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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning , 2013, and ending ,

Kalliopeia Foundation
PO Box 151020
San Rafael, CA 94915A Employer identification number
94-3270387B Telephone number (see the instructions)
415-482-1043

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)
► \$ 79,583,730.

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

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 ☐

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)

REVENUE	1 Contributions, gifts, grants, etc. received (att sch)	10,003,540.			
	2 Cl ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	680,268.	680,268.	N/A	
	4 Dividends and interest from securities	562,088.	562,088.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,828,466.			
	b Gross sales price for all assets on line 6a	21,431,478.			
	7 Capital gain net income (from Part IV, line 2)		1,828,466.		
	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) (attach sch)					
11 Other income (attach schedule)					
	See Statement 1	72,303.	48,310.		
12 Total. Add lines 1 through 11	* 13,146,665.	3,119,132.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	633,823.		633,993.	
	15 Pension plans, employee benefits	167,522.		155,639.	
	16a Legal fees (attach schedule) See St 2	10,868.		10,868.	
	b Accounting fees (attach sch) See St 3	50,100.	25,051.	25,142.	
	c Other prof fees (attach sch) See St 4	239,793.	239,793.		
	17 Interest				
	18 Taxes (attach schedule) (see instrs) See Stmt 5	91,270.	3,670.	1,256.	
	19 Depreciation (attach sch) and depletion See Stmt 6	51,730.			
	20 Occupancy	141,642.		138,553.	
	21 Travel, conferences, and meetings	35,306.		34,965.	
	22 Printing and publications	2,087.		2,064.	
	23 Other expenses (attach schedule)				
		See Statement 7	971,972.	2,514.	919,391.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,396,113.	271,028.	1,921,871.	
25 Contributions, gifts, grants paid Part XV	9,140,762.		9,055,762.		
26 Total expenses and disbursements. Add lines 24 and 25	* 11,536,875.	271,028.	10,977,633.		
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,609,790.				
b Net investment income (if negative, enter -0-)		2,848,104.			
c Adjusted net income (if negative, enter -0-)					

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		257,969.	1,537,443.	1,537,443.
	2	Savings and temporary cash investments		15,945,028.	12,984,408.	12,984,408.
	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		50,710.	23,510.	23,510.
	10a	Investments — U S and state government obligations (attach schedule) Statement 8		12,209,952.	12,386,849.	12,386,849.
	b	Investments — corporate stock (attach schedule) Statement 9		29,890,565.	38,265,846.	38,265,846.
	c	Investments — corporate bonds (attach schedule) Statement 10		3,441,591.	4,381,806.	4,381,806.
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Statement 11		247,628.	271,647.	271,647.	
14	Land, buildings, and equipment: basis 3,157,044.					
	Less: accumulated depreciation (attach schedule) See Stmt 12		373,019.			
15	Other assets (describe See Statement 13)		6,908,811.	6,948,196.	6,948,196.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		71,774,714.	79,583,730.	79,583,730.	
LIABILITIES	17	Accounts payable and accrued expenses		137,861.	118,983.	
	18	Grants payable		30,000.	115,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe See Statement 14)			116,000.	
	23	Total liabilities (add lines 17 through 22)		167,861.	349,983.	
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		71,606,853.	79,233,747.	
	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)		71,606,853.	79,233,747.	
	31	Total liabilities and net assets/fund balances (see instructions)		71,774,714.	79,583,730.	

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	71,606,853.
2	Enter amount from Part I, line 27a	2	1,609,790.
3	Other increases not included in line 2 (itemize) See Statement 15	3	6,017,104.
4	Add lines 1, 2, and 3	4	79,233,747.
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	79,233,747.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 21,431,478.		19,603,012.	1,828,466.
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			1,828,466.
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	1,828,466.
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	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))
2012	8,667,303.	51,208,593.	0.169255
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

2 Total of line 1, column (d)	2	0.709483
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	0.141897
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	67,694,988.
5 Multiply line 4 by line 3	5	9,605,716.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,481.
7 Add lines 5 and 6	7	9,634,197.
8 Enter qualifying distributions from Part XII, line 4	8	10,989,528.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	28,481.
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	28,481.
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	28,481.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	70,383.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	70,383.	
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	41,902.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	0.	
		41,902.	Refunded

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 2013 or the taxable year beginning in 2013 (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 16	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>15</u>		N/A	N/A
16	At any time during calendar year 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 2013 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 2013)	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 2013?	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 ☐ XOrganizations 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 18

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
T. Sargent PO Box 151020 San Rafael, CA 94915	Treas & Sect 2.00	0.	0.	0.
B. Sargent PO Box 151020 San Rafael, CA 94915	President 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
Jaune Evans PO Box 151020 San Rafael, CA 94915	Prgm Director 40	173,647.	16,082.	0.
Emmanuel Vaughan-Lee PO Box 151020 San Rafael, CA 94915	Dir G.O.P. 40	118,150.	23,240.	0.
Sohrob Nabatian PO Box 151020 San Rafael, CA 94915	Prgm Officer 40	101,529.	29,157.	0.
Zoe Fuller-Rowell PO Box 151020 San Rafael, CA 94915	Admin & Oper 40	103,657.	16,347.	0.
Alan Zulch PO Box 151020 San Rafael, 94915 94915	Prgm Officer 40	105,469.	31,469.	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	91,629.
Boston Trust 40 Court St Boston, MA 02108	Investment Advisors	100,847.
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 19	
	814,277.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	63,211,806.
b	Average of monthly cash balances	1b	5,514,070.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	68,725,876.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	68,725,876.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,030,888.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	67,694,988.
6	Minimum investment return. Enter 5% of line 5	6	3,384,749.

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	3,384,749.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	28,481.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28,481.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,356,268.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,356,268.
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	3,356,268.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	10,977,633.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	11,895.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,989,528.
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	28,481.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,961,047.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,356,268.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years. 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	2,845,482.			
b From 2009	3,740,394.			
c From 2010	4,516,362.			
d From 2011	5,841,201.			
e From 2012	6,151,851.			
f Total of lines 3a through e	23,095,290.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 10,989,528.				
a Applied to 2012, 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 2013 distributable amount				3,356,268.
e Remaining amount distributed out of corpus	7,633,260.			
5 Excess distributions carryover applied to 2013 (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	30,728,550.			
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 2012. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	2,845,482.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	27,883,068.			
10 Analysis of line 9:				
a Excess from 2009	3,740,394.			
b Excess from 2010	4,516,362.			
c Excess from 2011	5,841,201.			
d Excess from 2012	6,151,851.			
e Excess from 2013	7,633,260.			

BAA

Form 990-PF (2013)

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

- (4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

- B. Sargent

- None

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 24 Attached				9,055,762.
Total			▶ 3 a	9,055,762.
<i>b Approved for future payment</i> See Statement 20				
Total			▶ 3 b	115,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a	Global Oneness Project					23,993.
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	680,268.	
4	Dividends and interest from securities			14	562,088.	
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	1,828,466.	
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	48,310.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				3,119,132.	23,993.
13	Total. Add line 12, columns (b), (d), and (e)				13	3,143,125.

(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**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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	B. Sargent PO Box 151020 San Rafael, CA 94915	\$ 10,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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) (2013)

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

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

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

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

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

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

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

OMB No 1545 0172

2013Attachment
Sequence No **179**

Name(s) shown on return

Kalliopeia Foundation

Business or activity to which this form relates

Identifying number

94-3270387Form **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 2012 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 2014. 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	51,730.

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 2013	17	
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 2013 Tax Year Using the General Depreciation System

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

Section C — Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	51,730.
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.

FDI20812L 06/10/13

Form **4562** (2013)

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 2013 tax year (see instructions):					
43 Amortization of costs that began before your 2013 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	\$ 23,993.		
Other Investment Income	48,310.	\$ 48,310.	
Total	\$ 72,303.	\$ 48,310.	\$ 0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 10,868.			\$ 10,868.
Total	\$ 10,868.	\$ 0.		\$ 10,868.

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	\$ 27,315.	\$ 13,658.		\$ 13,658.
Bookkeeping	22,785.	11,393.		11,484.
Total	\$ 50,100.	\$ 25,051.		\$ 25,142.

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	\$ 239,793.	\$ 239,793.		
Total	\$ 239,793.	\$ 239,793.		\$ 0.

Kalliopeia Foundation

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes on Dividends	\$ 3,670.	\$ 3,670.		
Other State Taxes	1,600.			\$ 1,256.
Provision For Excise Tax	86,000.			
Total	<u>\$ 91,270.</u>	<u>\$ 3,670.</u>		<u>\$ 1,256.</u>

Statement 6
Form 990-PF, Part I, Line 19
Allocated Depreciation

Date Acquired	Cost Basis	Prior Yr Depr	Method	Rate	Life	Current Yr Depr	Net Invest Income	Adjusted Net Income
Building								
Various	2,988,450	223,670	S/L		39	49,831	0	0
Computer/Audio/Video								
Various	38,394	32,957	S/L		5	1,899	0	0
Computer Software								
Various	15,000	9,867	S/L		15	3,800	0	0
Organization Costs								
Various	3,470	1,156	S/L		15	231	0	0

Statement 7
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Amortization	\$ 4,031.			N/A
Bank Fees	2,514.	\$ 2,514.		
Computer Expenses	245.			\$ 474.
Consulting	24,430.			24,956.
Dues & Memberships	24,845.			24,845.
Equipment Rental	65.			65.
Filing Fees	579.			579.
Global Oneness Project Expenses	859,655.			814,277.
Insurance	17,145.			17,145.
Licenses & Permits	147.			84.
Office Expenses	3,651.			3,632.
Office Supplies	10,328.			10,080.
Payroll Processing Fees	1,440.			1,365.
Postage & Delivery	9,987.			9,611.
Research Materials	924.			884.
Telephone/Internet	11,986.			11,394.
Total	<u>\$ 971,972.</u>	<u>\$ 2,514.</u>		<u>\$ 919,391.</u>

Kalliopeia Foundation

94-3270387

Statement 8
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 21	Mkt Val	\$ 12,386,849.	\$ 12,386,849.
		\$ 12,386,849.	\$ 12,386,849.
	Total	\$ 12,386,849.	\$ 12,386,849.

Statement 9
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 22	Mkt Val	\$ 38,265,846.	\$ 38,265,846.
	Total	\$ 38,265,846.	\$ 38,265,846.

Statement 10
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 23	Mkt Val	\$ 4,381,806.	\$ 4,381,806.
	Total	\$ 4,381,806.	\$ 4,381,806.

Statement 11
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	Mkt Val	\$ 271,647.	\$ 271,647.
	Total	\$ 271,647.	\$ 271,647.

Kalliopeia Foundation

94-3270387

Statement 12
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 38,212.	\$ 28,590.	\$ 9,622.	\$ 9,622.
Machinery and Equipment	128,666.	70,928.	57,738.	57,738.
Buildings	1,948,562.	273,501.	1,675,061.	1,675,061.
Land	1,041,604.		1,041,604.	1,041,604.
Total	<u>\$ 3,157,044.</u>	<u>\$ 373,019.</u>	<u>\$ 2,784,025.</u>	<u>\$ 2,784,025.</u>

Statement 13
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Accrued Interest	\$ 99,957.	\$ 99,957.
Net Intangible Assets	26,333.	26,333.
RSF Investment Fund	3,337,610.	3,337,610.
Socially Responsible Investment-Calvert	3,484,296.	3,484,296.
Total	<u>\$ 6,948,196.</u>	<u>\$ 6,948,196.</u>

Statement 14
Form 990-PF, Part II, Line 22
Other Liabilities

Deferred Excise Tax Liability	\$ 116,000.
Total	<u>\$ 116,000.</u>

Statement 15
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	\$ 6,017,104.
Total	<u>\$ 6,017,104.</u>

Statement 16
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
B. Sargent	PO Box 151020 San Rafael, CA 94915

Kalliopeia Foundation

94-3270387

Statement 17
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 \$275,000. The Foundation utilized the donor advised fund to expedite the numerous discretionary grants that the Foundation advises on.

Statement 18
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: \$ 100000
Any Diversion by Grantee: No
Dates of Reports by Grantee: 5/15/14
Date of Verification: 5/15/2014
Results of Verification: As of 12/31/13 the Organization had fully expended the \$100,000 which was substantiated by reports provided by the Organization. No exceptions were noted.

Grantee Name: Kosmos Associates, Inc.
Address: PO Box 2102
Address: Lenox, MA 01240
Grant Date: 4/04/2012
Grant Amount: \$ 50000
Grant Purpose: Operating Expenses
Amt. Expended by Grantee: \$ 50000
Any Diversion by Grantee: No
Dates of Reports by Grantee: 5/15/14
Date of Verification: 5/15/2014
Results of Verification: As of 12/31/13 the Organization had expended \$50,000 which was substantiated by reports provided by the Organization. No exceptions were noted.

Grantee Name: Humunya Tribal Foundation
Address: 1315 N. Eaton
Address: Dinuba, CA 93618
Grant Date: 4/10/2013
Grant Amount: \$ 8500
Grant Purpose: Fundraising Consulting
Amt. Expended by Grantee: \$ 0
Any Diversion by Grantee: No
Dates of Reports by Grantee: 5/15/14
Date of Verification:
Results of Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report has been made.

To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.

Kalliopeia Foundation

94-3270387

Statement 19
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.	\$ 814,277.

Statement 20
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	PC	Matching Pledge Support: In/After School Programs and Workshops	\$ 10,000.
East Bay Meditation Center 2147 Broadway Oakland, CA 94612	N/A	PC	General Support Matching Pledge	5,000.
Tunefoolery Music, Inc. 85 East Newton Street, 3rd Fl Boston, MA 02118	N/A	PC	General Support Matching Pledge	5,000.
Chicago Wisdom Project 5655 S. University Ave. Chicago, IL 60637	N/A	PC	General Support Matching Pledge	5,000.
Hawthorne Valley Association 327 CR-21C Ghent, NY 12075	N/A	PC	Project Support for the Credere Fund	5,000.
Hawthorne Valley Association 327 CR-21C Ghent, NY 12075	N/A	PC	Project Support for Farmscape Ecology's Living Land Project	30,000.
Hawthorne Valley Association 327 CR-21C Ghent, NY 12075	N/A	PC	Project Support for the Farm Learning Center	30,000.
Water-Culture Institute 1021 Camino Santander Santa Fe, NM 87505	N/A	PC	General Support Matching Pledge	10,000.

Kalliopeia Foundation

94-3270387

Statement 20 (continued)
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>
Western Rock Art Research PO Box 1111 Bishop, CA 93515	N/A	PC	Project Support for the Yubulyawan Dreaming Project Website	\$ 15,000.
Total				\$ <u>115,000.</u>

Statement 21**Investments - U.S. and State Government Obligations
Form 990-PF, Part II, Line 10a**

	No Shares	FMV @ 12/31/13
	Shares	FMV
Banc of Amer Comm Ser 2005-1CL 5.038% 11/10/2042	127,000	53,147 86
Comm 2007-C9 Ser 2007C9 CI A-AB 5.8% 12/10/2049	88,000	64,105 78
Federal Farm Cr Bks Cons 5 25000% 06/29/2015	100,000	107,288 00
Federal Farm Cr Bks Cons 5 30000% 02/06/2017	200,000	227,010.00
Federal Farm CR Bks Cons BD 2 07% 09/27/2021	100,000	93,194.00
Federal Home Ln Bks 0.125 Due 02-14-2014	1,600,000	1,599,984.00
Federal Home Ln Mtg Corp 1 0% 07/28/2017	200,000	198,736 00
Federal Home Loan Banks 2 5% 07/05/2022	100,000	93,584.00
Federal Home Loan Banks 3.75% 01/13/2022	170,000	162,513.20
Federal Home Loan Banks 3.75% 03/27/2019	355,000	386,939.35
Federal Home Loan Banks 3 750% 12/14/2018	575,000	599,805.50
Federal Home Loan Bk Bonds 3.750% 12/14/2018	200,000	216,928 00
Federal Home Loan Bk Bonds 5.250% 08/15/2022	500,000	574,470 00
Federal Home Loan Bk Bonds 5 250% 12/11/2020	300,000	347,478 00
Federal Home Loan Bks Cons Bonds 2.750% 03/13/2015	1,000,000	1,029,880.00
Federal Home Loan Mtg Corp 750% 03/27/2019	250,000	272,492 50
Federal Home Loan Mtg Corp 2 500% 04/23/2014	250,000	251,850 00
Federal Natl Mtg Assn 4 625% 10/15/2014	900,000	931,446.00
Federal Natl Mtg Assn 5.000% 04/15/2015	127,000	134,696 20
Federal Natl Mtg Assn 5.375% 06/12/2017	131,000	149,799 81
Fedl Home Ln Mtg Crp Pool #A65694 6.000% 09/01/2037	93,000	20,844 58
Fedl Home Ln Mtg Crp Pool #G12310 5.500% 08/01/2021	127,000	9,868.90
Fedl Home Ln Mtg Crp Pool #G12379 4.500% 06/01/2021	200,000	22,065 40
Fedl Home Ln Mtg Crp Pool #J04311 6.000% 02/01/2022	46,000	9,415.25
Fedl Home Ln Mtg Crp Pool C91417 3 5% 01/01/2023	125,000	90,127 27
Fedl Home Ln Mtg Crp Pool#A41965 5.000% 01/01/2036	500,879	45,976.76
Fedl Home Ln Mtg Crp Pool#G08122 5.500% 04/01/2036	310,753	34,088 98
Fedl Home Ln Mtg Crp Ser 2675 CL 4 0% 09/15/2018	210,000	90,392 74
Fedl Home Ln Mtg Crp Ser 4030 CK 3.5% 12/15/2041	255,000	159,296 60
Fedl Natl Mtg Assn Pool #745418 5.5% 04/01/2036	320,300	39,930.18
Fedl Natl Mtg Assn Pool #808156 4.500% 01/02/2035	61,000	6,358 89
Fedl Natl Mtg Assn Pool #885956 6.500% 07/01/2036	190,000	15,050 69
Fedl Natl Mtg Assn Pool #891596 5.500% 06/01/2036	45,000	2,106 31
Fedl Natl Mtg Assn Pool #911745 5.000% 12/01/2021	153,000	21,039 06
Fedl Natl Mtg Assn Pool #946594 6.000% 09/01/2037	173,000	15,081 92
Fedl Natl Mtg Assn Pool #995262 5 500% 01/01/2024	84,000	12,707 77
Fedl Natl Mtg Assn Pool #AB6251 2 0% 09/01/2022	90,000	73,730.32
Fedl Natl Mtg Assn Pool#880109 6 000% 04/01/2036	447,001	42,201 96
Fed'l Nat'l Mtg Assn Ser 2010-120	90,000	93,762.81
Fedl Natl Mtg Assn Ser 2011-053 4.0% 06/25/2041	153,000	56,887 56
Fedl Natl Mtg Assn Ser 2011-111 4 0% 01/25/2013	100,000	85,363 67
Fedl Natl Mtg Assn Ser 2012-072 3 0% 01/25/2038	85,000	74,504 71
Fedl Natl Mtg Assn Ser 3835 4 0% 08/15/2038	100,000	80,218 04
FNMA Ser 2010-043 3.0% 11/20/2037	100,000	44,741 75
GNMA II Pool #783393 6.5% 02/20/2041	300,000	161,203 04
GNMA Ser 2008-2CL 4 500% 09/20/2034	240,000	36,891 33
GNMA Ser 2009-031 4 5% 01/20/2037	156,250	50,966 63
GNMA Ser 2009-093 3 000% 12/16/2038	248,000	51,340 58
GNMA Ser 2009-103 4 5% 11/20/2036	90,000	95,625 81
GNMA Ser 2010-056 4 500% 02/20/2036	229,000	79,381 20
GNMA Ser 2010-111 2 0% 05/16/2035	97,000	54,219 18
GNMA Ser 2010-113 2 5% 02/16/2040	300,000	130,850 09

Statement 21**Investments - U.S. and State Government Obligations
Form 990-PF, Part II, Line 10a**

	No Shares	FMV @ 12/31/13
	Shares	FMV
NelNet St Ln Tr Ser 2008-2CK 2.01% 06/26/2034	149,000	155,080.99
United States Treas BDS 8.87500% 08/15/2017	42,000	53,589.48
United States Treas NTS 1.250% 07/15/2020	400,000	458,310.88
United States Treas NTS 2.25% 07/31/2018	80,000	82,468.80
United States Treas NTS 2.250% 11/30/2017	392,000	406,821.52
United States Treas NTS 2.625% 08/15/2020	223,000	227,529.13
United States Treas NTS 2.750% 02/15/2019	230,000	240,996.30
United States Treas NTS 3.125% 05/15/2019	447,000	476,336.61
United States Treas NTS 3.5000% 02/15/2018	40,000	43,425.20
United States Treas NTS 3.625% 05/15/2020	177,000	192,653.88
United States Treas NTS 3.750% 11/15/2018	34,000	37,312.28
United States Treas NTS 4.000% 08/15/2018	145,000	160,825.30
United States Treas NTS 4.250% 11/15/2014	180,000	186,348.60
Wachovia Bk Cml Mtg Ser 2007-C33 6.125% 02/15/2051	80,000	60,717.12
Wisconsin St Ser 4.600% 05/01/2026	300,000	302,844.50
Total		12,386,848.77

Statement 22**Investments - Corporate Stock****Form 990-PF, Part II Line 10b**

	No Shares	FMV @ 12/31/13
3M Co	3,000	420,750.00
ABB Ltd ADR Each	7,000	185,920.00
Accenture Ltd	4,000	328,880.00
Accenture Ltd	4,000	328,880.00
Advanced Auto Parts	1,400	154,952.00
AGL Res Inc	1,350	63,760.50
Air Products & Chem	3,000	335,340.00
Air Products & Chemicals	2,250	251,505.00
Allergan Inc.	2,640	293,251.20
American Express Co	3,000	272,190.00
American Express Company	5,165	468,620.45
American States Water Co	2,150	61,769.50
American Water Works Co New Com	6,425	271,520.50
Apple Inc	710	398,324.20
Apple Inc	775	434,790.50
Aptargroup Inc	1,325	89,848.25
AptarGroup Inc	3,000	203,430.00
Arch Capital Group	7,480	446,481.20
Artisan Partners Asset Mgmt	700	45,633.00
Autoliv Inc	3,000	275,400.00
Automatic Data Processing	3,500	282,796.50
B O K Financial Corp New	475	31,502.00
Bank Hawaii Corp	1,575	93,145.50
Bard C R Inc	1,800	241,092.00
Becton Dickinson Co	2,150	237,553.50
Biomed Rlty TR	2,025	36,693.00
Bio-Reference Lab	1,850	47,249.00
Blackbaud Inc	775	29,178.75
Boston Common International Instl	153,712	4,463,806.50
Bright Horizons Fam Solutions Inc.	1,600	58,784.00
Bruker Corporation	3,725	73,643.25
Calgon Carbon Corp	3,225	66,338.25
Cerner Corp	7,680	428,083.20
Chart Inds Inc.	450	43,038.00
Chubb Corp	2,000	193,260.00
Cincinnati Finl Corp	3,400	178,058.00
Cisco Sys	10,000	224,300.00
Cisco Sys Inc	9,565	214,542.95
City Nat'l Corp	400	31,688.00
Clarcor Inc	1,150	74,002.50
Cohen & Steers Inc	950	38,057.00
Coherent Inc	550	40,914.50
Colgate-Palmolive Co	3,200	208,672.00
Columbia Sportswear	1,200	94,500.00
Comerica Inc	2,500	118,850.00
Commerce Bancshares Inc	1,256	56,406.96
Commerce Bancshares Inc	2,916	130,957.56
Commercial Metals Co	2,500	50,825.00
Commuvault Systems Inc.	500	37,431.00
Coresite Realty Corp Com USD0.01	1,000	32,190.00
Costco Wholesale Corp	2,600	309,452.00
Crown Castle Intl Corp	4,010	294,454.30

Statement 22**Investments - Corporate Stock****Form 990-PF, Part II Line 10b**

	No Shares	FMV @ 12/31/13
Cullen Frost Bankers Inc	600	44,658.00
CVS Caremark Corp	9,690	693,513.30
Danaher Corp	6,040	466,288.00
Darling Int'l Inc	2,200	45,936.00
Darling Int'l Inc	6,420	134,049.60
Deere & Company	2,500	228,325.00
Dentsply Intl Inc	1,300	63,024.00
DentSply Intl Inc	4,500	218,160.00
Donaldson Inc	2,000	86,920.00
Donaldson Inc	7,500	325,950.00
Dorman Prods Inc Com	1,425	79,858.43
DSW Inc.	1,900	81,187.00
Dupont Fabros Technology Inc.	2,550	63,010.50
East West Bancorp Inc.	2,950	103,161.50
Eaton Vance Corp	1,425	60,975.75
Ebay Inc.	5,055	277,342.58
Edwards Lifesciences Corp	1,900	124,944.00
EMC Corp Mass	6,000	150,900.00
Emerson Electric Co	4,500	315,810.00
Encore Cap Group Inc.	1,675	84,185.50
Express Scripts Inc	5,795	407,040.80
F5 Networks Inc	450	40,887.00
Factset Research Sys Inc.	450	48,861.00
Fortinet Inc.	1,500	28,695.00
Franklin Elec Inc.	1,450	64,728.00
General Mills Inc	6,150	306,946.50
General Mills Inc.	2,700	134,757.00
Genesee & Wyoming Inc	850	81,642.50
Gilead Sciences Inc	2,760	207,276.00
Google Inc	375	420,266.25
Google Inc CL A	300	336,213.00
Grainger WW Inc	1,300	332,046.00
Haemonetics Corp	1,100	46,343.00
Hibbett Sports Inc	1,050	70,509.60
Hub Group Inc	1,300	51,844.00
Hubbell Inc	500	54,450.00
ICU Medical	775	49,375.25
IDEX Group	550	40,617.50
Illinois Tool Works	4,165	350,193.20
Illinois Tool Works	4,000	336,320.00
Interdigital Inc	800	23,592.00
Intl Business Mach	1,250	234,462.50
Int'l Flavors & Fragrances Inc	900	77,382.00
IPG Photonics Corp Com	1,075	83,430.75
Johnson & Johnson	2,550	233,554.50
Jones Lang Lasalle Inc	925	94,710.75
JPMorgan Chase & Co	5,000	292,400.00
Life Time Fitness Inc	825	38,775.00
Lincoln Electric Hldgs	3,400	242,556.00
Lincoln Electric Holdings	850	60,639.00
Lindsay Corp Com	600	49,650.00
Liquidity Svcs Inc	1,900	43,054.00

Statement 22**Investments - Corporate Stock****Form 990-PF, Part II Line 10b**

	No Shares	FMV @ 12/31/13
LPL Fin'l Hldgs Inc	600	28,230.00
Marketaxess Holdings Inc	1,250	83,660.00
Mednax Inc Com	1,500	80,070.00
Medtronic Inc	2,500	143,475.00
Mellanox Technologies	1,150	45,965.50
Meridian BioScience Inc	2,125	56,376.25
Mettler-Toledo Intl	1,000	242,590.00
Microsoft Corp	9,000	336,690.00
Middleby Corp	250	59,931.00
Minerals Tech Inc	1,425	85,599.75
Myriad Genetics Inc	1,100	23,078.00
Nestle S A Reg Adr	4,000	293,696.00
Netapp Inc	6,425	264,324.50
New Jersey Res Corp	800	36,992.00
Nike Inc Class B	4,600	361,744.00
Nordson Corp	725	53,867.50
Nordstrom Inc.	2,300	142,140.00
Novo-Nordisk As ADR-Each CNV	1,050	193,998.00
Omnicom Group	5,000	371,850.00
Oracle Corporation	6,000	229,560.00
Pepsico Inc	3,630	301,072.20
Pepsico Inc	3,500	290,290.00
Plantronics Inc	1,250	58,062.50
PNC Finl Svcs Group	3,000	232,740.00
Polycom Inc	4,350	48,850.50
Polypore Int'l Inc	950	36,955.00
Potash Corp Sask Inc	4,490	147,990.40
Power Integrations Inc	1,375	76,752.50
Powershares Wilderhill Clean Energy Portfo	90,145	576,026.55
Powershares Wilderhill Progressive Energy	20,487	657,837.57
Praxair Inc.	1,000	130,030.00
Procter & gamble Co	4,400	358,204.00
Qualcomm Inc	4,810	357,142.50
Qualcomm Inc	3,700	274,725.00
Quanta Services Inc.	10,790	340,532.40
Questar Corp Com	3,875	89,086.25
Reckitt Benckiser Group PLC	18,000	285,786.00
Riverbed Technology Inc Com	2,400	43,392.00
Roche Holdings AG SPN	3,000	210,153.00
Ross Stores Inc	3,000	224,790.00
Sapient Corp	3,975	69,006.00
SEI Investment Co	1,925	66,855.25
Sigma Aldrich Corp	4,000	376,040.00
Signature Bk New York	900	96,678.00
Sodastream International	1,075	53,363.00
Solarwinds Inc	800	30,264.00
State Street Corp	6,215	456,118.85
State Street Corp	3,000	220,170.00
Stryker Corp	3,000	225,420.00
SVB Finl Group	925	96,995.50
Syntel Inc	600	54,570.00
T Rowe Price Group Inc	4,500	376,965.00

Statement 22**Investments - Corporate Stock****Form 990-PF, Part II Line 10b**

	No Shares	FMV @ 12/31/13
Target Corp	7,250	458,707.50
Techne Corp Com	350	33,134.50
Tenneco Inc.	1,450	82,026.50
Texas Capital Bancshares	725	45,095.00
Texas Roadhouse Inc.	1,000	27,800.00
Thoratec Corp	1,400	51,240.00
Tibco Software Inc.	2,750	61,820.00
Time Warner Cable Inc	2,600	352,300.00
TJX Companies Inc.	10,290	655,781.70
UMB Financial Corp	775	49,817.00
Unifirst Corp	275	29,425.00
Union Pacific Corp	2,220	372,960.00
United Natural Foods Inc	725	54,657.75
United Parcel SVC INC	2,900	304,732.00
Unitedhealth Group	5,570	419,421.00
US BanCorp Del Com	12,028	485,931.20
US Bancorp Del Com	3,700	149,480.00
VF Corp	10,560	658,310.40
Virtus Invst Partners Inc	225	45,011.25
Vitamin Shoppe Inc Com	1,550	80,615.50
VMWare Inc. CA A Com	3,540	317,573.40
Wabtec	1,325	98,407.75
Waters Corp	2,100	210,000.00
Watts Water Technologies CL A	1,350	83,524.50
Wells Fargo & Co	10,850	492,590.00
West Pharmaceutical Serv	1,700	83,402.00
Wex Inc Com	775	76,748.25
Whitewave Foods Co.	3,100	71,114.00
Wolverine World Wide Inc	2,750	93,390.00

Total**38,265,846.45**

Statement 23**Corporate Bonds****Form 990-PF, Part II, Line 10b**

	No Shares	FMV @ 12/31/13
American Express 1 75 06/12/2015	225,000	228,631.50
American Express Co 7.000% 03/19/2018	100,000	119,484.30
American Express Co SR NT 2 65%	287,000	266,241.29
AT&T Inc 5 5000% 02/01/2018	150,000	168,852.00
Bank N S Halifax 2 05% 10/13/2015	50,000	51,291.50
Bank of Montreal MTN 1.4% 09/11/2017	90,000	88,605.90
Bank of Nova Scotia 2 05% 10/30/2018	100,000	99,061.00
Barclays Bank Sr Unsecured 5.000% 09/22/2016	75,000	82,570.80
Blackrock Inc Note 3.500% 12/10/2014	65,000	66,899.30
Blackrock Inc Note 4 250% 05/24/2021	80,000	84,646.40
Burlingtn North Unsecured 4.700% 10/01/2019	200,000	219,402.00
Campbell Soup Co 4.5% 02/15/2019	100,000	109,517.00
Cooperative Centrale Raiffei 2.125% 10/13/2015	110,000	112,835.47
Cooperative Centrale Raiffei 4.5% 01/11/2021	175,000	185,746.05
CR Bard Sr Unsecured 2.875% 1/15/2016	30,000	30,997.50
Ebay Sr Unsecured 1.625% 10/15/2015	65,000	66,268.67
Goldman Sachs Grp Inc 3.625% 02/07/2016	80,000	83,958.40
Goldman Sachs Grp Notes 5 5% 11/15/2014	80,000	83,380.00
Intel Corp SR NT 1.35% 12/15/2017	225,000	222,376.28
Intercontinental Exchange Bond 2.5% 10/15/2018	30,000	30,220.80
Int'l Finance Corp Bond 00.62500%	250,000	248,422.50
JP Morgan Chase NT 3.45% 03/01/2016	225,000	235,976.85
Merck & CO New NT 1.1% 01/31/2018	50,000	48,599.50
National Rural Utils Coop Fin 10.37500% 11/01/2018	100,000	135,238.40
North American Development Bk 4.375%	100,000	104,150.00
NYSE Euronext NT 2.00 10/05/2017	90,000	90,117.00
Oracle Corp Notes 5.75000% 04/15/2018	150,000	173,335.20
Pepsico Inc 5.000% 06/01/2018	65,000	72,911.80
Questar Corp Sr Notes 2.750% 2/1/2016	20,000	20,607.20
Simon Property Sr Unsecured 4.125% 12/01/2021	60,000	62,070.00
Simon Property Sr Unsecured 4.200% 02/01/2015	145,000	149,263.00
Stryker Corp Sr Unsecured 3.000% 1/15/2015	30,000	30,792.90
Toyota Motor Credit Corp 2.000% 09/15/2016	85,000	87,431.85
United Health Group Inc. 1.4% 10/15/2017	230,000	227,095.10
Verizon Communications 6 350% 04/01/2019	75,000	88,154.25
Wells Fargo & Co 4.600% 04/01/2021	65,000	71,254.95
Wells Fargo 3.625% 4/15/2015	55,000	57,207.15
Westpac Banking Corp Sr Unsecured 4.200% 02/27/2015	75,000	78,192.00

Total**4,381,805.81**

Statement 24
Schedule of Grants Paid in 2013

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Abundance Foundation 220 Lorax Lane, Box 5 Pittsboro, NC 27312	N/A	PC	Fiscal sponsor for Pickards Mountain Eco-Institute Project Support For the Odyssey Internship Program	\$20,000 00
Advocates for Indigenous California Language Survival 221 Idora Avenue Vallejo, CA 94591	N/A	PC	General Support \$25,000 Project Support \$15,000 for Master Apprentice Coordinators, \$5,000 for Seeds of Language, and \$5,000 for Family Language Program	\$50,000 00
Alameda County Community Food Bank PO Box 2599 Oakland, CA 94614	N/A	PC	General Support	\$10,000 00
Alaska Conservation Foundation 911 West 8th Ave, Suite 300 Anchorage, AK 99501	N/A	PC	Project support for the Alaska Native Fund	\$25,000 00
Alchemy, Inc P O Box 4041 4387 Wedgewood Dr Copley, OH 44321	N/A	PC	General Support \$40,000	\$40,000 00
Alchemy, Inc P O Box 4041 4387 Wedgewood Dr Copley, OH 44321	N/A	PC	Project Support \$10,000 matching pledge paid for for In/After School Programs and Workshops Pledge booked 10/17/12	\$10,000 00
American Indian Institute 502 W Mendenhall St Bozeman, MT 59715	N/A	PC	Project Support \$20,325 for A Meeting of Indigenous Time Keepers from Abya Yala - Prophecy Project Support \$14,250 for A Winter Count of the oceti Sakowin - History	\$34,575 00
American Indian Institute 502 W Mendenhall St Bozeman, MT 59715	N/A	PC	General Support \$50,000 Project Support \$25,000 for the Indigenous Leaders Travel Fund	\$75,000 00
Angeles Armen Foundation PO Box 1278 Sausalito, CA 94966	N/A	PC	General Support	\$10,000 00
Animas Valley Institute P O Box 1020 Durango, CO 81301	N/A	PC	Project Support For scholarships	\$10,000 00
Artship Foundation 88 Perry Street, # 734 San Francisco, CA 94107	N/A	PC	Project Support For Artship programs	\$40,000 00
ArtSpot Productions 609 Saint Ferdinand Street New Orleans, LA 70117	N/A	PC	General Support (one-time)	\$30,000 00
ArtSpring, Inc PO Box 343432 Florida City, FL 33034	N/A	PC	General Support	\$50,000 00
Barry University School of Law 6441 E Colonial Dr Orlando, FL 32807	N/A	PC	Fiscal sponsor for Center for Earth Jurisprudence Project Support For general operating expenses for Center for Earth Jurisprudence	\$35,000 00
Biodynamic Farming and Gardening Association, Inc 1661 N Water St Suite 307 Milwaukee, WI 53202	N/A	PC	General Support For the two-year period September '13 - August '15	\$60,000 00
Bioneers/Collective Heritage Institute 1607 Paseo de Peralta, Suite 3 Santa Fe, NM 87501	N/A	PC	Project Support For Bioneers Media Initiative for the two-year period April '13 - April '15	\$300,000 00
Bioneers/Collective Heritage Institute 1607 Paseo de Peralta, Suite 3 Santa Fe, NM 87501	N/A	PC	General Support	\$100,000 00
Bread for the Journey 9 Santa Gabriella Ct Novato, CA 94945	N/A	PC	General Support (final grant)	\$25 000 00
Buckminster Fuller Institute 181 North 11th Street Suite 402 Brooklyn, NY 11211	N/A	PC	Fiscal sponsor for Sustainability Leaders Network Project Support For general operating expenses for Sustainability Leaders Network	\$25,000 00

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Schedule of Grants Paid in 2013

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Buddhist Pathways Prison Project PO Box 19375 Sacramento, CA 95819	N/A	PC	General Support	\$16,300 00
Cal-Earth PO Box 1977 Claremont, CA 91711	N/A	PC	General Support	\$30,000 00
Canal Alliance 91 Larkspur Street San Rafael, CA 94901	N/A	PC	General Support	\$5,000 00
Cante Sica Foundation 3217 1/2 Huron Street Los Angeles, CA 90065	N/A	PC	Project Support For Boarding School Stories	\$20 000 00
Capital Institute 73 Arch Street, Suite 300 Greenwich, CT 06830	N/A	PC	General Support	\$75,000 00
Center for Action and Contemplation PO Box 12464 Albuquerque, NM 87195	N/A	PC	Project Support for scholarships to the Living School for Action and Contemplation	\$36,500 00
Center for Courage & Renewal 1402 Third Ave, Suite 709 Seattle, WA 98101	N/A	PC	General Support \$75,000 Project Support \$25,000 for Courage to Lead for Young Leaders and Activists	\$100,000 00
Center for Ethical Leadership 1401 E Jefferson St , Suite 505 Seattle, WA 98122	N/A	PC	Project Support For Nourishing Networks Institute	\$30,000 00
Center for Independent Documentary 680 South Main Street Sharon, MA 02067	N/A	PC	Project Support For general operating expenses for Coexist	\$20,000 00
Center for Independent Documentary 680 South Main Street Sharon, MA 02067	N/A	PC	Fiscal sponsor for Karina Films Project Support \$150,000 for the film "Finding the Gold Within" First of three payments of \$50,000 each	\$50,000 00
Center for Independent Documentary 680 South Main Street Sharon, MA 02067	N/A	PC	Fiscal sponsor for Karina Films Project Support \$150,000 for the film "Finding the Gold Within" Second of three payments of \$50 000	\$50,000 00
Center for Independent Documentary 680 South Main Street Sharon, MA 02067	N/A	PC	Fiscal sponsor for Karina Films Project Support \$150,000 for the film "Finding the Gold Within" Third of three payments of \$50,000	\$50,000 00
Center for Partnership Studies 25700 Shafter Way Carmel, CA 93923	N/A	PC	General Support For the 2-year period Nov '13 - Oct '15	\$150,000 00
Center for Whole Communities Knoll Farm 700 Bragg Hill Road Fayston, VT 05673	N/A	PC	Project Support For the Native Lands Summit	\$40,000 00
Chaplaincy Institute for Arts and Interfaith Ministries 1442-A Walnut St , #285 Berkeley, CA 94709	N/A	PC	General Support (final grant)	\$30,812 00
CharityFocus/Service Space PO Box 2711 Santa Clara, CA 95055	N/A	PC	General Support	\$10,000 00
Chicago Wisdom Project 5655 S University Ave Chicago, IL 60637	N/A	PC	General Support \$20,000	\$20,000 00
Circle of Light of AIWP PO Box 375 Pearlblossom CA 93553	N/A	PC	General Support	\$15,000 00
Comienzos PO Box 1441 Merchantville, NJ 08109	N/A	PC	Project Support for "Comienzos East The School of the Heart"	\$25,000 00

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Commonweal PO Box 316 Bolinas, CA 94924	N/A	PC	Project Support For The New School for the two-year period April '13 - April '15	\$100,000 00
Commonweal PO Box 316 Bolinas, CA 94924	N/A	PC	Project Support For the Institute for the Study of Health and Illness for the two-year period July '13 - June '15	\$150,000 00
Commonweal PO Box 316 Bolinas, CA 94924	N/A	PC	Project Support for RDI at Commonweal Garden	\$40,000 00
Community Institute for Psychotherapy 1330 Lincoln Ave., Suite 201 San Rafael, CA 94901	N/A	PC	General Support	\$5,000 00
Confluence Philanthropy 475 Riverside Drive, Suite 900 New York, NY 10115	N/A	PC	General Support	\$5,000 00
Cranaleith Spiritual Center 13475 Proctor Road Somerton Philadelphia, PA 19116-1723	N/A	PC	Project Support For Coming Home, Becoming Whole	\$25,000 00
Cultural and Educational Media (CEM Productions) 480 Gate 5 Road, Ste 250 Sausalito, CA 94965	N/A	PC	Project Support for two Global Spirit Series episodes	\$121,292 00
Cultural Conservancy PO Box 29044 Presidio of San Francisco San Francisco, CA 94129	N/A	PC	General support \$25k Project support \$5k for Tribal Canoe Revitalization Project	\$30,000 00
Daily Acts PO Box 293 Petaluma, CA 94953	N/A	PC	General Support	\$50,000 00
Dominican University - Courage to Teach Center for Adult and Extended Education 50 Acacia Ave San Rafael, CA 94901	N/A	PC	Project Support For Courage to Teach for the two-year period May '13 - May '15	\$53,000 00
Dovetail Learning 825 Gravenstein Hwy North, Suite #2 Sebastopol, CA 95472	N/A	PC	General Support	\$50,000 00
DreamWeather Foundation 3746 Spring Creek Drive Santa Rosa, CA 95405	N/A	PC	General Support	\$20,000 00
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704	N/A	PC	Fiscal sponsor for Sacred Land Film Project Project Support For Sacred Land Film Project for the film <i>Standing on Sacred Ground</i>	\$50,000 00
Earth Law Center PO Box 3283 Fremont, CA 94539	N/A	PC	General Support	\$25,000 00
East Bay Center for the Performing Arts 339 Eleventh Street Richmond, CA 94801	N/A	PC	General Support	\$10,000 00
East Bay Meditation Center 2147 Broadway Oakland, CA 94612	N/A	PC	General Support \$25,000	\$25,000 00
East Bay Meditation Center 2147 Broadway Oakland, CA 94612	N/A	PC	Matching Pledge General Support \$5,000 Pledge Matching Grant booked 6/15/12	\$5,000 00
Eyak Preservation Council P O Box 460 Cordova, AK 99574	N/A	PC	General Support	\$35,000 00

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Faith in Place 70 E Lake, Suite 920 Chicago, IL 60601	N/A	PC	General Support	\$10,000 00
First Nations Development Institute 2432 Main Street, 2nd Floor Longmont, CO 80501-1101	N/A	PC	Project Support For Native Youth and Culture Fund re-grants program	\$500,000 00
Floyd Community Educational Association 339 Quiet Drive Check, VA 24072	N/A	PC	Fiscal sponsor for Blue Mountain High School Project Support For general operating expenses for Blue Mountain High School	\$35,000 00
Friends of the Akwesasne Freedom School PO Box 290 Roosevelt, NY 13683	N/A	SO I	Fiscal sponsor for Moon Lodge Society Project Support For general operating expenses for Moon Lodge Society	\$25,000 00
Friends of the Akwesasne Freedom School PO Box 290 Roosevelt, NY 13683	N/A	SO I	General Support	\$50,000 00
Gedakina Inc 285 Shutesbury Road Leverett, MA 01054	N/A	PC	General Support	\$45,000 00
Genesis Farm 41A Silver Lake Road Blairtown, NJ 07825	N/A	PC	General Support	\$100,000 00
Giraffe Heroes Project PO Box 759 Langley, WA 98260	N/A	PC	Project Support For Giraffe Heroes Stories on the Web (final grant)	\$30,000 00
Global Peace Initiative of Women 301 East 57th St , 4th Floor New York, NY 10022	N/A	PC	General Support	\$50,000 00
Global Peace Initiative of Women 301 East 57th St , 4th Floor New York, NY 10022	N/A	PC	Project Support \$30,000 for the NY 21st-Century Spiritual Narrative Gathering Project Support \$30,000 for the Balancing Material and Spiritual Development Conference in Bhutan	\$60,000 00
Global Peace Initiative of Women 301 East 57th St , 4th Floor New York, NY 10022	N/A	PC	Project Support For scholarships for GPIW conferences	\$6,240 00
Grays Harbor Historical Seaport Authority P O Box 2019 Aberdeen, WA 98520	N/A	PC	Project Support For Ship Operations, Support and Safety for the 2013 Tribal Canoe Journey "Paddle to Quinault" (one-time)	\$18,000 00
Hawthorne Valley Association 327 CR-21C Ghent, NY 12075	N/A	PC	Project Support For Farmscape Ecology's Living Land Project	\$30,000 00
Hawthorne Valley Association 327 CR-21C Ghent, NY 12075	N/A	PC	Project Support \$10,000 for the Credere Fund	\$10,000 00
Hawthorne Valley Association 327 CR-21C Ghent, NY 12075	N/A	PC	Project Support For the 3-year period Nov '13 - Oct '16 for the Farm Learning Center project Towards the Future of Agriculture, with one payment of \$30K now, one pledge payment of \$30K in Nov '14, and the final pledge payment of \$30K in Nov '15	\$30 000 00
Headwaters Foundation for Justice 2801 21st Ave S Suite 132B Minneapolis, MN 55407	N/A	PC	Fiscal sponsor for the Honor the Earth Fund Project Support Honor the Earth Fund Re-grants Program	\$150,000 00
Heyday PO Box 9145 Berkeley, CA 94709	N/A	PC	Project Support for News from Native California	\$10,000 00
Homeless Prenatal Program 2500 18th Street San Francisco, CA 94110	N/A	PC	General Support	\$10,000 00

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Hopi Foundation Lomasum'nagwtukwsumani PO Box 301 Kykotsmovi, AZ 86039	N/A	PC	General Support \$50,000 Project Support \$25,000 for The Hopi Leadership Program	\$75,000 00
Humunya Tribal Foundation 1315 N Eaton Dinuba, CA 93618	N/A	PF	Project Support For the Mutsun Land Trust fundraising consultant (Expenditure Responsibility, non-qualifying distribution - nonoperating foundation)	\$8,500 00
Images and Voices of Hope 10 Welwyn Road, 2A Great Neck, NY 11021	N/A	PC	General Support (final grant)	\$30,000 00
Images and Voices of Hope 10 Welwyn Road, 2A Great Neck, NY 11021	N/A	PC	Pledge Matching Grant \$10,000 General Support Pledge matching grant booked 5/07/2012	\$10,000 00
Indian Canyon Nation (Costanoan Indian Research) PO Box 28 Hollister, CA 95024	N/A	PC	General Support	\$5,000 00
Insight Prison Project PO Box 151642 San Rafael, CA 94915	N/A	PC	General Support	\$75,000 00
Institute for Releasing Initiative (Keepers of the Water) 191 22nd Street Brooklyn, NY 11232	N/A	PC	Project Support For Keepers of the Waters project	\$60,000 00
Institute of Natural and Traditional Knowledge PO Box 12340 Albuquerque, NM 87195	N/A	PC	Fiscal sponsor for Four Bridges Traveling Permaculture Institute Project Support For general operating expenses for Four Bridges Traveling Permaculture Institute	\$25,000 00
International Association of Sufism 14 Commercial Blvd Suite 101 Novato, CA 94949	N/A	PC	Project Support for 2013 Songs of the Soul Poetry Festival	\$25,000 00
Intersection for the Arts 925 Mission Street, Suite 109 San Francisco, CA 94103	N/A	PC	Fiscal sponsor for Dancing Earth Creations Project Support For Dancing Earth's "Waters of Wellness" community engagement workshops of the <i>Bodies of Water</i> program in 2014	\$5,000 00
Inward Bound Mindfulness Education 768 Great Pond Road North Andover, MA 01845	N/A	PC	General Support	\$40,000 00
Kerulos Center 800 Beaver Creek Road Jacksonville, OR 97530	N/A	PC	Project Support For Sacred Bones	\$35,000 00
Kosmos PO Box 2102 Lenox, MA 01240	N/A	PF	General Support For the period April - September 2013 (Expenditure Responsibility, qualifying distribution - operating foundation)	\$50,000 00
La Plazita Institute 831 Isleta Boulevard Albuquerque, NM 87124	N/A	PC	Project Support For Traditional Healing Programs	\$25,000 00
Leadership Excellence 1714 Franklin #100-321 Oakland, CA 94612	N/A	PC	General Support	\$25,000 00
Marin Organic PO Box 962 Point Reyes Station CA 94956	N/A	PC	General Support	\$10,000 00
Marin Organic PO Box 962 Point Reyes Station CA 94956	N/A	PC	General Support	\$10,000 00

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Marion Institute 202 Spring Street Marion, MA 02738	N/A	PC	Fiscal sponsor for The Unseen Hand Medicine from Antiquity Project Support for general operating expenses for The Unseen Hand Medicine from Antiquity	\$100,000 00
MBA Project, Inc 478 Santa Clara Avenue, Suite 200 Oakland, CA 94610	N/A	PC	General Support for the 2-year period March '13 - March '15	\$80,000 00
Metta Center for Nonviolence Box 98 Petaluma, CA 94953	N/A	PC	General Support	\$20,000 00
Minneapolis Foundation 800 IDS Center 80 South Eighth Street Minneapolis, MN 55402	N/A	PC	Project Support For general support for Krista Tippett Public Productions	\$600,000 00
Mixed Blood Theatre Company 1501 South 4th Street Minneapolis, MN 55454	N/A	PC	General Support (one-time)	\$15,000 00
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116	N/A	PC	Project Support For scholarships for three workshops in 2013	\$20,000 00
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116	N/A	PC	General Support	\$100,000 00
Mosaic Project 580 Grand Ave Suite 303 Oakland, CA 94610-3567	N/A	PC	General Support	\$20,000 00
Museum of the American Indian P O Box 864 2200 Novato Blvd (Miwok Park) Novato, CA 94948	N/A	PC	General Support	\$25,000 00
Native Arts and Cultures Foundation 11109 NE 14th Street Vancouver, WA 98684-4366	N/A	PC	Project Support For 100,000 Acts of Art	\$50,000 00
Native Seeds/SEARCH 3584 East River Road Tucson, AZ 85718	N/A	PC	Project Support for National Seed School Program	\$25,000 00
Nature Institute 20 May Hill Road Ghent, NY 12075	N/A	PC	General Support For two-year period April '13 - April '15	\$120,000 00
Nehrim 125 Maiden Lane, Suite #8B New York, NY 10038	N/A	PC	General Support \$20,000 Project Support \$5,000 for LGBT Clergy Retreat	\$25,000 00
NY Writers Coalition 80 Hanson Place #603 Brooklyn, NY 11217	N/A	PC	General Support	\$50,000 00
Occidental Arts and Ecology Center 15290 Coleman Valley Road Occidental, CA 95465	N/A	PC	General Support	\$50,000 00
Ojai Foundation 9739 Ojai-Santa Paula Road Ojai, CA 93023	N/A	PC	General Support	\$35,000 00
One Light International 13428 Maxella Ave , #567 Marina Del Rey, CA 90292	N/A	PC	Fiscal sponsor for ShadeTree Multicultural Foundation Project Support for general operating expenses for ShadeTree Multicultural Foundation	\$85,000 00
Open Democracy USA Inc 1495 Bnscoe Rd Swan Lake, NY 12783	N/A	PC	Project Support for "Transformations" for the 2-yr period Feb '13 - Feb '15	\$50,000 00
Open Eye Pictures, Inc 2656 Bndgeway, Suite 202 Sausalito, CA 94965	N/A	PC	Fiscal sponsor for As She Is Project Support For general operating expenses for the film As She Is (one-time grant)	\$32,193 00

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Pachamama Alliance Presidio Building #1009 P O 29191 San Francisco, CA 94129-9191	N/A	PC	General Support for the 2-yr period Feb '13 - Feb '15	\$120,000 00
Pachamama Alliance Presidio Building #1009 P O 29191 San Francisco, CA 94129-9191	N/A	PC	Fiscal sponsor for The Global Alliance for the Rights of Nature Project Support for general operating expenses for the Global Alliance for the Rights of Nature	\$15,000 00
PassageWorks Institute 3050 Broadway Street, Suite 203 Boulder, CO 80304	N/A	PC	Project Support for the Book Launch Field Building Initiative (one-time grant)	\$10,000 00
PassageWorks Institute 3050 Broadway Street, Suite 203 Boulder, CO 80304	N/A	PC	General Support	\$90,000 00
Passionist Foundation of the State of Vermont 420 Hillcrest Rd Greensboro, VT 05841	N/A	PC	Project Support For Green Mountain Monastery for Monastic Wisdom Sharing the Gift	\$12,000 00
Peace Development Fund PO Box 40250 San Francisco, CA 94140-0250	N/A	PC	Fiscal sponsor for Insight-Out Project Support For general operating expenses for Insight-Out	\$50,000 00
Peace Village Projects 9 Baxter Rd Acton, MA 01720	N/A	PC	Project Support for Stones of Living Oneness	\$25,000 00
Peace X Peace 2604 Oakcroft Way Vienna, VA 22181	N/A	PC	General Support	\$15,000 00
People's Grocery 909 7th Street Oakland, CA 94607	N/A	PC	General Support For the two-year period August '13 - July '15	\$80,000 00
Planting Justice 996B 62nd St Oakland, CA 94608	N/A	PC	General Support for the 2-year period March '13 - March '15	\$80,000 00
Pollen Circles, Inc PO Box 4985 Window Rock, AZ 86515	N/A	PC	Project Support for the Preserve the Tradition Project	\$20,000 00
Podlatch Fund 801 Second Ave., Suite 304 Seattle, WA 98104	N/A	PC	Project Support For Re-granting for Intertribal Canoe Journey, Community Building, Native Arts, and Language Preservation	\$86,250 00
Presencing Institute Inc 1770 Massachusetts Ave #221 Cambridge, MA 02140	N/A	PC	General Support	\$40,000 00
Primordial Tradition of A I W P 63 Forest Lake Drive Asheville, NC 28803	N/A	PC	General Support	\$150,000 00
Prison Communities International 12 Huntville Road Katonah, NY 10536	N/A	PC	Project Support For Rehabilitation Through the Arts (RTA)	\$50,000 00
Prison Dharma Network 11 South Angell St #303 Providence, RI 02906	N/A	PC	Project Support For Path of Freedom programs, and Mindfulness-Based Emotional Intelligence Staff Wellness and Resiliency "Train the Trainer" Trainings	\$65,000 00
Prison Performing Arts 3547 Olive Street, Suite 250 St Louis MO 63103-1014	N/A	PC	General Support	\$48,000 00
Reciprocity Foundation 255 W 36th St, Suite 1204 New York, NY 10018	N/A	PC	General Support For the two-year period July '13 - June '15	\$116,000 00
Red Shoes 2303 Government Street Baton Rouge, LA 70806	N/A	PC	General Support	\$50,000 00
Religion News LLC University of Missouri School of Journalism 30 Neff Annex Columbia, MO 65211	N/A	PC	Project Support for 12 articles created by Religion News Services on "Green Faith Exploring a New Earth Consciousness Among Religious Congregations"	\$25,000 00

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Resource Center for Women & Ministry in the South 1202 Watts Street Durham, NC 27701	N/A	PC	General Support for the period May '13 - December '14	\$25,000 00
Rockefeller Philanthropy Advisors, Inc (Earth Charter International) 6 West 48th Street, Tenth Floor New York, NY 10036	N/A	PC	Project Support For the Earth Charter Fund, for Earth Charter International	\$20,000 00
RSF Social Finance 1002 A O'Reilly Ave San Francisco, CA 94129	N/A	PC	Project Support For the Kalliopeia Foundation Donor-Advised Fund, to be recommended for Public Resource Foundation, as fiscal sponsor for Sloth Club Japan, for the Visionaries of Asia documentary film project	\$25,000 00
RSF Social Finance 1002 A O'Reilly Ave San Francisco, CA 94129	N/A	PC	Project Support for the Kalliopeia Foundation Donor-Advised Fund, to be recommended for the Thomas Berry Foundation, as fiscal sponsor for Journey of the Universe's High School Curriculum Design Initiative	\$50,000 00
RSF Social Finance 1002 A O'Reilly Ave San Francisco, CA 94129	N/A	PC	Project Support For the Kalliopeia Donor-Advised Fund, to be recommended for Kosmos Associates, Inc., for general operating expenses	\$50,000 00
RSF Social Finance 1002 A O'Reilly Ave San Francisco, CA 94129	N/A	PC	Project support for the KF donor-advised fund at RSF, recommended for Primordial Foundation, for The Primordial Wisdom Project	\$150,000 00
Rudolf Steiner College 9200 Fair Oaks Blvd Fair Oaks, CA 95628	N/A	PC	Project Support \$15,000 for The Waldorf Approach for Public Schools Project Support \$4,100 for Native Americans into the Waldorf Experience	\$19,100 00
Sacramento Loaves and Fishes PO Box 2161 Sacramento, CA 95812	N/A	PC	General Support	\$10,000 00
Sacred Fire Foundation PO Box 11014 Marina Del Rey, CA 90295	N/A	PC	Project Support For Ancient Wisdom Rising 2013	\$15,000 00
San Francisco and Marin Food Banks 900 Pennsylvania Ave San Francisco, CA 94107	N/A	PC	General Support	\$10,000 00
San Francisco Zen Center/Zen Foundation 300 Page Street San Francisco, CA 94102	N/A	PC	Fiscal sponsor for Honoring the Path of the Warrior Project Support for Honoring the Path of the Warrior's "Women Veterans Retreat and Follow-up Practice Communities"	\$25,000 00
Sarasa 14 High Street Cambridge, MA 02138	N/A	PC	Project Support For Outreach Program for Teenage Detention Facilities	\$20,000 00
Satyana Institute PO Box 17904 Boulder, CO 80308	N/A	PC	Project Support For Gender Reconciliation International	\$40,000 00
Seven Pillars PO Box 82 New Lebanon, NY 12125	N/A	PC	General Support \$100,000 Project Support \$45,000 for the Seven Pillars Living Wisdom eBook Series, Volume I "The Seven Pillars"	\$145,000 00
Seventh Generation Fund for Indigenous Peoples, Inc P O Box 4569 Arcata, CA 95518	N/A	PC	General Support For Seventh Generation Re-Grants Program	\$375,000 00
Shalem Center 881 High Street #206 Worthington, OH 43085	N/A	PC	Project Support for Abwoon Interspiritual Communities and for Abwoon Resource Center	\$24,000 00

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Silver Buffalo Consulting 130 East Scenic Ave Point Richmond, CA 94801	N/A	PC	Fiscal sponsor for Native American Academy Project Support For general operating expenses for Native American Academy	\$35,000 00
Sisters of Holy Cross for Berakah 96 Fairview Rd Pittsfield, NH 03263-3817	N/A	PC	Project Support For The Mystical Perspective of Earth and Cosmic Consciousness	\$5,000 00
Solar Richmond 2730 Maine Ave Richmond, CA 94804	N/A	PC	Project Support For the Trauma Informed Workforce Development	\$25,000 00
Soldier's Heart 500 Federal St , Suite 303 Troy, NY 12180	N/A	PC	Project Support For Chaplaincy and Faith Community Development project	\$40,000 00
Soldier's Heart 500 Federal St , Suite 303 Troy, NY 12180	N/A	PC	General Support	\$125,000 00
Soldier's Heart 500 Federal St , Suite 303 Troy, NY 12180	N/A	PC	Project Support For the Memorial Day Project	\$35,000 00
Sophia Foundation 525 Gough Street #103 San Francisco, CA 94102	N/A	PC	General Support	\$25,000 00
Sophia Institute 26 Society Street Charleston, SC 29401	N/A	PC	General Support	\$25,000 00
Spirit Rock Meditation Center PO Box 169 Woodacre, CA 94973	N/A	PC	General Support	\$10,000 00
St Vincent de Paul Society of Marin County PO Box 150527 San Rafael, CA 94915	N/A	PC	General Support	\$3,000 00
Stepping Stones Project 6021 Rockwell Street Oakland, CA 94618	N/A	PC	General Support	\$25,000 00
Still Harbor 666 Dorchester Avenue South Boston, MA 02127	N/A	PC	General Support	\$10,000 00
Storydancer Project PO Box 31099 Santa Fe, NM 87594-1099	N/A	PC	General Support	\$25,000 00
Street Poets 2116 Arlington Ave Ste 310 Los Angeles, CA 90018	N/A	PC	General Support For the two-year period April '13 - April '15	\$40,000 00
Sustainable Settings 6107 Highway 133 Carbondale, CO 81623	N/A	PC	Fiscal sponsor for eraGlobal Alliance Project Support for eraGlobal Alliance for the International Women's Earth & Climate Initiative's "100 Women Climate Summit "	\$50,000 00
Terra Foundation 217 Westmont Drive San Luis Obispo, CA 93405	N/A	PC	Fiscal sponsor for Joanna Macy Intensives Project Support fiscal sponsor for Joanna Macy Intensives as project support for The Work that Reconnects	\$10,000 00
Terralingua 217 Baker Road Salt Spring Island, BC V8K 2N6	N/A	PC	General Support For the two-year period September '13 - August '15	\$50,000 00
The Grail 932 O'Bannonville Road Loveland, OH 45140	N/A	PC	General Support	\$10,000 00
The WILD Foundation 717 Poplar Ave Boulder, CO 80304	N/A	PC	Project Support for Native Wild Lands & Seas	\$30,000 00

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Thunder Valley CDC PO Box 290 Porcupine, SD 5772	N/A	PC	Fiscal Sponsor for Lakota Immersion Childcare Project Support fiscal sponsor for Lakota Immersion Childcare, for general support	\$20,000 00
Tides Center PO Box 29907 San Francisco, CA 94129	N/A	PC	Project Support For the Lineage Project's Reversing the "School to Prison Pipeline" Transformational Tools for At-Risk Youth	\$20,000 00
Tides Center PO Box 29907 San Francisco, CA 94129	N/A	PC	Project Support For general operating expenses for The Inner Resilience Program	\$25,000 00
Tierra Madre Fund PO Box 17844 Seattle, WA 98127	N/A	PC	General Support	\$20,000 00
Transition US PO Box 917 Sebastopol, CA 95473	N/A	PC	General Support	\$35,000 00
Tunefoolery Music, Inc 85 East Newton St , 3rd Floor Boston, MA 02118	N/A	PC	Pledge Matching Grant \$5,000 general support Pledge Matching Grant booked 5/7/12	\$5,000 00
Tunefoolery Music, Inc 85 East Newton St , 3rd Floor Boston, MA 02118	N/A	PC	General Support \$20,000	\$20,000 00
Urban Adamah 1050 Parker St Berkeley, CA 94710	N/A	PC	General Support	\$25,000 00
Wake Forest University PO Box 7719 Winston-Salem, NC 27109	N/A	PC	Project Support For the Wake Forest University School of Divinity's Food, Faith and Religious Leadership Initiative	\$35,000 00
Warrior Educational Films Inc 41 Fairmount Ave Oakland, CA 94611	N/A	PC	Project Support for scholarships for the Youth Rites of Passage Summit	\$5,000 00
Warrior Educational Films Inc 41 Fairmount Ave Oakland, CA 94611	N/A	PC	Project Support For the Youth Rites of Passage website	\$5,000 00
Water-Culture Institute 1021 Camino Santander Santa Fe, NM 87505	N/A	PC	General Support \$20,000	\$20,000 00
Western Folklife Center 501 Railroad Street Elko, NV 89801	N/A	PC	Project Support for the film "Healing the Heart, Cleansing the Spirit"	\$25,000 00
Western Rock Art Research PO Box 1111 Bishop, CA 93515	N/A	PC	Fiscal sponsor for Yubulyawan Dreaming Project Project Support \$30,000 for the Yubulyawan Dreaming Project website for the two-year period April '13 - April '15, with one payment of \$15k in April '13 and the second in March '14	\$15,000 00
Wilderness Arts and Literacy Collaborative 695 Paris Street San Francisco, CA 94112	N/A	PC	General Support	\$35,000 00
Wilderness Torah The David Brower Center 2150 Allston Way, Suite 210 Berkeley, CA 94704	N/A	PC	General Support	\$35,000 00
Wildflowers Institute 1144 Pacific Ave San Francisco, CA 94133-4212	N/A	PC	General support for 2-yr period Feb '13 - Feb '15	\$160,000 00
William James Association PO Box 1632 Santa Cruz, CA 95061	N/A	PC	General Support	\$30,000 00
World Pulse 1006 SE Grant Ave , Suite 200 Portland, OR 97214	N/A	PC	General Support	\$5,000 00

Statement 24

Schedule of Grants Paid in 2013

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
YES! Youth for Environmental Sanity 400 Bronco Road Soquel, CA 95073	N/A	PC	General Support (final grant)	\$35,000 00
Zen Hospice Project 273 Page Street San Francisco, CA 94102	N/A	PC	General Support	\$30,000 00
ZeroDivide 255 California Street, Suite 800 San Francisco, CA 94111	N/A	PC	Fiscal sponsor for Renaissance Journalism Project support for Renaissance Journalism's "The Power of Journalism Retreat for Journalists"	\$15,000 00
Total				\$9,055,762

2013
Statement 25
Form 990-PF
Supplemental Information

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	\$ 19,160,100
Amounts included in the revenue of the audited financial statements but not included in line 12, column (a), Form 990-PF:	
Net unrealized gain on investments	(6,017,104)
Foreign Taxes W/H on Dividends	3,669
Total revenue per line 12, column (a), Form 990-PF	\$ 13,146,665

Reconciliation of Expenses per Audited Financial Statements with Expenses Reported on Form 990-PF, Return of Private Foundation	
Total expenses per audited financial statements	\$ 11,533,206
Amounts included in line 26, column (a), Form 990-PF but not included in the expenses of the audited financial statements:	
Foreign Taxes W/H on Dividends	3,669
Total expenses per line 26, column (a), Form 990-PF	\$ 11,536,875

**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No. 1545-1709

► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

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

- The books are in the care of ► Greg Hagerman

Telephone No. ► 415-592-8151 Fax No. ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ☒ calendar year 20 13 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	70,383.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	70,383.
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing 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-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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, 20 14
- 5 For calendar year 2013 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	0.
b If this application is for Forms 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 \$	45,383.
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 ▶ [Signature] Title ▶ EA Date ▶ 8/12/14

BAA FIF20502L 12/31/13 Form 8868 (Rev 1-2014)