

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

2008

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 2008, or tax year beginning, _____ and ending _____

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
ARCUS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
402 EAST MICHIGAN AVENUE

City or town, state, and ZIP code
KALAMAZOO, MI 49007

A Employer identification number
38-3332791

B Telephone number
269-373-4373

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

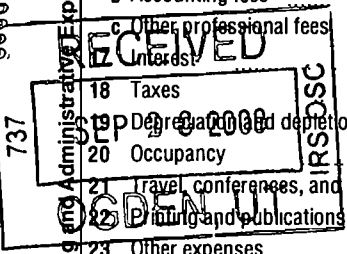
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 137,648,180. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 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)
1	Contributions, gifts, grants, etc., received	34,498,022.		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	2,225,980.	2,225,980.		STATEMENT 1
4	Dividends and interest from securities	135,028.	135,028.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<1,826,424.>			
b	Gross sales price for all assets on line 6a	12,335,071.			
7	Capital gain net income (from Part IV, line 2)		0.		
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	304,563.	20,776.		STATEMENT 3
12	Total. Add lines 1 through 11	35,337,169.	2,381,784.		
13	Compensation of officers, directors, trustees, etc	241,350.	12,067.		229,282.
14	Other employee salaries and wages	1,503,106.	75,155.		1,474,420.
15	Pension plans, employee benefits	459,042.	22,952.		445,710.
16a	Legal fees STMT 4	225,272.	64,497.		210,995.
b	Accounting fees STMT 5	93,172.	0.		99,124.
c	Other professional fees STMT 6	1,694,419.	246,051.		1,637,549.
18	Taxes STMT 7	44,101.	0.		0.
19	Depreciation and depletion	222,935.	0.		
20	Occupancy	109,846.	5,492.		104,354.
21	Travel, conferences, and meetings	282,893.	14,145.		279,019.
22	Printing and publications	275,221.	0.		273,074.
23	Other expenses STMT 8	540,609.	3,829.		352,907.
24	Total operating and administrative expenses. Add lines 13 through 23	5,691,966.	444,188.		5,106,434.
25	Contributions, gifts, grants paid	26,394,525.			18,828,763.
26	Total expenses and disbursements. Add lines 24 and 25	32,086,491.	444,188.		23,935,197.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	3,250,678.			
b	Net investment income (if negative, enter -0-)		1,937,596.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,000.	1,000.	1,000.
	2 Savings and temporary cash investments	146,465,312.	61,820,863.	61,820,863.
	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	48,787.	86,854.	86,854.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 11	0.	15,208,571.	15,208,571.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	5,394,958.	57,131,321.	57,131,321.
	14 Land, buildings, and equipment: basis ▶ 3,751,654.			
	Less accumulated depreciation STMT 10 ▶ 672,083.	3,210,428.	3,079,571.	3,079,571.
	15 Other assets (describe ▶ STATEMENT 13)	700,864.	320,000.	320,000.
	16 Total assets (to be completed by all filers)	155,821,349.	137,648,180.	137,648,180.
	17 Accounts payable and accrued expenses	557,574.	303,463.	
	18 Grants payable	13,036,327.	20,335,461.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ STATEMENT 14)	8,000.	0.		
23 Total liabilities (add lines 17 through 22)	13,601,901.	20,638,924.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	142,219,448.	117,009,256.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	142,219,448.	117,009,256.		
31 Total liabilities and net assets/fund balances	155,821,349.	137,648,180.		

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	142,219,448.
2 Enter amount from Part I, line 27a	2	3,250,678.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	8,000.
4 Add lines 1, 2, and 3	4	145,478,126.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	28,468,870.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	117,009,256.

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 SEE ATTACHMENT B	D		
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			0.
b			
c			
d			
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			0.
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	0.
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))
2007	20,456,030.	147,250,164.	.138920
2006	18,971,594.	115,644,185.	.164051
2005	17,852,484.	61,516,776.	.290205
2004	32,375,336.	43,183,127.	.749722
2003	5,878,400.	25,844,746.	.227450

2 Total of line 1, column (d)	2	1.570348
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	.314070
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	140,866,338.
5 Multiply line 4 by line 3	5	44,241,891.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,376.
7 Add lines 5 and 6	7	44,261,267.
8 Enter qualifying distributions from Part XII, line 4	8	24,027,275.

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 letter: _____ (attach copy of ruling 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	38,752.
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	38,752.
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	38,752.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	97,744.
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	97,744.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	58,992.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 58,992. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

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 ► <u>WWW.ARCUSFOUNDATION.ORG</u>	13	X	
14 The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>212-488-3000</u> Located at ► <u>119 WEST 24TH STREET 9TH FL, NEW YORK, NY</u> ZIP+4 ► <u>10011</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <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.) <u>N/A</u>	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2008 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.</i>) <u>N/A</u>	3b		
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 2008?	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

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
 SEE ATTACHMENT F
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If you answered "Yes" to 6b, also 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 N/A

5b		X
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 ATTACHMENT H		241,350.	41,839.	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
CINDY T. RIZZO 402 E. MICH. AVE, KALAMAZOO, MI 49007	DIR. OF GRANT 40.00	MAKING 163,231.	29,454.	
JANE DUNNE 402 E. MICH. AVE, KALAMAZOO, MI 49007	CHIEF FINANCIAL OFFICER 40.00	171,863.	23,037.	
LINDA MAY 402 E. MICH. AVE, KALAMAZOO, MI 49007	SENIOR PROG. OFFICER 40.00	120,787.	23,588.	GREAT APES FUND
WILLIAM T. KAM 402 E. MICH. AVE, KALAMAZOO, MI 49007	DEPUTY DIRECTOR 40.00	OP/SR. 136,567.	32,529.	PO FOR R&V
ANNETTE LONJOUW 402 E. MICH. AVE, KALAMAZOO, MI 49007	DIRECTOR OF 40.00	GREAT APES 135,190.	3,480.	PROGRAM

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

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
SUMMIT ROCK ADVISORS 9 WEST 57TH STREET, 12TH FLOOR, NEW YORK, NY	INVESTMENTS ADVISORS	246,051.
FSG SOCIAL IMPACT ADVISORS 20 PARK PLAZA - SUITE 320, BOSTON, MA 02116	FOUNDATION STRATEGY CONSULTANTS	224,925.
EMERSON WAJDOWICZ STUDIOS, INC. 1123 BROADWAY, NEW YORK, NY 10010	PUBLICATIONS DESIGN & MANAGEMENT	212,464.
KPMG P.O. BOX 120001, DALLAS, TX 75312	GLOBAL GRANT RESEARCH	186,659.
PATTERSON, BELKNAP, WEBB & TYLER, LLP 1133 AVE. OF THE AMERICAS, NEW YORK, NY 10036	LEGAL SERVICES	203,996.
Total number of others receiving over \$50,000 for professional services		6

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 N/A	
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	38,867,424.
b	Average of monthly cash balances	1b	104,144,087.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	143,011,511.
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	143,011,511.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,145,173.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	140,866,338.
6	Minimum investment return. Enter 5% of line 5	6	7,043,317.

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	7,043,317.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	38,752.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	38,752.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,004,565.
4	Recoveries of amounts treated as qualifying distributions	4	283,787.
5	Add lines 3 and 4	5	7,288,352.
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	7,288,352.

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	23,935,197.
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	92,078.
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	24,027,275.
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	24,027,275.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				7,288,352.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	4,688,879.			
b From 2004	30604642.			
c From 2005	15156581.			
d From 2006	15279628.			
e From 2007	14648441.			
f Total of lines 3a through e	80,378,171.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 24,027,275.				
a Applied to 2007, 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 2008 distributable amount				7,288,352.
e Remaining amount distributed out of corpus	16,738,923.			
5 Excess distributions carryover applied to 2008 (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:	97,117,094.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				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 2003 not applied on line 5 or line 7	4,688,879.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	92,428,215.			
10 Analysis of line 9:				
a Excess from 2004	30604642.			
b Excess from 2005	15156581.			
c Excess from 2006	15279628.			
d Excess from 2007	14648441.			
e Excess from 2008	16738923.			

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 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	
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).)

JON L. STRYKER

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:
SEE ATTACHMENT I

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHMENT I

c Any submission deadlines:
SEE ATTACHMENT I

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

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><i>a. Paid during the year</i></p> <p>ATTACHMENT C</p>	<p>N/A</p>			<p>18,828,763.</p>
<p>Total</p>				<p>▶ 3a 18,828,763.</p>
<p><i>b. Approved for future payment</i></p> <p>ATTACHMENT D</p>	<p>N/A</p>			<p>20,335,461.</p>
<p>Total</p>				<p>▶ 3b 20,335,461.</p>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue; 2 Membership dues and assessments; 3 Interest on savings and temporary cash investments; 4 Dividends and interest from securities; 5 Net rental income or (loss) from real estate; 6 Net rental income or (loss) from personal property; 7 Other investment income; 8 Gain or (loss) from sales of assets other than inventory; 9 Net income or (loss) from special events; 10 Gross profit or (loss) from sales of inventory; 11 Other revenue; 12 Subtotal; 13 Total.

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

Table with 2 columns: 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).

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

- | | Yes | No |
|---|-----|----|
| 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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | | X |
| (2) Other assets | | X |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities, equipment, or other assets | | X |
| (4) Reimbursement arrangements | | X |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

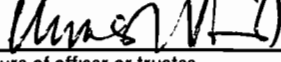

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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 No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee: 		Date: 9/7/09		Title: EXECUTIVE DIRECTOR	
	Preparer's signature: 		Date: 7/3/09		Check if self-employed: <input type="checkbox"/>	
Firm's name (or yours if self-employed), address, and ZIP code: O'CONNOR DAVIES MUNNS & DOBBINS, LLP, 60 EAST 42ND STREET, NEW YORK, NY 10165		Preparer's identifying number: P00234022		EIN: 13-3385019		
		Phone no.: 212-286-2600				

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, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

ARCUS FOUNDATION

Employer identification number

38-3332791

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 organizations 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 Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some 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. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do 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. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization ARCUS FOUNDATION	Employer identification number 38-3332791
---	---

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JON L STRYKER P.O. BOX 51536 KALAMAZOO, MI 49005	\$ 34,495,442.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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.)
		\$ _____	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

Employer identification number

ARCUS FOUNDATION

38-3332791

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
1	514,320 SHARES OF STRYKER STOCK	\$ 34,495,442.	02/07/08

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET INTEREST	2,225,980.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,225,980.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ISHARES DIVIDENDS	13,758.	0.	13,758.
STRYKER STOCK DIVIDENDS	121,270.	0.	121,270.
TOTAL TO FM 990-PF, PART I, LN 4	135,028.	0.	135,028.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RENTAL INCOME	20,776.	20,776.	
GRANT REFUNDS	283,787.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	304,563.	20,776.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PATTERSON, BELKNAP, WEBB & TYLER, LLP	203,996.	64,497.		189,719.
BATES WELLS & BRAITHWAITE LONDON, LLP	16,399.	0.		16,399.
CAPLIN & DRYSDALE	1,637.	0.		1,637.
FRAGOMEN	3,000.	0.		3,000.
LAKE, STOVER & SCHAU PLC	240.	0.		240.
TO FM 990-PF, PG 1, LN 16A	225,272.	64,497.		210,995.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES MUNNS AND DOBBINS	41,100.	0.		49,262.
DEMASCO, SENA & JAHELKA LLP	38,568.	0.		36,358.
RISK RESOURCES	3,079.	0.		3,079.
SIMON GUZMAN	10,425.	0.		10,425.
TO FORM 990-PF, PG 1, LN 16B	93,172.	0.		99,124.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAMMATIC CONSULTING	1,300,654.	0.		1,489,835.
EXECUTIVE SEARCH	147,714.	0.		147,714.
INVESTMENT ADVISORY	246,051.	246,051.		0.
TO FORM 990-PF, PG 1, LN 16C	1,694,419.	246,051.		1,637,549.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	44,101.	0.		0.
TO FORM 990-PF, PG 1, LN 18	44,101.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	76,570.	3,829.		73,223.
REPAIRS AND MAINTENANCE	151,889.	0.		151,034.
INSURANCE EXPENSE	59,980.	0.		59,980.
FORGIVENESS OF PROGRAM RELATED INVESTMENT	183,500.	0.		0.
MEMBERSHIP	31,755.	0.		31,755.
MISCELLANEOUS	36,915.	0.		36,915.
TO FORM 990-PF, PG 1, LN 23	540,609.	3,829.		352,907.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
DESCRIPTION		AMOUNT
BENEFIT FOR DEFERRED FEDERAL EXCISE TAX		8,000.
TOTAL TO FORM 990-PF, PART III, LINE 3		8,000.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT 10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LAND	290,000.	0.	290,000.	290,000.
BUILDING AND IMPROVEMENTS	2,506,786.	248,963.	2,257,823.	2,257,823.
LEASEHOLD IMPROVEMENTS	174,947.	98,384.	76,563.	76,563.
FURNITURE AND EQUIPMENT	779,921.	324,736.	455,185.	455,185.
TO 990-PF, PART II, LN 14	3,751,654.	672,083.	3,079,571.	3,079,571.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT B		15,208,571.	15,208,571.
TOTAL TO FORM 990-PF, PART II, LINE 10B		15,208,571.	15,208,571.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIPS-SEE ATTACHMENT A	FMV	57,131,321.	57,131,321.
TOTAL TO FORM 990-PF, PART II, LINE 13		57,131,321.	57,131,321.

FORM 990-PF	OTHER ASSETS	STATEMENT 13	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART WORK	22,750.	22,750.	22,750.
DEPOSITS	15,685.	17,206.	17,206.
PROGRAM RELATED INVESTMENT LOAN	450,000.	0.	0.
ACCRUED DIVIDENDS RECEIVABLE	167,429.	121,681.	121,681.
PREPAID FEDERAL EXCISE TAX	45,000.	56,000.	56,000.
DUE FROM ARCUS OPERATING FOUNDATION	0.	77,988.	77,988.
INSURANCE RECEIVABLE	0.	24,375.	24,375.
TO FORM 990-PF, PART II, LINE 15	700,864.	320,000.	320,000.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED FEDERAL EXCISE TAX	8,000.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	8,000.	0.	

Arcus Foundation
EIN #: 38-3332791
Summary of Alternative Investments
December 31, 2008

Asset	Balance, January 1, 2008			Additions			Sales			Balance, December 31, 2008		
	Date	Cost	Market Value	Date	Capital calls	Market Value	Date	Proceeds	Cost	Gain/(Loss)	Cost	Market Value
SRA Select Equity	3/20/2008		7,100,000	9/22/2008	300,000						7,400,000	5,276,505
SRA Private Equity	2/4/2008		667,168	2/4/2008	212,281						3,487,444	2,534,121
	3/3/2008		151,629	5/7/2008	201,366							
	5/15/2008		192,845	5/15/2008	394,236							
	6/19/2008		909,774	7/16/2008	758,145							
SRA Strategic Fixed Income Portfolio	12/31/2007		7,679,420	6/19/2008	1,613,440						9,292,860	6,671,209
SRA Diversified Strategies Portfolio	12/31/2007		23,723,069	12/31/2007	65,000						27,988,069	22,199,041
	2/4/2008		450,000	6/25/2008	3,750,000							
SRA Hedged Equity Portfolio	12/31/2007	5,000,000	5,394,938	6/19/2008	16,346,921						27,858,676	20,450,445
	6/19/2008		6,511,755									
Total Limited Partnerships		\$ 5,000,000	\$ 5,394,938		\$ 71,027,049			\$ -	\$ -	\$ -	\$ 76,027,049	\$ 57,131,321

Arcus Foundation
EIN #: 38-3332791
Summary of Equities
December 31, 2008

Asset	Balance, January 1, 2008			Additions			Contributions of Stock to Grantees					Balance, December 31, 2008	
	Date	No. of shs	Cost	Date	No. of shs	Amount	Date	No. of shs	Proceeds	Cost	Gain/(Loss)	Cost	Market Value
Ishares Trust Ishares Msci Acwi Exchange traded fund			-	7/8/2008	18,670	904,229.17							
				7/9/2008	17,135	846,580.38							
				9/30/2008	35,000	1,411,000.50							
				12/19/2008	30,000	890,997.00							
subtotal				100,805	4,052,807.05							4,052,807.05	3,096,729.60
Stryker Corp			-	2/7/2008	514,320	7,370.11	2/26/2008	1,445	97,515.78	20.71	97,495.07	4,344.44	12,111,841.25
							2/26/2008	1,445	97,515.78	20.71	97,495.07		
							2/26/2008	1,540	103,887.46	22.07	103,865.39		
							2/26/2008	1,670	112,686.31	23.93	112,662.38		
							2/26/2008	2,635	177,755.53	37.76	177,717.77		
							2/26/2008	3,614	243,789.45	51.79	243,737.66		
							2/26/2008	7,173	483,902.56	102.79	483,799.77		
							2/26/2008	14,454	975,157.82	207.12	974,950.70		
							2/28/2008	2,216	146,479.27	31.75	146,447.52		
							2/28/2008	2,620	173,192.21	37.54	173,154.67		
							5/2/2008	1,865	119,938.15	26.73	119,911.42		
							5/14/2008	9,718	626,908.18	139.26	626,768.92		
							5/21/2008	1,573	98,690.02	22.54	98,667.48		
							5/22/2008	2,353	147,391.92	33.72	147,358.20		
							5/22/2008	2,353	147,391.92	33.72	147,358.20		
							5/22/2008	3,137	196,501.68	44.95	196,456.73		
							5/22/2008	1,569	98,282.16	22.48	98,259.68		
							5/23/2008	2,057	128,418.51	29.48	128,389.03		
							5/29/2008	2,329	147,751.76	33.37	147,718.39		
							5/29/2008	4,316	273,807.04	61.85	273,745.19		
							5/29/2008	3,353	212,714.32	48.05	212,666.27		
							5/30/2008	1,787	114,636.05	25.61	114,610.44		
							5/30/2008	2,329	147,751.76	33.37	147,718.39		
						6/2/2008	1,719	109,500.30	24.63	109,475.67			
						7/22/2008	1,958	127,955.30	28.06	127,927.24			
						7/22/2008	1,897	123,968.95	27.18	123,941.77			
						7/22/2008	1,518	99,201.30	21.75	99,179.55			
						7/22/2008	1,594	104,167.90	22.84	104,145.06			
						7/22/2008	9,753	637,358.55	139.76	637,218.79			
						7/22/2008	1,897	123,968.95	27.18	123,941.77			
						7/22/2008	5,843	381,840.05	83.73	381,756.32			
						7/23/2008	3,795	245,157.00	54.38	245,102.62			
						8/7/2008	1,488	97,687.20	21.32	97,665.88			
						8/7/2008	1,488	97,687.20	21.32	97,665.88			
						8/7/2008	8,767	575,553.55	125.63	575,427.92			
						8/18/2008	1,471	98,998.30	21.08	98,977.22			
						8/27/2008	733	49,653.42	10.50	49,642.92			

Arcus Foundation
 EIN #: 38-3332791
 Summary of Equities
 December 31, 2008

Balance, January 1, 2008				Additions				Contributions of Stock to Grantees				Balance, December 31, 2008		
Asset	Date	No. of shs	Cost	Date	No. of shs	Amount		Date	No. of shs	Proceeds	Cost	Gain/(Loss)	Cost	Market Value
				8/28/2008	2,037 00				137,986 38	29 19	137,957 19			
				8/28/2008	2,175 00				146,931 35	31 17	146,900 18			
				10/21/2008	2,742 00				143,406 60	39 29	143,367 31			
				10/21/2008	3,655 00				191,156 50	52 38	191,104 12			
				10/21/2008	2,250 00				117,675 00	32 24	117,642 76			
				10/21/2008	2,285 00				119,505 50	32 74	119,472 76			
				10/21/2008	18,277 00				955,887 10	261 91	955,625 19			
				10/24/2008	2,524 00				118,375 60	36 17	118,339 43			
				10/24/2008	2,936 00				137,698 40	42 07	137,656 33			
				10/24/2008	3,588 00				168,277 20	51 42	168,225 78			
				10/24/2008	2,024 00				94,925 60	29 00	94,896 60			
				10/24/2008	2,024 00				94,925 60	29 00	94,896 60			
				10/24/2008	4,049 00				189,898 10	58 02	189,840 08			
				10/27/2008	2,024 00				96,625 76	29 00	96,596 76			
				10/31/2008	4,663 00				248,677 79	66 82	248,610 97			
				10/31/2008	1,865 00				99,460 45	26 73	99,433 72			
				10/31/2008	1,865 00				99,460 45	26 73	99,433 72			
				11/3/2008	2,200 00				118,096 00	31 53	118,064 47			
				11/12/2008	7,916 00				379,176 40	113 43	379,062 97			
				11/12/2008	2,993 00				143,364 70	42 89	143,321 81			
				11/13/2008	2,043 00				93,712 41	29 28	93,683 13			
				11/21/2008	8,123 00				297,058 11	116 40	296,941 71			
				11/21/2008	5,415 00				198,026 55	77 60	197,948 95			
subtotal					514,320 00	7,370 11			12,335,071 16	3,025 67	12,332,045 49		4,344 44	12,111,841 25
Total						\$ 4,060,177.16			\$ 12,335,071.16	\$ 3,025.67	\$ 12,332,045.49		\$ 4,057,151.49	\$ 15,208,570.85

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ACLU of Michigan	60 West Hancock Detroit, MI 48201-1343	Public Charity	LGBT Project of Michigan	50,000
Actors Theatre Company	143 Boswick Avenue, NE Grand Rapids, MI 49503-3295	Public Charity	Seven Passages. The Stories of Gay Christians	15,000
Advocates For Youth	2000 M Street, NW Suite 750 Washington, DC 20036	Public Charity	Anti-Homophobia/Transphobia Project	50,000
Affirmations Lesbian & Gay Community Ctr.	290 West Nine Mile Road Ferndale, MI 48220	Public Charity	For support of general operating costs and Affirmation's ACTION Plan initiative	150,554
Affirmations Lesbian & Gay Community Ctr.	290 West Nine Mile Road Ferndale, MI 48220	Public Charity	For the Civic Engagement Program to empower LGBT people	30,000
Affirmations Lesbian & Gay Community Ctr	290 West Nine Mile Road Ferndale, MI 48220	Public Charity	For the Open Doors Campaign and Endowment	90,000
African Wildlife Foundation	1400 Sixteenth Street, NW, Suite 120 Washington, DC 20036	Public Charity	For emergency humanitarian support to assist the Virunga National Park staff during the political crisis and conflict in the Democratic Republic of Congo, and for emergency support for continued monitoring and protection of mountain gorillas	90,000
African Wildlife Foundation	1400 Sixteenth Street, NW, Suite 120 Washington, DC 20036	Public Charity	International Gorilla Conservation Programme	125,386
Al-Fatiha Foundation	PO Box 33015 Washington, DC 20033	Public Charity	For a needs assessment and organizational development to advocate for LGBTQ Muslims	50,000
Alliant International University	1 Beach Street Suite 200 San Francisco, CA 94133-1221	Public Charity	Professional Psychological & GLBT Advocacy in Michigan	75,000
Amer. Civil Liberties Union Fdn. Inc	125 Broad Street, 18th Floor New York, NY 10004-2400	Public Charity	Strategic Affiliate Initiative (SAI)	1,000,000
American Assoc of University Professors	1012 Fourteenth Street NW, Suite 500 Washington, DC 20005-3465	Public Charity	Harvesting the Grapevine: Collecting LGBTQ Success Stories to Change Campus Policies	25,000
Amnesty International USA Inc	5 Penn Plaza New York, NY 10001-1810	Public Charity	Out Front Program on LGBT Human Rights	50,000
Ann Arbor Teen Center Inc	310 E. Washington St. Ann Arbor, MI 48104	Public Charity	Riot Youth Program	10,000
Api Wellness Center	730 Polk Street, 4th Floor San Francisco, CA 94109-7813	Public Charity	National Queer Asian Pacific Islander Alliance (NOAPIA)	50,000
Arts Of Peace Inc	854 9th Street Suite B Arcata, CA 95521	Public Charity	Mainstream Media Project	23,000
Astraea Lesbian Foundation for Justice	116 East 16th Street, 7th Floor New York, NY 10003	Public Charity	Freedom to Marry / Marriage Justice Project	100,000
Austrin Community Foundation	PO Box 5159 Austin, TX 78763	Public Charity	For Atticus Circle public education efforts to advance equal rights for LGBT people	25,000
Basic Rights Education Fund	310 SW 4th Avenue, #730 Portland, OR 97240	Public Charity	For grassroots field organizing, leadership development programs, and constituent building to legally secure domestic partnership protections in Oregon	50,000
Board Of Trustees Of The U. Of Illinois	College of Liberal Arts and Sciences 601 South Morgan Street (MC 228) Chicago, IL 60607	Public Charity	Race/Sex/Power: New Movements in Black and Latina/o Sexualities conference	70,000
Boys & Girls Clubs Of Greater Kalamazoo	915 Lake Street Kalamazoo, MI 49001	Public Charity	For capacity building to advance racial and economic justice priorities in Kalamazoo	50,000
Boys & Girls Clubs Of Greater Kalamazoo	915 Lake Street Kalamazoo, MI 49001	Public Charity	For capacity building to strengthen comprehensive youth education and career development programs	45,000
Boys & Girls Clubs Of Greater Kalamazoo	915 Lake Street Kalamazoo, MI 49001	Public Charity	For the Institute for New Leadership to address youth and adult leadership in communities of color and low-income people.	58,000
Center for Great Apes	Attention: Patti Ragan PO Box 488 Wauchula, FL 33873	Public Charity	General Operations	54,080
Chicago Theological Seminary	5757 S. University Ave Chicago, IL 60637	Public Charity	For the LGBTQ Religious Studies Center	105,000
Chimp-n-Sea Wildlife Conservation Fund	480 Hoggback Road Johnson, VT 05656	Public Charity	Kibale Community Fuel Wood Project	25,000
COLAGE	1550 Bryant Street Suite 830 San Francisco, CA 94103	Public Charity	For the expansion and development of programs on LGBT families of color and LGBT families with trans-racially or trans-nationally adopted children and youth	50,000
Comm. Foundation for Southeast Michigan	333 West Fort Street Suite 2010 Detroit, MI 48226-3134	Public Charity	HOPE Fund's LGBT Racial Equity Initiative	33,750
Council of Michigan Foundations Inc	One South Harbor Avenue Suite 3 Grand Haven, MI 49417	Public Charity	Transforming Philanthropy Through Diversity & Inclusion Initiative	75,000
Dignity Inc	PO Box 376 Medford, MA 02155	Public Charity	To support media and advocacy activities in connection with the first visit of Pope Benedict XVI to the United States in April 2008	20,000
Douglas Gould & Co Inc	145 Huguenot Street, Ste 312 New Rochelle, NY 10801-5200	Non 501(c)(3)-U.S.-based	To develop media strategies for Foundation grantees to use in promoting full inclusion of LGBT people within the Episcopal, Methodist and Lutheran faith traditions	58,000
Douglass Community Association	1000 W Paterson St., Kalamazoo, MI 49007	Public Charity	For capacity building to strengthen internal management of operations and programs that empower Kalamazoo's north side residents to improve their quality of life	55,000
Douglass Community Association	1000 W. Paterson St., Kalamazoo, MI 49007	Public Charity	For continued capacity building to strengthen internal management of operations and programs that empower Kalamazoo's north side residents to improve their quality of life	50,000
Emory University	1599 Clifton Rd Atlanta, GA 30322	Public Charity	For the new online magazine, Religion Dispatches, to expand coverage of sexuality and gender	50,000

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Equality California Institute	2370 Market Street, 2nd Floor San Francisco, CA 94114	Public Charity	For public education campaign on marriage equality	95,000
Equality Federation Institute	2069A Mission Street, San Francisco, CA 94110	Public Charity	General Operations	125,000
Equality Federation Institute	2069A Mission Street, San Francisco, CA 94110	Public Charity	To support the National Collaborative of consortium of national LGBT organizations and funders	25,000
Equality Maryland	1319 Apple Avenue Silver Spring, MD 20910	Public Charity	For public education efforts on marriage equality in Maryland	100,000
Equality Maryland	1319 Apple Avenue Silver Spring, MD 20910	Public Charity	Maryland Black Family Alliance	97,389
Erac-Ce	PO Box 146 Kalamazoo, MI 49004-0146	Public Charity	Continued support to strengthen organizing and training capacity to advance racial equality in Southwest Michigan	40,000
Erac-Ce	PO Box 146 Kalamazoo, MI 49004-0146	Public Charity	To strengthen organizing and training capacity to advance racial equality in Southwest Michigan	45,000
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge, CB12JD	FO	For annual evaluation of Lewa Kenya's performance in relation to Ol Pejeta's development	29,700
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge, CB12JD	FO	For gibbons conservation in Vietnam and China; and to secure orangutan habitat in Borneo	223,227
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge, CB12JD	FO	For orangutan conservation in Indonesia ; and for status review of gibbons in Vietnam and Laos	264,489
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge, CB12JD	FO	For the construction of a chimpanzee house and associated staff accommodation at Sweetwaters, Ol Pejeta Conservancy	2,780
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge, CB12JD	FO	For Western Chimpanzee conservation in Liberia and Guinea	85,243
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge, CB12JD	FO	Management and technical input to Ol Pejeta Conservancy	173,000
Fauna Sanctuary	c/o Fauna Foundation PO Box 33 Chambly, Quebec	FO	General Operations	50,000
Fund For Global Human Rights	1666 Connecticut Ave NW Suite 410 Washington, DC 20009	Public Charity	International GLBT grantmaking in Africa, the Middle East and Southeast Asia	10,956
Fund For Global Human Rights	1666 Connecticut Ave NW Suite 410 Washington, DC 20009	Public Charity	To support and build the capacity of advocates for LGBT human rights in Africa, the Middle East and Southeast Asia	119,506
Funders for Lesbian and Gay Issues Inc	116 East 16th Street, 7th Floor New York, NY 10003	Public Charity	LGBTQ Racial Equity Campaign	75,000
Garden State Equality Education	67 Church Street Montclair, NJ 07042	Public Charity	Field organizing program for marriage equality in New Jersey	125,000
Gay & Lesbian Alliance Against Defamation	5455 Wilshire Blvd Suite 1500 Los Angeles, CA 90036	Public Charity	Religion, Faith and Values Media Program providing media training to national LGBT and allied faith organizations	498,678
Gay & Lesbian Leadership Institute	1133 15th Street NW Suite 350 Washington, DC 20005	Public Charity	For leadership development and training of National Collaborative LGBT leaders	209,466
Gay Men's Health Crisis, Inc.	119 West 24th Street New York, NY 10011	Public Charity	Public Policy & Community Health: Invigorating HIV/AIDS/LGBT Activism project	75,000
Gill Operating Foundation	2215 Market Street, Suite 205 Denver, Co 80205	Operating Foundation	Movement Advancement Project (MAP)	278,000
Global Rights	1200 18th Street, NW Suite 602 Washington, DC 20036	Public Charity	Building International Capacity LGBTI Program of Global Rights	75,000
GLSEN Inc	90 Broad Street 2nd Floor New York, NY 10004	Public Charity	Education Policy and Urban School Districts initiatives to make schools safer for LGBTQ students	409,256
Grand Valley State University	1 Campus Drive Allendale, MI 49401-9403	Public Charity	LGBT Resource Center	60,030
Greenpeace Fund Inc	702 H Street NW Suite 300 Washington, DC 20001	Public Charity	The Green Heart of Africa campaign to protect the rainforest habitat of chimpanzees, bonobos and gorillas in Congo	158,850
Heartland Alliance For Human Needs & Hum	208 South LaSalle Street Suite 1818 Chicago, IL 60604	Public Charity	Global Equality Network to build capacity of LGBT organizations	154,056
Hispanic American Council Incorporated	930 Lake Street Kalamazoo, MI 49001	Public Charity	For capacity building to provide staff leadership and improve technology systems to enhance education and human development programs for Hispanics in Southwest Michigan	55,000
Hispanic American Council Incorporated	930 Lake Street Kalamazoo, MI 49001	Public Charity	For continued capacity building to provide staff leadership and improve technology systems to enhance education and human development programs for Hispanics in Southwest Michigan.	50,000
Human Rights Watch, Inc	350 Fifth Avenue 34th Floor New York, NY 10118-3299	Public Charity	Research and Advocacy on LGBT Rights in the Middle East and North Africa	150,000
Immigration Equality	40 Exchange Place, 17th Floor New York, NY 10005	Public Charity	General operating support	97,774
In Defense of Animals - Africa	3010 Kerper Blvd, San Rafael, CA 94901	Public Charity	Sanaga-Yong Chimpanzee Rescue Center	33,000
In the Life Media, Inc	184 Fifth Avenue, 4th Floor New York, NY 10010	Public Charity	support of public television programming about LGBT issues.	97,680
Integrity	620 Park Ave #311 Rochester, NY 14607	Public Charity	Field Organizer to promote efforts for inclusion of LGBT faithful in the Episcopal church	60,000
Interfaith Alliance Foundation	1212 New York Ave, NW, 7th Floor Washington, DC 20005	Public Charity	Green Paper Project: Faith, Freedom and GLBT Equality	90,000
Interfaith Alliance Of Iowa	PO Box 41086 Des Moines, IA 50311	Public Charity	Faithful Voices project to educate clergy, leaders and faith communities on marriage equality	70,000

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Intermedia Arts Of Minnesota Inc	2822 Lyndale Ave S Minneapolis, MN 55408-2108	Public Charity	For Two Spirit Press Room to address rights of LGBT Native people	15,000
International Primate Protection League	PO Box 766 Summerville, SC 29484	Public Charity	For the Last Great Ape Organization's work to end ape trafficking	50,000
International Primate Protection League	PO Box 766 Summerville, SC 29484	Public Charity	Support for six overseas ape sanctuaries in range states and general operations support for IPPL	25,000
Intl Conservation and Education Fund	236 11th St SE Washington, DC 20003	Public Charity	Education outreach to end bushmeat trade in the Republic of Congo	50,090
Intl Gay & Lesbian Human Rights Comm	80 Maiden Lane, Suite 1505 New York, NY 10038	Public Charity	For local human rights organizations in the Horn, East and Central Africa to enhance capacity of LGBT and sexual minorities	100,000
Jewish Fund For Justice Inc	330 7th Ave, Suite 1401 New York, NY 10001	Public Charity	For the Seasons Fund for Social Transformation	100,000
Just Detention International	3325 Wilshire Blvd, Suite 340 Los Angeles, CA 90010	Public Charity	General Operations	100,578
Kalamazoo College	Office for College Advancement 1200 Academy Street Kalamazoo, MI 49006	Public Charity	Posse Partnership	642,512
Kalamazoo Community Foundation	151 S Rose Street Suite 332 Kalamazoo, MI 49007-4775	Public Charity	Challenge Day Expansion	50,000
Kalamazoo County Parks & Recreation Fndtn	Development Foundation P.O. Box 50467 Kalamazoo, MI 49005	Public Charity	Kalamazoo River Valley Trailway	98,177
Kalamazoo Gay Lesbian Resource Center	629 Pioneer Street Kalamazoo, MI 49008-1801	Public Charity	General Operations	50,000
Kanbu House Inc	17800 Woodward Ave Suite LL4 Detroit, MI 48203-2259	Public Charity	Organizational Development/ *Crossing Borders - Bridging the Racial Divide*	20,500
Keshet Inc.	284 Armory Street Jamaica Plain, MA 02130	Public Charity	Hinemi Project	75,000
KICK	Americans PO Box 2222 Detroit, MI 48231	Public Charity	Board Strategic Planning Retreat	7,000
Lambda Legal Defense & Education Fund	Attn: Christopher Bellisi 120 Wall Street, Suite 1500 New York, NY 10005	Public Charity	General Operations	100,000
Land Empowerment Animals People	3378 Revere Avenue Oakland, CA 94605	Public Charity	For KOPEL to complete the rainforest eco-camp (orangutan habitat) in Sabah	61,000
Land Empowerment Animals People	3378 Revere Avenue Oakland, CA 94605	Public Charity	For Sabah Forestry Department to restore orangutan habitat linkages	58,000
Legal Services Of South Central Michigan	420 N. Fourth Ave Ann Arbor, MI 48104	Public Charity	For a summit to advance the cause of immigrant rights	25,000
Lesbian & Gay Comm Services Center Inc	208 West 13th Street New York, NY 10011	Public Charity	Causes in Common	300,000
LEWA Wild Life Conservancy(Kenya)	P.O. Box 10607 00100 Nairobi, Kenya	FO	OI Pejeta Conservancy	50,000
LEWA Wildlife Conservancy (USA)	LEWA Wildlife Conservancy (USA) PO Box 7943 Woodbridge, VA 20116	Public Charity	For Resident Medical Officer at Nanyuki, Kenya	15,000
LGBT Labor Leadership Initiative	815 16th St, NW Washington, DC 20006	Public Charity	General Operations	60,000
Lukuru Wildlife Research Foundation	P.O. Box 1635 Marion, OH 43301	Public Charity	Protection for Bonobos in the Tshuapa-Lomami-Lualaba Landscape (TL2)	100,000
Lukuru Wildlife Research Foundation Inc	P.O. Box 1635 Marion, OH 43301	Public Charity	Phase II of Protection for Bonobos in the Tshuapa-Lomami-Lualaba Landscape (TL2)	50,000
Lukuru Wildlife Research Foundation Inc	PO Box 1635 Marion, Ohio 43301	Public Charity	Phase II of Protection for Bonobos in the Tshuapa-Lomami-Lualaba Landscape (TL2)	297,058
Lutherans Concerned North America	PO Box 4707 St. Paul, MN 55104-0707	Public Charity	Organizing effort to change policy toward full inclusion of LGBT people of faith at the 2009 Churchwide Assembly (CWA) of the Evangelical Lutheran Church in America (ELCA)	100,000
Max Planck Society for the Advancement of Science		Public Charity	Max Planck Institute for Evolutionary Anthropology's Department of Primatology's working group to strategize on use of vaccination to conserve ape populations	19,430
Michigan Coalition Against Domestic and Sexual Violence	Deutscher Platz 6 Leipzig, DE 04103 and Sexual Violence 3893 Okemos Road, Suite B-2 Okemos, MI 48864	FOPS	Open Doors Initiative	90,000
Michigan Equality Education Fund Inc	PO Box 13133 Lansing, MI 48901	Public Charity	general operating support	75,000
Michigan Interfaith Voice	2930 Woodward Detroit, MI 48201	Public Charity	For ISAAC to strengthen interfaith social justice organizing in Kalamazoo	30,000
Michigan Interfaith Voice	2930 Woodward Detroit, MI 48201	Public Charity	For ISAAC's Ordinary People for Extraordinary Change Campaign	99,400
Michigan Organizing Project	930 Lake St. Kalamazoo, MI 49001	Public Charity	For capacity building to educate the Kalamazoo community on healthcare, housing and immigration issues	49,200
Michigan Organizing Project	930 Lake St. Kalamazoo, MI 49001	Public Charity	For the Kalamazoo Homeless Action Network (KHAN) to strengthen leadership skills of the organization (\$32,500) and for capacity building to organize and educate the Kalamazoo community on healthcare, housing and immigration issues	86,700
Michigan Organizing Project	930 Lake St. Kalamazoo, MI 49001	Public Charity	For the Kalamazoo Homeless Action Network (KHAN)'s campaign to establish a Homeless Housing Trust Fund	30,000
Michigan Organizing Project	930 Lake St. Kalamazoo, MI 49001	Public Charity	To establish a community-based Workers Center in Kalamazoo County	100,084
Midwest AIDS Prevention Project	429 Livernois St Ferndale, MI 48220-2385	Public Charity	For La Comunidad program to spin off into an independent Latino GLBT organization	40,000

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Midwest AIDS Prevention Project	429 Livernois St Ferndale, MI 48220-2385	Public Charity	The Peninsula Group For general operating support and for collaboration with LGBT Pipeline Project	30,000
National Association of LGBT Comm. Ctrs.	P.O. Box 24490, Fort Lauderdale, FL 33307	Public Charity	General Operations	90,000
National Black Justice Coalition Inc	1638 R Street NW Suite 300 Washington, DC 20009	Public Charity	Center for HIV Law and Policy's Teen SENSE	198,027
National Center For Civic Innovation Inc	121 Avenue of the Americas New York, NY 10013	Public Charity	For support of Unid@s The National LGBT Latina/o Human Rights Organization to evaluate the state of local Latin@ LGBT communities across the country.	50,000
Nati. Gay & Lesbian Task Force Fdn.	1325 Massachusetts Avenue, NW Suite 600 Washington, DC 20005	Public Charity	General Operations	50,000
Natl Gay & Lesbian Task Force Fdn.	1325 Massachusetts Avenue, NW Suite 600 Washington, DC 20005	Public Charity	Policy Institute Fellow's Program and Community Conversations on LGBT topics	1,046,068
Natl Gay & Lesbian Task Force Fdn.	1325 Massachusetts Avenue, NW Suite 600 Washington, DC 20005	Public Charity	ASWAT-Palestinian Gay Women	200,000
New Israel Fund	1101 14th Street, NW Sixth Floor Washington, DC 20005	Public Charity		25,000
New Latino Visions	P.O. Box 2168 Kalamazoo, MI 49001	Public Charity	For capacity building to enhance organizational leadership through multiculturalism, education, youth and community development programs.	45,000
New Latino Visions	P O Box 2168 Kalamazoo, MI 49001	Public Charity	For continued capacity building to enhance organizational leadership through multiculturalism, education, youth and community development programs.	40,000
Nokomis Learning Center	5153 Marsh Road Okemos, MI 45864	Public Charity	Lecture Series on Native American teachings and promotion of LGBT social justice	10,000
Northside Assn. For Comm Development	612 North Park Street Kalamazoo, MI 49007	Public Charity	Capacity building in connection with the MI racial & Economic Justice Initiative	47,020
Northside Assn. For Comm. Development	612 North Park Street Kalamazoo, MI 49007	Public Charity	Continued capacity building in connection with the MI racial & Economic Justice Initiative	42,020
Northside Economic Potential Group	526 North Burdick St. Kalamazoo, MI 49007	Public Charity	Fund a CEO as organization implements a new business plan	55,000
Oloc Inc	PO Box 5853 Athens, OH 45701	Public Charity	Capacity Building	15,000
One Iowa Education Fund (OIEF)	Ms Carolyn Jensen, Executive Director, 500 East Locust Street, Suite 200,	Public Charity	For field organizing and fundraising programs to strengthen public support for marriage equality in Iowa	75,000
Parents, Fam. & Friends Of Lesbian & Gays	1726 M Street, NW, Suite 400 Washington, DC 20036	Public Charity	National Safe Schools Roundtable	40,000
Parents, Families and Friends Of Lesbian	1726 M Street, NW, Suite 400 Washington, DC 20036	Public Charity	Diversity Network Project	150,000
People for the American Way Foundation	2000 M Street, Suite 400 Washington, DC 20036	Public Charity	For the Young People For Leadership Academy to identify, develop and support young GLBT and GLBT-friendly leaders and activists.	100,000
People for the American Way Foundation	2000 M Street, Suite 400 Washington, DC 20036	Public Charity	Promote Social Change in Faith Communities - GLBT Equality Project	100,000
People Resources & Conservation Fdn.	255 Ivy Hurst Circle New York, NY 14226-3417	Public Charity	Hoolack gibbon conservation	72,140
Political Research Associates	1310 Broadway, Suite 201 Somerville, MA 02144-1731	Public Charity	Research project to document U.S. resources supporting activities of African anti-GLBT religious and political leaders	179,461
Population Media Center Inc	145 Pine Haven Shores Road, Suite 2011 Shelburne, VT 05482	Public Charity	Radio program to promote behavior change focusing on conservation of mountain gorillas in Rwanda	50,000
Prevention Works of SW Michigan, Inc.	611 Whitcomb, Suite A Kalamazoo, MI 49008	Public Charity	Peer Power - Dive Into Diversity education program addressing LGBT issues	30,000
Primate Rescue Center Inc.	5087 Danville Rd Nicholasville, KY 40356	Public Charity	General Operations	25,000
Project Primate, Inc	P.O. Box 2321 Orland Park, IL 60462	Public Charity	Chimpanzee Conservation Centre (CCC)	10,000
Protestant Episcopal Church Diocese Of Chicago	c/o Cathedral Church of the St. James 65 E. Huron Street Chicago, IL 60611	Public Charity	For the Cathedral Church of St. James' Chicago Consultation Steering Committee	173,394
Public Interest Projects Inc	80 Broad Street, Suite 1600 New York, NY 10004	Public Charity	LGBT Foreign Policy Project	150,334
Queen City Community Development	The Seattle LGBT Community Center 1115 East Pike Street Seattle, WA 98122	Public Charity	ARC International to advance the recognition of human rights based on sexual orientation and gender identity at the international level.	2,000
Reconciling Ministries Network	3801 North Keeler Avenue, 3rd Floor Chicago, IL 60641-3007	Public Charity	For Building for Change Project promoting inclusion of LGBT individuals at the United Methodist Church	50,000
Ruth Ellis Center	777 Victor Street Highlank Park, MI 48203	Public Charity	For fundraising capacity of this LGBT agency	71,738
Save the Chimps	P O Box 12220 Fort Pierce, FL 34979	Public Charity	For continued support for high quality care of chimpanzees in the Florida and New Mexico sanctuary locations	2,082,129
Seabury Western Theological Seminary	2122 Sheridan Road Evanston, IL 60201-2976	Public Charity	For Chicago Consultation to promote inclusion of LGBT people in the Episcopal Church and Anglican Communion.	132,162
Senior Action In A Gay Environment Inc	305 Seventh Ave, 16th Floor New York, NY 10001	Public Charity	Collaboration with NGLTF to Advance National Advocacy Around LGBT Aging	203,603
ServiceMembers Legal Defense Network Inc	PO Box 65301 Washington, DC 20035-5301	Public Charity	General Operations	125,000

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Spelman College	350 Spelman Lane SW Box 1551 Atlanta, GA 30314-4399	Public Charity	Audre Lorde Project Phase II Facilitating HBCU Campus Climates of Pluralism, Inclusivity and Progressive Change	129,000
Stichting Hivos (Humanist Institute for Stonewall Community Fund)	Raamweg 16 P.O. box 85565 2508 CG The Hague 119 West 24th St New York, NY 10011	FOPS	HIVOS Program on Equality, Dignity and Rights for Lesbians, Gays, Bisexuals and Transgenders	250,000
Sylvia Rivera Law Project Inc	322 8th Avenue 3rd Floor New York, NY 10001	Public Charity	LGBT Leadership Task Force	90,000
		Public Charity	General Operations	75,000
Tectonic Theater Project, Inc	204 West 84th Street, 2nd Floor New York, NY 10024	Public Charity	For 20 artist residencies in high schools and universities across the U.S. producing the play, The Laramie Project, and for a training program for 10 GLBT theater artists of color.	150,000
The Bayard Rustin Fund Incorporated	218 East 18th Street New York, NY 10003	Public Charity	circulation of the film "Brother Outsider The Life of Bayard Rustin"	25,000
The Humane Society of the United States	2100 L Street, NW Washington, DC 20037	Public Charity	Chimps Deserve Better Campaign	216,025
The Triangle Foundation	19641 West Seven Mile Road Detroit, MI 48219-2721	Public Charity	For Unity Michigan to organize and secure full equality for LGBT people.	140,989
Theater Offensive Inc	29 Elm Street #2, Cambridge MA 02139	Public Charity	For X-uality, a national grassroots performance festival exploring the wide range of Queer sexuality	60,000
Tides Foundation	Po Box 29903 San Francisco, CA 94129-0903	Public Charity	For the Global Development Fund to support ARC International to advance the recognition of human rights based on sexual orientation and gender identity.	98,000
Tides Foundation	Po Box 29903 San Francisco, CA 94129-0903	Public Charity	State Equality Fund/California Initiative	200,000
Truth Wins Out	10 Clark Street, 6D Brooklyn, NY 11201	Public Charity	General Operations	60,000
Unitarian Universalist Legislative Ministry	717 K St #514, Sacramento, CA 95814	Public Charity	California Faith for Equality	89,400
Unitarian Universalist UN Office Inc	777 UN Plaza Suite 7G New York, NY 10017	Public Charity	For End Global LGBT Criminal Sanctions Initiative	90,000
United Church Coalition for Lesbian Gay Concerns	2592 W 14th Street Cleveland, OH 44113	Public Charity	General Operations	45,000
University of California Santa Barbara	Office of Research University of California 3227 Cheadle Hall	Public Charity	For the Palm Center's research on the impact of the country's anti-LGBT policy by the military policy	60,000
WCMC 2000	219 Huntingdon Road Cambridge, UK CB3 0DL	FOPS	Tools for increasing the efficiency and the focus of aipe conservation : A pilot project	384,935
Western Michigan University	1903 W. Michigan Avenue Kalamazoo, MI 49008	Public Charity	LGBT Student Leadership Team and Gender Identity Training Program	60,000
Western Michigan University Foundation	1903 W. Michigan Avenue Kalamazoo, MI 49008	Public Charity	For performances of "Seven Passages: The Stories of Gay Christians" at Lambeth	44,263
Wild Chimpanzee Foundation	European Representation c/o Max-Planck-Institute for Evolutionary Deutscher Platz 6 Leipzig 04103	FOPS	For chimpanzee awareness campaigns in Ivory Coast and Liberia	83,532
Women's Sports Foundation	1899 Hempstead Turnpike Ste 400 Eisenhower Park East Meadow, NY 11554	Public Charity	Educational initiative dedicated to the development and implementation of policy that ensures a safe environment for LGBT	50,000
World Wildlife Fund Inc	1250 24th Street, NW Washington, DC 20037-1193	Public Charity	Enabling a Better Future for the Western Bornean Orangutan	111,845
Yale University	Grants and Contracts Administration PO Box 208337 New Haven, CT 06520-8337	Public Charity	Research on the Cultural Values Associated with Gay Parenting	115,100
Zuna Institute	4660 Natomas Blvd 120-181 Sacramento, CA 95835	Public Charity	Strategic planning and board development of a national advocacy organization for black lesbians	50,000
Grand Total				\$ 18,828,763
Note:				
FO =Foreign Organization - Expenditure Responsibility				
FOPS =Foreign Organization - Equivalency Determination				

Arcus Foundation
EIN#38-3332791
Grants Payable Report
As of December 31, 2008
Part XV - Line 3b

NAME	ADDRESS	STATUS	PROJECT TITLE	BALANCE
Affirmations Lesbian Gay Comm. Ctr. Inc	290 West Nine Mile Road Ferndale, MI 48220	Public Charity	Support of general operating costs & Affirmations action plan initiative to address and improve race relations	\$ 300,000
African Wildlife Foundation	1400 Sixteenth Street, NW, Suite 120 Washington, DC 20036	Public Charity	International Gorilla Conservation Programme	109,729
Amer. Civil Liberties Union Fdn. Inc	125 Broad Street, 18th Floor New York, NY 10004-2400	Public Charity	Support for the strategic affiliate Initiative to strengthen the ability of select ACLU affiliates to advance GLBT rights	1,000,000
Ann Arbor Teen Center Inc	310 E. Washington St. Ann Arbor, MI 48104	Public Charity	Riot Youth Program	5,000
Astraea Lesbian Foundation for Justice	116 East 16th Street, 7th Floor New York, NY 10003	Public Charity	International Fund for Sexual Minorities	500,000
Astraea Lesbian Foundation for Justice	116 East 16th Street, 7th Floor New York, NY 10003	Public Charity	Pipeline Project to build long term effort to increase POC working with & within the national LGBT rights movement	300,000
Black Arts & Cultural Center	P.O. Box 3505 Kalamazoo, MI 49003-3505	Public Charity	Salary Support for Executive Director; Teen Talk Youth program; GLBT artist program	75,000
Black Pride Society Inc	P.O. Box 3025 Detroit, MI 48231	Public Charity	General Operations to support, nurture, and empower LGBT of African Descent in SW Michigan	25,000
Boys & Girls Clubs Of Greater Kalamazoo	915 Lake Street Kalamazoo, MI 49001	Public Charity	Institute for New Leadership	142,000
Brethren Mennonite Council for Lesbian and Gay concerns	P.O. Box 6300 Minneapolis, MN 55406	Public Charity	A collaborative project with Gay & Lesbian Disciples, Welcoming and Affirming Baptist's	25,000
Center for Great Apes	PO Box 488 Wauchula, FL 33873	Public Charity	General operating Support for the care of Chimps rescued from the entertainment industry	627,241
Chicago Theological Seminary	5757 S. University Ave Chicago, IL 60637	Public Charity	Develop and disseminate a theological and philosophical framework that affirms the full expression of LGBTQ sexuality	230,000
Comm. Foundation for Southeast Michigan	333 West Fort Street Suite 2010 Detroit, MI 48226-3134	Public Charity	HOPE Fund's LGBT Racial Equity Initiative	32,500
Conservation International Foundation	2011 Crystal Drive Suite 500 Arlington, VA 22202	Public Charity	Core Support for Section on Great Apes of the IUCN/SSC Primate Specialist Group	180,208
Council of Michigan Foundations Inc	One South Harbor Avenue, Suite 3 Grand Haven, MI 49417	Public Charity	Transforming Philanthropy Through Diversity & Inclusion Initiative	75,000
Equality Federation Institute	2069A Mission Street, San Francisco, CA 94110	Public Charity	General Operations	125,000
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge, UK CB12JD,	FO	Gibbon Conservation in Vietnam and China	99,520
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge, UK CB12JD,	FO	Management and technical input to Ol Pejeta Conservancy	173,000
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge, UK CB12JD,	FO	Orangutan Conservation in Indonesia	113,456
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge, UK CB12JD,	FO	To provide and annual evaluation of LEWA's performance in relation to Ol Pejeta Conservancy's development	19,800
Fauna Sanctuary	c/o Fauna Foundation PO Box 33 Chambly, QC J3L 4B1	FO	General Operating Support for the care of Biomedical Chimps	50,000
GLSEN Inc	90 Broad Street 2nd Floor New York, NY 10004	Public Charity	Education Policy Initiative	400,000
Human Rights Watch, Inc.	350 Fifth Avenue 34th Floor New York, NY 10118-3299	Public Charity	Research and Advocacy on LGBT Rights in the Middle East	300,000
Immigration Equality	40 Exchange Place, 17th Floor New York, NY 10005	Public Charity	Operating support to eliminate the discriminatory impact of US Immigration policy on LGBT & HIV immigrants	100,000
Integrity	620 Park Ave # 311 Rochester, NY 14607	Public Charity	Work toward the full inclusion of GLBT people within the Episcopal Church.	32,930
Interfaith Alliance Of Iowa	PO Box 41086 Des Moines, IA 50311	Public Charity	Faithful Voices Initiative	70,000
International Federation of Black Prides	PO Box 1301 Washington, DC 20001	Public Charity	Black Transgender Leadership Summit	129,000
International Primate Protection League	PO Box 766 Summerville, SC 29484	Public Charity	LAGA Investigations and Operations	50,000
Intl. Conservation and Education Fund	236 11th St SE Washington, DC 20003	Public Charity	Education outreach	84,910

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NAME	ADDRESS	STATUS	PROJECT TITLE	BALANCE
Intl. Lesbian and Gay Association	17 rue dela Chante 120 Brussels, Belgium Brussels, 1210	FO	Connecting the LGBTI local Activist communities to a global one stop information resource on LGBT rights	140,000
Iowa Primate Learning Sanctuary	4200 SE 44th Avenue Des Moines, IA 50320	Public Charity	Determining the Effects of Logging on Orangutan Behavior and Survival in Ketambe, Sumatra, Indonesia	75,000
Kalamazoo College	Office for College Advancement 1200 Academy Street Kalamazoo, MI 49006	Public Charity	To support the Kalamazoo College's collaboration with the Posse Foundation.	5,000,000
Kalamazoo Community Foundation	151 S.Rose Street Suite 332 Kalamazoo, MI 49007-4775	Public Charity	Challenge Day Expansion	50,000
Kalamazoo County Parks & Recreation Fndtn	Development Foundation P.O. Box 50467 Kalamazoo, MI 49005	Public Charity	Partial support of construction of the Kalamazoo River Valley Trail way	100,000
Kalamazoo Gay Lesbian Resource Center	629 Pioneer Street Kalamazoo, MI 49008-1801	Public Charity	To Organize LGBT people of Color	10,000
Kalamazoo Nature Center	7000 N. Westnedge Kalamazoo, MI 49009	Public Charity	Phase 3 of Urban Nature Park Project, the rehabilitation of a former brownfield into natural area for local citizens	100,000
Land Empowerment Animals People	3378 Revere Avenue Oakland, CA 94605	Public Charity	For support of Hutan - Kinabatangan Orangutan Conservation Project in Sabah, Borneo, Malaysia.	450,000
Land Empowerment Animals People	3378 Revere Avenue Oakland, CA 94605	Public Charity	For the Sabah Forestry Department to restore orangutan habitats	68,000
Leadership Conference On Civil Rights Ed	1629 K Street, NW 10th Floor Washington, DC 20006	Public Charity	Public Education and Outreach Campaign to Put GLBT Rights on the Civil Rights Agenda	39,776
Les Amis Des Bonoos Du Congo-Usa	PO Box 80254 Minneapolis, MN 55408	Public Charity	Bonobo rehabilitation	150,000
LEWA Wild Life Conservancy (Kenya)	P.O. Box 10607 Nairobi, 00100	FO	Support for the management & development of conservation and community development in Ol Pejeta	5,300,000
Lutherans Concerned North America	PO Box 4707 St. Paul, MN 55104-0707	Public Charity	Embodies, inspires, advocates, and organizes for the acceptance and full participation of people of all sexual orientations and gender	100,000
MGVP, Inc.	c/o Maryland Zoo in Baltimore Druid Hill Park Baltimore, MD 21217	Public Charity	Mountain Gorilla Veterinary Project	100,000
Michigan AIDS Fund	Attn: Stacy Barbas 21700 Northwestern Hwy., Suite 1150 Southfield, MI 48705	Public Charity	Internship program to strengthen the work of Mpowerment Detroit	30,000
Michigan Equality Education Fund Inc	PO Box 13133 Lansing, MI 48901	Public Charity	For a comprehensive Strategic planning Process to access and reposition the organization	31,320
Michigan Interfaith Voice	2930 Woodward Detroit, MI 48201	Public Charity	Michigan Racial and Economic Justice Initiative - Year 2 - ISAAC	25,000
Michigan Interfaith Voice	2930 Woodward Detroit, MI 48201	Public Charity	Ordinary People for Extraordinary Change Campaign	100,600
Michigan Organizing Project	930 Lake St. Kalamazoo, MI 49001	Public Charity	Kalamazoo County Workers Center	100,000
Midwest AIDS Prevention Project	429 Livernous St. Ferndale, MI 48220-2385	Public Charity	Build a strategic framework to enable the attainment of full legal and social equality for LGBT People in MI	20,000
National Center For Civic Innovation Inc	121 Avenue of the Americas New York, NY 10013	Public Charity	Center for HIV Law and Policy's Teen SENSE	50,000
National Center for Lesbian Rights	870 Market St., Suite 370 San Francisco, CA 94102	Public Charity	General Operations	100,000
National Center For Transgender Equality	1325 Massachusetts Ave NW, Ste 700 Washington, DC 20005	Public Charity	General operating support to strengthen the effectiveness of the only autonomous transgender organization	150,000
New England Anti-Vivisection Society	333 Washington St., Suite 850 Boston, MA 02108	Public Charity	For the release & Restitution for Chimps in the US laboratories	119,750
New Israel Fund	1101 14th Street, NW Sixth Floor Washington, DC 20005	Public Charity	For the Jerusalem Open House to secure greater recognition and space for LGBT people in religious frameworks & discourses in Israel	75,000
Ol Pejeta Ranching Limited	Private Bag Nanyuki, 10400	FO	To support the funding of the CFO for 12 months	60,000
People Resources & Conservation Fdn.	255 Ivy Hurst Circle New York, NY 14226-3417	Public Charity	Hoolack gibbon conservation	144,278
Public Interest Projects Inc	80 Broad Street, Suite 1600 New York, NY 10004	Public Charity	LGBT Foreign Policy Project	75,000
Regents of The University of Michigan	3200 Michigan Union Ann Arbor, MI 48109-1308	Public Charity	Institute for Social Research's Program for Research on Black Americans	150,000
S P I C E	131 Parkhurst Place Detroit, MI 48203	Public Charity	Capacity Building and Healing Detroit	32,500

Arcus Foundation
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 Grants Payable Report
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 Part XV - Line 3b

NAME	ADDRESS	STATUS	PROJECT TITLE	BALANCE
Save the Chimps	P.O. Box 12220 Fort Pierce, FL 34979	Public Charity	To support continued high quality care for the chimps located in Florida & New Mexico Sanctuaries	978,559
Spelman College	350 Spelman Lane SW Box 1551 Atlanta, GA 30314-4399	Public Charity	Audre Lorde Project Phase II: Facilitating HBCU Campus Climates of Pluralism, Inclusivity and Progressive Change	346,000
Stitching Hivos (Humanist Institute for The Humane Society of the United States)	Raamweg 16 P.O. box, 85565 2100 L Street, NW Washington, DC 20037	FOPS Public Charity	HIVOS Program on Equality, Dignity and Rights for Lesbians, Gays, Bisexuals and Transgenderers Chimps Deserve Better Campaign	250,000 228,975
Tides Foundation	Po Box 29903 San Francisco, CA 94129-0903	Public Charity	For the Global Development Fund to support ARC International to advance the recognition of human rights based on sexual orientation and gender identity	100,000
UULMCA	Ministry California 717 K St Sacramento, CA 95814 European Representation c/o Max-Planck-Institute for Evolutionary Leipzig, 04103	Public Charity	California Faith for Equality	50,000
Wild Chimpanzee Foundation	2300 Southern Blvd Bronx, NY 10460	FOPS	For chimpanzee awareness campaigns in Ivory Coast and Libena	167,062
Wildlife Conservation Society	2300 Southern Blvd Bronx, NY 10460	Public Charity	Building local capacity to investigate deadly pathogens threatening the great apes of Central Africa	190,760
Wildlife Conservation Society	1899 Hempstead Turnpike Ste 400 East Meadow, NY 11554	Public Charity	Conservation of Eastern Chimpanzees: Development of a Species Action Plan	73,370
Women's Sports Foundation	1250 24th Street, NW Washington, DC 20037-1193	Public Charity	Educational initiative dedicated to the development and implementation of policy that ensures a safe environment for LGBT	50,000
World Wildlife Fund Inc	Grants and Contracts Administration PO Box 208337 New Haven, CT 06520-8337	Public Charity	Enabling a Better Future for the Western Bornean Orangutan	88,155
Yale University		Public Charity	Research on the Cultural Values Associated with Gay Parenting	104,800
Grand Total				20,948,200
		Less Present Value Discount		(612,739)
		Total Grants Payable		20,335,461
Note:				
FO = Foreign Organization - Expenditure Responsibility				

Arcus Foundation
Form 990-PF
December 31, 2008

ATTACHMENT E

The interest and mission of the Arcus Foundation is to achieve social justice that is inclusive of sexual orientation, gender identity and race, and to ensure conservation and respect of the great apes.

The Arcus Foundation is a private grantmaking foundation that supports nonprofit organizations around the world working in two areas: lesbian, gay, bisexual, and transgender (LGBT) human rights; and conservation of the world's great apes. In the former area, the Foundation supports organizations that are working to achieve social justice that is inclusive of sexual orientation, gender identity and race through the Arcus Gay & Lesbian Program. In the latter area, the Foundation supports organizations seeking to ensure respect and survival of great apes and their natural habitats through the Arcus Great Apes Program. Within each area, the Foundation supports organizations that advance its mission on a local, national and global scope.

To be eligible for funding consideration, applicant organizations must have in place a board-approved Equal Employment Opportunity (EEO) Policy that specifically includes and lists sexual orientation and gender identity as protected categories, and is in compliance with all other applicable federal and local EEO laws.

Arcus Foundation
 EIN# 38-3332791
 2008 Expenditure Responsibility Grants

Organization Legal Name and Address	Approval Date	Grant Amount	Grant Description	Amount Expended by Grantee	Diversion of Grant Funds	Type of Report	Due Date	Received Date
Kalamazoo Gay Lesbian Resource Center 629 Pioneer Street Kalamazoo, MI 49008-1801	12/3/2008	\$10,000	For Pulse of West Michigan (Pulse) to organize LGBT people of color (LGBT-POC)		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	10/31/2009	Not Due
Michigan Interfaith Voice 2930 Woodward Detroit, MI 48201	11/1/2007	\$80,000	For support of Interfaith Strategy for Advocacy and Action in the Community (ISAAC) to engage its diverse constituency in the development of a faith-based justice agenda that is inclusive of GLBT rights		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	2/1/2009- Inadequate, req rev 4/6
Michigan Interfaith Voice 2930 Woodward Detroit, MI 48201	12/10/2007	\$30,000	For Interfaith Strategy for Advocacy and Action in the Community (ISAAC) to strengthen its interfaith organizing in Kalamazoo		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	2/1/2009- Inadequate, req rev 4/6
Michigan Interfaith Voice 2930 Woodward Detroit, MI 48201	9/12/2008	\$200,000	For support of ISAAC's Ordinary People for Extraordinary Change to build leadership, organize and create change in the Edison Neighborhood of Kalamazoo, in connection with the Michigan Racial & Economic Justice Initiative	\$441 00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	5/1/2009
Michigan Interfaith Voice 2930 Woodward Detroit, MI 48201					To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2010	Not Due
Michigan Interfaith Voice 2930 Woodward Detroit, MI 48201	12/6/2008	\$25,000	For the Interfaith Strategy for Advocacy and Action in the Community (ISAAC) in connection with the Michigan Racial & Economic Justice Initiative to strengthen interfaith organizing in Kalamazoo		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2010	Not Due
Michigan Organizing Project 930 Lake St. Kalamazoo, MI 49001	12/10/2007	\$32,500	For the Kalamazoo Homeless Action Network (KHAN) to strengthen leadership skills of the organization's members and improve its financial and organizational stability		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	1/30/2009- Inadequate, req rev 4/6
Michigan Organizing Project 930 Lake St. Kalamazoo, MI 49001	12/6/2008	\$30,000	For the Kalamazoo Homeless Action Network (KHAN) in connection with the Michigan Racial & Economic Initiative, to advance a statewide campaign to establish a Homeless Housing Trust Fund		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2010	Not Due
Gill Operating Foundation 2215 Market Street Denver, CO 80205	6/14/2007	\$250,000	For the Movement Advancement Project (MAP) to provide donors and organizations with strategic information and analyses to align resources resulting in highest impact in the movement for GLBT equal rights	\$250,000 00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2008	2/1/2008
Gill Operating Foundation 2215 Market Street Denver, CO 80205	5/6/2008	\$278,000	For support of the Movement Advancement Project to produce and disseminate strategic and operational research aimed at increasing the productivity of philanthropic investments in the GLBT movement	\$278,000 00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	2/6/2009

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Organization Legal Name and Address	Approval Date	Grant Amount	Grant Description	Amount Expended by Grantee	Diversion of Grant Funds	Type of Report	Due Date	Received Date
Queen City Community Development The Seattle LGBT Community Center 1122 East Pike Street Seattle, WA 98122	2/1/2008	\$2,000	For ARC International to advance the recognition of human rights based on sexual orientation and gender identity at the international level through strategic planning, coalition and movement building, and advocacy	\$2,000.00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	2/28/2010	7/17/2008
Douglas Gould & Co Inc 145 Huguenot Street, Ste 312 New Rochelle, NY 10801-5200	12/10/2007	\$148,000	To support the development of media strategies to be utilized by current grantees promoting the full inclusion of GLBT people within the Episcopal, Methodist, and Lutheran faith traditions	\$3,108.26	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2008	1/28/2008
Api Wellness Center 730 Polk Street, 4th Floor San Francisco, CA 94109-7813	9/12/2008	\$50,000	For support of the National Queer Asian Pacific Islander Alliance, a new federation of lesbian, gay, bisexual, and transgender Asian American, South Asian, and Pacific Islander organizations	\$144,891.74	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	1/14/2009
Astraea Lesbian Foundation for Justice 116 East 16th Street, 7th Floor New York, NY 10003	11/12/2007	\$35,000	For a group of New York-based GLBT executive directors to develop the Pipeline Project, a recruitment, retention and leadership advancement effort that seeks to increase the number of people of color who begin and grow their careers in the GLBT movement	\$20,513.00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	2/9/2009
Astraea Lesbian Foundation for Justice 116 East 16th Street, 7th Floor New York, NY 10003	12/6/2008	\$300,000	For the LGBT Pipeline Project to build a long-term effort to increase the number of people of color working with and within the nation's LGBT rights movement and to increase the diversity of LGBT leaders	\$14,487.00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	7/31/2008	7/30/2008
Equality Maryland 1319 Apple Avenue Silver Spring, MD 20910	9/12/2008	\$100,000	For support of the Maryland Black Family Alliance to educate and organize allies and potential allies about issues relating to Maryland's Black LGBT communities	\$23,830.00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	2/9/2009

Arcus Foundation
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 2008 Expenditure Responsibility Grants

Organization Legal Name and Address	Approval Date	Grant Amount	Grant Description	Amount Expended by Grantee	Diversion of Grant Funds	Type of Report	Due Date	Received Date
Intermedia Arts Of Minnesota Inc 2822 Lyndale Ave S Minneapolis, MN 55408-2108	5/16/2008	\$15,000	For support of the Two Spirit Press Room (2SPR) to organize the 20th Anniversary International Gathering of Two Spirit People to address the concerns and rights of GLBT Native people living in the United States and Canada		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	9/30/2009	Not Due
National Gay And Lesbian Task Force Foundation 1325 Massachusetts Avenue, NW Suite 600 Washington, DC 20005	12/6/2008	\$50,000	For support of Unid@s The National LGBT Latino/ Human Rights Organization to evaluate the state of local Latin@ LGBT communities across the country and the pressing needs in each of these communities		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2010	Not Due
The Bayard Rustin Fund Incorporated 218 East 18th Street New York, NY 10003	11/1/2007	\$50,000	To purchase archival footage rights and create a DVD of the award winning documentary film of the visionary civil rights and openly gay activist, Bayard Rustin		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative Report	5/31/2008	8/4/2008
Fauna & Flora International 4th Floor Jupiter House Station Road Cambridge, CB12JD United Kingdom	6/14/2007	\$290,364	For support of Ol Pejeta Conservancy to construct staff housing and a new chimpanzee house at Sweewaters Chimpanzee Sanctuary (SCS) in Kenya		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	2/4/2009- Inadequate, req 4/1, 5/14
International Primate Protection League P.O Box 766 Summerville, SC 29484	5/16/2008	\$100,000	For support of the Last Great Ape Organization's work to end ape trafficking and to promote wildlife law enforcement in Cameroon and beyond		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	5/30/2009 - to be reviewed
					To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2010	Not Due

Arcus Foundation
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2008 Expenditure Responsibility Grants

Organization Legal Name and Address	Approval Date	Grant Amount	Grant Description	Amount Expended by Grantee	Diversion of Grant Funds	Type of Report	Due Date	Received Date
Land Empowerment Animals People 3378 Revere Avenue Oakland, CA 94605	11/1/2007	\$50,000	For the Hulan-Kinabatangan Orang-Utan Conservation Project in Sabah Malaysia, to conduct research, protect and manage the orangutan habitat, and provide new sustainable economic development opportunities for the community	\$50,000.00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Financial Report	1/31/2009	1/29/2009
Land Empowerment Animals People 3378 Revere Avenue Oakland, CA 94605	9/12/2008	\$61,000	For the KOPEL cooperative to complete the construction of the community-owned Tungog Rainforest Eco-Camp in Sabah, Malaysia (orangutan habitat)		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	3/31/2009	Not Due
					To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	5/30/2009 - to be reviewed
					To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Capital Equipment	1/31/2009	5/30/2009 - to be reviewed
					To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Capital Equipment	1/31/2010 through 1/31/19	Not Due
Les Amis Des Bonoos Du Congo-Usa PO Box 80254 Minneapolis, MN 55408	12/6/2008	\$150,000	For support of bonobo rehabilitation and long-term care at the Lola ya Bonobo sanctuary located in the Democratic Republic of Congo, and for bonobo reintroduction efforts		To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	10/31/2009	Not Due
					To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	10/31/2010	Not Due
					To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2012	Not Due
					To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2010	Not Due
					To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2011	Not Due
Pandrilus Foundation PO Box 10082 Portland, OR 97296	12/1/2006	\$63,670	For the care and protection of 75 chimpanzees -- 47 at the Limbe Wildlife Center in Cameroon and 27 at the Drill Ranch in Nigeria	\$44,550.00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2008	2/22/2008
				\$12,850.00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	2/20/2009

Arcus Foundation
 EIN# 38-3332791
 2008 Expenditure Responsibility Grants

Organization Legal Name and Address	Approval Date	Grant Amount	Grant Description	Amount Expended by Grantee	Diversion of Grant Funds	Type of Report	Due Date	Received Date
Save the Chimps P.O. Box 12220 Fort Pierce, FL 34979	2/14/2007	\$2,893,625	For general operating support (\$2,393,625 outright funds and \$500,000 matching funds) of the largest chimpanzee sanctuary in the world, located in Alamogordo, New Mexico and Fort Pierce, Florida	\$2,893,625 00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2008	Not Due
Save the Chimps P.O. Box 12220 Fort Pierce, FL 34979	2/1/2008	\$1,988,689	To support continued high quality care for the chimpanzees located in Florida and New Mexico sanctuaries and to continue to build organizational infrastructure and internal systems	\$1,988,689 00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2009	1/29/2009
Save the Chimps P.O. Box 12220 Fort Pierce, FL 34979	12/6/2008	\$690,000	To support continued high quality care for the chimpanzees located in Florida and New Mexico sanctuary locations and for establishment of organizational infrastructure and internal systems	\$690,000 00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	5/31/2009	5/30/2009
Lewa Wildlife Conservancy Kenya Lewa Downs Private Bag Kenya	11/30/2007	\$5,600,000	For the management and development of conservation and community development efforts it undertakes with a primary emphasis on supporting OI Pejele and Lewa's ongoing conservation programs and efforts	\$300,000 00	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative Report	1/31/2009	1/31/2009
					To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Financial Report	1/31/2009	4/5/2009
					To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant	Narrative & Financial Report	1/31/2010 through 1/31/20/30	Not Due

Arcus Foundation
EIN #: 38-3332791
Depreciation Schedules
December 31, 2008
Part I Line 19

Asset property description	Current Depreciation	Accumulated Depreciation
KALAMAZOO		
Arcus Depot Building	\$ 73,109	\$ 248,963
Depot - Appliances	\$ 1,298	\$ 4,264
Depot - Artwork	\$ -	\$ 3,342
Depot - Audio Equipment	\$ 3,192	\$ 10,132
Depot - Computers	\$ 22,483	\$ 70,634
Depot - Equipment	\$ 1,634	\$ 11,049
Depot - Furniture	\$ 26,459	\$ 101,628
Depot - Phones	\$ 4,625	\$ 16,197
Total Kalamazoo	\$ 132,800	\$ 466,209
NEW YORK		
119 W. NY - Phones	\$ 2,356	\$ 6,048
119 W. NY - Computers	\$ 10,968	\$ 20,872
119 W. NY - Equipment	\$ 2,556	\$ 6,318
119 W. NY - Furniture	\$ 15,957	\$ 39,778
119 W. NY -Tenants Improvements	\$ 35,186	\$ 98,384
Total New York	\$ 67,023	\$ 171,400
Other	\$ 23,111	\$ 34,474
Total NY & Kalamazoo	\$ 222,934	\$ 672,083

Arcus Foundation
 EIN 38-3332791
 Part VIII - List of Officers, Directors, Trustees and Foundation Managers
 December 31, 2008

Name & Address	Title	Number of Hours Per Week Devoted to Position		Compensation		Contributions to Employee Benefit Plans and Deferred Compensation		Expenses Account, Other Allowance	
		Arcus		Arcus		Arcus		Arcus	
		Foundation	Operating	Foundation	Operating	Foundation	Operating	Foundation	Operating
Jon L. Stryker 402 East Michigan Avenue Kalamazoo, MI 49007	President	25	10	-	-	-	-	-	-
Urvashi Vaid 402 East Michigan Avenue Kalamazoo, MI 49007	Executive Director	40	10	241,350	23,650	41,839	7,434	-	-
Daniel Schwartz 402 East Michigan Avenue Kalamazoo, MI 49007	Treasurer	7	3	-	-	-	-	-	-
Cathy Cohen 402 East Michigan Avenue Kalamazoo, MI 49007	Secretary	5	2	-	-	-	-	-	-
Darren Walker 402 East Michigan Avenue Kalamazoo, MI 49007	Board Member	5	2	-	-	-	-	-	-

Arcus Foundation
EIN #: 38-3332791
Part XV-Supplementary Information
December 31, 2008

2a) *The name, address, and telephone number of the person to whom applications should be addressed:*

An applicant is required to make an initial contact with an Arcus Foundation staff in the appropriate program area. A list of the staff names is available in the Foundation's website. Following this discussion, an applicant may be invited to complete and submit a Letter of Inquiry (LOI) form, by electronic mail to loi@arcusfoundation.org, or by regular mail to Grant Application, Arcus Foundation, 402 East Michigan Avenue, Kalamazoo, MI 49007 (telephone: 269-373-4373). Upon staff review of the LOI, an applicant may be invited to submit a full proposal to proposals@arcusfoundation.org, or by regular mail to Grant Application, Arcus Foundation, 402 East Michigan Avenue, Kalamazoo, MI 49007 (telephone: 269-373-4373).

2b) *The form in which applications should be submitted and information and materials they should include:*

I. The Letter of Inquiry (LOI) form must include the following:

- Name of the organization, address, contact person, amount requested, proposed grant date, and current organizational budget
- The challenge/opportunity to be addressed
- The capacity or previous experience the organization has that positions them to meet this challenge (new applicants only)
- Attachments: (i) IRS tax determination letter and (ii) Equal Employment Opportunity Policy – Required for all organizations who have not been funded by the Foundation in the past 3 years

II. The proposal must include the following:

- ***Grant Proposal Cover Sheet*** – legal organization name, address and authorized official with signature, contact person, year founded, number of staff, type and amount of request, grant start and end dates, mission statement
- ***Proposal Narrative***
 - A. *Executive Summary* [suggested length: Half Page]
 - B. *Organization Information*
 1. Briefly summarize the organization's history.
 2. Describe current programs, activities and accomplishments.
 3. List the organization's main sources of support.
 4. For previously funded applicant, the accomplishments and/or outcomes you have achieved with Arcus funding

C. Purpose of Grant / Impact

1. State the needs and/or opportunities to be addressed; if applicable, describe the target population and how it will benefit.
2. List the goals you have developed for the funded activities.
3. Provide a work plan describing the funded activities and the timetable for implementation. List the anticipated outputs of the proposed funded activities.
4. List the anticipated "outcomes" of the proposed funded activities and how you will measure and benchmark your success in achieving those outcomes.
5. List any other partners and/or collaborators, their roles and the skills/expertise they will bring.
6. List the names, titles, skills and roles of those who will carry out the funded activities.
7. Discuss long-term strategies for sustaining the funded activities at the end of the grant period.

- ***Required Attachments:*** Board list, current organizational budget, project budget and budget narrative, audited financial statements, demographic profile

2c) *Any submission deadlines:*

Applications (following the procedures in 2a above) are accepted throughout the year. The Foundation's Board of Directors reviews staff recommendations on all invited proposals during its quarterly meetings.

2d) *Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:*

Geographical Areas: The LGBT Rights Program funds in Michigan, nationally in the US, and internationally, with a focus on building local grassroots capacity in Africa, Southeast Asia and the Middle East. The Great Apes Program funds conservation of apes living in the wild in great ape "range states" in Africa and Southeast Asia and funds conservation of captive apes globally, including in the US.

Fields: (1) Great Apes Program - supports organizations seeking to ensure respect and survival of great apes and their natural habitat. (2) LGBT Program - supports efforts that are working to achieve social justice that is inclusive of sexual orientation, gender identity and race.

Application for Extension of Time To File an Exempt Organization Return

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization ARCUS FOUNDATION	Employer identification number 38-3332791
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 402 EAST MICHIGAN AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KALAMAZOO, MI 49007	

Check type of return to be filed (file a separate application for each return).

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

THE FOUNDATION

- The books are in the care of ▶ **119 WEST 24TH STREET 9TH FL - NEW YORK, NY 10011**
Telephone No ▶ **212-488-3000** 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 will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2009**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2008** or
▶ tax year beginning _____, and ending _____.

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	97,743.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	97,743.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)		
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization ARCUS FOUNDATION	Employer identification number 38-3332791
	Number, street, and room or suite no. If a P O box, see instructions 402 EAST MICHIGAN AVENUE	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions KALAMAZOO, MI 49007	

Check type of return to be filed (File a separate application for each return)

Form 990
 Form 990-EZ
 Form 990-T (sec 401(a) or 408(a) trust)
 Form 1041-A
 Form 5227
 Form 8870
 Form 990-BL
 Form 990-PF
 Form 990-T (trust other than above)
 Form 4720
 Form 6069

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

THE FOUNDATION

• The books are in the care of ► **119 WEST 24TH STREET 9TH FL - NEW YORK, NY 10011**

Telephone No ► **212-488-3000** 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 **NOVEMBER 15, 2009**

5 For calendar year **2008**, or other tax year beginning _____, and ending _____

6 If this tax year 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
ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE NECESSARY INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990 PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$ 97,743.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 97,743.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$ 0.

Signature and Verification

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 ► *[Handwritten Signature]* Title ► **CPA** Date ► **8/12/09**