 2/1/2016	20,000	20,986 00
Simon Property Sr Unsecured 4 125% 12/01/2021	60,000	66,636 60
Simon Property Sr Unsecured 4 200% 02/01/2015	15,000	15,907 50
SLM Corp Mtn Book Entry 5 000% 10/01/2013	125,000	127,968 75
Stryker Corp Sr Unsecured 3 000% 1/15/2015	30,000	31,359 00
Toyota Motor Credit Corp 2 000% 09/15/2016	85,000	88,123 75
United Health Group Inc 1 4% 10/15/2017	30,000	30,046 80
Verizon Communications 6 350% 04/01/2019	75,000	94,783 50
Wells Fargo & Co 4 600% 04/01/2021	65,000	74,765 60
Wells Fargo 3 625% 4/15/2015	55,000	58,455 10
Bank of Montreal MTN 1 4% 09/11/2017	90,000	90,342 00
Bank of Nova Scotia Sr Unsecured 2 050% 10/07/2015	50,000	51,674 00
Bank of Nova Scotia Sr Unsecured 2 250% 01/22/2013	15,000	15,016 50
Bank of Nova Scotia Sr Unsecured 2 375% 12/17/2013	45,000	45,855 00
Barclays Bank Sr Unsecured 5 000% 09/22/2016	75,000	84,066 53
Rabobank Nederland 2 125% 10/13/2015	110,000	113,531 33
Rabobank Nederland 4 500% 01/11/2021	175,000	196,696 85
Westpac Banking Corp Sr Unsecured 1 850% 12/09/2013	115,000	116,680 61
Westpac Banking Corp Sr Unsecured 4 200% 02/27/2015	75,000	80,456 25
AT&T Inc 5.5000% 02/01/2018	150,000	178,693 50
American Express Co 7 000% 03/19/2018	100,000	125,830 00
American Express Co SR 144A NT 2 65% 12/02/2022	287,000	285,857 74
Burlingtn North Unsecured 4.700% 10/01/2019	200,000	230,552 00
Campbell Soup Co 4 5% 02/15/2019	100,000	113,486 00
National Rural Utils Coop Fin 10 37500% 11/01/2018	100,000	147,821 70
Oracle Corp Notes 5 75000% 04/15/2018	150,000	182,550 75
TOTAL CORPORATE BONDS		

Total

3,441,591.08

Statement 21

Form 990-PF, Part II, Line 10c

Investments - Corporate Bonds

<u>Name & Address</u>	<u>Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
826 National 44 Gough Street, Suite 206 San Francisco, CA 94103	N/A	509(a)	Project Support for 826 National in the Public Schools for the 2-year period Nov 2012 Nov 2014	\$50,000 00
Advocates for Indigenous California Language Survival 221 Idora Avenue Vallejo, CA 94591	N/A	509(a)	General Support \$25,000 for admin & operating support Project Support \$15,000 for Master Apprentice Coordinators, \$5,000 for Seeds of Language mini-grants, \$5,000 for Revitalization at Home project	\$50,000 00
Ala Kukui PO Box 489 Hana, HI 96713	N/A	509(a)	General Support	\$5,000 00
Alameda County Community Food Bank PO Box 2599 Oakland, CA 94614	N/A	509(a)	General Support	\$10,000 00
Alchemy, Inc P O Box 4041 4387 Wedgewood Dr Copley, OH 44321	N/A	509(a)	Project Support \$40,000 for 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 for the Kalliopeia Foundation Tribal College Support Program for the 2 years FY 2013 & FY 2014	\$100,000 00
American Indian Institute 502 W Mendenhall St Bozeman, MT 59715	N/A	509(a)	Project Support Mississippi River Gathering of Condolence, Strength, and Peace	\$20,000 00
American Indian Institute 502 W Mendenhall St Bozeman, MT 59715	N/A	509(a)	Project Support for the Dakota 38 Project	\$37,575 00
American Indian Institute 502 W Mendenhall St Bozeman, MT 59715	N/A	509(a)	General Support \$50,000 Project Support \$25,000 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
Art of Yoga 555 Bryant Street #232 Palo Alto, CA 94301	N/A	509(a)	General Support	\$8,000 00

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Artship Foundation 88 Perry Street, # 734 San Francisco, CA 94107	N/A	509(a)	Project Support for Artship Ensemble, 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
Association of Small Foundations 1720 N Street, NW Washington, DC 20036	N/A	509(a)	General Support for the two- year period Dec 2012 - Dec 2014	\$1,000 00
Barefoot Artists 2412 Waverly Street Phila, PA 19146	N/A	509(a)	Project Support for the documentary film 'The Barefoot Artist'	\$10,000 00
Biodynamic Farming and Gardening Association, Inc PO Box 944 East Troy, WI 53120	N/A	509(a)	Project Support for the Biodynamic Scholarship Fund	\$25,000 00
Biomimicry 3.8 Institute PO Box 9216 Missoula, MT 59807	N/A	School	General Support for the two- year period July 2012 - July 2014	\$60,000 00
Bioneers/Collective Heritage Institute 1607 Paseo de Peralta, Suite 3 Santa Fe, NM 87501	N/A	509(a)	General Support	\$100,000 00
Bread for the Journey 9 Santa Gabriella Ct Novato, CA 94945	N/A	509(a)	General Support	\$30,000 00
Brighter Green 165 Court Street, #171 Brooklyn, NY 11231	N/A	509(a)	Project Support for 'Nature's Rights and Animal Rights' for research, writing, design & publication of paper	\$5,000 00
Buckminster Fuller Institute 181 North 11th Street, Suite 402 Brooklyn, NY 11211	N/A	509(a)	Project Support Fiscal sponsor for Sustainability Leaders Network, recommended for Deepening Leadership Practice Among Established and Emerging Sustainability Practitioners project	\$25,000 00
Cal-Earth PO Box 1977 Claremont, CA 91711	N/A	509(a)	General Support	\$30,000 00
Canal Alliance 91 Larkspur Street San Rafael, CA 94901	N/A	509(a)	General Support	\$5,000 00
Center for Action and Contemplation PO Box 12464 Albuquerque, NM 87195	N/A	509(a)	Project Support for Online Course Development	\$35,000 00

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Center for Contemplative Mind in Society 15 Conz Street, Suite #1 Northampton, MA 01060	N/A	509(a)	General Support for the two- year period Nov 2012-Nov 2014	\$130,000 00
Center for Courage & Renewal 1402 Third Ave, Suite 709 Seattle, WA 98101	N/A	School	General Support \$75k Project Support \$25k for Courage and Renewal Initiative for Young Leaders	\$100,000 00
Center for Education, Imagination and the Natural World, Inc 1501 Rock Creek Dairy Road Whitsett, NC 27377	N/A	509(a)	General Support For the 2 year period March '12 - March '14	\$60,000 00
Center for Independent Documentary 680 South Main Street Sharon, MA 02067	N/A	509(a)	Project Support Fiscal sponsor for Kanna Films, recommended for the documentary 'Finding the Gold Within'	\$50,000 00
Center for Sacred Studies/Morningstar Foundation PO Box 745 Sonora, CA 95370	N/A	509(a)	Project Support \$70k for 11th Gathering in Montana \$70k for 12th Gathering in Nepal \$50k for admin support of Gatherings \$10k for scholarships for Indigenous youth to attend both Gatherings	\$200,000 00
Center for Whole Communities Knoll Farm 700 Bragg Hill Road Fayston, VT 05673	N/A	509(a)	General Support for the 2-yr period March 2012 - March 2014	\$100,000 00
Chaplaincy Institute for Arts and Interfaith Ministries 1442-A Walnut St , #285 Berkeley, CA 94709	N/A	509(a)	General Support	\$25,000 00
CharityFocus/Service Space PO Box 2711 Santa Clara, CA 95055	N/A	509(a)	General Support	\$10,000 00
Chicago Filmmakers Fishman Studio 11757 S Bell Ave Chicago, IL 60643		509(a)	Project Support Fiscal sponsor for Band of Sisters, recommended for general support	\$20,000 00
Circle of Light of AIWP PO Box 375 Pearblossom, CA 93553	N/A	509(a)	General Support	\$15,000 00

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CIStems, Inc /Spirituality and Practice 15 W 24th Street - 10th Floor New York, NY 10010		Church	Project Support Website Development	\$25,000 00
Committee on the Shelterless (COTS) PO Box 2744 Petaluma, CA 94953	N/A	509(a)	Project Support for the Center for Post Trauma Wellness	\$15,000 00
Cultural and Educational Media (CEM Productions) 480 Gate 5 Road, Ste 250 Sausalito, CA 94965	N/A	509(a)	Project Support Two Global Spirit series episodes	\$98,884 00
Cultural Conservancy Sacred Land Foundation PO Box 29044 Presidio of San Francisco San Francisco, CA 94129	N/A	509(a)	General Support \$25k Project Support \$5k for Tribal Canoe Revitalization Project	\$30,000 00
Daily Acts PO Box 293 Petaluma, CA 94953	N/A	509(a)	General Support	\$50,000 00
Dovetail Learning 825 Gravenstein Hwy North, Suite #2 Sebastopol, CA 95472	N/A	509(a)	General Support for The Toolbox Project	\$25,000 00
DreamWeather Foundation 3746 Spring Creek Drive Santa Rosa, CA 95405	N/A	509(a)	General Support	\$20,000 00
Earth & Spint Council 1504 SE 88th Ave Portland, OR 97216	N/A	509(a)	Project Support Internet Wisdom Education Project, Phase 2	\$25,000 00
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704	N/A	509(a)	Project Support Fiscal sponsor for the Sacred Land Film Project, recommended for the film series 'Standing of Sacred Ground'	\$150,000 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, recommended for general support for the two- year period Dec 2012 - Dec 2014	\$100,000 00
Earth Law Center PO Box 3283 Fremont, CA 94539	N/A	509(a)	General Support	\$25,000 00
East Bay Center for the Performing Arts 339 Eleventh Street Richmond, CA 94801	N/A	509(a)	General Support	\$10,000 00

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East Bay Meditation Center 2147 Broadway Oakland, CA 94612	N/A	Church	General Support \$20,000	\$20,000 00
Ella Baker Center for Human Rights 1970 Broadway, Suite 450 Oakland, CA 94612	N/A	509(a)	Project Support Soul of the City Campaign	\$15,000 00
Eremos 6210 Adel Cove Austin, TX 78749	N/A	Church	Project Support One-time seed grant for expanding programming and staff infrastructure	\$25,000 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 for the two-year period May 2012 - May 2014	\$80,000 00
First Nations Development Institute 351 Coffman Street, Suite 200 Longmont, CO 80501	N/A	509(a)	Project Support Native Youth and Culture Fund	\$500,000 00
First Peoples Worldwide Inc 857 Leeland Road Fredericksburg, VA 22405	N/A	509(a)	Project Support Keepers of the Earth Re-Grants Program (FINAL GRANT)	\$30,000 00
Friends of the Akwesasne Freedom School 81 Hopkins Point Road Ft Covington, NY 12937	N/A	509(a)	Project Support Fiscal sponsor for Moon Lodge Society, recommended for general support	\$25,000 00
Friends of the Akwesasne Freedom School 81 Hopkins Point Road Ft Covington, NY 12937	N/A	509(a)	General Support for the Akwesasne Freedom School	\$50,000 00
Garrison Institute P O Box 532 Garrison, NY 10524	N/A	509(a)	Project Support Contemplation as a Force for Social Change	\$25,000 00
Gedakina Inc 285 Shutesbury Road Leverett, MA 01054	N/A	509(a)	General support	\$40,000 00
Genesis Farm 41A Silver Lake Road Blairstown, NJ 07825	N/A	509(a)	General Support	\$50,000 00

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Global Center for Cultural Entrepreneurship 341 E Alameda St Santa Fe, NM 87501	N/A	509(a)	Project Support Fiscal sponsor for Dancing Earth Creations, recommended for general support	\$5,000 00
Global Peace Initiative of Women 301 East 57th St , 3rd Floor New York, NY 10022	N/A	509(a)	Project Support \$20k for Reflections on Wall Street, \$15k for Community-Led Dev in Kashmir, \$25k for Contemplative Alliance Gathering 2012	\$60,000 00
Grail 932 O'Bannonville Road Loveland, OH 45140	N/A	509(a)	General Support	\$10,000 00
Hazon 125 Maiden Lane, Suite 8B New York, NY 10038	N/A	509(a)	Project Support Fiscal sponsor for Wilderness Torah, recommended for general support	\$20,000 00
Homeless Prenatal Program 2500 18th Street San Francisco, CA 94110	N/A	509(a)	General support	\$10,000 00
Hopi Foundation Lomasuminagtukwsiu man PO Box 301 Kykotsmovi, AZ 86039	N/A	509(a)	General Support	\$50,000 00
Humunya Tribal Foundation 342 San Carlos Avenue Redwood City, CA 94061	N/A	509(a)	Project Support Amah Mutsun Tribal Band's activities at the Mass of Reconciliation in December 2012	\$3,000 00
Images and Voices of Hope 6650 N Central Ave Chicago, IL 60646	N/A	509(a)	General Support \$20,000	\$20,000 00
Indigenous Peoples Council on Biocolonialism 20995 S Virginia St , Unit B Reno, NV 89521	N/A	509(a)	Project Support the Emerging Indigenous Leaders Institute	\$10,000 00
Insight Pnson Project PO Box 151642 San Rafael, CA 94915		509(a)	General Support	\$75,000 00
Institute for Jewish Spirituality 135 West 29th Street, Suite 1103 New York, NY 10001	N/A	Church	General Support For the two-year period Sep '12 - Sep '14	\$100,000 00

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Institute for Multi-Track Diplomacy 1901 N Fort Myer Dr #405 Arlington, VA 22209	N/A	509(a)	Project Support Fiscal sponsor for Global Systems Initiative, recommended for Himalayan Watershed 'Rivers of Hope' project	\$15,000 00
Institute for Poetic Medicine PO Box 60189 Palo Alto, CA 94306	N/A	509(a)	General support for the two-year period Dec 2012 - Dec 2014	\$60,000 00
Institute for Releasing Initiative (Keepers of the Water) 815 Carroll Street, #3D Brooklyn, NY 11215	N/A	509(a)	General Support \$20k Keepers of the Waters project Project Support \$35k for Keepers of the Waters' Living Larimer Project	\$55,000 00
Institute of Natural and Traditional Knowledge PO Box 12340 Albuquerque, NM 87195	N/A	509(a)	Project Support Fiscal sponsor for Four Bridges Traveling Permaculture Institute, recommended for general support	\$20,000 00
Interfaith Meditation Initiative 1629 K Street, NW, Suite 300 Washington, DC 20006	N/A	509(a)	General Support for one-time seed grant	\$15,000 00
International Funders for Indigenous Peoples PO Box 1040 Akwasasne, NY 13655	N/A	509(a)	General Support for the two-year period June 2012 - June 2014	\$100,000 00
International Society for Ecology and Culture PO Box 9475 Berkeley, CA 94709	N/A	509(a)	Project Support Global-to-Local Campaign	\$10,000 00
Inward Bound Mindfulness Education PO Box 804 Floyd, VA 24091	N/A	509(a)	General Support \$25K Project Support \$10K for Wilderness Teen Retreats scholarships Project Support \$15K one-time seed grant for Wilderness Teen Retreats	\$50,000 00
Kosmos PO Box 2102 Lenox, MA 01240	N/A	509(a)	General Support (Expenditure Responsibility)	\$100,000 00
Loaves and Fishes of Contra Costa 510 Gracia Ave Unit H Pittsburg, CA 94565	N/A	509(a)	General Support	\$10,000 00
Manav Sadhna 1916 Pastoral Lane Hanover Park, IL 60133	N/A	509(a)	Project Support The EKATVA Tour	\$15,000 00
Mann Interfaith Council 1510 Fifth Avenue San Rafael, CA 94901	N/A	509(a)	General Support for the two-year period January 2012 - January 2014	\$30,000 00

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MBA Project, Inc (Mind Body Awareness) 111 Fairmount Ave, Suite 508 Oakland, CA 94611	N/A	509(a)	General Support	\$40,000 00
Merton Institute for Contemplative Living 415 West Muhammad Ali Boulevard Louisville, KY 40202	N/A	509(a)	Project Support The Contemplative Leadership Initiative	\$35,000 00
Merton Institute for Contemplative Living 415 West Muhammad Ali Boulevard Louisville, KY 40202	N/A	509(a)	For return of grant funds, due to organization dissolving (Original award for Project Support The Contemplative Leadership Initiative)	-\$31,050 00
Metta Center for Nonviolence Box 98 Petaluma, CA 94953	N/A	509(a)	General Support	\$15,000 00
Mind and Life Institute 4 Bay Rd , Suite 100 Hadley, MA 01035	N/A	509(a)	General Support for the two- year period Nov 2012 - Nov 2014	\$100,000 00
Mindful Schools 1944 Embarcadero East Oakland, CA 94606	N/A	509(a)	General Support for the two- year period March '12 - March '14	\$80,000 00
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116	N/A	509(a)	General Support	\$75,000 00
Mosaic Project 580 Grand Ave , Suite 303 Oakland, CA 94610	N/A	509(a)	General Support	\$20,000 00
Movement Strategy Center 1611 Telegraph Ave , Ste 510 Oakland, CA 94612	N/A	509(a)	Project Support Fiscal sponsor for the Urban Peace Movement, recommended for general support	\$15,000 00
Native American Community Board Native American Women's Health Education Resource Center PO Box 572 Lake Andes, SD 57356	N/A	509(a)	Project Support for Native American Women's Health Education Resource Center's Dakotah Language and Heritage Preservation Program	\$25,000 00
Nehirim 125 Maiden Lane, Suite #8B New York, NY 10038	N/A	509(a)	General Support	\$20,000 00

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Nova Institute 3106 Edgewood Road Kensington, MD 20895	N/A	509(a)	Project Support Courage to Teach project for the two-year period Jan '12 - Jan '14	\$15,000 00
O Street Museum Foundation The Spirit of Peace 2020 O Street, NW Washington, DC 20036	N/A	509(a)	Project Support The Spirit of Peace	\$5,000 00
Occidental Arts and Ecology Center 15290 Coleman Valley Road Occidental, CA 95465	N/A	509(a)	General Support	\$50,000 00
On the Commons 2104 Stevens Avenue South Minneapolis MN 55404	N/A	509(a)	General Support	\$10,000 00
One Light International 13428 Maxella Ave , #567 Marina Del Rey, CA 90292	N/A	509(a)	Project Support Fiscal sponsor for Shade Tree Multicultural Foundation, recommended for general support	\$85,000 00
PassageWorks Institute 3050 Broadway Street, Suite 203 Boulder, CO 80304	N/A	509(a)	General Support \$75K Project Support \$15K for Faculty Capacity Building project	\$90,000 00
Passionist Foundation of the State of Vermont 420 Hillcrest Rd Greensboro, VT 05841	N/A	509(a)	Project Support Fiscal sponsor for Green Mountain Monastery, recommended for 'Monastic Wisdom - Sharing the Gift' project	\$12,000 00
Patnot Hills of New York PO Box 152 Guilderland, NY 12084	N/A	509(a)	Pledge Payable for Soldier's Heart withdrawn due to not meeting requirements of contingency	-\$15,000 00
Peace X Peace 1776 I Street NW 9th floor Washington, DC 20006	N/A	509(a)	Project Support Peace Through Mentorship Program	\$15,000 00
PeaceJam Foundation 11200 Ralson Road Arvada, CO 80004	N/A	509(a)	Project Support Fiscal sponsor for Nobel Women's Initiative, recommended for 'International Campaign to Stop Rape and Gender Violence' project	\$100,000 00
Persephone Rising Foundation (Symphony of Soil film) PO Box 895 Mill Valley, CA 94942	N/A	509(a)	Project Support Symphony of the Soil's outreach and media project	\$15,000 00
Planting Justice 996B 62nd St Oakland, CA 94608	N/A	509(a)	General Support	\$25,000 00

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Planting Justice 996B 62nd St Oakland, CA 94608	N/A	509(a)	Project Support strategic consulting with Paul Sheldon	\$15,000 00
Pollen Circles, Inc PO Box 4985 Window Rock, AZ 86515	N/A	509(a)	Project Support Preserve the Tradition Project	\$25,000 00
Post Carbon Institute 613 4th Street, Suite 208 Santa Rosa, CA 95404	N/A	509(a)	Project Support Community Resilience Initiative	\$25,000 00
Potlatch Fund 801 Second Ave , Suite 304 Seattle, WA 98104	N/A	509(a)	Project Support Discretionary Re-Granting Native Youth Initiatives Canoe Journey and Community-Building and Native Arts	\$69,000 00
Presencing Institute, LLC 1770 Massachusetts Ave #221 Cambridge, MA 02140	N/A	509(a)	General Support	\$40,000 00
Primordial Tradition of A I W P 63 Forest Lake Drive Asheville, NC 28803	N/A	509(a)	General Support	\$150,000 00
Prison Communities International dba Rehabilitation Through the Arts 12 Huntville Road Katonah, NY 10536	N/A	509(a)	General Support for 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 and Integral Transformation Justice Partners Initiative	\$50,000 00
Prison Performing Arts 3547 Olive Street, Suite 250 St Louis, MO 63103- 1014	N/A	509(a)	General Support	\$40,000 00
Reciprocity Foundation 255 W 36th St, New York, NY 10018	N/A	509(a)	General Support	\$55,000 00
Red Shoes 2303 Government Street Baton Rouge, LA 70806	N/A	509(a)	General Support	\$50,000 00
Regenerative Design Institute P O Box 923 Bollinas, CA 94924	N/A	509(a)	General Support	\$50,000 00

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Resource Center for Women & Ministry in the South 1202 Watts Street Durham, NC 27701	N/A	Church	Project Support for the Elder Women's Spirituality Project	\$20,000 00
Ritter Center P O Box 3517 San Rafael, CA 94912	N/A	509(a)	General Support	\$5,000 00
Rockefeller Philanthropy Advisors, Inc (Earth Charter International) 6 West 48th Street, Tenth Floor New York, NY 10036	N/A	509(a)	Project Support for the Earth Charter Fund for ECI Communications and Outreach	\$41,000 00
RSF Social Finance 1002 A O'Reilly Ave San Francisco, CA 94129	N/A	509(a)	Project Support initial contribution to open RSF donor advised fund 'Kalliopeia Foundation Fund'	\$5,000 00
RSF Social Finance 1002 A O'Reilly Ave San Francisco, CA 94129	N/A	509(a)	Project Support for the Kalliopeia Foundation Fund (recommended for The Gaia Foundation)	\$100,000 00
Rudolf Steiner College 9200 Fair Oaks Blvd Fair Oaks, CA 95628	N/A	School	Project Support \$10,000 for The Waldorf Approach Applied in the Public Classroom 2012 Project Support \$7,053 for Native Americans into the Waldorf Experience 2012	\$17,053 00
San Francisco and Mann Food Banks 900 Pennsylvania Ave San Francisco, CA 94107	N/A	509(a)	General Support	\$10,000 00
Sarasa 14 High Street Cambridge, MA 02138	N/A	509(a)	Project Support 4 outreach residencies in teen 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	\$85,000 00
Seventh Generation Fund P O Box 4569 Arcata, CA 95518	N/A	509(a)	Project Support \$260K for Re-grants Project Support \$75K for Traveling Song Initiative travel fund	\$335,000 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, recommended for the 2012 Middle East Festival	\$7,000 00

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Shalem Center 881 High Street #206 Worthington, OH 43085	N/A	509(a)	Project Support Abwoon Interspiritual Communities and Abwoon Resource Center	\$25,000 00
Silver Buffalo Consulting 130 East Scenic Ave Point Richmond, CA 94801	N/A	509(a)	Project Support Fiscal sponsor for the Native American Academy, recommended for general support	\$35,000 00
Sisters of Holy Cross for Berakah 96 Fairview Rd Pittsfield, NH 03263- 3817	N/A	Church	Project Support for the program 'Mystical Perspective of Earth and Cosmic Consciousness' with \$8k for scholarships and \$2k for guest speakers	\$10,000 00
Snow Leopard Fund 4649 Sunnyside Ave North, Ste 325 Seattle, WA 98103	N/A	509(a)	General Support in honor of Barbara Cushing	\$25,000 00
Social and Environmental Entrepreneurs (SEE) 22231 Mulholland Hwy , Ste 209 Calabasas, CA 91302	N/A	509(a)	Project Support Fiscal sponsor for Mandlovu, recommended for general support	\$20,000 00
Soldier's Heart 500 Federal St , Suite 303 Troy, NY 12180	N/A	509(a)	General Support \$50,000 Project Support \$12,600 International Center on War & Healing in Vietnam, \$15,000 for Vietnam Veteran's Return Journey Scholarships, \$22,400 for the Women and War Project, \$25,000 to support the US Army Chaplaincy Sustainment	\$125,000 00
Sophia Foundation 525 Gough Street #103 San Francisco, CA 94102	N/A	509(a)	General Support	\$25,000 00
Sophia Institute 26 Society Street Charleston, SC 29401	N/A	509(a)	General Support \$25,000 for the period Sep '12 - Dec '13	\$25,000 00
Sophia Institute 26 Society Street Charleston, SC 29401	N/A	509(a)	General Support matching pledge grant paid Pledge booked 9/25/12	\$15,000 00
Spirit Rock Meditation Center PO Box 169 Woodacre, CA 94973	N/A	509(a)	General Support	\$10,000 00
St Vincent de Paul Society of Mann County PO Box 150527 San Rafael, CA 94915	N/A		General Support	\$3,000 00

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Street Poets 2116 Arlington Ave Ste 310 Los Angeles, CA 90018	N/A	509(a)	General Support	\$20,000 00
Syracuse Center for Peace & Social Justice Neighbors of the Onandaga Nation 2013 East Genesee St Syracuse, NY 13210	N/A	509(a)	Project Support NOON's Two Row Wampum Renewal Campaign	\$15,000 00
Terra Foundation 217 Westmont Drive San Luis Obispo, CA 93405	N/A	509(a)	Project Support Fiscal sponsor for Joanna Macy Intensives, recommended for scholarships for 'The Work That Reconnects' workshops/retreats	\$10,000 00
Terralingua 217 Baker Road Salt Spring Island, BC V8K 2N6 Canada	N/A	509(a)	General Support	\$25,000 00
The West Marin Fund PO Box 1496 Point Reyes Station, CA 94956	N/A	509(a)	Project Support Geography of Hope events	\$15,000 00
The WILD Foundation 717 Poplar Ave Boulder, CO 80304	N/A	509(a)	Project Support Native Lands and Wilderness Council	\$25,000 00
Tides Center PO Box 29907 San Francisco, CA 94129	N/A	509(a)	Project Support Fiscal sponsor for the Inner Resilience Program, recommended for general support	\$25,000 00
Transition US 245 Kentucky Street, Suite C Petaluma, CA 94952	N/A	509(a)	General Support	\$25,000 00
Tunefoolery Music, Inc 85 East Newton St , 3rd Floor Boston, MA 02118	N/A	509(a)	General Support \$20,000	\$20,000 00
United Religions Initiative PO Box 29242 San Francisco, CA 94129	N/A	509(a)	Project Support final grant to Young Leaders Initiative	\$30,000 00
Urban Adamah 1050 Parker St Berkeley, CA 94710	N/A	509(a)	General Support	\$25,000 00
Visual Understanding in Education, Inc 109 South 5th St , #603 Brooklyn, NY 11249	N/A	509(a)	Project Support for VTS Communities of Practice for the two-year period Nov 2012 - Nov 2014	\$50,000 00

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Voice of Witness 849 Valencia St San Francisco, CA 94110	N/A	509(a)	Project Support Voice of Witness - Education Program	\$25,000 00
Warrior Films 5515 N Dover Street Oakland, CA 94609	N/A	509(a)	Project Support for the Rites of Passage Summit in April 12	\$5,000 00
Water-Culture Institute 1021 Camino Santander Santa Fe, NM 87505	N/A	509(a)	Project Support Water Ethics Initiative	\$30,000 00
Wilderness Arts and Literacy Collaborative 695 Paris Street San Francisco, CA 94122	N/A	509(a)	General Support	\$35,000 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	\$10,000 00
Women of Spirit and Faith, Inc 27711 Deputy Circle Laguna Hills, CA 92653	N/A	509(a)	Project Support Young Leader's Retreat	\$15,000 00
World Pulse Lovejoy Center 909 NW 19th Ave , Suite C Portland, OR 97209	N/A	509(a)	General Support	\$10,000 00
Worldwide Indigenous Science Network 573 Wainee St Lahaina, HI 96761	N/A	509(a)	Project Support 2013 Dordogne Caves Big Cats project	\$18,000 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
Cultural and Educational Media (CEM Productions) 480 Gate 5 Road, Ste 250 Sausalito, CA 94965	N/A	509(a)	Project Support matching pledge paid for PBS distribution of Global Spirit TV Series Pledge booked 4/1/11	\$20,500 00
Cultural and Educational Media (CEM Productions) 480 Gate 5 Road, Ste 250 Sausalito, CA 94965	N/A	509(a)	Project Support matching pledge paid for PBS distribution of Global Spirit TV Series Pledge booked 4/1/11	\$5,000 00

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2012

Kalliopeia Foundation

94-3270387

Cultural and Educational Media (CEM Productions) 480 Gate 5 Road, Ste 250 Sausalito, CA 94965	N/A	509(a)	Project Support matching pledge paid for PBS distribution of Global Spirit TV Series Pledge booked 4/1/11	\$4,500 00
Institute of Natural and Traditional Knowledge PO Box 12340 Albuquerque, NM 87195	N/A	509(a)	Project Support Fiscal sponsor for Four Bridges Traveling Permaculture Institute, matching pledge paid for general support Pledge booked 11/16/11	\$5,000 00
Shalem Center 881 High Street #206 Worthington, OH 43085	N/A	509(a)	Project Support Matching pledge grant paid for Abwoon Interspiritual Communities and Abwoon Resource Center Pledge booked 12/20/11	\$5,000 00
TOTAL				\$6,774,462.00

Statement 22

Form 990-PF, Part XV, Line 3a

Recipient Paid During the Year

2012**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	\$ 19,533,324
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	(2,011,126)
Foreign Taxes W/H on Dividends	12,407
Total revenue per line 12, column (a), Form 990-PF	\$ 17,534,605

Reconciliation of Expenses per Audited Financial Statements with Expenses Reported on Form 990-PF, Return of Private Foundation	
Total expenses per audited financial statements	\$ 8,983,704
Amounts included in the audited financials statements but not included in line 26, column (a), Form 990-PF	
Foreign Taxes W/H on Dividends	12,407
Total expenses per line 26, column (a), Form 990-PF	\$ 8,996,111

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

OMB No 1545-1709

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

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits***Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns***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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Greg Hagerman

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 2012 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	\$	22,489.
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	\$	67,872.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev 1-2013)

- 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 III 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	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	
File by the extended due date for filing your return. See instructions	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in care of ▶ Greg Hagerman
Telephone No. ▶ 415-592-8151 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

- 4 I request an additional 3-month extension of time until 11/15, 2013.
- 5 For calendar year 2012, 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	\$	45,418.
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	\$	92,872.
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 ▶ Lisa Meneses Title ▶ CPADate ▶ 8/9/13

BAA

FIFZ0502L 01/21/13

Form 8868 (Rev 1-2013)