

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

**2009**

Department of the Treasury  
Internal Revenue Service

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

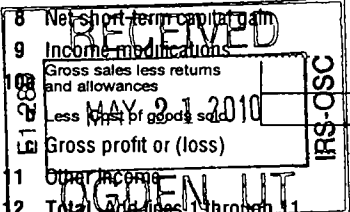
For calendar year 2009, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**G** Check all that apply:  Initial return,  Amended return,  Initial return of a former public charity,  Address change,  Final return,  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>CAIPIRINHA FOUNDATION</b> Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>C/O THE PRESIDIO, 39 MESA STREET 300</b> City or town, state, and ZIP code <b>SAN FRANCISCO, CA 94129-1019</b>	<b>A</b> Employer identification number 20-3587464 <b>B</b> Telephone number (415) 561-3100
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 362,399.</b>		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash, <input type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>					
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	9,765.	9,765.	9,765.	STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	296,123.			
b	Gross sales price for all assets on line 6a	296,923.			
7	Capital gain net income (from Part IV, line 2)		296,123.		
8	Net short-term capital gain			296,123.	
9	Income modifications				
10	Gross sales less returns and allowances				
11	Less cost of goods sold				
12	Gross profit or (loss)				
13	Other income				
12	<b>Total.</b> Add lines 1 through 11	305,888.	305,888.	305,888.	
<b>Operating and Administrative Expenses</b>					
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees <b>STMT 2</b>	8,899.	0.	0.	0.
b	Accounting fees <b>STMT 3</b>	2,578.	0.	0.	0.
c	Other professional fees <b>STMT 4</b>	3,475.	0.	0.	3,475.
17	Interest				
18	Taxes <b>STMT 5</b>	128.	0.	0.	128.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses <b>STMT 6</b>	2,245.	0.	0.	1,973.
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	17,325.	0.	0.	5,576.
25	Contributions, gifts, grants paid	212,000.			212,000.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	229,325.	0.	0.	217,576.
27	Subtract line 26 from line 12	76,563.			
a	Excess of revenue over expenses and disbursements				
b	<b>Net investment income</b> (if negative, enter -0-)		305,888.		
c	<b>Adjusted net income</b> (if negative, enter -0-)			305,888.	

SCANNED JUN 02 2010



2  
G14

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	45,636.	120,659.	120,659.
	3 Accounts receivable ▶ 2,340.			
	Less allowance for doubtful accounts ▶		2,340.	2,340.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	509,988.	189,360.	239,400.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ )				
<b>16 Total assets (to be completed by all filers)</b>	<b>555,624.</b>	<b>312,359.</b>	<b>362,399.</b>	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	555,624.	312,359.		
<b>30 Total net assets or fund balances</b>	<b>555,624.</b>	<b>312,359.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>555,624.</b>	<b>312,359.</b>		

**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	555,624.
2 Enter amount from Part I, line 27a	2	76,563.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	632,187.
5 Decreases not included in line 2 (itemize) ▶ STOCK BASIS ADJ (DONOR BASIS VS. FMV)	5	319,828.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	312,359.

**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 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
<b>1a PUBLICLY TRADED SECURITIES</b>				
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 296,923.		800.	296,123.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			296,123.	
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	296,123.
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) If (loss), enter -0- in Part I, line 8			3	296,123.

**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 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 (col (b) divided by col (c))
2008	221,293.	365,809.	.604941
2007	94,272.	185,812.	.507352
2006	84,696.	12,668.	6.685823
2005			
2004			
2 Total of line 1, column (d)			2 7.798116
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 2.599372
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 367,223.
5 Multiply line 4 by line 3			5 954,549.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,059.
7 Add lines 5 and 6			7 957,608.
8 Enter qualifying distributions from Part XII, line 4			8 217,576.

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)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	6,118.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (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	6,118.
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	6,118.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,913.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	3,913.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	2,205.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9	X	
10		X

N/A

**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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ THOMAS G. SUNIVILLE Telephone no ▶ (415) 561-3109 Located at ▶ 39 MESA ST, STE 300, THE PRESIDIO, SAN FRANCISCO, CA ZIP+4 ▶ 94129		
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 ▶ 15 N/A		

**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
<b>1a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
<b>c</b>	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 2009?	1c	X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
<b>b</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 ) N/A	2b	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2009 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 2009.) N/A	3b	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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 2009?	4b	X

**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)?  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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

**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).  N/A

**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?  Yes  No  
 If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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.**

(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
IARA LEE 39 MESA ST, STE 300, THE PRESIDIO SAN FRANCISCO, CA 94129	PRESIDENT AND 10.00	DIRECTOR 0.	0.	0.
THOMAS SUNIVILLE 39 MESA ST, STE 300, THE PRESIDIO SAN FRANCISCO, CA 94129	SECRETARY AND 2.50	TREASURER 0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1). 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
NONE				

Total number of other employees paid over \$50,000 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services.** If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

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 8	5,576.
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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	
3	
All other program-related investments See instructions	
Total. Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	308,703.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	64,112.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	372,815.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	372,815.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	5,592.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	367,223.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	18,361.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	
<b>2b</b>	Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	217,576.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	217,576.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	217,576.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ N/A				
a Applied to 2008, 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 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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	0.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

10/04/05

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or  4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
18,361.	18,290.	9,291.	633.	46,575.
15,607.	15,547.	7,897.	538.	39,589.

b 85% of line 2a

15,607.	15,547.	7,897.	538.	39,589.
---------	---------	--------	------	---------

c Qualifying distributions from Part XII, line 4 for each year listed

217,576.	221,293.	94,272.	84,696.	617,837.
----------	----------	---------	---------	----------

d Amounts included in line 2c not used directly for active conduct of exempt activities

212,000.	141,500.	55,000.	0.	408,500.
----------	----------	---------	----	----------

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

5,576.	79,793.	39,272.	84,696.	209,337.
--------	---------	---------	---------	----------

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter (1) Value of all assets

				0.
--	--	--	--	----

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

				0.
--	--	--	--	----

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

12,241.	12,193.	6,194.	422.	31,050.
---------	---------	--------	------	---------

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

				0.
--	--	--	--	----

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

				0.
--	--	--	--	----

(3) Largest amount of support from an exempt organization

				0.
--	--	--	--	----

(4) Gross investment income

				0.
--	--	--	--	----

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

**1 Information Regarding Foundation Managers:**

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

IARA LEE

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

NONE

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

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

a The name, address, and telephone number 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 XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
<b>SEE STATEMENT 9</b>				<b>212,000.</b>
<b>Total</b> <span style="float: right;"><b>▶ 3a</b></span>				
<b>b Approved for future payment</b>				
<b>NONE</b>				<b>0.</b>
<b>Total</b> <span style="float: right;"><b>▶ 3b</b></span>				

**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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	9,765.	
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	296,123.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		305,888.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 305,888.	

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
▼	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with columns Yes and No. Rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c. All 'No' boxes are checked with an 'X'.

Table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in column (c).

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

Table with columns (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A' in column (a).

Declaration section: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: [Signature], Date: 05/14/10, Title: Secretary - Treasurer. Preparer's signature: Dean D Barr, Date: 5/13/10, Firm's name: DORSEY & WHITNEY LLP, address: 50 S 6TH ST, STE 1500, MINNEAPOLIS, MN 55402. Phone no: 612 340-2600.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FINANCIAL WEST GROUP	9,650.	0.	9,650.
WELLS FARGO MM FUND	115.	0.	115.
TOTAL TO FM 990-PF, PART I, LN 4	9,765.	0.	9,765.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DORSEY & WHITNEY LLP	8,899.	0.	0.	0.
TO FM 990-PF, PG 1, LN 16A	8,899.	0.	0.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DORSEY & WHITNEY LLP	2,578.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	2,578.	0.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	3,313.	0.	0.	3,313.
CT CORPORATION	162.	0.	0.	162.
TO FORM 990-PF, PG 1, LN 16C	3,475.	0.	0.	3,475.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELAWARE CORP TAX	128.	0.	0.	128.
TO FORM 990-PF, PG 1, LN 18	128.	0.	0.	128.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	272.	0.	0.	0.
FREIGHT	131.	0.	0.	131.
OFFICE EXPENSE	2,361.	0.	0.	2,361.
NY REFUND OF EXCESS WORKER COMP	<519.>	0.	0.	<519.>
TO FORM 990-PF, PG 1, LN 23	2,245.	0.	0.	1,973.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
4500 SHS KELLOGG STOCK	189,360.	239,400.
TOTAL TO FORM 990-PF, PART II, LINE 10B	189,360.	239,400.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 8

ACTIVITY ONE

EXPENSES RELATED TO ENGAGING IN EDUCATIONAL ACTIVITIES TARGETING THE GENERAL PUBLIC IN ORDER TO CREATE A PLATFORM ON WHICH CITIZENS CAN LEARN ABOUT AND THOUGHTFULLY DISCUSS HUMAN RIGHTS, INTERNATIONAL LAW, UNITED STATES FOREIGN POLICY, SPECIFICALLY, U.S. FOREIGN POLICY WITHIN THE MIDDLE EAST, AND THE RELATIONSHIP BETWEEN THESE ISSUES AND INDEPENDENT MEDIA, ARTS AND CULTURE.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

5,576.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A J MUSTE MEMORIAL INSTITUTE 339 LAFAYETTE STREET NEW YORK, NY 10012	NONE FUNDING FOR ISM FREEDOM SUMMER CAMPAIGN	PUBLIC CHARITY	4,000.
AMERICAN EDUCATIONAL TRUST PO BOX 53062 WASHINGTON, DC 20009-9062	NONE FUNDING FOR THE FREE GAZA MOVEMENT	PUBLIC CHARITY	20,000.
AMERICAN NEAR EAST REFUGEE AID 1522 K ST NW, #600 WASHINGTON, DC 20005	NONE FUNDING FOR EMERGENCY MEDICAL SUPPLIES AND RELIEF AID IN GAZA	PUBLIC CHARITY	5,000.
AMERICAN NEAR EAST REFUGEE AID 1522 K ST NW, #600 WASHINGTON, DC 20005	NONE FUNDING FOR GAZA MUSIC PROGRAM - EDWARD SAID CONSERVATORY	PUBLIC CHARITY	5,000.
AMERICAN NEAR EAST REFUGEE AID 1522 K ST NW, #600 WASHINGTON, DC 20005	NONE FUNDING FOR DOCUDAYS FILM FESTIVAL	PUBLIC CHARITY	5,000.



ARTEEAST INC 1178 BROADWAY, 3RD FL NEW YORK, NY 10003	NONE FUNDING FOR THE INSTITUTE OF ARAB CULTURE - BRAZIL	PUBLIC CHARITY	5,000.
ASPCA 424 E 92ND ST NEW YORK, NY 10128	NONE FUNDING FOR THE GENERAL OPERATIONS OF ASPCA	PUBLIC CHARITY	1,000.
CODEPINK WOMEN FOR PEACE 2010 LINDEN AVE VENICE, CA 90291	NONE FUNDING FOR THE GAZA MARCH SATELLITE BROADCAST PROJECT	PUBLIC CHARITY	5,000.
COMMITTEE TO PROTECT JOURNALISTS 330 7TH AVE, 11TH FL NEW YORK, NY 10001	NONE FUNDING FOR GAZA AND MIDDLE EAST SUPPORT	PUBLIC CHARITY	10,000.
EARTHRIGHTS INTERNATIONAL 1612 K ST NW, STE 401 WASHINGTON, DC 20006	NONE FUNDING FOR THE LEGAL PROGRAM FOR ACCOUNTABILITY FOR OIL COS IN NIGERIA	PUBLIC CHARITY	5,000.
ESCHATON FOUNDATION 515 BROADWAY SANTA CRUZ, CA 95060	NONE FUNDING FOR EMERGENCY MEDICAL SUPPLIES AND RELIEF AID IN GAZA	PUBLIC CHARITY	5,000.
FRIENDS OF THE CONGO 1629 K ST NW, STE 300 WASHINGTON, DC 20006	NONE FUNDING FOR THE PANZI HOSPITAL	PUBLIC CHARITY	2,500.
FRIENDS OF THE CONGO 1629 K ST NW, STE 300 WASHINGTON, DC 20006	NONE FUNDING FOR BREAK THE SILENCE CONGO WEEK	PUBLIC CHARITY	10,000.
GEORGES MALAIKA FOUNDATION 244 5TH AVE, STE N225 NEW YORK, NY 10001	NONE FUNDING FOR NY BENEFIT EVENT	PUBLIC CHARITY	1,000.
GLOBAL FUND FOR WOMEN 222 SUTTER ST, STE 500 SAN FRANCISCO, CA 94108	NONE FUNDING FOR GAZA WOMEN'S GROUP	PUBLIC CHARITY	10,000.

GRASSROOTS INTERNATIONAL 179 BOYLSTON ST, 4TH FL BOSTON, MA 02130	NONE FUNDING FOR EMERGENCY MEDICAL SUPPLIES AND RELIEF AID IN GAZA	PUBLIC CHARITY	50,000.
GRASSROOTS MOVEMENT INC 116 W 111TH ST NEW YORK, NY 10026	NONE FUNDING FOR TRAVEL EXPENSES FOR THE A-ALIKES GROUP TO ATTEND MUSIC FESTIVALS	PUBLIC CHARITY	1,500.
INSTITUTE FOR POLICY STUDIES 1112 16TH ST NW, #600 WASHINGTON, DC 20036	NONE FUNDING FOR PHYLLIS BENNIS PUBLICITY REGARDING MIDDLE EAST ISSUES	PUBLIC CHARITY	5,000.
INTERNATIONAL RIVERS 2150 ALLSTON WAY, STE 300 BERKELEY, CA 94704-1378	NONE FUNDING FOR KAYAPO PEOPLE AGAINST THE DAM	PUBLIC CHARITY	1,000.
KINDER USA PO BOX 224846 DALLAS, TX 75222-9785	NONE FUNDING FOR EMERGENCY RELIEF AID IN GAZA	PUBLIC CHARITY	5,000.
KURDISH AMERICAN YOUTH ORGANIZATION 1211 E MAIN ST, APT 2 RICHMOND, VA 23219	NONE FUNDING FOR "KARDES TURKULER" FILM	PUBLIC CHARITY	10,000.
LINK MEDIA INC PO BOX 2008 SAN FRANCISCO, CA 94126	NONE FUNDING FOR "UNDERSTANDING IRAN" PROGRAMMING	PUBLIC CHARITY	5,000.
MIDDLE EAST CULTURAL & CHARITABLE SOCIETY 1507 E 53RD ST, #500 CHICAGO, IL 60615	NONE FUNDING FOR INVESTIGATIVE REPORTING IN GAZA AND MIDDLE EAST	PUBLIC CHARITY	10,000.
SONOMA STATE UNIVERSITY 1801 EAST COTATI AVE ROHNERT PARK, CA 94928	NONE FUNDING AND GENERAL SUPPORT FOR PROJECT CENSORED	PUBLIC CHARITY	5,000.
TEACHING FOR CHANGE PO BOX 73038 WASHINGTON, DC 20056	NONE FUNDING FOR THE ZINN EDUCATION PROJECT - NEW HISTORY OF US	PUBLIC CHARITY	5,000.

CAIPIRINHA FOUNDATION

20-3587464

<p>THE BRECHT FORUM INC 451 WEST ST NEW YORK, NY 10014</p>	<p>NONE FUNDING FOR THE GENERAL OPERATIONS OF THE BRECHT FORUM</p>	<p>PUBLIC CHARITY</p>	<p>1,000.</p>
<p>UNITED WAY INTERNATIONAL 701 N FAIRFAX ST ALEXANDRIA, VA 22314-2045</p>	<p>NONE FUNDING FOR THE MEDELLIN FESTIVAL 2009</p>	<p>PUBLIC CHARITY</p>	<p>5,000.</p>
<p>US CAMPAIGN TO END ISRAELI OCCUPATION PO BOX 21539 WASHINGTON, DC 20009</p>	<p>NONE FUNDING FOR 30-SECOND AD REGARDING GAZA SITUATION AND NEED FOR AID</p>	<p>PUBLIC CHARITY</p>	<p>10,000.</p>
<p>WITNESS 80 HANSON PLACE BROOKLYN, NY 11217</p>	<p>NONE FUNDING FOR MIDDLE EAST PEACE PROGRAMS</p>	<p>PUBLIC CHARITY</p>	<p>5,000.</p>
<p>TOTAL TO FORM 990-PF, PART XV, LINE 3A</p>			<p><u>212,000.</u></p>