

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)

2007

Open to Public Inspection

Department of the Treasury Internal Revenue Service(77)

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

A For the 2007 calendar year, or tax year beginning, 2007, and ending

- B Check if applicable: Address change, Name change, Initial return, Termination, Amended return, Application pending

C BENEFICENT TECHNOLOGY INC. (BENETECH) 480 CALIFORNIA AVE #201 PALO ALTO, CA 94306-1609

D Employer Identification Number 77-0555413 E Telephone number (650) 644-3400 F Accounting method: Cash, Accrual

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

- H and I are not applicable to section 527 organizations. H (a) Is this a group return for affiliates? H (b) If 'Yes,' enter number of affiliates H (c) Are all affiliates included? H (d) Is this a separate return filed by an organization covered by a group ruling? I Group Exemption Number M Check if the organization is not required to attach Schedule B

G Web site: WWW.BENETECH.ORG

J Organization type (check only one) 501(c) 3

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 2,009,921.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Table with 21 rows and 4 columns: Description, (A) Securities, (B) Other, and Amount. Includes sections for Revenue (lines 1-12), Expenses (lines 13-17), and Assets (lines 18-21).

Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See *instruct.*)

<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</i>		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach sch) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here... <input type="checkbox"/>	22a				
22b Other grants and allocations (att sch) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here... <input checked="" type="checkbox"/>	22b				
23 Specific assistance to individuals (attach schedule).....	23				
24 Benefits paid to or for members (attach schedule).....	24				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A.....	25a	306,950.	76,165.	182,652.	48,133.
b Compensation of former officers, directors, key employees, etc. listed in Part V-B.....	25b	0.	0.	0.	0.
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).....	25c	0.	0.	0.	0.
26 Salaries and wages of employees not included on lines 25a, b, and c.....	26	1,136,710.	903,865.	60,349.	172,496.
27 Pension plan contributions not included on lines 25a, b, and c.....	27				
28 Employee benefits not included on lines 25a - 27.....	28	556,544.	375,050.	97,258.	84,236.
29 Payroll taxes.....	29				
30 Professional fundraising fees.....	30				
31 Accounting fees.....	31				
32 Legal fees.....	32				
33 Supplies.....	33	49,358.	48,151.	916.	291.
34 Telephone.....	34				
35 Postage and shipping.....	35				
36 Occupancy.....	36				
37 Equipment rental and maintenance.....	37				
38 Printing and publications.....	38				
39 Travel.....	39	171,796.	139,772.	21,660.	10,364.
40 Conferences, conventions, and meetings.....	40				
41 Interest.....	41				
42 Depreciation, depletion, etc (attach schedule).....	42	25,336.	6,035.	17,319.	1,982.
43 Other expenses not covered above (itemize):					
a SEE STATEMENT 1	43a	1,553,004.	1,201,841.	200,477.	150,686.
b -----	43b				
c -----	43c				
d -----	43d				
e -----	43e				
f -----	43f				
g -----	43g				
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B) - (D), carry these totals to lines 13 - 15).....	44	3,799,698.	2,750,879.	580,631.	468,188.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If 'Yes,' enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____; (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____.

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ▶ <u>SEE STATEMENT 2</u> All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; but optional for others.)
a <u>SEE STATEMENT 3</u> ----- ----- ----- ----- (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	2,750,879.
b ----- ----- ----- ----- (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
c ----- ----- ----- ----- (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
d ----- ----- ----- ----- (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
e Other program services (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ▶	2,750,879.

BAA Form 990 (2007)

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
ASSETS	45 Cash — non-interest-bearing	1,316,910.	45	385,821.
	46 Savings and temporary cash investments.....		46	
	47a Accounts receivable.....	47a 243,683.		
	b Less: allowance for doubtful accounts	47b	127,727.	47c 243,683.
	48a Pledges receivable.....	48a		
	b Less: allowance for doubtful accounts	48b		48c
	49 Grants receivable.....		835,000.	49 8,441.
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)			50a
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)			50b
	51a Other notes and loans receivable (attach schedule)	51a		
	b Less: allowance for doubtful accounts	51b		51c
	52 Inventories for sale or use			52
	53 Prepaid expenses and deferred charges		18,675.	53 19,626.
	54a Investments — publicly-traded securities.....	<input type="checkbox"/> Cost <input type="checkbox"/> FMV		54a
	b Investments — other securities (attach sch).....	<input type="checkbox"/> Cost <input type="checkbox"/> FMV		54b
	55a Investments — land, buildings, & equipment: basis	55a 144,116.		
	b Less: accumulated depreciation (attach schedule).....	55b 101,455.	49,995.	55c 42,661.
	56 Investments — other (attach schedule)			56
	57a Land, buildings, and equipment: basis.....	57a		
b Less: accumulated depreciation (attach schedule)	57b		57c	
58 Other assets, including program-related investments (describe ► <u>SEE STATEMENT 5</u>		288,149.	58 296,438.	
59 Total assets (must equal line 74). Add lines 45 through 58		2,636,456.	59 996,670.	
LIABILITIES	60 Accounts payable and accrued expenses		334,597.	60 503,372.
	61 Grants payable			61
	62 Deferred revenue		38,773.	62 19,989.
	63 Loans from officers, directors, trustees, and key employees (attach schedule)			63
	64a Tax-exempt bond liabilities (attach schedule).....			64a
	b Mortgages and other notes payable (attach schedule).....			64b
	65 Other liabilities (describe ►			65
	66 Total liabilities. Add lines 60 through 65.....		373,370.	66 523,361.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted		1,510,526.	67 227,456.
	68 Temporarily restricted		752,560.	68 245,853.
	69 Permanently restricted			69
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds			70
	71 Paid-in or capital surplus, or land, building, and equipment fund			71
	72 Retained earnings, endowment, accumulated income, or other funds			72
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)		2,263,086.	73 473,309.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73		2,636,456.	74 996,670.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements	a	N/A
b	Amounts included on line a but not on Part I, line 12:		
	1 Net unrealized gains on investments	b1	
	2 Donated services and use of facilities	b2	
	3 Recoveries of prior year grants	b3	
	4 Other (specify): _____	b4	
	Add lines b1 through b4	b	
c	Subtract line b from line a	c	
d	Amounts included on Part I, line 12, but not on line a :		
	1 Investment expenses not included on Part I, line 6b	d1	
	2 Other (specify): _____	d2	
	Add lines d1 and d2	d	
e	Total revenue (Part I, line 12). Add lines c and d	e	

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements	a	N/A
b	Amounts included on line a but not on Part I, line 17:		
	1 Donated services and use of facilities	b1	
	2 Prior year adjustments reported on Part I, line 20	b2	
	3 Losses reported on Part I, line 20	b3	
	4 Other (specify): _____	b4	
	Add lines b1 through b4	b	
c	Subtract line b from line a	c	
d	Amounts included on Part I, line 17, but not on line a :		
	1 Investment expenses not included on Part I, line 6b	d1	
	2 Other (specify): _____	d2	
	Add lines d1 and d2	d	
e	Total expenses (Part I, line 17). Add lines c and d	e	

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation plans	(E) Expense account and other allowances
JAMES FRUCHTERMAN 480 CALIFORNIA AVE. #201 PALO ALTO, CA 94306	CHAIRMAN & CEO 40.00	194,200.	18,144.	0.
G. GERVAISE DAVIS III 480 CALIFORNIA AVE. #201 PALO ALTO, CA 94306	DIRECTOR 1.00	0.	0.	0.
JAMES KLECKNER 480 CALIFORNIA AVE. #201 PALO ALTO, CA 94306	SECRETARY 1.00	0.	0.	0.
J. LEIGHTON READ, M.D. 480 CALIFORNIA AVE. #201 PALO ALTO, CA 94306	DIRECTOR 1.00	0.	0.	0.
CHRIS A. EYRE 480 CALIFORNIA AVE. #201 PALO ALTO, CA, CA 94306	DIRECTOR 1.00	0.	0.	0.
TERESA THROCKMORTON 480 CALIFORNIA AVE. #201 PALO ALTO, CA 94306	CFO 40.00	112,750.	21,215.	0.

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)		Yes	No
75a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings.	5		
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If 'Yes,' attach a statement that identifies the individuals and explains the relationship(s)	75b		X
c Do any officers, directors, trustees, or key employees listed in form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of 'related organization' If 'Yes,' attach a statement that includes the information described in the instructions.	75c		X
d Does the organization have a written conflict of interest policy?	75d	X	

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation plans	(E) Expense account and other allowances
NONE				

Part VI Other Information (See the instructions.)		Yes	No
76 Did the organization make a change in its activities or methods of conducting activities? If 'Yes,' attach a detailed statement of each change	76		X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? If 'Yes,' attach a conformed copy of the changes.	77		X
78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	78b	N/A	
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement	79		X
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc, to any other exempt or nonexempt organization?	80a	X	
b If 'Yes,' enter the name of the organization ▶ <u>BENGINEERING, INC. (SEE NOTE 2)</u> and check whether it is <input type="checkbox"/> exempt or <input checked="" type="checkbox"/> nonexempt.			
81a Enter direct and indirect political expenditures. (See line 81 instructions.)	81a		0.
b Did the organization file Form 1120-POL for this year?	81b		X

Part VI Other Information (continued)		Yes	No
82a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X	
b If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b		
76,952.			
83a Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	83b	X	
84a Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A	
85a 501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?	85a	N/A	
b Did the organization make only in-house lobbying expenditures of \$2,000 or less?	85b	N/A	
If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.			
c Dues, assessments, and similar amounts from members.	85c		N/A
d Section 162(e) lobbying and political expenditures.	85d		N/A
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices.	85e		N/A
f Taxable amount of lobbying and political expenditures (line 85d less 85e).	85f		N/A
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g		N/A
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h		N/A
86 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12.	86a		N/A
b Gross receipts, included on line 12, for public use of club facilities	86b		N/A
87 501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a		N/A
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b		N/A
88a At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX.	88a	X	
b At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Part XI.	88b		X
89a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0. ; section 4912 ▶ 0. ; section 4955 ▶ 0.			
b 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction.	89b		X
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958. ▶ 0.			
d Enter: Amount of tax on line 89c, above, reimbursed by the organization			
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e		X
f All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f		X
g For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	89g		X
90a List the states with which a copy of this return is filed ▶ CA			
b Number of employees employed in the pay period that includes March 12, 2007 (See instructions.)	90b		22
91a The books are in care of ▶ TERESA THROCKMORTON Telephone number ▶ (650) 644-3430 Located at ▶ 480 CALIFORNIA AVE. #201 PALO ALTO, CA ZIP + 4 ▶ 94306-1609			
b 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)?	91b		X
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.			

Part VI Other Information (continued) Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91 c

If 'Yes,' enter the name of the foreign country ▶

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here. N/A

and enter the amount of tax-exempt interest received or accrued during the tax year. ▶ 92 N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a BOOKSHARE.ORG					783,882.
b HRDAG					226,133.
c ROYALTIES			15	88,475.	
d					
e					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts			14	20,100.	
96 Dividends & interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from pers prop.					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				108,575.	1,010,015.
105 Total (add line 104, columns (B), (D), and (E))					1,118,590.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93	THE BOOKSHARE.ORG SERVICE OFFERS ACCESSIBLE ELECTRONIC BOOKS ON THE INTERNET FOR PEOPLE WITH DISABILITIES.
93	THE HRDAG PROJECT DEVELOPS DATABASE SOFTWARE, DATA COLLECTION STRATEGIES AND STATISTICAL TECHNIQUES TO MEASURE HUMAN RIGHTS VIOLATIONS.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
BENGINEERING, INC. 480 CALIFORNIA AVE., STE 201 PALO ALTO, CA 94306 77-0556653	100.000 % % % %	ENGINEERING SVCS	-747.	5,142.

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

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

b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If 'Yes' to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

	Yes	No
106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity		X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- -----			
b	----- -----			
c	----- -----			
Totals				

	Yes	No
107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity		X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- -----			
b	----- -----			
c	----- -----			
Totals				

	Yes	No
108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?		X

Please 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 officer) is based on all information of which preparer has any knowledge.	
	▶ _____ Signature of officer	_____ Date
	▶ _____ Type or print name and title.	

Paid Preparer's Use Only	Preparer's signature ▶ _____	Date	Check if self-employed ▶ <input type="checkbox"/>	Preparer's SSN or PTIN (See General Instruction X) P00430745
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ SHANNON & SNYDER, CPA'S 650 N WINCHESTER BLVD., #6 SAN JOSE, CA 95128-1511	EIN ▶ 77-0360232	Phone no. ▶ (408) 241-8700	

BAA

SCHEDULE A
(Form 990 or 990-EZ)

**Organization Exempt Under
Section 501(c)(3)**

OMB No. 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

2007

Department of the Treasury
Internal Revenue Service

Supplementary Information — (See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

Name of the organization: **BENEFICENT TECHNOLOGY INC. (BENETECH)** Employer identification number: **77-0555413**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See instructions. List each one. If there are 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 and other allowances
PATRICK BALL PALO ALTO, CA 94306	DIR OF HMN RGH 40	111,000.	13,389.	0.
LISA FRIENDLY PALO ALTO, CA 94306	DIR BOOKSHARE 40	108,436.	12,780.	0.
PEGGY GIBBS PALO ALTO, CA 94306	VP BUS DVLPM 40	105,332.	19,960.	0.
JOHN CROSSMAN PALO ALTO, CA 94306	DIR OF ENGINEE 40	102,083.	16,445.	0.
GEORGE WEIKART PALO ALTO, CA 94306	SR SYSTEM ADMI 40	98,585.	18,614.	0.
Total number of other employees paid over \$50,000	8			

Part II – A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See instructions. List each one (whether individuals or firms). If there are none, enter 'None.')

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
KEVIN SMITH 1818 11TH ST SW, LARGO, FL 33778	CONSULTING	161,765.
MICHAEL WELSH 6449 SW LOOP DRIVE, PORTLAND, OR 97221	CONSULTING	86,397.
NIMA ANSARI 121 HICKORY CREEK DRIVE, BRANDON, FL 33511	CONSULTING	66,406.
Total number of others receiving over \$50,000 for professional services	0	

Part II – B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter 'None.' See instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services	0	

Part III Statements About Activities (See instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities. . . . ▶ \$ <u>22,107.</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)	X	
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions.)		
SEE STATEMENT 6		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?	X	
c Furnishing of goods, services, or facilities?	X	
SEE FORM 990, PART V		
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	X	
e Transfer of any part of its income or assets?		X
3a Did the organization make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how the organization determines that recipients qualify to receive payments.)		X
b Did the organization have a section 403(b) annuity plan for its employees?		X
c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' attach a detailed statement		X
d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?		X
4a Did the organization maintain any donor advised funds? If 'Yes,' complete lines 4b through 4g. If 'No,' complete lines 4f and 4g.		X
b Did the organization make any taxable distributions under section 4966?		N/A
c Did the organization make a distribution to a donor, donor advisor, or related person?		N/A
d Enter the total number of donor advised funds owned at the end of the tax year ▶		N/A
e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶		N/A
f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶		0
g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year . . . ▶		0.

Part IV Reason for Non-Private Foundation Status (See instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ▶ -----
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11 a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11 b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives: **(1) more than 33-1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc. functions – subject to certain exceptions, and **(2) no more than 33-1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization: ▶
 Type I Type II Type III-Functionally Integrated Type III-Other

Provide the following information about the supported organizations.(See instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					0.

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.**

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	2,566,793.	3,574,038.	1,510,137.	1,337,329.	8,988,297.
16 Membership fees received					0.
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	229,316.	496,357.	638,606.	63,317.	1,427,596.
18 Gross income from interest, dividends, amts rec'd from payments on securities loans (sec. 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less sec. 511 taxes) from businesses acquired by the organization after June 30, 1975	296,581.	251,451.	281,293.	350,536.	1,179,861.
19 Net income from unrelated business activities not included in line 18					0.
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0.
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					0.
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					0.
23 Total of lines 15 through 22	3,092,690.	4,321,846.	2,430,036.	1,751,182.	11,595,754.
24 Line 23 minus line 17	2,863,374.	3,825,489.	1,791,430.	1,687,865.	10,168,158.
25 Enter 1% of line 23	30,927.	43,218.	24,300.	17,512.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 ▶					26a 203,363.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶					26b 3,865,458.
c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶					26c 10,168,158.
d Add: Amounts from column (e) for lines: 18 1,179,861. 19 _____ 22 _____ 26b 3,865,458.					26d 5,045,319.
e Public support (line 26c minus line 26d total) ▶					26e 5,122,839.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶					26f 50.38 %
27 Organizations described on line 12: N/A					
a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year: (2006) _____ (2005) _____ (2004) _____ (2003) _____					
b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2006) _____ (2005) _____ (2004) _____ (2003) _____					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					27c _____
d Add: Line 27a total and line 27b total					27d _____
e Public support (line 27c total minus line 27d total) ▶					27e _____
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) . . . ▶					27f _____
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶					27g _____ %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶					27h _____ %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

N/A

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?		
	If 'Yes,' please describe; if 'No,' please explain. (If you need more space, attach a separate statement.) ----- ----- -----		
32	Does the organization maintain the following:		
	a Records indicating the racial composition of the student body, faculty, and administrative staff?		
	b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
	c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
	d Copies of all material used by the organization or on its behalf to solicit contributions?		
	If you answered 'No' to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
33	Does the organization discriminate by race in any way with respect to:		
	a Students' rights or privileges?		
	b Admissions policies?		
	c Employment of faculty or administrative staff?		
	d Scholarships or other financial assistance?		
	e Educational policies?		
	f Use of facilities?		
	g Athletic programs?		
	h Other extracurricular activities?		
	If you answered 'Yes' to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
34a	Does the organization receive any financial aid or assistance from a governmental agency?		
	b Has the organization's right to such aid ever been revoked or suspended?		
	If you answered 'Yes' to either 34a or b, please explain using an attached statement.		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev Proc 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If 'No,' attach an explanation.		

Part VI-A Lobbying Expenditures by Electing Public Charities (See instructions.)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked 'a' and 'limited control' provisions apply.

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for all electing organizations
(The term 'expenditures' means amounts paid or incurred.)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	22,107.
38	Total lobbying expenditures (add lines 36 and 37)	38 0.	22,107.
39	Other exempt purpose expenditures	39	3,777,591.
40	Total exempt purpose expenditures (add lines 38 and 39)	40 0.	3,799,698.
41	Lobbying nontaxable amount. Enter the amount from the following table –		
	If the amount on line 40 is –		
	The lobbying nontaxable amount is –		
	Not over \$500,000	20% of the amount on line 40	
	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	
	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	
	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	
	Over \$17,000,000	\$1,000,000	
41			339,985.
42	Grassroots nontaxable amount (enter 25% of line 41)	42 0.	84,996.
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43 0.	0.
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44 0.	0.
Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.			

4 -Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
 See the instructions for lines 45 through 50.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount	339,985.				339,985.
46 Lobbying ceiling amount (150% of line 45(e))					509,978.
47 Total lobbying expenditures	22,107.				22,107.
48 Grassroots non-taxable amount	84,996.				84,996.
49 Grassroots ceiling amount (150% of line 48(e))					127,494.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h .)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (add lines c through h .)			

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See instructions)

51 Did the reporting 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 organization to a noncharitable exempt organization of:

	Yes	No
51 a (i) Cash		X
a (ii) Other assets		X
b (i) Sales or exchanges of assets with a noncharitable exempt organization		X
b (ii) Purchases of assets from a noncharitable exempt organization		X
b (iii) Rental of facilities, equipment, or other assets		X
b (iv) Reimbursement arrangements		X
b (v) Loans or loan guarantees		X
b (vi) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X

- (i)** Cash
 - (ii)** Other assets
- b** Other transactions:
- (i)** Sales or exchanges of assets with a noncharitable exempt organization
 - (ii)** Purchases of assets from a noncharitable exempt organization
 - (iii)** Rental of facilities, equipment, or other assets
 - (iv)** Reimbursement arrangements
 - (v)** Loans or loan guarantees
 - (vi)** Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization 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			

52a Is the organization 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		

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors
Supplementary Information for
line 1 of Form 990, 990-EZ and 990-PF (see instructions)

OMB No. 1545-0047

2007

Name of organization

BENEFCIENT TECHNOLOGY INC. (BENETECH)

Employer identification number

77-0555413

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 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 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 \$5,000 or 2% of the amount on line 1 of these forms. (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** check the box in the heading of their Form 990, 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).

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

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2007)

Name of organization BENEFICENT TECHNOLOGY INC. (BENETECH)	Employer identification number 77-0555413
---------------------------------------------------------------	----------------------------------------------

Part I Contributors (See Specific Instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	OAK FOUNDATION P.O. BOX 427, 1211 GENEVA 13 SWITZERLAND,	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	LAVELLE FUND FOR THE BLIND 307 W. 38TH STREET, SUITE 2010 NEW YORK, NY 10018	\$ 143,139.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	U.S. DEPARTMENT OF STATE P.O. BOX 9115 ARLINGTON, VA 22219	\$ 180,521.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD. BRONX, NY 10460	\$ 211,294.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	PACKARD HUMANITIES INSTITUTE 300 SECOND STREET LOS ALTOS, CA 94022	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	RECORDING SERVICES FOR THE VISUALLY IMPAIRED FALLS CURCH, VA 22040	\$ 30,000.	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

Employer identification number

BENEFACTANT TECHNOLOGY INC. (BENETECH)

77-0555413

Part I Contributors (See Specific Instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	THE MORRIS STULSAFT FOUNDATION 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	SILICON VALLEY COMMUNITY FOUND 2440 W. EL CAMINO REAL, STE300 MOUNTAIN VIEW, CA 94040	\$ 49,949.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	FIDELITY CHARITABLE FUND P.O. BOX 55158 BOSTON, MA 02205	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	UNITED NATIONS HIGH COMMISSIONER FOR REFUGEES GENEVA, SWITZERLAND,	\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

BENEFCIENT TECHNOLOGY INC. (BENETECH)

Employer identification number

77-0555413

Part II Noncash Property (See Specific Instructions.)

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

BAA

Name of organization BENEFICENT TECHNOLOGY INC. (BENETECH)	Employer identification number 77-0555413
----------------------------------------------------------------------	-----------------------------------------------------

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once – see instructions.) \$ N/A

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

CLIENT 2014-2

BENEFICENT TECHNOLOGY INC. (BENETECH)

77-0555413

8/14/08

06:02PM

**STATEMENT 1
FORM 990, PART II, LINE 43
OTHER EXPENSES**

	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT & GENERAL	(D) FUNDRAISING
BANK CHARGES	1,749.		1,749.	
BOOK COLLECTION & DEVELOPMENT	10,778.	10,778.		
COMMUNICATION & INTERNET FEES	13,099.	13,099.		
ENTERTAINMENT	3,283.	1,590.	547.	1,146.
INSURANCE	2,862.		2,862.	
MARKETING	80,757.	69,392.	9,661.	1,704.
MISCELLANEOUS	1,743.	380.	1,217.	146.
OUTSIDE SERVICES	833,773.	680,821.	97,951.	55,001.
SHARED EXPENSES (SEE NOTE 1)	593,911.	418,505.	85,154.	90,252.
SUBSCRIPTIONS & DUES	11,049.	7,276.	1,336.	2,437.
TOTAL	\$ 1,553,004.	\$ 1,201,841.	\$ 200,477.	\$ 150,686.

**STATEMENT 2
FORM 990, PART III
ORGANIZATION'S PRIMARY EXEMPT PURPOSE**

BENEFICENT TECHNOLOGY, INC. (BENETECH) PROVIDES INNOVATIVE TECHNOLOGY SOLUTIONS DIRECTLY TO DISADVANTAGED AND UNDER-SERVED COMMUNITIES THROUGHOUT THE UNITED STATES AND THE WORLD. BENETECH APPLIES SILICON VALLEY EXPERTISE TO SOCIAL NEEDS IN THE AREA OF DISABILITY, BRIDGING THE DIGITAL DIVIDE, EDUCATION, LITERACY, HUMAN RIGHTS, THE ENVIRONMENT, EMPLOYMENT OF THE DISADVANTAGED AND THE PREVENTION OF SUFFERING. BENETECH HAS A MAJOR FOCUS ON LITERACY, INCLUDING THE INDEPENDENT ACCESS OF BOOKS BY PEOPLE WITH PRINT-RELATED DISABILITIES. THE ORGANIZATION ALSO DEPLOYS SOFTWARE FOR HUMAN RIGHTS AND SOCIAL JUSTICE ORGANIZATIONS TO DOCUMENT AND MONITOR HUMAN RIGHTS VIOLATIONS.

**STATEMENT 3
FORM 990, PART III, LINE A
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS**

DESCRIPTION	GRANTS AND ALLOCATIONS	PROGRAM SERVICE EXPENSES
HUMAN RIGHTS: THE HUMAN RIGHTS PROGRAM FOCUSES ON TWO AREAS: MARTUS AND HRDAG. MARTUS PROVIDES TECHNOLOGY TOOLS TO ASSIST THE SOCIAL JUSTICE SECTOR COLLECT, SAFEGUARD, ORGANIZE AND DISSEMINATE INFORMATION ABOUT HUMAN RIGHTS VIOLATIONS.		
HUMAN RIGHTS DATA ANALYSIS GROUP (HRDAG) DEVELOPS DATABASE SOFTWARE, DATA COLLECTION STRATEGIES AND STATISTICAL TECHNIQUES TO MEASURE HUMAN RIGHTS VIOLATIONS. HRDAG'S TECHNOLOGY AND ANALYSIS IS USED BY TRUTH COMMISSIONS, INTERNATIONAL CRIMINAL TRIBUNALS, AND NON-GOVERNMENTAL HUMAN RIGHTS ORGANIZATIONS AROUND THE WORLD. OUR ANALYSIS IDENTIFIES THE TRENDS AND PATTERNS WHICH MAY BE EVIDENCE OF CRIMES OF POLICY.		1,011,659.
INCLUDES FOREIGN GRANTS: YES		

STATEMENT 3 (CONTINUED)
FORM 990, PART III, LINE A
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

DESCRIPTION	GRANTS AND ALLOCATIONS	PROGRAM SERVICE EXPENSES
<p>BOOKSHARE.ORG: BOOKSHARE.ORG IS AN INTERNET-BASED ONLINE REPOSITORY OF OVER 38,000 DIGITAL BOOKS AVAILABLE FOR DOWNLOAD BY PEOPLE WITH PRINT DISABILITIES. THE COLLECTION INCLUDES BEST SELLERS, TEXTBOOKS, DAILY NEWSPAPERS AND MAGAZINES FOR USE WITH ADAPTIVE TECHNOLOGY SUCH AS DIGITAL BRAILLE AND SYNTHETIC SPEECH. BOOKSHARE.ORG MEETS THE STRINGENT COPYRIGHT LAW EXEMPTION FOR PROVIDING ACCESSIBLE ELECTRONIC BOOKS.</p> <p style="text-align: right;">INCLUDES FOREIGN GRANTS: NO</p>		1,446,761.
<p>MIRADI: THE MIRADI SOFTWARE PROGRAM IS DESIGNED TO BRING QUALITY PROJECT MANAGEMENT TOOLS TO THE GLOBAL CONSERVATION COMMUNITY. MIRADI PROVIDES AN EASY-TO-USE, INTERVIEW-STYLE INTERFACE THAT WILL WALK A PROJECT TEAM THROUGH EACH STEP OF THE PROCESS OF DESIGNING, MANAGING AND MONITORING THEIR PROJECT ACCORDING TO THE BEST PRACTICE STANDARDS ESTABLISHED AND TESTED BY THE WORLD'S MAJOR CONSERVATION ORGANIZATIONS.</p> <p style="text-align: right;">INCLUDES FOREIGN GRANTS: NO</p>		292,459.
	<u>\$ 0.</u>	<u>\$ 2,750,879.</u>

STATEMENT 4
FORM 990, PART IV, LINE 55B
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE
MACHINERY AND EQUIPMENT	\$ 144,116.	\$ 101,455.	\$ 42,661.
TOTAL	<u>\$ 144,116.</u>	<u>\$ 101,455.</u>	<u>\$ 42,661.</u>

STATEMENT 5
FORM 990, PART IV, LINE 58
OTHER ASSETS

BENGINEERING STOCK.....	\$ 10,000.
DEPOSITS.....	49,041.
RELATED ENTITY RECEIVABLE BE.....	237,397.
TOTAL	<u>\$ 296,438.</u>

STATEMENT 6
SCHEDULE A, PART III, LINE 2
TRANSACTIONS WITH TRUSTEES, DIRECTORS, ETC.

LINE 2(B)

THE ONLY EXTENSION OF CREDIT OR LOAN BY BENEFICENT TECHNOLOGY, INC. IS AN INTERCOMPANY RECEIVABLE INCURRED WITH A RELATED AND WHOLLY OWNED ENTITY, BENGINEERING, INC., FEIN 77-0556653. BENEFICENT TECHNOLOGY, INC. INVOICES BENGINEERING, INC. BASED ON PERCENTAGE OF EMPLOYEE TIME SPENT ON THE RELATED ENTITY'S PROJECTS.

LINE 2(C)

THE CHIEF FINANCIAL OFFICER OF BENEFICENT TECHNOLOGY, INC. IS ALSO A SHAREHOLDER IN A COMPANY WHICH PROVIDED ADMINISTRATIVE SERVICES IN Q1 TO BENEFICENT TECHNOLOGY, INC.

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**EXCESS CONTRIBUTORS
SCHEDULE A, PART IV-A, LINE 26B**

CONTRIBUTOR	2006	2005	2004	2003	TOTAL
BERNARD A. NEWCOMB	\$ 250,000.	\$ 0.	\$ 0.	\$ 0.	\$ 250,000.
LEMELSON	250,000.	0.	0.	0.	250,000.
MACARTHUR FOUNDATION	10,233.	789,767.	412,362.	250,000.	1,462,362.
OAK	150,000.	100,000.	0.	0.	250,000.
OMIDYAR FOUNDATION	0.	1500000.	0.	0.	1,500,000.
SKOLL	1215000.	75,000.	0.	0.	1,290,000.
THE JENESIS GROUP	0.	240,000.	0.	0.	240,000.
WM & FLORA HEWLETT	125,000.	125,000.	0.	0.	250,000.
				TOTAL	\$ 5,492,362.
			LINE 26A X 8 (# OF CONTRIBUTORS)		-1,626,904.
			EXCESS CONTRIBUTIONS		<u>\$ 3,865,458.</u>

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NOTE 1

SHARED EXPENSES INCLUDE: RENT, TELEPHONE, OFFICE SUPPLIES, EQUIPMENT, LIABILITY INSURANCE, POSTAGE, FREIGHT, RECEPTIONIST, HR, AND IT SERVICES.

NOTE 2

THESE TWO ORGANIZATIONS OPERATE COLLECTIVELY UNDER THE NAME BENETECH.

NOTE 3

AN INDEPENDENT AUDIT WAS PERFORMED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF BENEFICENT TECHNOLOGY, INC. AND BENGINEERING, INC. THEREFORE, A RECONCILIATION OF AUDITED REVENUE AND EXPENSES TO THE TAX RETURN IS NOT POSSIBLE FOR EACH INDIVIDUAL ENTITY.

NOTE 4

MANAGEMENT AND GENERAL EXPENDITURES INCLUDE RESEARCH AND DEVELOPMENT COST.