



**Part III** **Statements About Activities** (See page 2 of the instructions.)

	Yes	No
<b>1</b> 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 ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) . . . . .		
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.		
<b>2</b> 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.)		
<b>a</b> Sale, exchange, or leasing of property? . . . . .		
<b>b</b> Lending of money or other extension of credit? . . . . .		
<b>c</b> Furnishing of goods, services, or facilities? . . . . .		
<b>d</b> Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? . . . . .		
<b>e</b> Transfer of any part of its income or assets? . . . . .		
<b>3a</b> Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.) . . . . .		
<b>b</b> Do you have a section 403(b) annuity plan for your employees? . . . . .		
<b>4a</b> Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds? . . . . .		
<b>b</b> Do you provide credit counseling, debt management, credit repair, or debt negotiation services? . . . . .		

**Part IV** **Reason for Non-Private Foundation Status** (See pages 3 through 6 of the instructions.)

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.)
- 11a**  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.)
- 11b**  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 33⅓%** 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 33⅓%** 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 supports organizations described in: **(1)** lines 5 through 12 above; or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14**  An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the 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) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)					
<b>16</b> Membership fees received . . . . .					
<b>17</b> 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 . . . . .					
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975 . . . . .					
<b>19</b> Net income from unrelated business activities not included in line 18. . . . .					
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf . . . . .					
<b>21</b> 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 . . . . .					
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
<b>23</b> Total of lines 15 through 22 . . . . .					
<b>24</b> Line 23 minus line 17 . . . . .					
<b>25</b> Enter 1% of line 23 . . . . .					

<b>26 Organizations described on lines 10 or 11:</b> <b>a</b> Enter 2% of amount in column (e), line 24 . . . . ▶	<b>26a</b>	
<b>b</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 2000 through 2003 exceeded the amount shown in line 26a. <b>Do not file this list with your return.</b> Enter the total of all these excess amounts ▶	<b>26b</b>	
<b>c</b> Total support for section 509(a)(1) test: Enter line 24, column (e) . . . . . ▶	<b>26c</b>	
<b>d</b> Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____ . . . . . ▶	<b>26d</b>	
<b>e</b> Public support (line 26c minus line 26d total) . . . . . ▶	<b>26e</b>	
<b>f</b> <b>Public support percentage (line 26e (numerator) divided by line 26c (denominator))</b> . . . . . ▶	<b>26f</b>	%

**27 Organizations described on line 12:** **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:

(2003) \_\_\_\_\_ (2002) \_\_\_\_\_ (2001) \_\_\_\_\_ (2000) \_\_\_\_\_

**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 11, 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:

(2003) \_\_\_\_\_ (2002) \_\_\_\_\_ (2001) \_\_\_\_\_ (2000) \_\_\_\_\_

<b>c</b> Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____ . . . . . ▶	<b>27c</b>	
<b>d</b> Add: Line 27a total, _____ and line 27b total . . . . . ▶	<b>27d</b>	
<b>e</b> Public support (line 27c total minus line 27d total) . . . . . ▶	<b>27e</b>	
<b>f</b> Total support for section 509(a)(2) test: Enter amount from line 23, column (e) . . ▶	<b>27f</b>	
<b>g</b> <b>Public support percentage (line 27e (numerator) divided by line 27f (denominator))</b> . . . . . ▶	<b>27g</b>	%
<b>h</b> <b>Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))</b> . ▶	<b>27h</b>	%

**28 Unusual Grants:** For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, 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 page 7 of the instructions.)  
**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

		Yes	No
<b>29</b>	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? . . . . .		
<b>30</b>	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? . . . . .		
<b>31</b>	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.) ..... ..... .....		
<b>32</b>	Does the organization maintain the following:		
<b>a</b>	Records indicating the racial composition of the student body, faculty, and administrative staff? . . . . .		
<b>b</b>	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? . . . . .		
<b>c</b>	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? . . . . .		
<b>d</b>	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.) ..... .....		
<b>33</b>	Does the organization discriminate by race in any way with respect to:		
<b>a</b>	Students' rights or privileges? . . . . .		
<b>b</b>	Admissions policies? . . . . .		
<b>c</b>	Employment of faculty or administrative staff? . . . . .		
<b>d</b>	Scholarships or other financial assistance? . . . . .		
<b>e</b>	Educational policies? . . . . .		
<b>f</b>	Use of facilities? . . . . .		
<b>g</b>	Athletic programs? . . . . .		
<b>h</b>	Other extracurricular activities? . . . . .		
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.) ..... .....		
<b>34a</b>	Does the organization receive any financial aid or assistance from a governmental agency? . . . . .		
<b>b</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.		
<b>35</b>	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 page 9 of the 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.

<b>Limits on Lobbying Expenditures</b>		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred.)			
<b>36</b>	Total lobbying expenditures to influence public opinion (grassroots lobbying) . . . . .	<b>36</b>	
<b>37</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .	<b>37</b>	
<b>38</b>	Total lobbying expenditures (add lines 36 and 37) . . . . .	<b>38</b>	
<b>39</b>	Other exempt purpose expenditures . . . . .	<b>39</b>	
<b>40</b>	Total exempt purpose expenditures (add lines 38 and 39) . . . . .	<b>40</b>	
<b>41</b>	Lobbying nontaxable amount. Enter the amount from the following table—		
	<b>If the amount on line 40 is—</b> <b>The lobbying nontaxable amount is—</b>		
	Not over \$500,000 . . . . . 20% of the amount on line 40 . . . . .	<b>41</b>	
	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 . . . . .		
<b>42</b>	Grassroots nontaxable amount (enter 25% of line 41). . . . .	<b>42</b>	
<b>43</b>	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36. . . . .	<b>43</b>	
<b>44</b>	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38. . . . .	<b>44</b>	

**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 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ►	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
<b>45</b> Lobbying nontaxable amount . . . . .					
<b>46</b> Lobbying ceiling amount (150% of line 45(e))					
<b>47</b> Total lobbying expenditures . . . . .					
<b>48</b> Grassroots nontaxable amount . . . . .					
<b>49</b> Grassroots ceiling amount (150% of line 48(e))					
<b>50</b> Grassroots lobbying expenditures . . . . .					

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

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
<b>a</b> Volunteers . . . . .			
<b>b</b> Paid staff or management (Include compensation in expenses reported on lines <b>c</b> through <b>h</b> ). . . . .			
<b>c</b> Media advertisements. . . . .			
<b>d</b> Mailings to members, legislators, or the public . . . . .			
<b>e</b> Publications, or published or broadcast statements . . . . .			
<b>f</b> Grants to other organizations for lobbying purposes . . . . .			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body. . . . .			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means . . . . .			
<b>i</b> Total lobbying expenditures (Add lines <b>c</b> through <b>h</b> ). . . . .			

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



Three Guineas Fund  
EIN: 94-3215954  
Year Ended December 31, 2004  
Schedules Attached to 2004 Form 990

**Schedule 1 - Part I, line 8 - Gain on sale of assets other than inventory**

	Gross amount from sale	Cost or Basis	Gain (loss) on sale
Hedge Partnership (Andor Technology)	441,699	349,778	91,921
Total	<u>1,392,328</u>	<u>1,325,594</u>	<u>66,734</u>

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Three Guineas Fund  
 EIN: 94-3215954  
 Year Ended December 31, 2004  
 Schedules Attached to 2004 Form 990

**Schedule 2 - Part II, line 22 - Grants and Allocations (page 1 of 2)**

Name and Address	Amount	Purpose of Grant
<u>Program Grants</u>		
The Foundation Incubator 1804 Embarcadero Road, Suite 200 Palo Alto, CA 94303	\$ 25,000	General operating support
Global Fund for Women 1375 Sutter Street, Suite 400 San Francisco, CA 94109	7,300	General operating support
PolicyLink 101 Broadway Oakland, CA 94607	4,000	General operating support
The Tides Foundation TPW Alumni Fund P.O. Box 29903 San Francisco, CA 94129	5,000	Support to TPW Alumni Fund
The Tides Center Women's Voices / Women Vote The Presidio P.O. Box 29907 San Francisco, CA 94129-0907	5,000	Support to Women's Voices/Women Vote Project
Women's Self Employment Project 11 South Lasalle Street Chicago, IL 60603	5,700	General operating support
Total Program Grants	\$ 52,000	

Matching Grants

The following employer matching grants matched staff and board member contributions to organizations broadly aligned with Three Guineas Fund's mission of promoting social justice for women and girls.

Count Me In 240 Central Park South, Suite 7H New York, NY 10019	250	Matching grant for general operating support
Family Violence Prevention Fund 383 Rhode Island Street, Suite 304 San Francisco, CA 94103-5133	1,000	Matching grant for general operating support

Three Guineas Fund  
 EIN: 94-3215954  
 Year Ended December 31, 2004  
 Schedules Attached to 2004 Form 990

**Schedule 2 - Part II, line 22 - Grants and Allocations (page 2 of 2)**

GirlSource 1550 Bryant Street, Suite 675 San Francisco, CA 94103	200 Two Matching grants for general operating support 200
Global Fund for Women 1375 Sutter Street, Suite 400 San Francisco, CA 94109	1,000 Two Matching grants for general operating support 100
Homeless Prenatal Program 995 Market Street, Suite 1010 San Francisco, CA 94103	250 Matching grant for general operating support
MADRE 121 West 27th Street, Suite 301 New York, NY 10001	250 Matching grant for general operating support
National Center for Lesbian Rights 870 Market Street, Suite 570 San Francisco, CA 94102	100 Matching grant for general operating support
Trustees of Tufts College Women's Crew Team P.O. Box 3306 Boston, MA 02241	500 Matching grant to provide support to the Tufts Women's Crew Team
Upwardly Global 582 Market Street, Suite 1207 San Francisco, CA 94104	100 Matching grant for general operating support
Women's Community Clinic 2166 Hayes Street, #104 San Francisco, CA 94117	50 Matching grant for general operating support
Women's Edge Coalition 1825 Connecticut Avenue, N.W. Washington, DC 20009	500 Matching grant for general operating support
Women's Funding Network 1375 Sutter Street, Suite 406 San Francisco, CA 94109	1,000 Matching grant for general operating support

Total Matching Grants     \$ 5,500

GRAND TOTAL OF ALL GRANTS     \$ 57,500

Three Guineas Fund  
 EIN: 94-3215954  
 Year Ended December 31, 2004  
 Schedules Attached to 2004 Form 990

**Schedule 3 - Part II, line 42 - Depreciation expense**

Description	Method/ Life	Cost or Basis	Prior Depr.	Current Depr.	Accum. Depr.
Equipment & Furniture	SL / 3-5 yrs	37,932	36,997	935	37,932
Art & Photographs	N/A	36,218	N/A	N/A	N/A
		<u>74,150</u>	<u>36,997</u>	<u>935</u>	<u>37,932</u>

**Schedule 4 - Part II, line 43 - Other Expenses**

	Total	Program Services	Mgmt. & General	Fundraising
Consultants - Investment Management	23,250	-	23,250	-
Consultants - Other	7,578	750	6,828	-
Insurance	5,206	2,640	2,566	-
Board Expenses	2,715	905	1,810	-
Membership Dues	2,600	2,600	-	-
Event Hospitality (Hosted Events)	2,053	2,053	-	-
Internet / Web hosting	1,570	724	847	-
Consultants - Website Management	1,490	1,490	-	-
Payroll Expenses	871	-	871	-
Business Meals	836	699	137	-
Professional Development / Training	355	250	105	-
San Francisco Taxes	322	-	322	-
Miscellaneous Other	193	168	25	-
Consultants - Computer Tech Support	63	47	16	-
Total Expenses	<u>49,102</u>	<u>12,325</u>	<u>36,777</u>	-



Three Guineas Fund  
EIN: 94-3215954  
Year Ended December 31, 2004  
Schedules Attached to 2004 Form 990 (Schedule A)

**Schedule 6 - Schedule A, Part III, line 2d - Reimbursement of expenses of more than \$1,000**

Catherine Muther - Three Guineas Fund Board President  
Board President received reimbursement of \$1,513 for out-of-pocket travel, conference, and office expenses.

Susan Meiselas - Three Guineas Fund Board Member  
Board Member received reimbursement of \$555 for travel expenses to one Board meeting in 2004.

Elizabeth Bendet - Three Guineas Fund Executive Director  
Executive Director received reimbursement of \$2,119 for out-of-pocket office, travel, business meal, and conference expenses.