

NOE AND COMPANY
8105 EDGEWATER DR., SUITE 220
OAKLAND, CA 94621
(510) 553-1231
Fax - (510) 553-1337
CJNOE@NOECPA.COM

February 14, 2011

SHANTI PROJECT
730 POLK STREET
SAN FRANCISCO, CA 94109

Dear Sir,

We have prepared the 2009 Form 990 for SHANTI PROJECT, based on the information you provided. The return has been successfully e-filed and a copy is enclosed for SHANTI PROJECT's records.

There are no taxes or fees due with the return.

If you have any questions about the return(s) or about SHANTI PROJECT's tax situation during the year, please do not hesitate to call us at (510) 553-1231. We appreciate this opportunity to serve you.

Sincerely,

CJ NOE
NOE AND COMPANY

**Federal
Tax Return
for**

SHANTI PROJECT

2009

**NOE AND COMPANY
8105 EDGEWATER DR., SUITE 220
OAKLAND, CA 94621
(510) 553-1231**

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February 14, 2011

SHANTI PROJECT
730 POLK STREET
SAN FRANCISCO, CA 94109

Dear Sir,

Enclosed please find two copies of the 2009 California 199 for SHANTI PROJECT. Review the return, then file one copy with the state and retain the second copy for SHANTI PROJECT's records. An authorized officer or fiduciary of the organization must sign and date the filing copy on page 1 before you mail the return.

There are no taxes or fees due with the return.

We recommend that you mail the California 199 return on or before June 15, 2011, using the United States Post Office certified mail service or an approved delivery service that will provide proof of the mailing date, to:

Franchise Tax Board
P.O. Box 942857
Sacramento, CA 94257-0700

If you have questions about the return(s) or about SHANTI PROJECT's tax situation during the year, please do not hesitate to call us at (510) 553-1231. We appreciate this opportunity to serve you.

Sincerely,

CJ NOE
NOE AND COMPANY

**California 199
Tax Return
for**

SHANTI PROJECT

2009

**NOE AND COMPANY
8105 EDGEWATER DR., SUITE 220
OAKLAND, CA 94621
(510) 553-1231**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning 7/1/2009 **and ending** 6/30/2010

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization SHANTI PROJECT
 Doing Business As _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
 730 POLK STREET _____
 City or town, state or country, and ZIP + 4
 SAN FRANCISCO CA 94109

D Employer identification number 94-2297147

E Telephone number (415) 674-4700

G Gross receipts \$ 2,535,593

F Name and address of principal officer:
 KAUSHIK ROY, SAME AS ABOVE, 730 POLK STREET, CA 94109

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)

I Tax-exempt status: 501(c) (3) ◀ (insert no.) 4947(a)(1) or 527

J Website: ▶ www.shanti.org

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: 1975 **M State of legal domicile:** CA

H(c) Group exemption number ▶

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: The Project fulfills its mission to provide services to individuals with HIV/AIDS and breast cancer by facilitating access to primary care-medical services, encouraging participation in treatment regimens, assisting with treatment adherence, and enhancing quality of life by providing individuals with the knowledge, tools, and resources they need to live longer, healthier, and happier lives.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	15
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
	5 Total number of employees (Part V, line 2a)	5	38
	6 Total number of volunteers (estimate if necessary)	6	250
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	2,287,272	2,301,180
	9 Program service revenue (Part VIII, line 2g)	90,325	71,231
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	446	305
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	21,825	108,839
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,399,868	2,481,555
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0
14 Benefits paid to or for members (Part IX, column (A), line 4)		0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		1,649,447	1,674,593
16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 183,550			
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)		819,988	800,789
18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	2,469,435	2,475,382	
19 Revenue less expenses. Subtract line 18 from line 12	-69,567	6,173	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 444,517	End of Year 417,215
	21 Total liabilities (Part X, line 26)	333,030	299,555
	22 Net assets or fund balances. Subtract line 21 from line 20	111,487	117,660

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: KAUSHIK ROY Date: EXECUTIVE DIRECTOR

Type or print name and title

Paid Preparer's Use Only

Preparer's signature: _____ Date: 2/14/2011 Check if self-employed: Preparer's identifying number (see instructions): _____

Firm's name (or yours if self-employed), address, and ZIP + 4: NOE AND COMPANY 8105 EDGEWATER DR., SUITE 220, OAKLAND, CA 94621 EIN: _____ Phone no.: (510) 553-1231

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:
The Project is dedicated to closing the gap between those who receive comprehensive health care and those who do not.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No
If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 547,219 including grants of \$ 0) (Revenue \$ 0)
HIV/AIDS Services: The Project's HIV/AIDS Services program targets San Francisco's most challenged and at-risk HIV+ communities: the socially isolated, the homeless or marginally housed, communities of color, women, the trans communities, the aging community, individuals challenged with mental health and/or substance use issues, individuals co-infected with other diseases (such as Hepatitis C), individuals with complex/high-needs issues, the newly diagnosed, and residents of neighborhoods where HIV and poverty are co-prevalent. The program offers care navigation, information and referral, peer and client advocacy, outreach, peer support volunteer matches, a range of free activities and events, educational workshops, support groups, and a drop-in center. HIV Services has two contractual collaborations (St. Mary's Medical Center and Westside Community Services) and maintains direct linkages with the range of medical, mental health, and social service agencies within the San Francisco continuum of care.

4b (Code:) (Expenses \$ 477,941 including grants of \$ 0) (Revenue \$ 0)
LifeLines Program: LifeLines is San Francisco's most organized and sustained effort to serve underserved populations of women with breast cancer from diverse ethnic and cultural communities. The program provides a one-of-a-kind direct service approach which can be delivered in non-clinical settings, including a client's home, hospital room or our office. Integral to the success of LifeLines is the ability to provide all interaction with our clients directly in English, Spanish, Cantonese and Mandarin. The quality of staff-client relationships is further enhanced because all staff is trained in the Shanti Model of Peer Support, a non-directive, humanistic and client-centered mode of communication.

4c (Code:) (Expenses \$ 757,585 including grants of \$ 0) (Revenue \$ 0)
The L.I.F.E. Program: The L.I.F.E. program ("L.I.F.E." being an acronym for Learning Immune Function Enhancement) promotes the health of persons living with HIV/AIDS and other life threatening diseases through compassionate and culturally competent health education and counseling programs, training of health professionals, and research on the role of psychological factors in health. The L.I.F.E. program is offered across the country, at more than 15 sites, and provides implementation support, curriculum development, technical assistance, and an easily accessible informational website to community-based agencies and government providers who wish to implement the L.I.F.E. workshop.

4d Other program services. (Describe in Schedule O.)
(Expenses \$ 393,464 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses ▶ 2,176,209

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
	<ul style="list-style-type: none"> • Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> • Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> • Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> • Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> • Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> • Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X.</i> 		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional.</i>		
		Yes	No
			X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
14b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1a 12		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 38		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to <i>e-file</i> this return. (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	X	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.	Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
8			
9 Sponsoring organizations maintaining donor advised funds.			
a	Did the organization make any taxable distributions under section 4966?		
9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
9b			
10 Section 501(c)(7) organizations.	Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations.	Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts.	Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body		
1a			15
b	Enter the number of voting members that are independent		
1b			15
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? <i>If "Yes," provide the names and addresses in Schedule O</i>		X
9a			X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10b			
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Does the organization have a written conflict of interest policy? <i>If "No," go to line 13</i>	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12b		X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? <i>If "Yes," describe in Schedule O how this is done</i>	X	
12c		X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official.	X	
15a		X	
b	Other officers or key employees of the organization	X	
15b		X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16a			X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ▶ CA
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ <u>RICHARD STRANZL</u> (415) 674-4741 <u>730 POLK STREET, SAN FRANCISCO, CA 94109</u>

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
BAUMGARTNER, JULIE DIRECTOR	2.	X					0	0	0	
WALTRIP, KEITH VICE CHAIR	2.	X		X			0	0	0	
DAWES, WILLIAM, L. TREASURER	2.	X		X			0	0	0	
DO, LONG DIRECTOR	2.	X					0	0	0	
GALLIVAN, GRAHAM W. DIRECTOR	2.	X					0	0	0	
GAMUNDI, RUBEN DIRECTOR	2.	X					0	0	0	
HADESHIAN, MANOOG DIRECTOR	2.	X					0	0	0	
HAWKINS, SCOTT DIRECTOR	2.	X					0	0	0	
MURRAY, CHRIS DIRECTOR	2.	X					0	0	0	
ROY, KAUSHIK EXECUTIVE DIRECTOR	40.	X		X			82,500	0	0	
SUPANICH, K. CHIP DIRECTOR	2.	X					0	0	0	
WILSKA, EMILY SECRETARY	2.	X		X			0	0	0	
BOKOVOY, PHIL CHIEF FINANCIAL OFFICER	28.	X					80,000	0	0	
PETKOVICH, FRANK DIRECTOR	2.	X					0	0	0	
RIVERA, ALEXANDER DIRECTOR	2.	X					0	0	0	
RYAN, ANGIE DIRECTOR	2.	X					0	0	0	

Part VIII Statement of Revenue		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a 0				
	b Membership dues	1b 0				
	c Fundraising events	1c 0				
	d Related organizations	1d 0				
	e Government grants (contributions)	1e 1,506,374				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 794,806				
	g Noncash contributions included in lines 1a-1f: \$	144,660				
	h Total. Add lines 1a-1f	2,301,180				
	Program Service Revenue	2a SERVICE FEES	71,231	71,231		
b		0				
c		0				
d		0				
e		0				
f All other program service revenue		0				
g Total. Add lines 2a-2f		71,231				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)	305			305
	4 Income from investment of tax-exempt bond proceeds	0				
	5 Royalties	0				
	6a Gross Rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)	0	0		
	d Net rental income or (loss)	0				
	7a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses	0	0		
		c Gain or (loss)	0	0		
	d Net gain or (loss)	0				
	8a Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c). See Part IV, line 18	a	161,272			
		b Less: direct expenses	54,038			
c Net income or (loss) from fundraising events		107,234			107,234	
9a Gross income from gaming activities. See Part IV, line 19	a	0				
	b Less: direct expenses	0				
	c Net income or (loss) from gaming activities	0				
10a Gross sales of inventory, less returns and allowances	a	0				
	b Less: cost of goods sold	0				
	c Net income or (loss) from sales of inventory	0				
Miscellaneous Revenue		Business Code				
11a OTHER INCOME		1,605	1,605			
	b	0				
	c	0				
	d All other revenue	0				
	e Total. Add lines 11a-11d	1,605				
12 Total revenue. See instructions	2,481,555	72,836	0	107,539		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	0			
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	162,500	53,513	42,726	66,261
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	1,209,837	1,172,498	1,526	35,813
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0			
9	Other employee benefits	202,679	173,943	8,564	20,172
10	Payroll taxes	99,577	85,846	3,461	10,270
11	Fees for services (non-employees):				
a	Management	0			
b	Legal	0			
c	Accounting	15,500	2,500	13,000	
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	286,249	280,321	866	5,062
12	Advertising and promotion	12,395	11,400	482	513
13	Office expenses	281,843	221,239	22,489	38,115
14	Information technology	0			
15	Royalties	0			
16	Occupancy	77,601	68,153	2,792	6,656
17	Travel	27,554	22,227	3,169	2,158
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	35,532	33,072	1,536	924
20	Interest	4,676	1,017	3,659	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	13,899	2,815	11,084	0
23	Insurance	13,054	15,179	269	-2,394
24	Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a	Program Expenses -----	32,486	32,486		
b	-----	0			
c	-----	0			
d	-----	0			
e	-----	0			
f	All other expenses -----	0			
25	Total functional expenses. Add lines 1 through 24f	2,475,382	2,176,209	115,623	183,550
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash—non-interest-bearing	56,122	1	27,958	
	2 Savings and temporary cash investments	74,997	2	33,869	
	3 Pledges and grants receivable, net	42,029	3	174,681	
	4 Accounts receivable, net	226,064	4	155,124	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L	0	6		
	7 Notes and loans receivable, net	0	7	0	
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	12,666	9	6,843	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 73,546			
	b Less: accumulated depreciation	10b 63,306	24,139	10c	10,240
	11 Investments—publicly traded securities	0	11	0	
	12 Investments—other securities. See Part IV, line 11	0	12	0	
	13 Investments—program-related. See Part IV, line 11	0	13	0	
	14 Intangible assets	0	14	0	
	15 Other assets. See Part IV, line 11	8,500	15	8,500	
16 Total assets. Add lines 1 through 15 (must equal line 34)	444,517	16	417,215		
Liabilities	17 Accounts payable and accrued expenses	251,008	17	261,481	
	18 Grants payable		18		
	19 Deferred revenue	5,209	19		
	20 Tax-exempt bond liabilities	0	20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22		
	23 Secured mortgages and notes payable to unrelated third parties	76,813	23	38,074	
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0	
25 Other liabilities. Complete Part X of Schedule D	0	25	0		
26 Total liabilities. Add lines 17 through 25	333,030	26	299,555		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	-127,393	27	-125,561	
	28 Temporarily restricted net assets	213,880	28	218,221	
	29 Permanently restricted net assets	25,000	29	25,000	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	111,487	33	117,660		
34 Total liabilities and net assets/fund balances	444,517	34	417,215		

Part XI Financial Statements and Reporting

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
- b** Were the organization's financial statements audited by an independent accountant?
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2,731,055	2,675,339	2,588,707	2,287,272	2,301,180	12,583,553
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0				0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0				0
4 Total. Add lines 1 through 3	2,731,055	2,675,339	2,588,707	2,287,272	2,301,180	12,583,553
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						12,583,553

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	2,731,055	2,675,339	2,588,707	2,287,272	2,301,180	12,583,553
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	7,003	9,948	2,738	446	305	20,440
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0		21,825	108,839	130,664
11 Total support. Add lines 7 through 10						12,734,657
12 Gross receipts from related activities, etc. (see instructions)					12	325,168
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	98.81%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	99.64%
16a 33 1/3% support test–2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33 1/3% support test–2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test–2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. . . ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test–2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	0	0				0
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	0	0				0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0				0
5 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0				0
6 Total. Add lines 1 through 5	0	0	0	0	0	0
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6.)						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	0	0	0	0	0	0
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	0	0	0	0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0				0
13 Total support. (Add lines 9, 10c, 11, and 12.)	0	0	0	0	0	0

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	0.00%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	0.00%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	0.00%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	0.00%

19a 33 1/3% support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2009

Name of the organization

Employer identification number

SHANTI PROJECT

94-2297147

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization SHANTI PROJECT	Employer identification number 94-2297147
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SFDPH, AIDS OFFICE CONTRACT PAYMENT 1380 HOWARD ST., 4TH FL. SAN FRANCISCO CA 94103 Foreign State or Province: _____ Foreign Country: _____	\$ 1,302,208	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	SFDPH-WOMEN'S PREVENTION SERVICES 30 VAN NESS AVENUE, SUITE 2300 SAN FRANCISCO CA 94102 Foreign State or Province: _____ Foreign Country: _____	\$ 178,016	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	SAN FRANCISCO FOUNDATION 225 BUSH STREET, SUITE 500 SAN FRANCISCO CA 94104 Foreign State or Province: _____ Foreign Country: _____	\$ 48,187	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	GENENTECH FOUNDATION 1 DNA WAY S. SAN FRANCISCO CA 94080 Foreign State or Province: _____ Foreign Country: _____	\$ 80,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	AVON FOUNDATION FOR WOMEN 1345 AVENUE OF THE AMERICA-28TG FL. NEW YORK NY 10105 Foreign State or Province: _____ Foreign Country: _____	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	SUSAN G. KOMEN BREAST CANCER FOUNDATIO 150 POST STREET, SUITE 755 SAN FRANCISCO CA 94108 Foreign State or Province: _____ Foreign Country: _____	\$ 46,759	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization SHANTI PROJECT	Employer identification number 94-2297147
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	SAN FRANCISCO OPERA ----- 301 VAN NESS AVE ----- SAN FRANCISCO CA 94102 Foreign State or Province: ----- Foreign Country: -----	\$ ----- 60,090	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	----- ----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ ----- 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	----- ----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ ----- 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	----- ----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ ----- 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	----- ----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ ----- 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	----- ----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ ----- 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization SHANTI PROJECT	Employer identification number 94-2297147
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	ENTERTAINMENT TICKETS ----- ----- -----	\$ 60,090	VARIOUS
-----	----- ----- -----	\$ 0	-----
-----	----- ----- -----	\$ 0	-----
-----	----- ----- -----	\$ 0	-----
-----	----- ----- -----	\$ 0	-----
-----	----- ----- -----	\$ 0	-----
-----	----- ----- -----	\$ 0	-----

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

- ▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
- ▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

SHANTI PROJECT

Employer identification number

94-2297147

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
a Public exhibition
b Scholarly research
c Preservation for future generations
d Loan or exchange programs
e Other
4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
b If "Yes," explain the arrangement in Part XIV and complete the following table:
Table with columns: Description, Amount
1c Beginning balance: 0
1d Additions during the year
1e Distributions during the year
1f Ending balance: 0
2a Did the organization include an amount on Form 990, Part X, line 21?
b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance.

- 2 Provide the estimated percentage of the year end balance held as:
a Board designated or quasi-endowment %
b Permanent endowment 100%
c Term endowment %
3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
(i) unrelated organizations
(ii) related organizations
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
		ANNUAL DINNER (event type)	(event type)	NONE (total number)	(add col. (a) through col. (c))	
Revenue	1	Gross receipts	161,272	0	0	161,272
	2	Less: Charitable contributions	0	0	0	0
	3	Gross income (line 1 minus line 2)	161,272	0	0	161,272
Direct Expenses	4	Cash prizes	0	0	0	0
	5	Noncash prizes	0	0	0	0
	6	Rent/facility costs	0	0	0	0
	7	Food and beverages	0	0	0	0
	8	Entertainment	0	0	0	0
	9	Other direct expenses	54,038	0	0	54,038
	10	Direct expense summary. Add lines 4 through 9 in column (d) ▶				
11	Net income summary. Combine line 3, column (d), and line 10 ▶					107,234

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))		
Revenue	1	Gross revenue			0		
Direct Expenses	2	Cash prizes			0		
	3	Noncash prizes			0		
	4	Rent/facility costs			0		
	5	Other direct expenses			0		
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No		
	7	Direct expense summary. Add lines 2 through 5 in column (d) ▶					(0)
	8	Net gaming income summary. Combine line 1, column d, and line 7 ▶					0

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: _____		
a Is the organization licensed to operate gaming activities in each of these states?	9a	
b If "No," explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," explain: _____		
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

		Yes	No
13	Indicate the percentage of gaming activity operated in:		
a	The organization's facility %		
b	An outside facility %		
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records:		
	Name ▶		
	Address ▶		
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?		
b	If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ and the amount of gaming revenue retained by the third party ▶ \$		
c	If "Yes," enter name and address of the third party:		
	Name ▶		
	Address ▶		
16	Gaming manager information:		
	Name ▶		
	Gaming manager compensation ▶ \$ 0		
	Description of services provided ▶		
	<input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor		
17	Mandatory distributions:		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		
b	Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$		

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2009

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
▶ Attach to Form 990.**

Name of the organization
SHANTI PROJECT

Employer identification number
94-2297147

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles	X	1	473	FMV
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (ART AND ENTE)	X	0	116,091	
26 Other ▶ (GIFT CERTIFIC)	X	0	2,944	
27 Other ▶ (HEALTH WELLN)	X	0	1,267	
28 Other ▶ (OTHER DONAT)	X	0	23,885	

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 1

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

**SCHEDULE O
(Form 990)**

Supplemental Information to Form 990

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

Department of the Treasury
Internal Revenue Service

Name of the organization

SHANTI PROJECT

Employer identification number

94-2297147

Form 990, Part III, Line 4d: Program Service Expenses: 356,086, Grants and allocations: 0,
Revenue: 0. HIV Health Services Planning Council: The HIV Health Services Planning Council
(HHSPC) prioritizes all service categories within the San Francisco EMA ("Eligible
Metropolitan Area", comprising San Francisco, Marin, and San Mateo counties) and allocates
resources/dollar amounts to each service category. The Council also conducts regular
community-wide needs assessments and targeted focus groups to assess current areas of need
and to maintain quality assurance protocols. The HHSPC Support program provides
administrative oversight and support, education, and training to council members, all of whom
are volunteers and are individuals living with HIV, service providers, and/or government
representatives.

Form 990, Part III, Line 4d: Program Service Expenses: 37,378, Grants and allocations: 0,
Revenue: 0. Volunteer Services Program: The Volunteer Services Program offers opportunities
for members of the community to be of service, to put their compassion, their skills, and
their interests into action to support people living with the challenges of HIV/AIDS and
breast cancer. Volunteers are trained to provide emotional support and practical assistance to
individuals living with life-threatening illnesses, using the internationally recognized the
Shanti Model of Peer Support™. Volunteers serve clients through one-on-one client/volunteer
matches, short-term or one-time only support, our drop-in center, our activities program and
by offering workshops and classes. The Project has also trained over 600 volunteer
organizations worldwide in how to provide compassionate service to clients with
life-threatening illnesses and/or at the end-of-life.

Form 990 Part VI Section B Line 11A: The Form 990s are presented to the Shanti's Finance
Committee, which has been authorized by the Board of Directors to review and approve the Form
990s.

Form 990 Part VI Section B Line 12c: Board members and key officers are required at the
beginning of each fiscal year to review and sign the Shanti's conflict of interest policy.

SHANTI PROJECT
94-2297147

FORM RRF-1

Line 6: Governmental funding Sources:

SFDPH, AIDS OFFICE CONTRACT PAYMENT
1380 HOWARD ST., 4TH FL.
SAN FRANCISCO, CA 94103

CCSF, MAYOR'S OFFICE
1 SOUTH VAN NESS, 5TH FL.
SAN FRANCISCO, CA 94103

SFDPH-WOMEN'S PREVENTION SERVICES
30 VAN NESS AVENUE, SUITE 2300
SAN FRANCISCO, CA 94102

California Exempt Organization Annual Information Return

2009

199

Calendar Year 2009 or fiscal year beginning month 7 day 1 year 2009, and ending month 6 day 30 year 2010

A First Return Filed? B Type of organization d (insert letter) CORP # 752588

Corporation/Organization Name SHANTI PROJECT FEIN 94-2297147

Address 730 POLK STREET

City SAN FRANCISCO State CA ZIP Code 94109

C Amended Return? D Are you a subordinate/affiliate in a group exemption? E Final return? F Check the box if the organization filed the following federal forms or schedule: G If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public contributions, H Accounting method used I If exempt under R&TC Section 23701d, has the organization during the year: J Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? K Is the organization exempt under R&TC Section 23701g? L Is the organization under audit by the IRS or has the IRS audited in a prior year? M Is the organization a Limited Liability Company? N Did the organization file Form 100 or Form 109 to report taxable income?

Part I Complete Part I unless not required to file this form. See General Instructions B and C.

Table with 15 rows for Receipts and Revenues, Expenses, and Filing Fee. Includes line numbers 1-15 and corresponding amounts.

Sign Here 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) is based on all information of which preparer has any knowledge.

Paid Preparer's Use Only Preparer's signature Date 2/14/2011 Check if self-employed P00049254

Firm's name (or yours, if self-employed) and address NOE AND COMPANY 8105 EDGEWATER DR., SUITE 2 OAKLAND, CA 94621

May the FTB discuss this return with the preparer shown above? See instructions Yes No

Part II Organizations with gross receipts of more than \$25,000 and private foundations regardless of amount of gross receipts — complete Part II or furnish substitute information. See Specific Line Instructions.

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	●	1	232,503	00
	2	Interest	●	2	305	00
	3	Dividends	●	3	0	00
	4	Gross rents	●	4	0	00
	5	Gross royalties	●	5	0	00
	6	Gross amount received from sale of assets (See Instructions)	●	6	0	00
	7	Other income. Attach schedule	●	7	1,605	00
	8 Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1				8	234,413
Expenses and Disbursements	9	Contributions, gifts, grants, and similar amounts paid. Attach schedule	●	9	0	00
	10	Disbursements to or for members	●	10	0	00
	11	Compensation of officers, directors, and trustees. Attach schedule	●	11	162,500	00
	12	Other salaries and wages	●	12	1,209,837	00
	13	Interest	●	13	4,676	00
	14	Taxes	●	14	99,577	00
	15	Rents	●	15	77,601	00
	16	Depreciation and depletion (See instructions)	●	16	13,899	00
	17	Other. Attach schedule	●	17	961,330	00
	18 Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9				18	2,529,420

Schedule L Balance Sheets		Beginning of taxable year		End of taxable year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		131,119.		● 61,827.
2	Net accounts receivable		268,093.		● 329,805.
3	Net notes receivable. Attach schedule		0.		● 0.
4	Inventories		0.		● 0.
5	Federal and state government obligations		0.		● 0.
6	Investments in other bonds. Attach schedule		0.		● 0.
7	Investments in stock. Attach schedule		0.		● 0.
8	Mortgage loans (number of loans _____)		0.		● 0.
9	Other investments. Attach schedule		0.		● 0.
10	a Depreciable assets	73,546.		73,546.	
	b Less accumulated depreciation	(49,407.)	24,139.	(63,306.)	10,240.
11	Land		0.		● 0.
12	Other assets. Attach schedule		21,166.		● 15,343.
13	Total assets		444,517.		417,215.
Liabilities and net worth					
14	Accounts payable		251,008.		● 261,481.
15	Contributions, gifts, or grants payable		0.		● 0.
16	Bonds and notes payable. Attach schedule		0.		● 0.
17	Mortgages payable		76,813.		● 38,074.
18	Other liabilities. Attach schedule		5,209.		● 0.
19	Capital stock or principle fund		0.		● 0.
20	Paid-in or capital surplus. Attach reconciliation		0.		● 0.
21	Retained earnings or income fund		111,487.		● 117,660.
22	Total liabilities and net worth		444,517.		417,215.

Schedule M-1 Reconciliation of income per books with income per return

Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$25,000

1	Net income per books	● 6,173.	7	Income recorded on books this year not included in this return.	
2	Federal income tax	●		Attach schedule	●
3	Excess of capital losses over capital gains	●	8	Deductions in this return not charged against book income this year.	
4	Income not recorded on books this year. Attach schedule	●		Attach schedule	●
5	Expenses recorded on books this year not deducted in this return. Attach schedule	●	9	Total. Add line 7 and line 8	0.
6	Total. Add line 1 through line 5	6,173.	10	Net income per return. Subtract line 9 from line 6	6,173.

MAIL TO:
 Registry of Charitable Trusts
 P.O. Box 903447
 Sacramento, CA 94203-4470
 Telephone: (916) 445-2021

WEB SITE ADDRESS:
<http://ag.ca.gov/charities/>

ANNUAL REGISTRATION RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA

Sections 12586 and 12587, California Government Code
 11 Cal. Code Regs. sections 301-307, 311 and 312

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code section 12586.1. IRS extensions will be honored.

State Charity Registration Number <u>17691</u> <hr/> SHANTI PROJECT Name of Organization <hr/> 730 POLK STREET Address (Number and Street) <hr/> SAN FRANCISCO, CA 94109 City or Town, State and ZIP Code	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report <hr/> Corporate or Organization No. <u>752588</u> <hr/> Federal Employer I.D. No. <u>94-2297147</u>
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ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)
 Make Check Payable to Attorney General's Registry of Charitable Trusts

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between 100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

PART A - ACTIVITIES

For your most recent full accounting period (beginning 7/1/2009 ending 6/30/2010) list:
 Gross annual revenue \$ 2,535,593 Total assets \$ 417,215

PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT

Note: If you answer "yes" to any of the questions below, you must attach a separate sheet providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

	Yes	No
1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest?		X
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, did non-program expenditures exceed 50% of gross revenues?		X
4. During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy.		X
5. During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If "yes," provide an attachment listing the name, address, and telephone number of the service provider.		X
6. During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number.	X	
7. During this reporting period, did the organization hold a raffle for charitable purposes? If "yes," provide an attachment indicating the number of raffles and the date(s) they occurred.		X
8. Does the organization conduct a vehicle donation program? If "yes," provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes.		X
9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?	X	

Organization's area code and telephone number (415) 674-4700
 Organization's e-mail address www.shanti.org

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

EXECUTIVE DIRECTOR
 Printed Name Title Date

Line 7, Part II (CA 199) - Other Income

1	Other Income	1	1,605
2	-----	2	-----
3	-----	3	-----
4	-----	4	-----
5	-----	5	-----
6	-----	6	-----
7	-----	7	-----
8	-----	8	-----
9	-----	9	-----
10	Total	10	1,605

Line 17, Part II (CA 199) - Other Deductions

1	Pension plans, employee benefits	1	202,679
2	Legal fees	2	0
3	Accounting fees	3	15,500
4	Other professional fees	4	286,249
5	Travel, conferences, and meetings	5	63,086
6	Printing and publications	6	0
7	Special events direct expenses	7	54,038
8	Office expenses	8	281,843
9	Other Expenses	9	57,935
10	-----	10	-----
11	-----	11	-----
12	Total	12	961,330

Line 12, Sch L (CA 199) - Other Assets

		Beginning	End
1	Deposits	8,500	8,500
2	Prepaid Expenses	12,666	6,843
3	-----	-----	-----
4	-----	-----	-----
5	-----	-----	-----
6	-----	-----	-----
7	-----	-----	-----
8	-----	-----	-----
9	-----	-----	-----
10	Total	21,166	15,343

Line 18, Sch L (CA 199) - Other Liabilities

		Beginning of Year	End of Year
1	DEFERRED REVENUE	5,209	0
2	-----	-----	-----
3	-----	-----	-----
4	-----	-----	-----
5	-----	-----	-----
6	-----	-----	-----
7	-----	-----	-----
8	-----	-----	-----
9	-----	-----	-----
10	Total	5,209	0