

**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

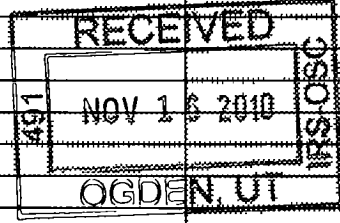
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2009**, or tax year beginning _____, and ending _____

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

Use the IRS label.	Name of foundation KENNETH RAININ FOUNDATION	A Employer identification number 94-3289283
Otherwise, print or type.	C/O RAININ GROUP, INC. Number and street (or P O box number if mail is not delivered to street address) ONE KAISER PLAZA	B Telephone number (510) 625-5200
See Specific Instructions.	Room/suite 1675 City or town, state, and ZIP code OAKLAND, CA 94612	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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	I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 51,759,928. (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
Revenue				
1 Contributions, gifts, grants, etc., received	21,000,000.		N/A	
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	70,913.	70,043.		STATEMENT 1
4 Dividends and interest from securities	114,465.	114,465.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	127,486.			
b Gross sales price for all assets on line 6a	158,397.			
7 Capital gain net income (from Part IV, line 2)		127,486.		
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 or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	21,312,864.	311,994.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	264,796.	69,405.		195,391.
14 Other employee salaries and wages	157,809.	44,544.		113,265.
15 Pension plans, employee benefits	43,657.	12,379.		31,278.
16a Legal fees STMT 3	16,155.	0.		16,155.
b Accounting fees STMT 4	30,376.	3,038.		27,338.
c Other professional fees STMT 5	270,725.	0.		270,725.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy	5,261.	0.		5,261.
21 Travel, conferences, and meetings	16,509.	0.		16,509.
22 Printing and publications	2,626.	0.		2,626.
23 Other expenses STMT 6	78,578.	29,465.		49,113.
24 Total operating and administrative expenses. Add lines 13 through 23	886,492.	158,831.		727,661.
25 Contributions, gifts, grants paid	919,500.			919,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,805,992.	158,831.		1,647,161.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	19,506,872.			
b Net Investment Income (If negative, enter -0-)		153,163.		
c Adjusted net income (If negative, enter -0-)			N/A	



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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		
Assets	1	Cash - non-interest-bearing			200.	200.
	2	Savings and temporary cash investments		30,175,792.	28,467,259.	28,467,259.
	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				
	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				
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis					
	Less accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 8	0.	23,290,309.	23,290,309.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation					
15	Other assets (describe DEPOSIT)		0.	2,160.	2,160.	
16	Total assets (to be completed by all filers)		30,175,792.	51,759,928.	51,759,928.	
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)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
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		30,175,792.	51,759,928.		
30	Total net assets or fund balances		30,175,792.	51,759,928.		
31	Total liabilities and net assets/fund balances		30,175,792.	51,759,928.		

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	30,175,792.
2	Enter amount from Part I, line 27a	2	19,506,872.
3	Other increases not included in line 2 (itemize) UNREALIZED GAIN	3	2,290,310.
4	Add lines 1, 2, and 3	4	51,972,974.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	213,046.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	51,759,928.

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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)
1a	NET SHORT TERM CAPITAL GAIN FROM MICROLAM			
b	PARTNERS, L.P. K-1	P		
c	NET LONG TERM CAPITAL LOSS FROM MICROLAM			
d	PARTNERS, L.P. K-1	P		
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				
b	158,397.			158,397.
c				
d			30,911.	-30,911.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			
b			158,397.
c			
d			-30,911.
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	127,486.
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	N/A

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	108,550.	1,346,418.	.080621
2007	200,000.	80,086.	2.497315
2006	249,943.	203,788.	1.226485
2005	66,000.	402,423.	.164007
2004	906,783.	1,325,993.	.683852

2	Total of line 1, column (d)	2	4.652280
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	.930456
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	38,593,692.
5	Multiply line 4 by line 3	5	35,909,732.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,532.
7	Add lines 5 and 6	7	35,911,264.
8	Enter qualifying distributions from Part XII, line 4 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	8	1,647,161.

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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)	}	1	3,063.
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			
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	3,063.
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	3,063.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		1,040.
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	1,040.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	51.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,074.
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 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 instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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
4a 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?		
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, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 2009 or the taxable year beginning in 2009 (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		X

N/A

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► EDWARD WEINSOFF, CFO Telephone no ► 510-625-5200 Located at ► ONE KAISER PLAZA, SUITE 1675, OAKLAND, CA ZIP+4 ► 94612			
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
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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	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 <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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	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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
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.)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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

5b		
6b		X
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.

(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
SEE STATEMENT 9		264,796.	17,924.	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		

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 10	194,683.
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	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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	0.
b	Average of monthly cash balances	1b	29,306,132.
c	Fair market value of all other assets	1c	9,875,281.
d	Total (add lines 1a, b, and c)	1d	39,181,413.
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	39,181,413.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	587,721.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	38,593,692.
6	Minimum investment return. Enter 5% of line 5	6	1,929,685.

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	1,929,685.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,063.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,063.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,926,622.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,926,622.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,926,622.

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	1,647,161.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	1,647,161.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,647,161.

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

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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				1,926,622.
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	848,917.			
b From 2005	66,000.			
c From 2006	250,000.			
d From 2007	200,000.			
e From 2008	108,550.			
f Total of lines 3a through e	1,473,467.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,647,161.				
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) **	1,647,161.			
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))	1,473,467.			1,473,467.
6 Enter the net total of each column as indicated below:	1,647,161.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				453,155.
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	1,647,161.			
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	1,647,161.			

** SEE STATEMENT 11

Form 990-PF (2009)

923581
02-02-10

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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))
- NONE
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE
- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a The name, address, and telephone number 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
<p>a <i>Paid during the year</i></p> <p style="text-align: center;">SEE STATEMENT 12</p>				
Total				▶ 3a 919,500.
<p>b <i>Approved for future payment</i></p>				
SAN FRANCISCO FILM SOCIETY 39 MESA STREET, SUITE 110 SAN FRANCISCO, CA	UNRELATED	170(B)(1) (A)(VI)	FILM PRODUCTION	3,380,000.
UCSF FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94129-1025	UNRELATED	170(B)(1) (A)(VI)	MEDICAL RESEARCH	200,000.
REGENTS OF UCSF 3333 CALIFORNIA STREET, SUITE 315 SAN FRANCISCO, CA 94143-0962	UNRELATED	170(B)(1) (A)(VI)	MEDICAL RESEARCH	100,000.
Total				▶ 3b 3,680,000.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

KENNETH RAININ FOUNDATION
C/O RAININ GROUP, INC.

Employer identification number

94-3289283

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization KENNETH RAININ FOUNDATION C/O RAININ GROUP, INC.	Employer identification number 94-3289283
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	KENNETH RAININ CHARITABLE LEAD ANNUITY TRUST 1 ONE KAISER PLAZA, SUITE 1675 OAKLAND, CA 94612	\$ 7,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	KENNETH RAININ CHARITABLE LEAD ANNUITY TRUST 2 ONE KAISER PLAZA, SUITE 1675 OAKLAND, CA 94612	\$ 7,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	KENNETH RAININ CHARITABLE LEAD ANNUITY TRUST 3 ONE KAISER PLAZA, SUITE 1675 OAKLAND, CA 94612	\$ 7,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization KENNETH RAININ FOUNDATION C/O RAININ GROUP, INC.	Employer identification number 94-3289283
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Part II Noncash Property (see instructions)

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

Name of organization KENNETH RAININ FOUNDATION C/O RAININ GROUP, INC.	Employer identification number 94-3289283
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(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 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST AND DIVIDENDS	70,913.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	70,913.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MICROLAM PARTNERS, L.P. K-1 DIVIDENDS	13,419.	0.	13,419.
PERMIT CAPITAL MORTGAGE FUND L.P. K-1 INTEREST	24,138.	0.	24,138.
WOLF RIVER SPECIALTY OFFSHORE I, LP INTEREST INCOME	76,908.	0.	76,908.
TOTAL TO FM 990-PF, PART I, LN 4	114,465.	0.	114,465.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	16,155.	0.		16,155.
TO FM 990-PF, PG 1, LN 16A	16,155.	0.		16,155.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	30,376.	3,038.		27,338.
TO FORM 990-PF, PG 1, LN 16B	30,376.	3,038.		27,338.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	76,042.	0.		76,042.
PRODUCTION SERVICES	194,683.	0.		194,683.
TO FORM 990-PF, PG 1, LN 16C	270,725.	0.		270,725.

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 CHARGE	560.	560.		0.
BOOKS, SUBSCRIPTIONS, REFERENCE	390.	0.		390.
DUES AND MEMBERSHIP	2,743.	0.		2,743.
SUPPLIES	21,590.	0.		21,590.
MEAL AND ENTERTAINMENT	1,301.	0.		1,301.
BUSINESS FILING FEES	245.	0.		245.
SOFTWARE/COMPUTER MAINTENANCE	17,669.	0.		17,669.
INSURANCE	2,448.	0.		2,448.
TELEPHONE	1,765.	0.		1,765.
TAXES	10.	0.		10.
POSTAGE & MAILING SERVICE	952.	0.		952.
PERMIT CAPITAL MORTGAGE FUND L.P. K-1 INVESTMENT EXPENSES	7,777.	7,777.		0.
MICROLAM PARTNERS, L.P. K-1 INVESTMENT EXPENSES	21,128.	21,128.		0.
TO FORM 990-PF, PG 1, LN 23	78,578.	29,465.		49,113.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
PERMIT CAPITAL MORTGAGE FUND L.P. NET K-1 INCOME	16,361.
MICROLAM PARTNERS, L.P. NET K-1 INCOME	119,777.
WOLF RIVER SPECIALTY OFFSHORE I, LP INTEREST INCOME	76,908.
TOTAL TO FORM 990-PF, PART III, LINE 5	213,046.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GREENLIGHT MASTERS OFFSHORE LTD.	FMV	8,704,558.	8,704,558.
LAPIDES MICROLAM PARTNERS L.P.	FMV	3,326,352.	3,326,352.
PERMIT CAPITAL MORTGAGE FUND	FMV	3,135,148.	3,135,148.
TOURMALET MATAWIN OFFSHORE FUND	FMV	4,946,233.	4,946,233.
WOLF RIVER SPECIALTY OFFSHORE FUND	FMV	3,178,018.	3,178,018.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,290,309.	23,290,309.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JESSE A. RAININ ONE KAISER PLAZA, SUITE 1675 OAKLAND, CA 94612	VP/DIRECTOR 5.00	0.	0.	0.
JENNIFER ANNE RAININ ONE KAISER PLAZA, SUITE 1675 OAKLAND, CA 94612	PRESIDENT/DIRECTOR 15.00	0.	0.	0.
EDWARD WEINSOFF ONE KAISER PLAZA, SUITE 1675 OAKLAND, CA 94612	CFO 27.00	170,521.	12,407.	0.
PAT CURCIO ONE KAISER PLAZA, SUITE 1675 OAKLAND, CA 94612	VICE PRESIDENT 10.00	30,448.	3,227.	0.
ERIC RODENBECK ONE KAISER PLAZA, SUITE 1675 OAKLAND, CA 94612	DIRECTOR 5.00	20,000.	0.	0.
BRIAN IGOE ONE KAISER PLAZA, SUITE 1675 OAKLAND, CA 94612	CIO 4.00	43,827.	2,290.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		264,796.	17,924.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 10

ACTIVITY ONE

PRODUCTION OF A DOCUMENTARY ON BAY AREA THEATER: THE KENNETH RAININ FOUNDATION HAS CONTRACTED WITH RAPT PRODUCTIONS, INC. TO PRODUCE THE FILM WITH AN ESTIMATED TOTAL BUDGET OF APPROXIMATELY \$200,000 FOR PRODUCTION.

EXPENSES

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

194,683.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 11

PURSUANT TO REGULATION SECTION 53.4942(A)-3(D)(2), THE ABOVE
REFERENCED FOUNDATION HEREBY ELECTS TO APPLY \$1,647,161 OF THE 2009
QUALIFIED DISTRIBUTIONS TO CORPUS DISTRIBUTIONS.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
509 CULTURAL CENTER 1007 MARKET STREET SAN FRANCISCO, CA 94103	UNRELATED PUBLIC ART EXHIBITION & VISUAL ART PROGRAM SUPPORT	170(B)(1) (A)(VI)	6,114.
AXIS DANCE COMPANY 1428 ALICE STREET, #200 OAKLAND, CA 94612	UNRELATED NEW COLLABORATION WITH CHOREOGRAPHER	170(B)(1) (A)(VI)	30,000.
BERKELEY REPERTORY THEATRE 2025 ADDISON STREET BERKELEY, CA 94704	UNRELATED THEATER PROJECT	170(B)(1) (A)(VI)	15,000.
BRING ME A BOOK FOUNDATION 1045 TERRA BELLA AVENUE MOUNTAIN VIEW, CA 94043	UNRELATED READING CURRICULUM FOR PRESCHOOL TEACHERS	PRIVATE OPERATING FOUNDATION	75,000.
DANCE BRIGADE 3316 24TH STREET SAN FRANCISCO, CA 94110	UNRELATED DANCE THEATER PROJECT	170(B)(1) (A)(VI)	10,000.
DANCERS GROUP 1360 MISSION STREET, SUITE 200 SAN FRANCISCO, CA 94103	UNRELATED DANCE PERFORMANCE PROJECT	170(B)(1) (A)(II)	20,000.
EAST BAY COMMUNITY FOUNDATION 200 FRANK H. OGAWA PLAZA OAKLAND, CA 94612	UNRELATED PROGRAM SUPPORT	170(B)(1) (A)(VI)	10,000.
EQUALITY CALIFORNIA INSTITUTE 2370 MARKET STREET, 2ND FLOOR SAN FRANCISCO, CA 94114	UNRELATED PUBLIC EDUCATION - LGBT EQUALITY	170(B)(1) (A)(VI)	20,000.

EXITHEATRE 156 EDDY STREET SAN FRANCISCO, CA 94102	UNRELATED EXPANSION OF THEATREPLEX	170(B)(1) (A)(VI)	15,000.
FLYAWAY PRODUCTIONS 1068 BOWDOIN STREET SAN FRANCISCO, CA 94134	UNRELATED DANCE PERFORMANCE PROJECT	509(A)(2)	15,000.
NATIONAL FRAGILE X FOUNDATION PO BOX 37 WALNUT CREEK, CA 94597	UNRELATED RESEARCH	170(B)(1) (A)(VI)	2,500.
HAND OF THE PENINSULA PO BOX 3693 REDWOOD CITY, CA 94064	UNRELATED PROGRAM SUPPORT	170(B)(1) (A)(VI)	13,886.
JANICE GARRETT & DANCERS 351 SHOTWELL STREET SAN FRANCISCO, CA 94110	UNRELATED DANCE PERFORMANCE PROJECT	170(B)(1) (A)(VI)	15,000.
THE MARSH 1062 VALENCIA STREET SAN FRANCISCO, CA 94110	UNRELATED THEATER PROJECT	509(A)(2)	50,000.
NORTH OF MARKET TENDERLOIN COMMUNITY BENEFIT CORPORATION 118 JONES STREET, #100 SAN FRANCISCO, CA 94102	UNRELATED PUBLIC ART (MURAL)	170(B)(1) (A)(VI)	2,500.
OBERLIN DANCE COLLECTIVE 351 SHOTWELL STREET SAN FRANCISCO, CA 94110	UNRELATED ARTISTIC PERFORMANCE	170(B)(1) (A)(VI)	15,000.
PLAYGROUND INC 268 BUSH STREET, #2912 SAN FRANCISCO, CA 94104	UNRELATED PROGRAM SUPPORT	170(B)(1) (A)(VI)	15,000.
RAISING A READER/UNITED WAY OF THE BAY AREA 1970 BROADWAY, SUITE 600 OAKLAND, CA 94612	UNRELATED PROGRAM SUPPORT	509(A)(3) TYPE I	36,000.

SAN FRANCISCO FILM SOCIETY 39 MESA STREET, SUITE 110 SAN FRANCISCO, CA 94129-1025	UNRELATED FILM PRODUCTION	170(B)(1) (A)(VI)	100,000.
THEATRE Q 1872 GROVE WAY CASTRO VALLEY, CA 94612	UNRELATED THEATER PROJECT	170(B)(1) (A)(VI)	6,000.
THEATRE BAY AREA 1663 MISSION STREET, SUITE 525 SAN FRANCISCO, CA 94103	UNRELATED PROGRAM SUPPORT	509(A)(2)	10,000.
UCSF FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94143-0248	UNRELATED MEDICAL RESEARCH	170(B)(1) (A)(VI)	400,000.
YANNIS ADONIOUS KUNST-STOFF 929 MARKET STREET, 5TH FLOOR SAN FRANCISCO, CA 94103	UNRELATED THEATER PROJECT & CONSTRUCTION OF DANCE FLOOR	170(B)(1) (A)(VI)	17,500.
Z SPACE STUDIO 499 ALABAMA STREET, #450 SAN FRANCISCO, CA 94110	UNRELATED THEATER PROJECT	170(B)(1) (A)(VI)	15,000.
PEW CHARITABLE TRUST 2005 MARKET STREET, SUITE 1700 PHILADELPHIA, PA 19103-7077	UNRELATED PROGRAM SUPPORT	170(B)(1) (A)(VI)	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>919,500.</u>