Calvert Social Investment Foundation

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Prospectus

APRIL 1, 2011

Calvert Foundation Community Investment Note

Calvert Foundation Community Investment Note	
Total Aggregate Offering	$500,000,000*
Term/Maturity	Various terms of 3 months to 10 years
Rate	0%, 0.5%, 1%, 1.5%, 2%, 2.5%, 3%
Minimum Investment Requirement	$20 or $1,000, depending on the purchase method**
Status	Senior Unsecured Debt

**Investor dollars are not used to pay sales commissions, existing debt, or any other Foundation expenses.*
***Investment minimums depend on purchase method and could be changed in the future.*

The Calvert Social Investment Foundation (the "Foundation"), a 501(c)(3) non-profit organization located in Bethesda, MD, issues the Calvert Foundation Community Investment Note (the "Note"), a security that channels investor capital to high-impact community development initiatives. The Foundation may issue Notes from time to time. Specific terms of the Notes may be described in a separate pricing supplement or on a MicroPlace listing web page. The proceeds of the Notes may be used for the Foundation's general investing purposes or as part of a program of targeted investment. Investors should read this prospectus and the accompanying pricing supplement or MicroPlace listing web page carefully before investing. The Foundation may offer the Note directly or through registered broker-dealers. Depending on the method of sale (see page 5), The Notes may be offered to or through Incapital LLC, as an agent for resale. The agent is not required to sell any specific amount of Notes but sells the Notes on a best-efforts basis. The Notes are a public offering and are not restricted to any limited class of investors. The Foundation has not set a date for termination of its offering.

INVESTORS SHOULD READ THIS PROSPECTUS IN CONJUNCTION WITH ANY ACCOMPANYING PRICING SUPPLEMENT OR RELEVANT MICROPLACE LISTING WEB PAGE AND THE COMMUNITY INVESTMENT NOTE APPLICATION FORM, WHICH CAN BE FOUND AT CALVERTFOUNDATION.ORG OR BY CONTACTING THE FOUNDATION AT THE ADDRESS OR TELEPHONE NUMBER LISTED WITHIN THIS PROSPECTUS.

Incapital LLC has advised the Foundation that in rare situations it may purchase and sell Book-Entry Notes, but that it is not obligated to make a market in the Notes and may suspend or permanently cease that activity at any time.

This prospectus does not constitute an offer nor the solicitation of an offer to sell to any person in any state or any other political jurisdiction in which such offer or solicitation may not lawfully be made. This prospectus does not constitute an offer by a broker-dealer in any state where said broker-dealer is not qualified to act as a broker-dealer. Federal and state securities laws may affect the Foundation's ability to continue to sell the Notes in certain states.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the Notes, including the merits and risks involved. Neither the Note nor the adequacy of this prospectus has been approved, disapproved or passed on by the Securities and Exchange Commission, any state securities commission or any other regulatory body. Any representation to the contrary is a criminal offense.

Investors are cautioned not to rely on any information not expressly set forth in this prospectus, any related pricing supplement or any MicroPlace listing web page. Investors are advised to read this prospectus and any related pricing supplement or MicroPlace listing web page carefully prior to making any decision to purchase these securities. No person has been authorized to give any information or to make any representation in connection with this offering other than those contained in this prospectus, and if given or made, such information or representation must not be relied upon as having been made by the issuer.

The Notes are subject to certain risks, discussed on pages 2 to 4. Investors are encouraged to consider the concept of investment diversification when determining the amount of Notes that would be appropriate for them in relation to their overall investment portfolio goals and personal financial needs.

The Notes are being offered under an exemption from federal registration pursuant to Section 3(a)(4) of the Securities Act of 1933, as amended (the "Securities Act") and Section 3(c)(10) of the Investment Company Act of 1940, as amended (the "Investment Company Act"). The Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

The Notes are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and Securities Exchange Act of 1934 and applicable state securities laws, or pursuant to registration or exemption therefrom. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

The Notes are not and will not be insured or guaranteed by the Federal Deposit Insurance Company (FDIC), the Securities Investment Protection Corporation (SIPC), or any other agency.

FOR RESIDENTS OF ALABAMA ONLY:

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SECTION 37(H) OF THE ALABAMA SECURITIES ACT AND SECTION 3(A)(4) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION OR WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. NEITHER THE ALABAMA SECURITIES COMMISSION NOR THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED OF THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FOR RESIDENTS OF ARIZONA ONLY:

IN ARIZONA, THE EFFECTIVE TERM FOR THE OFFER, SALE AND RENEWAL OF THE INVESTMENT NOTES IS ONE YEAR, WITH THE OPTION TO RENEW FOR CONSECUTIVE ONE-YEAR PERIODS AS PROVIDED UNDER SECTION 44-1899 OF THE ARIZONA REVISED STATUTES. THE RENEWAL OR AUTOMATIC ROLLOVER OF ANY INVESTMENT NOTE, AS DESCRIBED ON PAGES 3 AND 5 OF THIS PROSPECTUS, WILL BE CONTINGENT UPON THE NOTES HAVING A VALID REGISTRATION AT THE TIME OF MATURITY AND RENEWAL.

THE AGGREGATE OFFERING OF THE NOTES TO RESIDENTS OF ARIZONA IS $1.5 MILLION. CORRESPONDINGLY, THE FOUNDATION HAS ESTABLISHED AND WILL MAINTAIN BANK ACCOUNTS WITH SUNRISE BANK OF ARIZONA, LOCATED IN GLENDALE, ARIZONA AND FIRST AMERICAN CREDIT UNION, LOCATED IN WINDOW ROCK, ARIZONA. THE FOUNDATION WILL ENSURE THAT THE BANKS CONTAIN FUNDS EQUAL TO OR GREATER THAN THE NOTES PAYABLE TO ARIZONA INVESTORS IN THE CURRENT FISCAL YEAR. BY JANUARY 1 OF EACH YEAR, FUNDS WILL BE DEPOSITED TO SATISFY ALL ARIZONA MATURITIES FOR THE SUBSEQUENT TWELVE MONTHS.

FOR RESIDENTS OF THE DISTRICT OF COLUMBIA ONLY:

THESE SECURITIES ARE OFFERED FOR SALE IN THE DISTRICT OF COLUMBIA PURSUANT TO REGISTRATION WITH THE DISTRICT OF COLUMBIA DEPARTMENT OF INSURANCE AND SECURITIES REGULATION, BUT REGISTRATION IS PERMISSIVE ONLY AND DOES NOT CONSTITUTE A FINDING THAT THIS PROSPECTUS IS TRUE, COMPLETE, AND NOT MISLEADING, NOR HAS THE DEPARTMENT OF INSURANCE AND SECURITIES REGULATION PASSED IN ANY WAY UPON THE MERITS OF, RECOMMENDED, OR GIVEN APPROVAL TO THESE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

FOR RESIDENTS OF FLORIDA ONLY:

THESE SECURITIES HAVE NOT BEEN REGISTERED IN THE STATE OF FLORIDA. THE SECURITIES WILL BE SOLD PURSUANT TO THE ELEEMOSYNARY EXEMPTION IN FLORIDA STATUTES SECTION 517.015(9).

FOR RESIDENTS OF GEORGIA ONLY:

THESE SECURITIES HAVE BEEN REGISTERED WITH THE SECURITIES COMMISSIONER OF THE STATE OF GEORGIA. THE SECURITIES COMMISSIONER, BY ACCEPTING REGISTRATION, DOES NOT IN ANY WAY ENDORSE OR RECOMMEND THE PURCHASE OF ANY OF THESE SECURITIES.

ANY PERSON WHO PURCHASES THE SECURITIES OFFERED HEREBY SHALL HAVE THE UNQUALIFIED AND UNWAIVABLE RIGHT TO RESCIND SUCH PURCHASE WITHIN 72 HOURS OF THE EXECUTION OF A WRITTEN AGREEMENT TO PURCHASE ANY SECURITIES OFFERED HEREBY, THE DELIVERY OF A CONFIRMATION OF SALE, OR PAYMENT FOR ANY SECURITIES OFFERED HEREBY, WHICHEVER SHALL OCCUR FIRST. RESCISSION MAY BE ACCOMPLISHED BY COMPLETING AND MAILING THE FORM PROVIDED IN APPENDIX IV OF THIS PROSPECTUS.

IN ORDER TO REMAIN IN COMPLIANCE WITH THE POLICIES ESTABLISHED BY THE GEORGIA DIVISION OF SECURITIES AND BUSINESS REGULATION, AUTOMATIC ROLLOVER AT MATURITY (AS DISCUSSED ON PAGES 3 AND 5) WILL NOT BE OFFERED TO GEORGIA INVESTORS. THE FOUNDATION WILL REQUIRE WRITTEN NOTICE OF INTENT TO RENEW FROM GEORGIA INVESTORS AT OR PRIOR TO THE MATURITY OF THEIR INVESTMENT, AND IN THE ABSENCE OF SUCH WRITTEN NOTICE, THE NOTE WILL BE CLOSED AND THE PRINCIPAL OF THE NOTE, TOGETHER WITH ANY INTEREST PAYABLE, WILL BE RETURNED TO THE INVESTOR.

THE FOUNDATION HAS REGISTERED TO SELL UP TO $2.5 MILLION OF THE NOTES IN THE STATE OF GEORGIA, PURSUANT TO A 2007 NEW ISSUE OF $2.5 MILLION. IF AND WHEN $2.5 MILLION IN THE NOTES HAVE BEEN SOLD IN THE STATE OF GEORGIA, UNDER THIS REGISTRATION, WHICH INCLUDES NEW SALES AS WELL AS RENEWALS, THE FOUNDATION MUST REGISTER A NEW ISSUE OF SECURITIES IN THE STATE OF GEORGIA BEFORE IT MAY EFFECT ANY ADDITIONAL NEW SALES OR RENEWALS

PROCEEDS AND COSTS	
Full Offering	$2,500,000
Use of Proceeds – Loans	$2,500,000
Estimated Legal Expenses	$0

THE CAPITALIZATION TABLE BELOW SHOWS THE PRO RATA SHARE OF THE FOUNDATION'S PRO FORMA CAPITALIZATION ATTRIBUTABLE TO THE $2,500,000 GEORGIA OFFERING. FOR THE FULL PRO FORMA CAPITALIZATION, SEE PAGE 12.

Capitalization Table—Georgia Only	
	Pro Forma 2018
Community Investment Note	$2,500,000
Subordinated Loans Payable	$300,000
Working Capital	$50,000
Net Assets	$150,000
Total Capitalization	$3,000,000

FOR RESIDENTS OF INDIANA ONLY:
THE INDIANA SECURITIES DIVISION HAS NOT IN ANY WAY PASSED UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, THE SECURITIES OFFERED, OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS.

FOR RESIDENTS OF KENTUCKY ONLY:
THESE SECURITIES ARE ISSUED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SECTION KRS 292.400(9) OF THE KENTUCKY SECURITIES ACT.

FOR RESIDENTS OF LOUISIANA ONLY:
THESE SECURITIES HAVE BEEN REGISTERED WITH THE SECURITIES COMMISSIONER OF THE STATE OF LOUISIANA UNDER SECTION 51-705(B) OF THE LOUISIANA REVISED STATUTES. THE SECURITIES COMMISSIONER, BY ACCEPTING REGISTRATION, DOES NOT IN ANY WAY ENDORSE OR RECOMMEND THE PURCHASE OF THESE SECURITIES.

FOR RESIDENTS OF MARYLAND ONLY:
THESE SECURITIES ARE EXEMPT FROM REGISTRATION IN THE STATE OF MARYLAND PURSUANT TO AN ELEEMOSYNARY EXEMPTION ORIGINALLY GRANTED MAY 20, 1997 UNDER SECTION 11-601(9) OF THE MARYLAND SECURITIES ACT AND CHAPTER .04, REGULATION .01 OF THE BLUE SKY REGULATIONS, THE STATE IN WHICH THE ISSUER IS LOCATED.

FOR RESIDENTS OF MICHIGAN ONLY:
THESE SECURITIES ARE OFFERED PURSUANT TO EXEMPTION MCL 451.2201(G) OF THE MICHIGAN UNIFORM SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE OFFICE OF FINANCIAL AND INSURANCE SERVICES, SECURITIES SECTION, MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH, OR WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. NEITHER THE OFFICE OF FINANCIAL AND INSURANCE SERVICES NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FOR RESIDENTS OF OREGON ONLY:
IN ORDER TO REMAIN IN COMPLIANCE WITH POLICIES ESTABLISHED BY THE OREGON DIVISION OF FINANCE AND CORPORATE SECURITIES, AUTOMATIC ROLLOVER AT MATURITY (AS DISCUSSED ON PAGES 3 AND 6) WILL NOT BE OFFERED TO OREGON INVESTORS. THE FOUNDATION WILL REQUIRE POSITIVE AFFIRMATION FROM OREGON INVESTORS AT OR PRIOR TO THE MATURITY OF THEIR INVESTMENT IN ORDER TO ROLLOVER THEIR NOTE, AND IN THE ABSENCE OF SUCH POSITIVE AFFIRMATION THE NOTE WILL BE CLOSED AND THE PRINCIPAL OF THE NOTE, TOGETHER WITH ANY INTEREST PAYABLE, WILL BE RETURNED TO THE INVESTOR. THE FOUNDATION WILL REGISTER TO SELL $7,000,000 OF NOTES IN OREGON THIS YEAR.

FOR RESIDENTS OF TENNESSEE ONLY:
IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICITONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

FOR RESIDENTS OF WASHINGTON ONLY:
ANY PROSPECTIVE PURCHASER IS ENTITLED TO REVIEW FINANCIAL STATEMENTS OF THE ISSUER WHICH SHALL BE FURNISHED UPON REQUEST. RECEIPT OF NOTICE OF EXEMPTION BY THE WASHINGTON ADMINISTRATOR OF SECURITIES DOES NOT SIGNIFY THAT THE ADMINISTRATOR HAS APPROVED OR RECOMMENDED THESE SECURITIES, NOR THAT THE ADMINISTRATOR HAS PASSED UPON THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE RETURN OF THE FUNDS OF THE PURCHASER IS DEPENDENT UPON THE FINANCIAL CONDITION OF THE ORGANIZATION.

The paying agent for Book-Entry Notes is The Bank of New York Mellon ("BONY"), located at One Wall Street, New York, NY 10286. The phone number is 212.495.1784.

The broker-dealer authorized to transact Book-Entry Notes through its selling group is Incapital LLC, located at One North LaSalle Street, Suite 3500, Chicago, IL 60602. The phone number is 312.379.3700.

The broker-dealer authorized to transact Online Notes is MicroPlace, Inc., located at 2211 N. First St., San Jose, CA 95131. MicroPlace, Inc. may be contacted at 866.478.3229.

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OFFERING SUMMARY

This section summarizes the legal and financial terms of the Notes that are described in more detail in the section entitled "Description of the Note" beginning on page 4. Final terms of any particular Note will be determined at the time of sale and will be contained in the accompanying pricing supplement or on the relevant MicroPlace listing web page relating to those Notes. The terms in that supplement or MicroPlace listing may vary from and supersede the terms contained in this prospectus. Before you decide to purchase a Note, you should read the more detailed information appearing elsewhere in this prospectus and in the accompanying pricing supplement or MicroPlace listing.

Overview

In October 1995, the Calvert Social Investment Foundation launched Calvert Foundation Community Investments. This innovative program seeks investments from individuals and institutions through the purchase of Notes, which are unsecured securities of the Foundation.

Financial Information

Financial Information		2010		2009		2008
Total Assets	$	270,579,734	$	237,644,299	$	207,711,820
Total Liabilities	$	236,158,699	$	202,017,559	$	175,235,034
Net Assets	$	34,421,035	$	35,626,740	$	32,476,786
Support and Revenue	$	22,965,262	$	16,956,522	$	19,842,631
Expenses	$	20,423,410	$	16,539,099	$	16,081,701
Change in Net Assets	$	(1,205,705)	$	3,149,954	$	(405,491)

Use of Proceeds

The proceeds from the Note sales are placed as direct investments in community development financial organizations with missions that include low-income housing, economic development and business development in urban and rural communities. The funds are lent to these domestic and international community groups at slightly below-market rates. Borrowers are selected on the basis of their ability to contribute to growing local economies and to provide low-income communities with avenues to economic self-sufficiency. (See the full section entitled "Use of Proceeds" on page 7.)

THIS PROSPECTUS FOR THE NOTES DESCRIBES THE PROGRAM UNDER WHICH THE FOUNDATION MAY ISSUE THE NOTES. THE PROCEEDS OF THE NOTES MAY BE AVAILABLE FOR THE FOUNDATION'S GENERAL LENDING PURPOSES OR PART OF A PROGRAM OF TARGETED INVESTMENT. SUCH TARGETED PROGRAMS INCLUDE, BUT ARE NOT LIMITED TO, CALIFORNIA FRESHWORKS FUND, EVERENCE FINANCIAL, HABITAT FOR HUMANITY INTERNATIONAL, JEWISH FUNDS FOR JUSTICE, MICROVEST, NATIONAL PEACE CORPS ASSOCIATION, OIKOCREDIT-USA, AND VISIONFUND INTERNATIONAL. ALL NOTES, WHETHER OR NOT ISSUED AS PART OF A TARGETED PROGRAM, ARE GENERAL UNSECURED OBLIGATIONS OF THE FOUNDATION.

Plan of Distribution

The Notes are available for purchase in three different forms:

(1) Definitive Notes, which are available in paper form and may be purchased directly through the Foundation or registered broker-dealers;

(2) Book-Entry Notes, which are purchased electronically through the investor's brokerage account and settled through the Depository Trust Company; and

(3) Online Notes, which are purchased through registered broker-dealer MicroPlace, Inc. at www.microplace.com.

Settlement Methods: Book-Entry Note transactions settle through the Depository Trust Company ("DTC settlement"). Definitive and Online Note transactions do not settle through DTC ("non-DTC settlement"). Rather, the Foundation acts as the registrar and transfer agent for the latter transactions.

Please see "How To Invest / Purchase Methods," on page 5 for further descriptions of the Notes and instructions for purchasing them. For a chart depicting differences in the administration of the Note among the different purchase methods, please see Appendix II.

History

In 1990, the shareholders of the Calvert Social Investment Fund, a Calvert Group, Ltd.-sponsored mutual fund, approved the investment of up to one percent of portfolio assets in direct loans to community development organizations. Such community investments earn somewhat less than market rates of return, but may make a tremendous difference in local communities. Based on the success of this community investment activity, in 1995 the Foundation began to issue the Notes for sale to the general public. The Notes focus primarily on direct investment in community development organizations.

The Notes are not mutual funds and were created by the Foundation. They should not be confused with any Calvert Group, Ltd.-sponsored investment product.

DESCRIPTION OF THE ORGANIZATION

What is the Calvert Social Investment Foundation?

The Notes are issued by Calvert Social Investment Foundation, Inc., a Maryland non-profit corporation established on September 20, 1988.

The Foundation's mission is to maximize the flow of capital to disadvantaged communities in order to foster a more equitable and sustainable society. By creating innovative financial products and services, the Foundation has enabled individuals -- not just institutions -- to participate in community investing, and has established a more effective social capital market in which more resources flow faster to communities in need. The Foundation, an independent 501(c)(3) non-profit corporation, was launched in 1995 when Calvert Group, Ltd., the socially responsible investment management firm, teamed up with the Ford, MacArthur and Mott Foundations with a simple goal - to end poverty through investment. Please note that as of April 30, 2011, Calvert Group, Ltd. is changing its name to Calvert Investments, Inc.

The program achieves its goal by providing below-market loans and giving guarantees to domestic and international community-based organizations. These organizations, in turn, work in underserved communities to support the development of businesses, jobs, low-income housing and social services.

RISK FACTORS

Risk Level of Unsecured Investments

The Notes are unsecured general obligations of the Foundation and are not deposits or obligations of, or guaranteed or endorsed by, any bank, and are not insured by any federal or state agency, including the FDIC. Payment of principal and interest will depend solely upon the financial condition of the Foundation. Further, no sinking fund or other similar deposit has been or will be established by the Foundation to provide for the repayment of the Notes except as required in the States of Arizona and Georgia. Therefore, the relative risk level may be higher for the Notes than for other securities.

Types of Borrowers

Proceeds from the sale of the Notes are lent domestically and internationally to community development financial institutions and enterprises with a social mission. These predominantly non-profit borrowers derive their income primarily from loan interest and fees, with ratios of earned income to expenses exceeding 50%. Secondarily, they derive income from the grants and contributions of a variety of sources. This partial reliance on donations may affect the ability of loan recipients to repay the Foundation, especially during challenging economic environments when the volume of such donations may decrease.

Liquidity

Investments made by the Foundation with proceeds from Note sales are typically illiquid. While investment diversification, credit analysis, and limited maturity can reduce the risk of loss, there can be no assurance that borrowers will repay the Foundation promptly or that losses will not occur.

Repayment

Although the Foundation has established rigorous due diligence and payment monitoring procedures, there can be no guarantee that borrowers will repay the Foundation promptly. While the Foundation intends to pay its investors on schedule, defaults or untimely repayments of investments may result in the Foundation having insufficient loss reserves and subordinated capital to satisfy all outstanding Notes.

Investors can expect to be paid only from cash and reserves held by the Foundation, and not from any other entity.

Best Efforts Offering

The sale of the Notes is a best efforts offering and there is no minimum sales requirement. Because the Foundation has already established the appropriate systems and processes to administer this offering along with its existing Notes, a low sales volume will not prompt cancellation of the offering or cause the Foundation to refund Note purchases to existing investors.

Liens

The creation of liens on the property of the Foundation is restricted, and to the extent that the Notes are unsecured, the Foundation shall only create long-term debt if said debt is subordinate to the Notes.

Lending Discretion

The Investment Committee of the Board of Directors exercises discretion in lending the proceeds of this offering by conducting a rigorous due diligence of an applicant's financial and program information, including three years of credit history, capital structure, liquidity, and management track record. Nevertheless, there can be no assurance that losses in the Foundation's portfolio will not occur.

Risk of International Investments

Additional risks associated with international investments include the limited availability of information, currency fluctuations, and the volatility of political and economic conditions in some areas. Fluctuations in exchange rates may adversely effect the repayment of investments. Political or social instability may prevent borrowers from operating effectively and hinder repayment to the Foundation.

Federal and State Regulations

Future changes in federal or state laws, rules, or regulations regarding the sale of securities by religious, charitable or other non-profit organizations may make it more costly and difficult for the Foundation to offer and sell the Notes. Such an occurrence could result in a decrease in the amount of Notes sold by the Foundation, thus affecting the Foundation's operations and ability to meet its obligations under the Notes.

Special Programmatic Targeting

The Foundation has entered into arrangements with several organizations to further target the placement of Note proceeds into qualified non-profit community development organizations as disclosed herein under "Use of Proceeds."

A Note purchased through a Special Programmatic Targeting Arrangement is not subject to any additional risk versus a Note purchased through any other means of distribution. The only differences are two conditions associated with the maturity of a Note purchased through a Special Programmatic Targeting Arrangement: 1) upon Note maturity, the same Special Programmatic Targeting Arrangement may not be available, as the Foundation and the organization through which the Note was originally marketed may no longer share the same Targeting Arrangement as that agreed upon at the time of the investor's initial investment, or 2) upon maturity, the agreed upon amount offered through the Targeting Arrangement may have reached its maximum, and therefore the investor may not be able to invest in the Note through the same Targeting Arrangement. In either of these circumstances, if the Targeting Arrangement of the original Note purchase is no longer available at maturity, an investor may choose to reinvest either through a non-targeted or a differently-targeted Note.

Interest Rates

Interest rates offered for the Notes may change at the Foundation's discretion, but currently range from 0%-3%. Should commercial rates rise, the Foundation is not legally obligated to redeem the principal or make a partial withdrawal of a Note prior to its maturity. A penalty may be charged against interest accrued in the event of an early redemption or partial withdrawal (except in the case of a designated transfer from a Definitive Note). Interest rates offered for the Notes may not be as high as those offered by other institutions for similar securities. Furthermore, risks of investment in the Notes may be greater than implied by relatively low interest rates on the Notes.

Automatic Rollover at Maturity

Definitive Notes and Online Notes: The Foundation's practice is to provide a notice to investors within a reasonable period of time prior to the maturity of their Note, providing instructions for redemption and reinvestment. If an investor does not respond to this notice, both principal and interest (for Definitive Notes), or only principal (for Online Notes), are automatically reinvested at comparable terms consistent with the current offering. If the original interest rate is not offered at the time of reinvestment and the investor provides no instructions, renewed Notes may be assigned a lower rate. Please see "Options at Maturity / Rollovers" on pages 5-6 for further details.

Book-Entry Notes: The practice of automatic rollover does not apply to Book-Entry Notes.

Penalty for Early Redemption

Early redemption is possible at the Foundation's discretion, but may result in penalties against the interest accrued on the Note, except in the case of a designated transfer. Specifically:

Definitive Notes: Notes redeemed before the expiration of one year may receive no interest, as interest is earned annually. Notes redeemed after the first year of the term of a multi-year Note may receive a 50% penalty against the interest accrued in the year that the Note is redeemed.

Book-Entry Notes: Book-Entry Notes may not be redeemed early. However, the Foundation has, in the past and at its option, repurchased Book-Entry Notes from investors via open-market transactions, at prices that reflect an interest penalty similar to that applied to Definitive Notes.

Online Notes: Investors forfeit all forthcoming interest payments by redeeming before maturity.

Cancellation of Online Note Listings

If a microfinance institution ("MFI") or other borrower or group of borrowers to which specific Online Note proceeds are targeted were to suffer a material adverse change before the end of the subscription period, the listing may be cancelled. Should this occur, existing subscribers to that listing may choose to receive a refund of the principal plus interest accrued thereon, or to transfer the principal and interest to another Online Note under currently available terms.

Continuation of Current Operations

The Foundation is not obligated to continue offering the Notes or to continue its current operations or existence as a not-for-profit entity. Any such change in its operations or status could negatively impact its ability to repay the Notes.

Key Personnel

The President and Chief Executive Officer or any member of the senior management team could leave the Foundation at any time, leaving a temporary vacancy in a key position. The Foundation tries to ensure a depth of management such that a departure will not impede the Foundation's functioning. However, there can be no assurance of continuity in the Foundation's key personnel nor does the Foundation maintain Key Man Insurance.

Bankruptcy or Insolvency of the Foundation

If the Foundation or another affiliated company seeks relief under bankruptcy or related laws, a bankruptcy court could attempt to consolidate its assets into the bankruptcy estate, possibly resulting in delayed or reduced payments to Noteholders. While the Foundation or the Indenture Trustee are permitted to hold certain segregated funds as Paying Agent under the Indenture, the enforceability in bankruptcy of any pledge of such segregated fund may be limited. Furthermore, there is some risk that a bankruptcy court would deem funds held by the Indenture Trustee as assets of the bankrupt estate.

The Indenture Trustee Relationship

The Foundation has made arrangements with The Bank of New York to serve as Indenture Trustee. The Indenture defines the possible events of default that could cause the Indenture Trustee to accelerate the Foundation's Note payment obligations (see page 16). The Indenture Trustee's ability to enforce the provisions of the Indenture depends on the Foundation providing accurate and timely information as to, among other things, the identity of holders of the Definitive and Online Notes and the status of payments and non-payments to them.

Additional Issuances of Notes

The Foundation may issue additional Notes under the Indenture pursuant to supplemental indentures, without the consent or approval of the owners of any Notes then outstanding. Those additional Notes may be issued on a parity with any of the other Notes. The Indenture does not limit the amount of additional Notes that may be issued, except as related to the balance sheet and liquidity ratio covenants discussed on page 15.

Changes in the Indenture Trustee

The resignation or removal of The Bank of New York as Indenture Trustee or Paying Agent may delay payments to holders of Book-Entry Notes. There is no requirement that a successor trustee be appointed prior to the effective date of the Indenture Trustee's resignation or removal.

Majority Approval Required for Certain Actions

Noteholders may individually be unable to control actions taken under the Indenture. The consent or approval of the holders of a specified percentage of the aggregate principal amount of all outstanding series of Notes is required before various actions may be taken under the Indenture. These actions include the appointment of a successor Indenture Trustee following an Indenture Trustee resignation, the amendment of the Indenture under specified circumstances, the waiver of Events of Default, and certain other events. There can be no assurance that an individual investor's interests with respect to actions under the Indenture will coincide with those of other investors.

DTC Settlement

Book-Entry Note transactions are settled through the Depository Trust Company ("DTC"). As is standard to faciliate such electronic transactions, DTC represents such Notes with one or more certificates registered in the nominee name of "Cede & Co.," the nominee of DTC, rather than in the name of the investor or investor's nominee. To exercise their rights under the Indenture, beneficial owners can only act indirectly through DTC and its participating organizations under their established rules. The Indenture Trustee does not track the beneficial owners of Book-Entry Notes.

No Substantial Funds Held by the Indenture Trustee

The Notes are payable solely from amounts held by the Foundation, and the Indenture Trustee holds no substantial funds pledged to Noteholders. The Foundation serves as Paying Agent for Definitive and Online Notes, and the Indenture Trustee has no access to any such payment prior to the occurrence of an Event of Default. Further, there is no assurance that the Indenture Trustee will have access to such funds after the occurrence of any Event of Default. No insurance or guarantee of the Notes will be provided by any government agency or instrumentality, by any affiliate of the Foundation, by any insurance company, or by any other person or entity.

Subordination Provisions

The Notes are senior in the right of payment to the Foundation's subordinated loans only if the Notes are in default or if there is an event of bankruptcy or other liquidation proceeding against the Foundation. Short of these circumstances, Noteholders have no ability to block payment to subordinated debt holders, including accelerated payment triggered by a default under any of the subordinated loan documents. A default under any of the subordinated loan documents does not automatically constitute a default pursuant to the terms of the Notes or the Indenture.

Tax Consequences

The principal amount of a Note is not tax-deductible, and all interest paid or accrued on the Notes is taxable as ordinary income to investors. If a Definitive Note investor opts to irrevocably donate earned interest to the Foundation, such a donation may be tax-deductible as a charitable contribution (see "Interest Accrual" on page 5).

If interest paid is below the market interest rate, the Internal Revenue Service may impute income up to the market interest level. The Internal Revenue Service may exempt certain loans, including gift loans to charitable organizations, if the amount does not exceed $250,000.

Loan Loss Reserve

The Foundation's investment portfolio maintains a loss reserve that is reviewed quarterly by the Board of Directors (see "Loss Reserve" on pages 7-8). However, please note that the loss reserve may not be adequate to meet all potential losses.

Public & Secondary Markets

The nature of this program does not afford the opportunity of a public or secondary market. Consequently, the purchase of a Note should be viewed as an investment to be held to maturity.

Other Investments of the Foundation

A portion of the Foundation's liquid assets is invested in readily marketable securities and is subject to various market risks that may result in losses if market values of investments decline.

DESCRIPTION OF THE NOTE

What is Community Investing?

Community investment directly finances socially or economically beneficial projects in disadvantaged communities that generally cannot attract financing through traditional market mechanisms. The mission is to invigorate local communities and provide the poor with avenues to economic self-sufficiency. Community investing provides an alternative source of capital for community development organizations and a more efficient way to channel funds to these institutions. Long term, it is intended to create a mainstream financial mechanism for the general public to invest in these community institutions.

What is a Community Investment Note?

The Notes are debt securities designed to support the growth of community-based organizations for the purposes of promoting business creation, housing development, and economic and social development of disadvantaged communities. The Notes provide a fixed rate of interest for the term of the Note. The money raised is applied toward below-market loans to non-profit community development and other social enterprises.

Seniority / Security

The Foundation's Notes are senior to $11.9 million of program related investments provided by The Rockefeller Foundation, The John D. and Catherine T. MacArthur Foundation, The Ford Foundation, Wells Fargo, Bank of America, the Stephen Case

Foundation, the Community Development Financial Institution Fund, JPMorgan Chase Bank, NA, the Community Foundation Land Trust, the Northwest Area Foundation, and others, and $11.0 million in guarantees or standby commitments from The Rockefeller Foundation and the Overseas Private Investment Corporation. (See "Capitalization," page 11.) The Notes are not, and will not become, subordinate to any other indebtedness of the Foundation.

Who Can Invest?

The Notes are marketed to individual investors and selected institutional investors; they are not restricted to any limited class of investors.

How to Invest / Purchase Methods

The Notes are available for purchase in three different forms: (1) Definitive Notes, (2) Book-Entry Notes, and (3) Online Notes. For a chart depicting the differences in administration between these forms, please see page 19. Interest rates are fixed at the outset of the investment and are paid as simple interest.

<u>Definitive Notes</u> are paper-based promissory notes with non-DTC settlement that may be purchased directly from the Foundation by completing the *Community Investment Note Application* found at http://www.calvertfoundation.org/invest/how-to-invest/forms-and-literature - a sample of which is found in Appendix III of this prospectus - or by calling the Foundation at 800.248.0337. Definitive Notes may also be purchased through any broker-dealer with whom the Foundation has a Sales and Compensation Agreement. A list of eligible broker-dealers may be obtained by calling the Foundation.

<u>Book-Entry Notes</u> are transacted electronically through the investor's brokerage account and settle through the Depository Trust Company ("DTC"). The DTC arrangement is described in Appendix I. The Bank of New York serves as registrar and paying agent of Book-Entry Notes. The Foundation has contracted Incapital LLC, as the selling agent, which in turn has established a selling group of over 400 broker-dealers. Book-Entry Notes may be purchased through any broker-dealer participating in the Incapital selling group, a list of whom may be obtained from the Foundation. *Investors must consult the current pricing supplement, available from participating brokerages, in addition to this prospectus for applicable Book-Entry Note terms.*

<u>Online Notes</u> may be purchased through MicroPlace, Inc., at www.microplace.com. Payment for purchases of the Online Notes at www.microplace.com will be processed through PayPal or an automatic clearinghouse transaction. Online Notes have non-DTC settlement. To purchase an Online Note, investors must select, from the then available options ("listings"), a particular microfinance institution or other borrower or group of borrowers to which their investment will be targeted. Note terms are fixed according to the particular listings and cannot be customized in any way. *Investors must consult the listing information online at www.microplace.com in addition to this prospectus for applicable terms.*

Settlement Methods

Transactions of Notes are settled either by the Depository Trust Company ("DTC settlement"), or with the Foundation acting as registrar and paying agent ("non-DTC settlement").

Definitive Notes: Non-DTC settlement.

Book-Entry Notes: DTC settlement.

Online Notes: Non-DTC settlement.

CUSIP Numbers

The Foundation may assign a CUSIP number at the time of investment for Book-Entry Notes. For more information regarding CUSIP numbers, please call the Foundation or visit its website at http://www.calvertfoundation.org.

Trust Indenture

All Notes are subject to a Trust Indenture, with The Bank of New York serving as Indenture Trustee. Under the Trust Indenture, the Indenture Trustee will be available to take specified actions on behalf of Noteholders in the event of a default on the Notes. The Indenture Trustee also serves as Paying Agent for the Book-Entry Notes (the Foundation serves as Paying Agent for Definitive and Online Notes). Certain issues relating to the Trust Indenture are set forth in Appendix I. Upon request, the Foundation provides copies of the Trust Indenture, which defines the rights of Noteholders.

Interest Accrual

Definitive Notes: Definitive notes begin to accrue interest upon the deposit of funds sent by the investor to the Foundation. Both the anniversary and maturity dates of definitive notes correspond to the date that the Foundation deposits investor funds. Interest accrues on a 365-day year basis, and investors may elect to have their interest paid out annually, reinvested, or donated to the Foundation as a tax-deductible contribution. Should an investor not provide specific instructions with regard to preference in any given year, interest will be automatically reinvested.

Book-Entry Notes: Book-Entry Notes begin to accrue interest on the issuance date and mature on the anniversary of issuance. Interest accrues on a 360-day year based on twelve 30-day months. Interest is paid out annually and cannot be reinvested.

Online Notes: Online Notes begin to accrue interest when the transfer of funds is completed. The maturity date is displayed on the online listing alongside other applicable Note terms. Interest accrues based on a 360-day year of twelve 30-day months. Interest is paid out quarterly and cannot be reinvested.

Increasing an Investment

Definitive Notes: Investors holding Definitive Notes may add to an existing Note in amounts of $250 or greater at any time. Such increases are added to the Note at its existing term and interest rate, except if the existing interest rate is higher than the maximum current rate being offered. In that case, the interest rate of the entire balance shall be adjusted to the dollar-weighted average of the two rates.

Example: An investor has $5,000 invested at a 3% interest rate. The investor adds $1,000 to this investment, but the highest available interest rate at the time of the increase is 2.5%. The entire balance of $6,000 then assumes the dollar-weighted average interest rate of 2.92%.

$$(.03 \times \$5{,}000) + (.025 \times \$1{,}000) = 175$$
$$175/\$6{,}000 = .0292$$
$$2.92\%$$

Book-Entry and Online Notes: The investment increase feature is not available for Book-Entry or Online Notes.

Options at Maturity / Rollovers

Definitive Notes: The Foundation's practice is to mail a notice to investors approximately 45 days or more prior to the maturity of their Notes, providing instructions for redemption and rollover, and, upon receipt of investor response, to follow investor instructions. If an investor does not respond to this notice, both principal and interest are automatically rolled over for the same duration as the previous Note and at a comparable interest rate consistent with the current offering. If the original interest rate is not offered at the time of rollover and the investor provides no instructions, renewed Notes may be assigned a lower rate.

Book-Entry Notes: Book-Entry Notes are redeemed automatically at maturity. While investors are encouraged to purchase a new Note with the proceeds, no rollover option is available.

Online Notes: Thirty days prior to Note maturity, and again 15 days prior to maturity, holders of Online Notes receive email notification(s) providing instructions for redemption or rollover. If an investor does not respond to this notice, the Note principal is automatically rolled over for the same duration as the previous Note and at a comparable interest rate consistent with the current offering. Because the borrower originally selected to receive the proceeds may no longer be eligible, investors opting to reinvest must select a listing currently open for subscription, which may target a different borrower and have a different duration and interest rate. Such reinvestments are administered without transferring funds back to the investor.

NOTE: Automatic rollover at maturity will not be offered to investors residing in the states of Georgia and Oregon. Unless the Foundation receives written positive affirmation of intent to renew from investors residing in these states, principal and interest will be paid out in full at maturity.

Early Redemption

Definitive Notes: Early redemption is allowed only at the Foundation's discretion and may result in a penalty against interest accrued (except in the case of Designated Transfers; see below). As interest is earned on an annual basis, Notes redeemed before the expiration of one year may receive no interest payment. Notes redeemed after the first year of the term of a multi-year Note may receive a 50% penalty against the interest accrued in the current year in which the Note is redeemed.

Book-Entry Notes: Early redemption is not available for Book-Entry Notes. However, the Foundation has, in the past and at its option, repurchased Book-Entry Notes from investors via open-market transactions.

Online Notes: Early redemption is allowed only at the Foundation's discretion and may result in a penalty against interest accrued. Specifically, investors forfeit all forthcoming interest if they redeem before maturity.

Partial Withdrawal

Definitive Notes: Partial withdrawals of principal are possible only at the Foundation's discretion and a penalty may be charged against the interest accrued (except in the case of Designated Transfers; see below). Specifically, partial withdrawals before the expiration of one year may receive no interest for the amount withdrawn, as interest is earned on an annual basis. Partial withdrawals after the first year of the term of a multi-year Note may receive a 50% penalty against the interest accrued on the amount withdrawn in the current year in which the money is withdrawn. The minimum partial withdrawal amount is $250. Partial withdrawals other than Designated Transfers may be made up to two times each year throughout the term of the Note.

Book-Entry and Online Notes: The partial withdrawal feature is not available for Book-Entry or Online Notes.

Designated Transfers

Definitive Notes: The Foundation provides no-fee transfers between Definitive Notes and designated Calvert Social Investment Fund Money Market Portfolio accounts for Community Investment Management Account ("CIMA") program investors. CIMA program investors may transfer funds from their Note to their CIMA account up to four times per year without incurring interest penalties. Outgoing transfers to CIMA accounts in excess of four times per year may result in penalties against the accrued interest on outgoing principal.

Transfers not of the aforementioned nature shall be processed as a partial withdrawal or early redemption. (See "Partial Withdrawal" and "Early Redemption" sections above.)

Book-Entry and Online Notes: Transfers to CIMA accounts are not available for Book-Entry or Online Notes.

Events of Default

Notes will become immediately due and payable upon the occurrence of the "Events of Default" specified in Section 5.01 of the Indenture (see page 15). Said Events include, among other things, non-payment of principal or interest.

Transfer on Death Accounts

Transfer on Death ("TOD"), or Payable on Death ("POD") accounts are not offered for the Notes.

Minimum and Maximum Account Balance

Definitive and Book-Entry Notes: The minimum account balance on a Definitive or Book-Entry Note is $1,000. Partial withdrawals or outgoing transfers that cause the remaining Note balance to fall below the minimum account balance may, at the Foundation's discretion, result in the Note being closed and the remaining principal value being returned to the investor as an early redemption.

Online Notes: The minimum investment amount for an Online Note is $20. Partial withdrawals are not available.

Secondary Market

The nature of this program does not presently afford the opportunity of a secondary market. The Foundation may make secondary market transactions, but it is not obligated to do so. Consequently, the purchase of a Note should be viewed as an investment to be held to maturity. However, early redemption, partial withdrawals and designated transfers are sometimes possible, as described in sections above.

Interest Payments and Tax Reporting

Interest is paid once a year on the anniversary date of a Definitive or Book-Entry Note, and is paid quarterly on an Online Note. In general, cash-basis taxpayers are required to report interest on their tax return only after the interest has been paid out. For example, a holder of a Definitive Note with an issue date in May 2011 would receive the first interest payment on the Note in May 2012 and report this interest on the tax return for 2012. The Foundation will provide investors with a Form 1099 in January of each year indicating the interest earned on their Notes in the prior year. If interest paid is below the market interest, the Internal Revenue Service may impute income up to the market interest level. The Internal Revenue Service may exempt certain loans, including gift loans to charitable organizations, if the amount does not exceed $250,000. *Note purchases are not tax deductible. Federal and state tax is due on the interest earned on the Note. Donated interest payments will still receive a Form 1099, as the interest was earned by the Noteholder prior to the contribution. Consult your tax advisor regarding the effect on your taxes, if any, of accepting a below-market rate of return on your investment.*

DISTRIBUTION

The Foundation, as issuer of the Notes, serves as the distributor of the Notes, along with certain authorized broker-dealers. *Please note that proceeds from the sale of the Notes will not be used to pay commissions or any other costs related to the sale of the Notes; all commissions or related costs will be paid from the Foundation's operating budget and will therefore not be charged to investors.*

Definitive Notes: The Foundation has entered into various Sales and Compensation Agreements authorizing participating broker-dealers to make available to the public, at their own expense, Definitive Notes at the stated rates of return in accordance with the terms and conditions of this prospectus. Prospective investors should call the Foundation to obtain a list of broker-dealers transacting the Notes. In their capacity under the Sales and Compensation Agreement, broker-dealers have no authority to act as an agent for the Foundation. Registered broker-dealers may earn a 0.25% trail on the initial principal amount of the notes sold at the end of the first year (or at the termination of the Note if the maturity is 1 year) and a trailer payment of 0.25% of the total Note value each year throughout the term of the Note.

Book-Entry Notes: Book-Entry Notes are sold by agents and dealers of Incapital LLC, pursuant to a Selling Agent Agreement. This selling group consists of over 400 broker-dealers and securities firms. The agents have entered into selling agent agreements with Incapital and have the ability to effect sales of the Notes. The agents and dealers who effect transactions have agreed to sell Notes in accordance with the terms of this prospectus. Prospective investors may contact Incapital at info@incapital.com for a full list of selling group members. Through this program with Incapital, the Foundation receives net proceeds from sales after sales compensation to Incapital based on the maturity of the notes sold (per $1,000), ranging from $998 for 1-year securities to $985 for 10-year securities. While the Foundation receives net proceeds after sales of less than the full par value, the Foundation uses operating funds to cover the discount such that each investor receives the full par value of a Note.

Online Notes: Online Notes are sold through MicroPlace, Inc., a member of FINRA, and an SEC-registered broker-dealer. MicroPlace does not currently hold customer funds or securities.

The Foundation shall pay MicroPlace a fee of up to 1% per annum of all capital raised through MicroPlace, as compensation for marketing, administration, customer support and online distribution services.

FINANCIAL REPORTING

Within 120 days of the fiscal year end, the Foundation sends or makes available to all current investors in the Note an Annual Report which includes the audited financial statements for the most recent fiscal year end. The most recent financial statements are also available upon written request to the Foundation.

USE OF PROCEEDS

Note: Use of proceeds may differ from those discussed below as per special programmatic targeting, discussed further herein.

The Foundation invests money in community development financial organizations and social enterprises operating in urban and rural communities. The Foundation's general policy is to invest approximately 60% of the total pool of assets in the United States and approximately 40% internationally over time. These numbers are estimates and may change over time.

Projected Use of Note Proceeds	
	Amount (000)
US Investments	$270,000
International Investments	$ 180,000
Total Investments	$ 450,000
Liquidity Reserves	$ 50,000
Total	$ 500,000
The Foundation pays all operating expenses with sources other than investors' dollars.	
The goal of the Foundation is to raise $500 million from individuals, corporations and institutions over the next ten years. These funds will be invested in community development organizations and social enterprises. See also the Capitalization Table on page 11.	

Investments are primarily made to community organizations that use the capital to finance community economic development goals such as to finance community facilities, affordable housing, and small business development. A small portion of loans are deployed to social enterprises, or for-profit entities that include social responsibility as a key component of their missions. All proceeds are deployed as community investments; proceeds are *not* used to pay current outstanding Notes as they come due, or any other Foundation expenses.

Interest rates are established by the Board of Directors of the Foundation and vary depending on the investment's risk level and terms. Interest rates on loans offered by the Foundation are typically below the prevailing market rates for comparable loans offered by other financial institutions, and meet the standards established by the Board of Directors. Investments may be renewed based upon satisfactory performance and a favorable review by the Foundation's management and the Investment Committee. Borrowers may be charged fees to cover the out-of-pocket costs of the Foundation related to perfecting collateral, collections or related expenses.

The Foundation places funds with the following categories of organizations:

☑ **Community Loan Funds:** These funds act as intermediary loan funds and extend credit to other organizations or small businesses that are working directly with the poor to develop business enterprises, affordable housing, and community facilities.

☑ **Community Development Banks and Credit Unions:** These community development financial institutions provide banking services to targeted disadvantaged communities. Investments mostly are in the form of certificates of deposit.

☑ **International Microfinancers:** These funds promote economic opportunity in developing countries in Central and South America, Africa, Asia, Eastern Europe and the Middle East by making very small loans through peer-lending or other methods.

☑ **Affordable Housing Developers:** These funds assist organizations in developing housing projects for low-income families.

☑ **Social Enterprises:** Social Enterprises are revenue-generating ventures that produce tangible social benefits to society. While they may be either for-profit or non-profit, social enterprises are motivated more by public and social good than personal profit.

☑ **Fair Trade Initiatives:** The Fair Trade label certifies that farmers and workers receive at least a minimum price for their product, and have decent living and working conditions. Loan recipients are intermediaries that assist organizations producing goods in the Fair Trade market, and producer cooperatives that adhere to Fair Trade practices.

☑ **Non-Traditional Funds:** These non-profit institutions engage in other activities with a high social impact. Current areas of activity in this sector include independent media development, environmental protection/restoration, land trusts, and the provision of comprehensive social services.

☑ **Special Programmatic Targeting:** In order for the Foundation to have more flexibility in how it raises capital, the Foundation has entered into Special Programmatic Targeting Arrangements with particular borrowers. The Special Programmatic Targeting Arrangement refers to a relationship between the borrower and the Foundation in which a borrower helps to coordinate efforts to bring in Note sales. The borrower, like all organizations in the Foundation's portfolio, is approved for a loan amount based on its need, its credit quality and the Foundation's available funds at the time. The Foundation initially funds a portion of the borrower's maximum approved loan amount, and increases the loan up to the maximum approved amount, corresponding with Note sales that result from the organization's help in the marketing of the Note. Effectively, the more Note sales that a borrower helps secure, the more loan capital available that may be disbursed to the borrower, up to the maximum approved amount.

Pursuant to agreements executed by the Foundation with these groups, the Foundation issues certain Notes, the proceeds of which are specifically targeted for placement with such groups and/or with associated organizations for use in community development programs. Notes distributed pursuant to these agreements are not entitled to any special security or repayment arrangements. Such Notes are general unsecured obligations of the Foundation. Additionally, loans issued pursuant to these agreements are given no special consideration during the underwriting process and must be approved according to the Foundation's standard investment approval process.

A Note purchased through a Special Programmatic Targeting Arrangement is not subject to any additional risk versus a Note purchased through any other means of distribution.

The distribution of the Notes under Special Programmatic Targeting is undertaken jointly with several organizations which includes, but may not be limited to, California FreshWorks Fund, Everence Financial, Habitat for Humanity International, Jewish Funds for Justice, Microvest, National Peace Corps Association, Oikocredit-USA, and VisionFund International.

LENDING POLICY

Investment Risk Levels
Risk levels are assigned to each of the Foundation's investments. The Foundation strives to maintain a balance of risk levels within the entire loan portfolio. Loan recipients are required to submit quarterly financial statements and reports to the Foundation. Each is reviewed annually with a report to the Board of Directors. (See "Risk Factors" for a discussion of the actual risks to investors.)

Loss Reserve
The Foundation maintains a loan loss reserve that is established by the Investment Committee and reviewed quarterly by the Board of Directors. The loss reserve requirements are calculated in accordance with a general risk framework determined by the risk-ranking of individual loans, with 1.0% assigned to minimum risk, 2.0% for minimum to moderate risk, 3.0% for moderate risk, 5.0% for moderate to high risk, and 10.0% for high-risk loans. Additionally, international direct loans will have an additional 1.0%

risk reserve above comparable domestic loans. Loss reserve levels for innovative, high-impact, and/or "troubled" loans are determined by the Board Investment Committee. The Foundation's policy also establishes that loans to affordable housing developers, community development corporations, and fair trade cooperatives have a minimum loss reserve of 5.0% until reaching the high risk category, at which point are reserved at 10.0%. Mission Plus loans have a minimum loss reserve of 20.0% regardless of risk score.

Investment Criteria
Potential investments are first screened for financial soundness and then evaluated according to the criteria established by the Investment Committee. These criteria include but are not limited to the following:

1. Focus on low-income communities as well as organizations with minimal access to traditional sources of capital;
2. Contribution to growing the local economy, expanding opportunity, or promoting work-related activities, the creation or preservation of affordable housing and non-traditional business owners;
3. Supporting diverse communities in urban and/or rural areas, domestically or internationally;
4. In the case of international organizations, where the borrowing organization provides a range of essential, market-based and responsible financial and non-financial products and services to people living at the Base of the Pyramid;
5. In the case of domestic certificates of deposits and other market rate offerings, where the issuing organization has an explicit mission of reaching low-income communities;
6. In the case of affordable housing developers, preference is given to those that develop green housing and design their developments around Transit Oriented Development concepts; and
7. Demonstration of a consistent three year track record with similar program activities and the ability to repay the investment based upon sound financial projections.

Due Diligence
Specialists produce due diligence reports prior to the Investment Committee's review of applications. All applicants are expected to provide three years of financial information. Due diligence also includes analysis of the organization's operational and management track record, capital structure, loan portfolio quality, and compatibility with the Foundation's goals.

Borrower Information
Information regarding borrower organizations, including a description of the mission of each borrower, may be found on the Foundation's website or by calling the Foundation directly. Please see below for the Foundation's borrower information web address:

http://www.calvertfoundation.org/who-we-help/portfolio/our-portfolio

Investments Disbursed
As of December 31, 2010, the Foundation held investments in the following organizations:

- Accion International
- Accion Texas
- Advance Bank
- Aeon Homes
- Affordable Homes of South Texas
- Africap Fund
- Agency for Finance in Kosovo
- AHC Inc.
- Albina Community Bank
- Alterfin C.V.B.A
- Alternatives FCU
- Appalachian FCU
- Artspace Projects, Inc.
- ASI Federal Credit Union
- Asian Americans for Equality
- Asian Bank
- AzerCredit LLC
- Banco ProCredit Ecuador
- Banco Sol - Bolivia
- Banco Solidario- Ecuador
- Bank 2
- Bereke
- Bharat Integrated Social Welfare Agency
- B-Lab
- Blue Orchard Loans for Development
- Blue Orchard Microfinance Securities
- Boston Community Loan Fund
- BRAC Africa Loan Fund
- Bridge Housing Corporation
- Bridgeway Capital
- Building Hope... a Charter Schools Facilities Fund
- Burbank Housing Development Corporation
- Cambodia Rural Eco Development Initiatives for Transformation
- CAP Services
- Cape Cod Commercial Hook Fisherman's Association
- Capital District Community Loan Fund, Inc.
- Carver Federal Savings Bank
- Carver State Bank of Savannah
- Central Bank of Kansas City
- Central City Concern
- Century Housing Corporation
- Charleston Local Development Corporation
- CHF International
- Chicago Community Loan Fund
- Citizen Potawatomi Comm. Dev. Corp
- City First Bank of D.C.
- Civic Builders, Inc
- Clearinghouse CDFI
- Coastal Enterprises, Inc.
- Colorado Enterprise Fund
- Common Ground Community H.D.F.C., Inc.
- Common Wealth Revolving Loan Fund
- Communities at Work Fund, L.P.
- Community Bank of the Bay
- Community Development Bank
- Community Development Capital
- Community First Fund
- Community Loan Fund of New Jersey
- Community Reinvestment Fund
- Community Ventures Corporation
- Consolidated Bank & Trust
- Constanta
- Cooperative Business Assistance Corporation
- Cooperative Coffees, Inc
- Cooperative Fund of New England
- Corlands (formerly known as Corporation for Open Lands)
- CredAgro NBCO
- CREDIT

- Credo
- Crezcamos S.A.
- D. Light Design Inc.
- Dorchester Bay Economic Development Corporation
- E & Co., Inc.
- Economic and Community Development Institute
- EDPYME Confianza
- EDPYME Edyficar
- Emergency Liquidity Fund
- Enterprise Cascadia
- Enterprise Community Loan Fund, Inc.
- Equal Exchange, Inc.
- Evergreen Destination Holdings LLC
- Fannie Mae
- Fed. of Appalach. Housing Ent.
- Finance for Development
- FINCA Microfinance Fund
- First American Credit Union
- First Delta FCU
- Florida Community Loan Fund
- Fondo Latinamericano de Desarrollo
- Fondo para los Pequeños Productores Rurales en America Latina
- Fonkoze, LLC
- FORGE Inc.
- Forward Community Invesments
- Foundation for International Community Assistance
- Freedom From Hunger
- Fundacion Boliviana Para El Desarrollo De La Mujer
- Fundacion Espoir
- Fundacion Mundo Mujer-Popayan
- FUNDEA
- FUNDESER
- Global Environment Fund
- Global Microfinance Facility
- Grameen America, Inc.
- Greater Metropolitian Housing Corporation (2)
- Greater New Haven Community Loan Fund
- Greyston Foundation
- Habitat for Humanity International
- Habitat for Humanity Montgomery County
- Haitian Emergency Liquidity Program S.A.
- HealthPoint Services Global, Inc.
- Home Headquarters
- Homewise
- Hope Community Credit Union
- Housing Assistance Council
- Housing Partnership Network
- Housing Partnership Ventures Inc.
- Huatusco
- IFF
- Impact Seven
- Impulse Microfinance Investment Fund, NV
- Independence Federal Savings Bank
- Initiative Foundation
- Jubilee Housing
- Kenya Women Finance Trust
- Landmark Community Bank
- Latino Community Credit Union
- Legacy Bank
- Liberty Bank And Trust
- Lift Above Poverty Org
- Local Initiatives Support Corporation
- Low Income Investment Fund
- Manna, Inc.
- Mechanics & Farmers Bank
- Media Development Loan Fund
- Mennonite Economic Development Associates
- Mercy Loan Fund
- MFX Solutions
- MiBanco
- Microfinance Securities Xxeb
- Microvest I, LP
- Microvest II
- MicroVest Short Duration Fund LP
- Midwest Minnesota Community Development Corporation
- Mile High Community Loan Fund
- Mission Community Bank
- Montana Community Development Corporation
- National Federation of Community Development Credit Unions
- Native American Bank
- Natural Capital Investment Fund
- NCB Capital Impact
- Neighborworks Capital Corporation
- New Hampshire Community Loan Fund, Inc.
- Nonprofit Finance Fund
- Nonprofits Assistance Fund
- Northcountry Cooperative Development Fund
- Northcountry Cooperative Federal Credit Union
- Northeast Entrepreneur Fund
- Northeast South Dakota Economic Corporation
- Northern California Community Loan Fund
- Northern Economic Initiative Corporation
- Northland Foundation
- Oikocredit USA
- OneCalifornia Bank
- Opportunities Credit Union
- Opportunity Finance Network
- Opportunity International
- People's Bank of Seneca
- People's Self-Help Housing Corporation
- Planet Access Company (formerly Search Inc.)
- Prasac Microfinance Limited
- PRESTANIC
- PRIDE Tanzania
- Prizma Microcredit Foundation
- Pro Mujer

- Pro Mujer Bolivia
- Pro Mujer Mexico
- Pro Mujer Peru
- ProCredit Holding
- Project for Pride In Living
- Public Radio Fund
- Resident Ownership Capital LLC
- Resources for Human Development
- Reynoldstown Revitalization Corporation
- Root Capital
- Rubicon Programs, Inc.
- Rural Community Assistance Corporation
- Rural Electric Economic Development, Inc.
- Seattle Economic Development Fund
- Seedco Financial Services, Inc.
- Self Help Credit Union
- Self Help Enterprises
- Self Help Federal Credit Union
- Self Help Ventures Fund
- Serrv International, Inc.
- Shared Interest, Inc.
- Shiloh of Alexandria FCU
- ShoreBank Pacific-CDARS
- Societe D'Investissement Et De Developpement International
- South Dakota Rural Enterprise, Inc.
- Southeast Community Capital Corporation
- Southern Bancorp
- Southern Bancorp of Arkansas
- St. Ambrose Housing Aid Center
- St. Vincent De Paul Society of Lane County, Inc.
- Sunrise Bank of Arizona
- Sustainable Harvest
- Texas Mezzanine Fund, Inc
- TFA Holdco Mauritius Ltd
- Thaneakea Phum (Cambodia) Ltd.
- The Community's Bank
- The Reinvestment Fund
- Tides Foundation
- Triangle Interests FCU
- Unity National Bank of Houston
- University National Bank
- Urban Partnership Bank
- Vehicles for Change
- Vermont Community Loan Fund
- Virginia Community Capital
- VisionFund International
- Voxiva, Inc.
- Ways to Work
- Women's Southwest FCU
- Working Capital for Community Needs
- Xacbank Ltd.

CAPITALIZATION

The Foundation's community investment program is funded by individual and institutional investors, as well as by several program-related investments, grants and loans that are subordinate to the Notes.

Senior subordinated investments, junior subordinated investments, and undrawn standby loan commitments, as of December 31, 2010:

Senior Subordinated Investments		
Lender	**Amount**	**Maturity Date**
The Ford Foundation	$0.75 million	Sep 13, 2017
Calvert Administrative Services Co.	$1.0 million	Apr 30, 2014
The F. B. Heron Foundation	$0.5 million	Aug 31, 2012
Total Senior Subordinated Debt	$2.25 million	

Junior Subordinated Investments		
Lender	**Amount**	**Maturity Date**
MacArthur Foundation	$3.5 million	Apr 1, 2018
JPMorgan Chase Bank, NA	$3.0 million	Nov 13, 2013
San Francisco Foundation	$0.5 million	Dec 21, 2014
Lemelson Foundation	$0.1 million	Oct 7, 2012
Northwest Area Foundation	$0.5 million	Dec 15, 2011
The Rockefeller Foundation	$0.45 million	Nov 15, 2015
Private Individual	$0.15 million	Jan 31, 2013
Bank of America	$0.01 million	Jun 28, 2012
Community Foundation Land Trust	$0.5 million	Jan 15, 2015
Child Relief International	$0.238 million	May 27, 2013
Wells Fargo	$0.5 million	Jun 28, 2015
Oswald Family Foundation	$0.125 million	Jun 30, 2013
Page Hill Foundation	$0.1 million	Aug 26, 2013
Total Junior Subordinated Debt	$9.673 million	

Total Senior and Junior Subordinated Debt	**$11.923 million**	

Undrawn Standby Loan Commitments		
Lender	**Amount**	**Maturity Date**
Overseas Private Investment Corporation (OPIC)	$10.0 million ($5 million activated)	Feb 20, 2015
Rockefeller Foundation	$1.0 million (undrawn)	Nov 15, 2015
Total	$11.0 million	

Total Subordinated Debt including Guarantees and Commitments	**$22.923 million**	

Institutional Grant

During the last three years, the Foundation received a total of $5,752,700 in unrestricted grants from institutions including, but not limited to, the Rockefeller Foundation, the Ford Foundation, the Case Foundation, the F.B. Heron Foundation, Child Relief International, the William and Flora Hewlett Foundation, the Michael and Susan Dell Foundation, and Omidyar Network.

***Other Major Contributions**: the Foundation receives in-kind administrative and operational support from the Calvert Group, Ltd.*

Capitalization Table

The following table discloses the capitalization of the Foundation as of December 31, 2010, as well as a pro forma capitalization:

Capitalization Table	Actual 12/31/10	Pro Forma 2018
Community Investment Notes	$ 219,601,875	$ 500,000,000
Subordinated Loans Payable	$ 11,923,000	$ 50,000,000
Net Assets	$ 34,421,035	$ 100,000,000
Total Capitalization	$ 265,945,910	$ 650,000,000

In addition, the Foundation has up to $11,000,000 available in standby loan commitments (see above).

As of December 31, 2010, the Foundation had raised $265,945,910 for community investing, $219,601,875 of Notes and $46,344,035 of subordinated debt and net assets.

Investing Activities

The Foundation's short-term investment policy is to invest its liquidity in cash and cash equivalents. These investments are by definition and by policy only highly-rated, short-term debt instruments, or suitable mission-related investments. The short-term investment policy is adopted and approved by the Finance Committee of the Foundation's Board of Directors, and only they may modify this policy. As of December 31, 2010, the Foundation's cash and cash equivalents and other investments, at fair value, totaled $49,182,972.

Foundation Investments as of 12/31/10	Amount	Percentage of Total
Certificates of Deposit	$ 52,763,035	22.96%
Notes Receivable, net	$ 150,575,894	65.54%
Mission Plus Placements, net	$ 1,911,049	0.83%
Mutual Funds	$ 14,806,716	6.44%
Common Stock and Other Equities (incl. Pfd)	$ 1,002,059	0.44%
Debt Securities and Loan Fund	$ 8,695,545	3.78%
Total	$ 229,754,298	100.00%

Change in Market Value of Investments

Years ended December 31
2010 $1,062,661
2009 $1,736,830
2008 ($3,505,832)

Financial Highlights
The following table discloses the maturities of the Notes by year as of December 31, 2010:

Note Maturity Schedule	
Year Ending December 31	Amount
2011	$ 81,615,856
2012	$ 54,402,598
2013	$ 47,501,428
2014	$ 12,887,848
2015	$ 22,193,070
Thereafter	$ 1,001,075
Total	$ 219,601,875

The following tables provide selected financial information on the Foundation for the last five fiscal years:

Income Statement Highlights	2010	2009	2008	2007	2006
Support and Revenue	$ 22,965,262	$ 16,956,522	$ 19,842,631	$ 24,219,208	$ 15,354,911
Expenses	$ 20,423,410	$ 16,539,099	$ 16,081,701	$ 14,132,672	$ 10,729,004
Change in Unrestricted Net Assets	$ (2,605,154)	$ 2,154,253	$ 255,098	$ 9,997,650	$ 5,225,576
Change in Temporarily Restricted Net Assets	$ 1,399,449	$ 995,701	$ (310,738)	$ (1,391,420)	$ 23,137
Change in Permanently Restricted Net Assets	$ -	$ -	$ (349,851)	$ (48,118)	$ (226,162)
Change in Net Assets	$ (1,205,705)	$ 3,149,954	$ (405,491)	$ 8,558,112	$ 5,022,551

Cash Flow Highlights	2010	2009	2008	2007	2006
Notes issued	$ 71,908,646	$ 55,142,872	$ 53,223,445	$ 20,805,376	$ 31,437,744
Notes redeemed	$ (38,546,455)	$ (27,021,648)	$ (14,354,750)	$ (10,773,169)	$ (13,494,951)

Balance Sheet Highlights	2010	2009	2008	2007	2006
Cash, Cash Equivalents and Readily Marketable Securities	$ 49,182,972	$ 44,372,714	$ 38,836,900	$ 47,710,172	$ 40,409,449
Loans Receivable & CDs	$ 211,705,187	$ 180,959,259	$ 161,375,236	$ 117,172,466	$ 99,175,748
Delinquencies – 30 Days	$ 342,511	$ 1,125,000	$ 850,000	$ 3,700,000	$ 874,500
30-Day Delinquency Rate	$ 0	$ 0	$ 0	$ 0	$ 0
Delinquencies – 90 Days	$ 342,511	$ 1,125,000	$ -	$ 1,050,000	$ 74,500
90+-Day Delinquency Rate	$ 0	$ 0	$ -	$ 0	$ 0
Investments	$ 7,500,881	$ 7,914,336	$ 7,521,030	$ 5,250,000	$ 5,250,000
Allowance for Loan Losses	$ 6,455,209	$ 5,920,064	$ 4,857,787	$ 4,048,756	$ 2,640,531
Total Assets	$ 270,579,734	$ 237,644,299	$ 207,711,820	$ 169,185,833	$ 145,805,965
Total Notes Payable	$ 219,601,875	$ 186,239,684	$ 158,118,460	$ 119,249,765	$ 109,217,558
Other long-term debt (subordinated)	$ 11,923,000	$ 12,058,332	$ 13,926,665	$ 13,610,000	$ 9,930,000
Refundable and recoverable grants	$ 500,000	$ 1,500,000	$ 1,000,000	$ 1,000,000	$ 1,000,000
Total Liabilities	$ 236,158,699	$ 202,017,559	$ 175,235,034	$ 136,303,556	$ 121,481,800
Net Assets	$ 34,421,035	$ 35,626,740	$ 32,476,786	$ 32,882,277	$ 24,324,165

Delinquency is defined as the principal amount on accounts where payments of principal or interest are delinquent thirty days or more, or ninety days or more, as marked, as of December 31, whether in default or not. Each delinquency rate is calculated as a percentage of loans receivable. For a more extensive discussion of financial information, please refer to the audited Financial Statements appended to this prospectus.

BOARD OF DIRECTORS

The Foundation has an twelve-member Board of Directors (Bylaws allow up to seventeen members), responsible for its overall policy and direction. A majority of the Board constitutes a quorum for the transaction of business. The Board of Directors has established an Investment Committee that reviews due diligence and makes investment recommendations to the Board. Board members are reimbursed for out-of-pocket expenses related to Board activities. Directors do not receive directors' fees or compensation for their service, except as may be appropriate for the Investment Committee.

Directors may serve an indefinite number of consecutive three-year terms unless they are removed by a majority vote. Should a vacancy occur, a governance committee recommends candidates and considers the merit of nominations based on the candidate's expertise. A majority vote confirms nominations.

No director or officer has been convicted of any criminal activity, is the subject of any pending criminal proceedings, or has been the subject of any order, judgment or decree of any court enjoining such person from any activities associated with the offer or sale of securities.

D. Wayne Silby
Co-Chairman,
Director

President, Secretary, and Director
Silby, Guffey & Co., Inc.
1715 18th Street NW
Washington, DC 20009
JD Georgetown Law Center
BSE University of Pennsylvania
Mr. Silby serves on the Foundation's Executive, Finance and Investment Committees

John G. Guffey, Jr.
Co-Chairman,
Director

Treasurer and Director
Silby, Guffey & Co., Inc.
388 Calle Colina
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Post-graduate courses at Pennsylvania State University
BS University of Pennsylvania
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Carol Atwood
Director

President and CEO
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Ms. Atwood serves on the Advancement Committee

Peggy Clark
Director

Vice President, Policy Programs
Executive Director, Aspen Global Health and Development
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MA Johns Hopkins (SAIS)
BA Colgate University
Ms. Clark serves on the Foundation's Executive, Advancement and Governance Committees

Seth Goldman
Director

President and TeaEO
Honest Tea
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MBA Yale School of Management
BA Harvard University
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Bart Harvey
Director

Director
Fannie Mae
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MBA, Harvard Business School
BA, Harvard University

Mary Houghton
Director

Advisor to the Board
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MA School of Advanced International Studies
BA Marquette University
Ms. Houghton serves on the Foundation's Executive and Audit Committees

Barbara J. Krumsiek
Director

President and CEO
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BS New York University
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Ira W. Lieberman
Director

President
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Harvard Executive Management Program for World Bank
PHD Oxford University
MBA Columbia University
BA Lehigh University
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Terrence J. Mollner
Director

Chair
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Ed.D., University of Massachusetts at Amherst School of Education
BA Creighton University
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Reginald Stanley
Director

Senior Vice President, Marketing
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MBA Wharton School of the University of Pennsylvania
BS University of Pennsylvania
Mr. Stanley serves on the Foundation's Audit Committee

Kathy Stearns
Director

Arc Advisers, LLC
P.O. Box 488
Boise, ID 83701
MPS Cornell University
BA Duke University
Ms. Stearns serves on the Foundation's Finance and Investment Committees

Ivy Wafford Duke, Esq.
Secretary and Counsel

Assistant Vice President,
Deputy General Counsel and CCO
Calvert Group, Ltd.
4550 Montgomery Avenue 1000N
Bethesda, MD 20814
LL.M. Georgetown University Law Center
JD University of Virginia
BA University of Virginia

KEY PERSONNEL

The Calvert Social Investment Foundation is located at 7315 Wisconsin Ave, Suite 1100W, Bethesda, MD 20814. The phone number is 800.248.0337. Key personnel include:

Lisa Green Hall, President and Chief Executive Officer
Ms. Hall was appointed President and CEO of the Foundation in January 2011. Ms. Hall joined the Foundation in 2005 and prior to her current position she served the Foundation as its Chief Lending Officer. She previously worked in real estate and community development finance at the Fannie Mae Corporation, the Enterprise Foundation, JP Morgan Chase, and Traveler's Insurance. She also served in the Clinton Administration on the National Economic Council advising on community development issues. Ms. Hall holds an MBA from Harvard University and was selected as an American Marshall Memorial Fellow in 2003.

Charles P. Hollands, Sr. VP and Chief Financial Officer
Mr. Hollands is responsible for financial and administrative matters. Prior to joining the Foundation in 2005, he worked in finance and strategic planning in the energy and media sectors, most recently as Treasurer of the National Energy Group. He holds an MBA in Finance from the University of Miami.

Eliza M. Erikson, VP and Chief Lending Officer
Ms. Erikson is responsible for the management and growth of the Foundation's portfolio. Previously, Eliza managed the Foundation's international portfolio, growing the portfolio from $10 million to over $60 million in loans and equity investments in microfinance, sustainable agriculture, renewable energy, and water and sanitation. Prior to joining the Foundation, Ms. Erikson worked with the Corporation for Enterprise Development and the US Agency for International Development, providing management consulting and investment services to development finance institutions in the US, Latin America, South Asia and North Africa. Ms. Erikson earned an MPP from the John F. Kennedy School of Government at Harvard University, as well as an A.B. in Politics from Princeton University.

Jesse Chancellor, President, Community Investment Partners, Inc., a subsidiary of the Foundation
Mr. Chancellor has been active in affordable housing finance for over 20 years, working most recently as a Principal at Prudential Mortgage Capital Company. Before that, he worked at MuniMae as a Senior Vice President, responsible for originating tax-exempt multifamily bonds on a national basis. Prior to joining MuniMae, Jesse was the Director of Field Operations at The Enterprise Foundation, where he was responsible for all local Enterprise office activities including ensuring effective program delivery, strategic planning and budgeting. Mr. Chancellor received his bachelor's degree in history from Washington University in St. Louis, his MA in Public Policy Administration from the University of Missouri-St. Louis and a MS in Real Estate Development from Columbia University.

Additional Staff
Remaining staff is responsible for maintaining day-to-day operations, investor, lending and donor relations, and administrative duties.

RELATED PARTIES

For fiscal year 2010, the President and CEO received $163,800 as compensation. The highest paid officers in fiscal year 2010 were: Shari Berenbach ($163,800), Lisa Hall ($169,805), and Charles P. Hollands ($150,820). No Directors receive remuneration for their Board service, and no staff member receives sales-related commissions. Remuneration is expected to be generally the same for the next 12 months.

Directors and Officers owning securities issued by the Foundation as of December 31, 2010 include: John G. Guffey ($14,428), Carol Atwood ($100), Seth Goldman ($10,000), Barbara J. Krumsiek ($10,609), Terrence J. Mollner ($1,341), Kathy Stearns ($23,664), Wayne Silby ($10,000) Lisa Hall ($5,414), Charles Hollands ($51,084).

The following members of the Foundation Board serve on various boards affiliated with Calvert Group, Ltd., and/or the Calvert mutual funds: D. Wayne Silby, John G. Guffey, Jr., Barbara J. Krumsiek, Terrence Mollner and Reggie Stanley. At no time may Calvert Group, Ltd.-affiliated persons comprise more than half of Foundation Board members.

All ongoing and future affiliated transactions or potential conflicts of interest will be managed on terms that are no less favorable to the issuer than those that can be obtained from unaffiliated third parties. All ongoing and future affiliated transactions and any forgiveness of loans must be approved by a majority of the independent, disinterested members of the Foundation's Board of Directors.

LEGAL MATTERS

There are no pending legal proceedings involving the Foundation or, with respect to the Foundation, any of its directors, officers or employees acting in their capacity representing the Foundation.

As required by state law, all residents of Georgia have the option of rescinding their investment within 72 hours of the execution of a written agreement to purchase or the rollover of a Note at maturity. Please note that no investor in the State of Georgia has ever exercised this option.

<u>Past offers of rescission</u>

On *February 26, 2007*, the Foundation extended a rescission offer to 31 investors in Pennsylvania for $419,872 that was transacted during a period of oversell in 2005. The Foundation received eight affirmative responses from Note holders. Refunds were processed and mailed on or before April 13, 2007.

On *January 6, 2006*, the Foundation extended a rescission offer to four investors in Wisconsin for $16,114.15 in Notes that were sold during a period of lapsed registration. Three investors responded, with one accepting the rescission offer. A refund was processed and mailed on January 23, 2006.

Please note that rescissions did not result in any costs to Note holders and that no proceeds from this offering were used to cover any such rescissions.

INVESTOR GUIDE

Community Investment Notes and Interest / How to Invest

Definitive Notes: Purchase by filling out the *Community Investment Note Application* available at http://www.calvertfoundation.org/invest/how-to-invest/forms-and-literature and mailing it to Calvert Social Investment Foundation, P.O. Box 30084, Bethesda, MD 20814. Confirmation of your investment will be sent to you upon receipt by the Foundation of complete materials and payment. Telephone inquiries about your investment can be made by calling the Foundation at 800.248.0337.

All purchases must be made in U.S. dollars and checks must be drawn on U.S. banks. The Foundation reserves the right to suspend the sale of the Notes for a period of time or to reject any specific purchase order. If a particular check does not clear, the purchase will be cancelled and the investor will be charged a $10 fee plus any costs incurred by the Foundation related to the check processing. When purchasing by check, the Foundation may hold payment redemptions for 10 business days from purchase date.

Book-Entry Notes: Purchase by contacting your broker. A list of broker-dealers authorized to sell Book-Entry Notes can be obtained from the Foundation by calling 800.248.0337.

Online Notes: Purchase at www.microplace.com.

Individual Retirement Accounts

A self-directed IRA may invest in a Definitive or Book-Entry Note. To do so, the IRA must be held by a custodian that permits such investments. A self-directed IRA is an individual retirement account created to allow the IRA holder the option of selecting, either directly or through an investment advisor or other permissible representative, investments for the IRA. The following retirement accounts have the option to be self-directed: a traditional IRA, Roth IRA, Rollover IRA, Educational IRA, and SEP IRA. The Notes are intended to be an acceptable investment for IRAs under Internal Revenue Code section 408(a). The Foundation reserves the right to choose the rate and term of an IRA investment based on market conditions at the time of a note purchase.

Manner of Transactions

Definitive Notes: Except in the case of a designated transfer, all instructions for transactions and changes of address must be transmitted to the Foundation in writing. Address changes may require a signature guarantee from a bank or other eligible institutions. Individuals may verify a transaction or change of address by calling the Foundation at 800.248.0337.

Book-Entry Notes: All transactions and changes of personal information must be conducted through the investor's broker.

Online Notes: All transactions and changes of personal information must be completed online at www.microplace.com.

Taxpayer ID

If the Foundation lacks the correct Social Security or Taxpayer Identification Number (TIN) and is unable to verify that the prospective investor is not subject to backup withholding by the IRS, federal law requires the Foundation to withhold 28% of interest and the investor may be subject to a fine. Investors may also be prohibited from purchasing another Note. If the TIN information is not received within 60 days after an account is established, the account may be closed with an interest penalty. The Foundation reserves the right to reject any new account or any purchase order for failure to supply a certified TIN. The Foundation is unable to accept purchases of Online Notes if the purchaser is subject to backup withholding.

Indenture Covenants

The Indenture contains the following covenants:

Existence. The Foundation will keep in full effect its existence, rights and franchises as a corporation under the laws of the State of Maryland (unless it becomes, or any successor issuer hereunder is or becomes, organized under the laws of any other state, in which case such successor issuer will keep in full effect its existence, rights and franchises under the laws of such other jurisdiction) and will obtain and preserve its qualification to do business in each jurisdiction in which such qualification is or shall be necessary to protect the validity and enforceability of this Indenture and the Notes. The Foundation is and at all times until the termination of this Indenture will be organized and operated exclusively for religious, educational, benevolent, charitable, or reformatory purposes exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended now or hereafter, and not for pecuniary profit, and no part of the net earnings of the Foundation inures or shall inure to the benefit of any person, private stockholder, or individual. The Foundation is and shall at all times be excluded from the definition of an investment company under Section 3(c)(10)(B) of the Investment Company Act of 1940.

No successor issuer is contemplated at this time. An event of default in the Notes would occur if any successor issuer were not qualified as a charitable entity under Section 501(c) of the IRC, or were deemed to be an investment company.

Balance Sheet Ratio. The Foundation shall not issue any further Notes ("Proposed Notes") on any date (the "Proposed Issuance Date") if, as of the last day of each of the last two full fiscal quarters ended at least thirty (30) days prior to the Proposed Issuance Date (each a "Capitalization Measurement Date"), the sum of the Foundation's average net assets plus its average loan loss reserve as of the last days of the four full fiscal quarters ended on such Capitalization Measurement Date was less than 5% of the average principal amount of Notes outstanding as of the last days of the four full fiscal quarters ended on such Capitalization Measurement Date; provided, that the foregoing shall not prohibit the issuance of Proposed Notes to the extent that the principal amount of the Proposed Notes, plus the principal amount of any other Notes issued after the later of the two Capitalization Measurement Dates, does not exceed the principal amount of Notes repaid or redeemed after such date. Notwithstanding any other provision of this Indenture, the Indenture Trustee shall not have any responsibility to enforce or monitor the covenant described in this sub-section.

Example: If the Foundation were to fall out of compliance with the Balance Sheet ratio, it could not increase the amount of Notes outstanding until the ratio was back in compliance.

Liquidity Ratio. The Foundation shall not, as of the last day of each of any two consecutive fiscal quarters (each a "Liquidity Measurement Date"), have average cash, cash equivalents, marketable securities, certificates of deposit and other short-term investments as of the last days of the four full fiscal quarters ended on such Liquidity Measurement Date available for operations in amounts that are less than 5% of the average principal amount of Notes outstanding as of the last days of the four full fiscal quarters ended on such Liquidity Measurement Date. Notwithstanding any other provision of this Indenture, the Indenture Trustee shall not have any responsibility to enforce or monitor the covenant described in this sub-section.

Events of Default

"Events of Default," wherever used herein, means any one of the following events (whatever the reason for such Event of Default and whether it shall be voluntary or involuntary or be effected by operation of law or pursuant to any judgment, decree or order of any court or any order, rule or regulation of any administrative or governmental body):

(a) Failure to pay on any Payment Date the full amount of accrued interest on any Note, which failure continues unremedied for ten (10) or more calendar days after such Payment Date;

(b) Failure to pay the principal of or premium (if any) on, any Note, on its related Maturity Date, which failure continues unremedied for ten (10) or more calendar days after such Maturity Date;

(c) Failure on the part of the Foundation to observe or perform any covenants or agreements set forth in the Indenture (other than a covenant or agreement of the Foundation a breach of which is elsewhere in this Section specifically dealt with or which has expressly been included in this Indenture solely for the benefit of one or more Series of Notes other than such Series), which failure has a material adverse effect on the Noteholders and which continues unremedied for a period of sixty (60) calendar days after there has been given after written notice to the Foundation by the Indenture Trustee, or to the Foundation by the Holders of at least a majority in outstanding principal amount of the Notes of such Series, a written notice specifying such Default or breach and requiring it to be remedied and stating that such notice is a "Notice of Default" hereunder;

(d) Any representation or warranty made by the Foundation in the Indenture proves to have been incorrect in any material respect and continues to be incorrect in any material respect for sixty (60) days after written notice and as a result of which the interests of the Noteholders are materially and adversely affected;

(e) The occurrence of an Insolvency Event relating to the Foundation;

(f) The Foundation becomes an "investment company" within the meaning of the Investment Company Act of 1940, as amended;

(g) This Indenture is required to become qualified under the Trust Indenture Act; or

(h) The Foundation fails to provide to the Indenture Trustee the Issuer Payment Confirmation in accordance with section 3.01(b)(ii) of the Indenture, which failure continues unremedied for ten (10) or more days.

APPENDIX I

ADDITIONAL INFORMATION

Information About Book-Entry Notes and DTC

The Foundation will issue the Book-Entry Notes in the form of one or more permanent global Book-Entry Notes fully registered and deposited with or on behalf of DTC and registered in the name of Cede & Co., as nominee of DTC.

DTC has advised the Foundation as follows:

- DTC is a limited-purpose trust company under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code and a “clearing agency” registered under Section 17A of the Securities Exchange Act of 1934.

- DTC holds securities that its participants deposit and facilitates the settlement among participants of securities transactions, such as transfers and pledges, in deposited securities, through electronic computerized Book-Entry changes in participants’ accounts, thereby eliminating the need for physical movement of securities certificates.

- Direct participants include securities brokers and dealers, trust companies, clearing corporations and other organizations.

- DTC is owned by a number of its direct participants and by the New York Stock Exchange, Inc., the American Stock Exchange LLC and the Financial Industry Regulatory Authority.

- Access to the DTC system is also available to others, such as securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a direct participant, either directly or indirectly.

- The rules applicable to DTC and its participants are on file with the SEC.

The Foundation has provided the following descriptions of the operations and procedures of DTC solely as a matter of convenience. These operations and procedures are solely within the control of DTC and may be subject to change. Neither the Foundation nor the Indenture Trustee takes any responsibility for these operations or procedures, and you are urged to contact DTC or its participants directly to discuss these matters.

The Foundation expects that under procedures established by DTC:

- Upon deposit of the global Book-Entry Notes with DTC or its custodian, DTC will credit through its internal system the accounts of its direct participants with portions of the principal amounts of the global Book-Entry Notes.

- Ownership of the Book-Entry Notes will be shown on, and the transfer of ownership thereof will be effected only through, records maintained by DTC or its nominee, with respect to interests of direct participants, and the records of direct and indirect participants, with respect to interests of persons other than participants.

The laws of some jurisdictions require purchasers of securities to take physical delivery in Definitive form. Accordingly, the ability to transfer interests in the Book-Entry Notes represented by a global Book-Entry Note to those persons may be limited. In addition, because DTC can act only on behalf of its participants, who in turn act on behalf of persons who hold interests through participants, the ability of a person having an interest in Book-Entry Notes represented by a global Book-Entry Note to pledge or transfer those interests to persons or entities that do not participate in DTC’s system, or otherwise to take actions in respect of such interest, may be affected by the lack of a physical Definitive security in respect of such interest.

So long as DTC or its nominee is the registered owner of a global Book-Entry Note, DTC or that nominee will be considered the sole owner or holder of the Book-Entry Notes represented by that global Book-Entry Note for all purposes under the Indenture and under the Book-Entry Notes. Except as provided below, owners of beneficial interests in a global Book-Entry Note will not be entitled to have Book-Entry Notes represented by that global Book-Entry Note registered in their names, will not receive or be entitled to receive physical delivery of a certificated Note and will not be considered the owners or holders thereof under the Indenture or under the Book-Entry Notes for any purpose, including with respect to the giving of any direction, instruction or approval to the Indenture Trustee. Accordingly, each beneficial holder owning a beneficial interest in a global Book-Entry Note must rely on the procedures of DTC and, if that beneficial holder is not a direct or indirect participant, on the procedures of the participant through which that beneficial holder owns its interest, to exercise any rights of a holder of Book-Entry Notes under the Indenture or the global Book-Entry Notes.

Definitive Notes and positions in global Book-Entry Notes are generally not exchangeable for one another, although the Foundation will customarily waive redemption fees and charges in conjunction with a redemption the proceeds of which are used to purchase new Definitive Notes or Book-Entry Notes, as the case may be. Book-Entry Notes represented by a global Book-Entry Note will be exchangeable in their entirety for registered certificated Definitive Notes with the same terms only if: (1) DTC is unwilling or unable to continue as depositary or if DTC ceases to be a clearing agency registered under the Exchange Act and a successor depositary is not appointed by us within 90 days; (2) the Foundation decides to discontinue use of the system of Book-Entry transfer through DTC (or any successor depositary); or (3) a default under the Indenture occurs and is continuing.

Neither the Foundation nor the Indenture Trustee will have any responsibility or liability for any aspect of the records relating to or payments made on account of Book-Entry Notes by DTC, or for maintaining, supervising or reviewing any records of DTC relating to the Book-Entry Notes.

Payments on the Book-Entry Notes represented by the global Book-Entry Notes will be made to DTC or its nominee, as the case may be, as the registered owner thereof. The Foundation expects that DTC or its nominee, upon receipt of any payment on the Book-Entry Notes represented by a global Book-Entry Note, will credit participants’ accounts with payments in amounts proportionate to their respective beneficial interests in the global Book-Entry Note as shown in the records of DTC or its nominee. The Foundation also expects that payments by participants to owners of beneficial interests in the global Book-Entry Note held through such participants will be governed by standing instructions and customary practice as is now the case with Book-Entry Notes held for the accounts of customers registered in the names of nominees for such customers. The participants will be responsible for those payments.

Payments on the Book-Entry Notes represented by the global Book-Entry Notes will be made in immediately available funds. Transfers between participants in DTC will be effected in accordance with DTC rules and will be settled in immediately available funds.

Information Concerning the Indenture Trustee

If the Indenture Trustee becomes a creditor of the Foundation, the Indenture limits its right to obtain payment of claims in certain cases or to realize on certain property received in respect of any such claim as security or otherwise. The Indenture Trustee will be permitted to engage in other transactions; however, if it acquires any conflicting interest it must eliminate such conflict within 90 days or resign.

The Holders of specified percentage amounts of the then outstanding Notes will have the right to direct the time, method and place of conducting any proceeding for exercising any remedy available to the Indenture Trustee, subject to certain exceptions. The Indenture provides that in case an Event of Default shall occur and be continuing, the Indenture Trustee will be liable for its gross negligence in acting or not acting. Subject to such provisions, the Indenture Trustee will be under no obligation to exercise any of its rights or powers under the Indenture at the request of any Holder of Notes, unless such Holder shall have offered to the Indenture Trustee security and indemnity satisfactory to it against any loss, liability or expense.

APPENDIX II

PURCHASE METHODS

Administrative Feature	Definitive Notes	Book-Entry Notes	Online Notes
Purchase Method	Manual, by submitting the Community Investment Note Application with a check or wire transfer.	Via a brokerage account	Online at www.microplace.com
Settlement Method	Non-DTC	DTC	Non-DTC
Minimum Investment	$1,000	$1,000	$20
Maximum Investment	No limit	No limit	No limit*
Ability of Investor to Select Interest Rate	Investors may select their interest rate from available options.	Interest rates are assigned at the time of offering, as disclosed in the pricing supplement.	Interest rates are assigned for each listing, corresponding to a specific borrower or pool of borrowers.
Interest Payment Frequency	Annual. Interest is automatically reinvested unless investor specifies otherwise.	Annual. Interest is paid out; no ability to reinvest interest.	Quarterly, but may be changed in the future. Interest is paid out; no ability to reinvest interest.
Ability to Select Term Length	Investors may select their Note term length from available options.	Note term length is set at the time of offering, as disclosed in the pricing supplement.	Note term length is assigned for each listing.
Options at Maturity	Automatic rollover of investment for another term is permitted.**	Investors must purchase a new Note (cash must be redeemed and then reinvested).	Automatic rollover of investment for another term is permitted.*
Early Redemption Allowed	Yes, at the issuer's discretion, though investors may be penalized a portion of accrued interest.	No, though the Foundation has on occasion repurchased Notes on the open market.	Yes, at the issuer's discretion, though investors forfeit all forthcoming interest payments.
Partial Withdrawal Allowed	Yes, although an interest penalty may be charged. No-penalty transfers are available for investors with CIMA accounts.	No	No
Ability to Increase Note Size	Yes. The minimum increase allowed is $250.	No. Investors must purchase a new Note.	No. Investors must purchase a new Note.
Ability to Target Specific Organizations	Possible for investments over $50,000.	Possible for investments over $50,000.	Note purchases are targeted to a specific borrower, group of borrowers, or a general listing.

* The maximum investment amount of an Online Note depends upon the approved loan amount for a particular borrower represented in a MicroPlace listing, as well as the amount of Online Notes that have already been targeted to such borrower.
**Automatic rollover of principal at maturity will not be available to investors residing in the states of Oregon or Georgia unless the Foundation has received positive affirmation in writing to renew the investment. (Please see page 5-6 for full disclosure of options at maturity.)

APPENDIX III

Community Investment Note Application – Front

Your investment will create real-life returns!

Calvert Foundation investors have helped to create over 430,000 jobs for low-income individuals, built or rehabilitated 17,000 affordable homes, and financed close to 26,000 nonprofit facilities and social enterprises.

For further information please call 800.248.0337.

7315 Wisconsin Avenue, Suite 1100W, Bethesda, Maryland 20814
foundation@calvertfoundation.org | www.calvertfoundation.org

Calvert Foundation

DETACH AND RETURN THIS FORM WITH YOUR INVESTMENT

Yes! I want to invest to end poverty.

I'm investing $________ (minimum $1,000) in a Community Investment Note at the following terms:

- 0%, ___ years
- 0.5%, 1 year
- 0.75%, 2 years
- 1.0%, 3 years
- 1.5%, 4 years
- 2.0%, 5 years

In ADDITION to my investment:

I'd like to make a tax-deductible donation to support the mission of Calvert Foundation:

$25 $50 $100 Other amount ________.

Please select ONE of the following:

- I'd like to place my investment where it's most needed in the Community Investment portfolio.
- I'd like to earmark my investment for region #______. *(select region from map below)*

1 PACIFIC NORTHWEST
2 WEST
3 NORTHWEST CENTRAL
4 SOUTH CENTRAL
5 NORTH CENTRAL
6 SOUTHEAST
7 MIDDLE ATLANTIC
8 NEW ENGLAND
9 INTERNATIONAL

Stay informed:

- Yes! Send me materials electronically when possible.
- Yes! Subscribe me to the Foundation's eNewsletter.

My email is ________________.

Please fill out the application and read the detailed information on the reverse side of this form.

Community Investment Note Application

Please print clearly. If you have any difficulty filling out this form, call Calvert Foundation for assistance, toll-free at 800.248.0337. Please make checks payable to Calvert Foundation.

Individual or Institution:

☐ Mr. ☐ Ms. ☐ Mrs. ☐ Dr. ☐ Other____________________

First | Middle Initial | Last

Social Security or Taxpayer ID#

Date of Birth MM/DD/YYYY

Address

City | State | Zip

Home Phone *(required)* | Business Phone

Email

Joint Investor or Institutional Officer:

☐ Mr. ☐ Ms. ☐ Mrs. ☐ Dr. ☐ Other____________________

First | Middle Initial | Last

Trust:

_ (Please include a copy of the trust documents)

If the account has more than one name, give the Social Security Number of the actual owner of the account or, if a joint account, the first person listed. For the custodian account of a minor (Uniform Gift/Transfer to Minor's Act), give the Social Security Number of the Minor.

I acknowledge receipt of information regarding the policy binding my investment in Community Investment Notes. I agree to be bound by these terms.

As required by law and under penalties of perjury, I certify that (1) the Social Security or other taxpayer identification number (TIN) provided on this form is my correct TIN, and (2) currently I am not under IRS notification that I am subject to back-up withholding. (Please strike out clause (2) if you are currently under notification.) If the correct TIN is not supplied, the Foundation is required to withhold 28% of dividends and/or redemption, and your account may be closed. The IRS does not require your consent to any provision of this document other than certifications to avoid back-up.

Individual, Trustee or Officer Signature | Date

Joint Signature | Date

Optional:

Broker Name

Company | Phone

Address

City | State | Zip

THESE SECURITIES ARE EXEMPT FROM FEDERAL REGISTRATION AND HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE FEDERAL OR ANY STATE SECURITIES COMMISSION PASSED ON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

COMMUNITY INVESTMENT NOTES ARE UNSECURED OBLIGATIONS AND ARE NOT DEPOSITS OR OBLIGATIONS OF, OR GUARANTEED OR ENDORSED BY, ANY BANK, AND ARE NOT INSURED BY THE FDIC, SIPC OR ANY OTHER AGENCY.

CALVERT SOCIAL INVESTMENT FOUNDATION, INC. ("Calvert Foundation" or "the Foundation"), Community Investment Notes are issued by Calvert Social Investment Foundation, Inc., a Maryland corporation established September 20, 1988. The Foundation is a 501(c)(3) nonprofit organization dedicated to the mission of promoting the consideration of social factors in the investment process and encouraging the flow of investment resources to disadvantaged communities.

The **COMMUNITY INVESTMENT NOTE PROGRAM** was designed in 1995 to address the social and economic needs of the disadvantaged. Through the Foundation, the program is designed to work with the organizations that can make a tremendous difference through economic and social empowerment in the lives of people in various communities, both in the United States and abroad. Up to 50% of the Foundation's loans are made to organizations outside of the United States.

The program achieves its goal by making loans at below-market rates to community-based organizations. These organizations, in turn, work in underserved communities to support the development of businesses, jobs, housing and social services. The Note program is funded by individual investors, as well as program-related investments, grants and loans from The John D. and Catherine T. MacArthur Foundation, The Rockefeller Foundation, The Ford Foundation, Bank of America, Washington Mutual Bank, and Acacia Life Insurance Company.

COMMUNITY INVESTMENT NOTES (CI Notes) are issued to investors who invest for specific terms with the expectation of a fixed rate of return. CI Notes are subject to certain risks as disclosed in the prospectus, which should be read before investing. There are added risks associated with making loans abroad, such as limited availability of information, currency fluctuation and risks relating to political and economic conditions. While Calvert Foundation has established criteria in order to determine which organizations are most likely to benefit from loans and still maintain their repayment obligations, and procedures have been put in place to monitor repayment progress, there can be no guarantee that the organizations will be able to make payments as scheduled. Community Investment Notes are senior to subordinated program related investments, guarantees, net assets and loss reserves. However, there remains some risk that defaults or untimely payments of loans may result in Calvert Foundation having insufficient subordinated debt or loan loss reserves to satisfy all outstanding notes.

ADDITIONAL INFORMATION containing more detail about the program may be obtained free of charge by calling 800.248.0337. To purchase a Community Investment Note or service existing accounts, call 800.248.0337. The Foundation will send you documentation containing information about its structure, including directors, officers and financial information. The documentation contains detail about the due diligence factors Calvert Foundation takes into account in connection with the loans it considers, and it discusses risk management monitoring and reporting. Also included is the information on loan renewals and increases, the periodic review process for existing loans, and portfolio management factors such as diversification, interest rates and loan fees, cash management, net worth analysis and loan loss reserves.

IMPORTANT NOTICE—The USA PATRIOT Act: Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account. When you open a Community Investment Note we will verify the following information: your name, address, date of birth and potentially other identifying information.

COMMUNITY INVESTMENT NOTES ARE ISSUED BY CALVERT FOUNDATION AND ARE NOT MUTUAL FUNDS. COMMUNITY INVESTMENT NOTES SHOULD NOT BE CONFUSED WITH ANY CALVERT GROUP, LTD.-SPONSORED INVESTMENT PRODUCT.

APPENDIX IV
Notice of Rescission (Georgia)

NOTICE OF RESCISSION

TO: Calvert Social Investment Foundation
7315 Wisconsin Avenue, Suite 1100W
Bethesda, MD 20814

CC: Georgia Commissioner of Securities
Officer of the Secretary of State
2 Martin Luther King, Jr. Dr., S.E.
Suite 802, West Tower
Atlanta, Georgia 30334

I hereby exercise my right to rescind my purchase of $___________ of Community Investment Notes, issued by the Calvert Social Investment Foundation, Inc.

This rescission is made within seventy-two (72) hours of the earliest of my execution of a written agreement to purchase said notes, the delivery of a confirmation of sale of said shares to me, or the payment for such notes. I understand that the effective date of the rescission shall be the date of delivery of this Notice or the depositing of same, properly addressed and with adequate postage thereon, in the United States Mail.

DATED, this __________ day of _________________________, 20______

Name ____

Address ____

City ____ State ________ Zip _____________

NOTICE OF RESCISSION

TO: Georgia Commissioner of Securities
Officer of the Secretary of State
2 Martin Luther King, Jr. Dr., S.E.
Suite 802, West Tower
Atlanta, Georgia 30334

CC: Calvert Social Investment Foundation
7315 Wisconsin Avenue, Suite 1100W
Bethesda, MD 20814

I hereby exercise my right to rescind my purchase of $_____________ of Community Investment Notes, issued by the Calvert Social Investment Foundation, Inc.

This rescission is made within seventy-two (72) hours of the earliest of my execution of a written agreement to purchase said notes, the delivery of a confirmation of sale of said shares to me, or the payment for such notes. I understand that the effective date of the rescission shall be the date of delivery of this Notice or the depositing of same, properly addressed and with adequate postage thereon, in the United States Mail.

DATED, this __________ day of __________________________, 20______

Name ____

Address ____

City ____ State ________ Zip _____________

APPENDIX V
Audited Financial Statements

Calvert Social Investment Foundation, Inc. and Subsidiary

Consolidated Financial Statements

Years ended December 31, 2010, 2009 and 2008
with Report of Independent Auditors

Calvert Social Investment Foundation, Inc. and Subsidiary

Consolidated Financial Statements

Years ended December 31, 2010, 2009 and 2008

Contents

Report of Independent Auditors

Board of Directors
Calvert Social Investment Foundation, Inc. and Subsidiary

We have audited the accompanying consolidated statements of financial position of Calvert Social Investment Foundation, Inc. and Subsidiary (the Foundation) as of December 31, 2010, 2009 and 2008, and the related statements of activities and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Calvert Social Investment Foundation, Inc. and Subsidiary at December 31, 2010, 2009 and 2008 and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

Johnson Lambert & Co. LLP

Falls Church, Virginia
March 28, 2011

Calvert Social Investment Foundation, Inc. and Subsidiary

Consolidated Statements of Financial Position

	December 31, 2010	2009	2008
Assets			
Cash and cash equivalents	$ 32,179,533	$ 28,258,474	$ 24,371,699
Program related investments:			
Certificates of deposit	52,763,035	38,767,387	25,358,565
Notes receivable, net of allowance for loan losses of $5,629,946, $5,439,302 and $4,550,574, respectively	150,575,894	133,229,096	128,731,496
Mission Plus Placements, net of allowance for losses of $825,263, $413,353 and $234,912, respectively	1,911,049	1,684,917	1,074,485
Cash pledged as collateral, net of allowance for losses of $0, $67,409 and $72,301, respectively	-	1,357,795	1,352,903
Other investments, at fair value:			
Mutual funds	14,806,716	14,062,740	11,623,360
Common stock and other equities	1,002,059	527,060	1,301,172
Debt securities	1,194,664	1,524,440	1,540,669
Other investments, at cost:			
Preferred stock, net of OTTI	-	1,000,000	1,125,000
Debt securities	2,483,848	6,914,336	6,396,030
Loan fund	5,017,033	-	-
Interest and fees receivable	2,242,184	2,057,976	1,905,538
Other receivables	5,808,663	7,741,369	2,460,371
Other assets	235,582	287,448	229,889
Furniture, equipment and software, net of accumulated depreciation of $346,068, $274,500,and $219,429, respectively	359,474	231,261	240,643
Total assets	$ 270,579,734	$ 237,644,299	$ 207,711,820

-Continued-

Calvert Social Investment Foundation, Inc. and Subsidiary

Consolidated Statements of Financial Position (Continued)

	December 31, 2010	2009	2008
Liabilities and net assets			
Liabilities:			
Accrued interest payable	$ 2,478,445	$ 2,129,782	$ 2,090,118
Accounts payable and accrued expenses	1,655,379	89,761	99,791
Calvert Foundation Community Investment Notes payable (the Notes)	219,601,875	186,239,684	158,118,460
Subordinated loans payable	11,923,000	12,058,332	13,926,665
Refundable and recoverable grants	500,000	1,500,000	1,000,000
Total liabilities	236,158,699	202,017,559	175,235,034
Net assets:			
Unrestricted net assets			
Undesignated	$ 1,107,042	$ 739,657	$ 1,012,235
Board designated:			
Calvert Foundation Giving Fund	25,040,133	28,062,672	25,183,756
Capital Support	5,104,865	5,304,865	5,104,865
Loan Loss Support	250,000	-	652,085
Total unrestricted net assets	31,502,040	34,107,194	31,952,941
Temporarily restricted net assets	2,731,424	1,331,975	336,274
Permanently restricted net assets	187,571	187,571	187,571
Total net assets	34,421,035	35,626,740	32,476,786
Total liabilities and net assets	$ 270,579,734	$ 237,644,299	$ 207,711,820

 See accompanying notes to the consolidated financial statements.

Calvert Social Investment Foundation, Inc. and Subsidiary

Consolidated Statements of Activities

	Year ended December 31, 2010	2009	2008
Change in unrestricted net assets			
Support:			
Contributions	$ 7,266,244	$ 4,934,178	$ 7,137,826
Grants	3,067,700	350,000	1,795,000
Donated facilities and administrative support	949,728	694,490	562,324
Total support	11,283,672	5,978,668	9,495,150
Revenue:			
Program revenue	7,894,876	7,600,207	6,538,616
Investment income	872,239	984,393	1,262,697
Fee income	1,453,916	938,227	734,220
Total revenue	10,221,031	9,522,827	8,535,533
Net assets released from restriction:			
Satisfaction of program restrictions	1,460,559	1,455,027	1,462,097
Donor releases	-	-	349,851
Total support and revenue	22,965,262	16,956,522	19,842,631
Expenses			
Program services	18,528,113	15,113,834	14,783,250
Support services			
Management and general	1,299,774	897,044	807,424
Fundraising	595,523	528,221	491,027
Total expenses	20,423,410	16,539,099	16,081,701
Change in unrestricted net assets before non-operating items	2,541,852	417,423	3,760,930
Transfer to Giving Assets, Inc. (GAI)	(6,209,667)	-	-
Change in fair value of investments	1,062,661	1,736,830	(3,505,832)
Change in unrestricted net assets	(2,605,154)	2,154,253	255,098
Changes in temporarily restricted net assets			
Contributions	8	728	6,359
Grants	2,860,000	2,450,000	1,145,000
Net assets released from restriction	(1,460,559)	(1,455,027)	(1,462,097)
Change in temporarily restricted net assets	1,399,449	995,701	(310,738)
Change in permanently restricted net assets			
Donor releases from restriction	-	-	(349,851)
Change in permanently restricted net assets	-	-	(349,851)
Change in net assets	(1,205,705)	3,149,954	(405,491)
Net assets at beginning of period	35,626,740	32,476,786	32,882,277
Net assets at end of period	$ 34,421,035	$ 35,626,740	$ 32,476,786

See accompanying notes to the consolidated financial statements.

Calvert Social Investment Foundation, Inc. and Subsidiary

Consolidated Statements of Cash Flows

	Year ended December 31, 2010	2009	2008
Cash flows from operating activities			
Change in net assets	$ (1,205,705)	$ 3,149,954	$ (405,491)
Adjustments to reconcile change in net assets to net cash provided by operating activities:			
Depreciation	71,567	55,070	49,090
Change in market value of investments	(1,062,661)	(1,736,830)	3,505,832
Provision for loan loss	635,145	1,062,277	809,031
Loss on loan to qualified organization	-	426,340	-
Other-than-temporary impairment (OTTI) losses	1,000,000	125,000	-
Changes in operating assets and liabilities:			
Other receivables	1,932,706	(5,280,998)	(1,077,446)
Interest and fees receivable	(184,208)	(152,438)	(449,014)
Other assets	51,866	(57,559)	(110,565)
Accounts payable and accrued expenses	1,565,618	(10,030)	(651,002)
Accrued interest payable	348,663	39,664	397,120
Net cash provided by (used in) operating activities	3,152,991	(2,379,550)	2,067,555
Cash flows from investing activities			
Cost of investments acquired	(40,171,604)	(18,087,507)	(31,606,451)
Proceeds from investments sold	25,762,873	4,248,171	12,907,507
Loans and Mission Plus Placements	(37,111,332)	(23,942,780)	(30,619,251)
Repayments of loans and Mission Plus Placements	18,835,848	17,341,238	5,109,669
Cash released as collateral	1,425,204	-	-
Purchase of equipment	(199,780)	(45,688)	(146,555)
Net cash used in investing activities	(31,458,791)	(20,486,566)	(44,355,081)
Cash flows from financing activities			
Increase in subordinated loans payable and refundable grant	1,463,000	500,000	650,000
Subordinate loan and refundable grant repayments	(2,598,332)	(1,868,333)	(333,335)
Proceeds from issuance of the Notes	71,908,646	55,142,872	53,223,445
Repayments of the Notes	(38,546,455)	(27,021,648)	(14,354,750)
Net cash provided by financing activities	32,226,859	26,752,891	39,185,360
Net change in cash and cash equivalents	3,921,059	3,886,775	(3,102,166)
Cash and cash equivalents, beginning of year	28,258,474	24,371,699	27,473,865
Net cash and cash equivalents, end of period	$ 32,179,533	$ 28,258,474	$ 24,371,699
Supplemental disclosures of cash flow information			
Interest paid	$ 4,632,657	$ 4,451,471	$ 2,719,619

See accompanying notes to the consolidated financial statements.

Note A - Organization

The Calvert Social Investment Foundation, Inc. (the Foundation) was formed in l988 with a mission to maximize the flow of capital to disadvantaged communities. To realize its mission, the Foundation administers products and services designed to bridge traditional sources of capital and organizations benefiting under-served communities.

On April 23, 2010, Community Investment Partners, Inc. (CIP, Inc.) a wholly owned subsidiary of the Foundation was formed as a Maryland non-stock corporation. The Foundation is the sole member of the taxable corporation, which is a registered investment advisor with the Securities and Exchange Commission (SEC). CIP, Inc. is organized to promote community investment by, among other things, providing funds management and investor services to social and community development institutions in order to encourage the flow of investment resources to disadvantaged communities. Prior to April 23, 2010, the Foundation handled its fee for service business through a program as opposed to a separate subsidiary.

The Calvert Foundation Community Investment Notes (the Notes) are investments from individuals and institutions, serving as a source of capital for direct loans to community-based non-profits. The Mission Plus Program primarily entails donations to the Foundation that are dedicated to financing high-impact, innovative community organizations. The Calvert Foundation Giving Fund is a donor-advised program whereby donors make irrevocable donations to the Foundation.

Note B - Summary of Significant Accounting Policies

Principles of Consolidation
The consolidated financial statements for 2010 include the accounts of Calvert Social Investment Foundation, Inc. and CIP, Inc. (collectively referred to as the Foundation). All significant inter-entity balances and transactions have been eliminated in consolidation.

Basis of Accounting and Use of Estimates
The accompanying consolidated financial statements have been prepared using the accrual basis of accounting in conformity with accounting principles generally accepted in the United States (GAAP); whereby revenue is recognized when earned and expenses recorded when incurred. The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of support, revenue and expenses during the reporting period.

Note B - Summary of Significant Accounting Policies (Continued)

Basis of Presentation
The accompanying consolidated financial statements were prepared using accounting standards generally accepted for foundations. These standards require foundations to report information regarding their financial position and activities in three classes of net assets as follows:

Unrestricted net assets - represents resources which have met all applicable restrictions and are considered to be available for unrestricted use. From time to time, the Board of Directors may designate a portion of net assets for a specific purpose; however, board designated net assets are classified as unrestricted net assets.

Temporarily restricted net assets - represents resources restricted by donors until such time as either purpose or time restrictions have been met.

Permanently restricted net assets - represents resources that contain a stipulation that permanently restricts the use of such funds, but allows earnings from the funds to be used for either temporarily restricted or unrestricted purposes.

Tax status
The Calvert Social Investment Foundation, Inc. is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. In addition, the Foundation has been determined by the Internal Revenue Service not to be a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code. Management has concluded that the Foundation has properly maintained its exempt status and that there are no uncertain tax positions as of December 31, 2010 and 2009. Tax years 2007 - 2010 are subject to examination by taxing authorities, there are currently no examinations being conducted.

CIP, Inc. is not tax exempt and is subject to income tax on its net income, if any. An assessment of the future realization of deferred tax assets considers historical taxable income and projections for future taxable income over the periods during which the deferred tax assets are recoverable and determines if it is more likely than not that CIP, Inc. will realize the benefits of those differences. As of December 31, 2010, CIP, Inc. had no unrecognized tax liabilities related to uncertain tax positions. Tax returns for the year ended December 31, 2010 are subject to examination by the federal and state authorities. There are no examinations currently being conducted.

Subsequent Events
The Foundation has evaluated subsequent events through March 28, 2011, which is the date the financial statements were available to be issued and has considered all relevant matters in the preparation of the financial statements and footnotes.

Note B - Summary of Significant Accounting Policies (Continued)

Cash and Cash Equivalents
The Foundation considers highly liquid investments, with maturity of three months or less when purchased, to be cash equivalents.

Investments
The Foundation carries its investments at either fair value or cost and reports gains and losses in the statement of activities. The fair values of investments are based on quoted market prices or recognized pricing services at the reporting date. When a fair value for an investment is unable to be obtained, the investments are carried at cost.

Accounting for Derivatives
Derivatives are recorded in the statement of financial position at fair value. Fair value for the Foundation's derivative financial instruments are based on the present value of the expected future cash flows. Changes in fair value are recorded when they occur in the statement of activities.

Accounting for Foreign Currency Denominated Transactions
The books and records of the Foundation are maintained in U.S. dollars. Transactions denominated in foreign currencies are translated into U.S. dollars at the balance sheet date rate of exchange. Changes in foreign currency denominated transactions are recorded in the statement of activities in the period the change occurs.

Allowance for Losses
The Foundation has established an allowance for losses to provide for estimates of uncollectible loans, cash pledged as collateral and Mission Plus Placements. Although variability is inherent in such estimates, management believes that the allowance for losses provided in the consolidated financial statements is adequate. However, because of the small population of loans and limited historical experience, actual losses could be significantly more or less than management's estimate. As adjustments to this estimate become necessary, such adjustments are included in current operations. The Foundation has established a policy for loans placed on non-accrual. Interest accrued on these loans is reversed against interest income. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and in the opinion of management, future payments are reasonably assured.

Furniture and Equipment
Furniture and equipment are stated at cost and are depreciated on the straight-line basis over the estimated useful lives, which range from 3 to 7 years. Depreciation expense was $71,567, $55,070 and $49,090 for the years ended December 31, 2010, 2009, and 2008, respectively.

Note B - Summary of Significant Accounting Policies (Continued)

Loan Fund
The Foundation became a limited partner on September 1, 2010 in a private investment partnership called Microvest Short Duration Fund, LP (Fund), by making an investment of $5,000,000. The Fund is designed to provide short and medium-term debt financing and term deposits to low-income finance institutions, which include microfinance institutions. In accordance with the partnership agreement, limited partners are not liable for any liabilities or for the payment of any debts and obligations of the Fund. Net profits and losses are allocated to each partner in accordance with the ratio of their respective capital account balances. The Foundation may withdraw any or part of their capital account upon providing written notice and other stipulations as defined in the partnership agreement. There are no outstanding capital commitments as of December 31, 2010.

Contributions and Grants
All contributions and grants are considered to be available for unrestricted use unless specifically restricted by the donor or grantor. Amounts received that are designated for future periods or restricted by the donor or grantor for specific purposes are reported as temporarily restricted. When a temporary restriction expires or has been satisfied, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restriction. Contributed property and equipment is recorded at its estimated fair value at the date of donation. If donors stipulate a length of time the assets must be used, the contributions are recorded as restricted support. In the absence of such stipulations, contributions of property and equipment are recorded as unrestricted support.

Donated Facilities and Administrative Support
The Foundation receives office space and professional and administrative support at no cost from the Calvert Group, Ltd (Calvert Group) and the Acacia Mutual Life Insurance Company. Donated facilities and administrative support are recognized as unrestricted support at their estimated fair values and as an offsetting expense in the appropriate functional expense category.

Expense Allocation
The costs of providing programs and other activities have been summarized on a functional basis in the statement of activities. Accordingly, costs have been allocated to program, management and general, and fundraising expenses.

Fair Value of Financial Instruments
GAAP require the disclosure of the fair value of financial instruments based on market interest rates for comparable assets and liabilities at the balance sheet date. For financial instruments for which there are no quoted market prices, a reasonable estimate of fair value would require incurring excessive costs. Because the mission of the Foundation is to raise and lend funds at below market interest rates, these disclosures for the Foundation's notes receivables, Mission Plus Placements, the Notes, subordinated loans payable and refundable grants are not meaningful and are not presented in these financial statements.

Note B - Summary of Significant Accounting Policies (Continued)

Transfer to Giving Assets, Inc, (GAI)
In order to segregate the Foundation's Donor Advised Fund (DAF) program from its other activities, the Foundation began a multi-year process in 2010 to gradually transfer its DAF assets to a programmatically-related organization called GAI. These transfers are non-operating items that reduce net assets. The total amount transferred to GAI in the consolidated statements of activities for the year ending December 31, 2010 was comprised of the following:

	2010
Cash and cash equivalents	$ 2,032,582
Notes receivable	1,542,985
Mutual funds, fair value	1,012,373
Common stock and other equity securities, fair value	440,019
Calvert Foundation Community Investment Notes payable	1,181,708
	$ 6,209,667

Included in this total amount transferred to GAI is $1,005,071 in cash and mutual funds that were not transferred to GAI until January 2011, so it is included in accounts payable and accrued expenses at December 31, 2011.

Reclassifications
Certain prior year balances have been reclassified to conform with current year presentation.

Note C - Investments

Bank certificates of deposit (CDs) are placed with financial institutions providing sources of capital to under-served communities. The CDs are shown at the original deposit amounts (generally $100,000 per institution) plus earned interest. Domestic CDs earn interest at rates ranging from 0.20% to 4.70% and have maturities ranging from January 10, 2011 through March 12, 2014. Certain of these certificates of deposit are subject to penalties for early withdrawal. Penalties for early withdrawal would not have a material effect on the consolidated financial statements. The certificates are automatically renewable by the depository financial institution unless the Foundation provides notification to the institution.

The Foundation maintains cash in bank deposit accounts, which at times may exceed federally insured limits. The Foundation has not experienced any losses in such accounts. Management monitors these balances and believes they do not represent a significant credit risk to the Foundation. The cash balances pledged as collateral, described in Note G, are held in foreign banks, and therefore, are not insured by the FDIC.

Note C - Investments (Continued)

The Foundation also has deposits with certain foreign institutions. There were two foreign deposits held at December 31, 2010 which earn interest at 8.00% and 5.50% and mature at May 16, 2011 and December 7, 2012, respectively. There was one foreign deposit held at December 31, 2009 which earns interest at 8.00% and matures May 16, 2011. Foreign deposits are not insured against loss. At December 31, 2010, 2009, and 2008 the Foundation had CDs totaling $2,350,000, $350,000 and $350,000, respectively on deposit with foreign institutions.

The Foundation maintains money market accounts with the Calvert Group, which had total balances of $4,537,125, $5,672,681, and $17,991,699 as of December 31, 2010, 2009, and 2008, respectively. The Foundation also maintained mutual fund accounts with the Calvert Group, which had total balances of $12,077,776, $11,574,649, and $9,727,046 as of December 31, 2010, 2009 and 2008, respectively.

The Foundation's classifications for investments are based on the framework established by GAAP. The framework is based on the inputs used in the valuation and requires that observable inputs be used in valuations when available. The disclosure of fair value estimates in the fair value guidance includes a hierarchy based on whether significant valuation inputs are observable. The three levels of the hierarchy are as follows:

Level 1- Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities traded in active markets.

Level 2- Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities and market-corroborated inputs.

Level 3- Inputs to valuation methodology are unobservable for the asset or liability and are significant to the fair value measurement.

Certificates of deposit held do not meet the definition of securities under accounting standards and thus are not subject to the fair value disclosure requirements of U.S. GAAP.

Note C - Investments (Continued)

The following table summarizes the Foundation's investments held at fair value in accordance with GAAP at December 31, 2010, 2009 and 2008:

2010	Level 1	Level 2	Total
Common stock	$ 1,002,059	$ -	$ 1,002,059
Mutual funds:			
Money market funds	2,798,259	-	2,798,259
Equity mutual funds	7,077,258	-	7,077,258
Fixed-income mutual funds	4,931,199	-	4,931,199
Debt and government securities	-	1,194,664	1,194,664
Total investments held at fair value	$ 15,808,775	$ 1,194,664	$ 17,003,439

2009	Level 1	Level 2	Total
Common stock	$ 527,060	$ -	$ 527,060
Mutual funds:			
Money market funds	3,586,964	-	3,586,964
Equity mutual funds	6,219,584	-	6,219,584
Fixed-income mutual funds	4,256,192	-	4,256,192
Debt and government securities	-	1,524,440	1,524,440
Total investments held at fair value	$ 14,589,800	$ 1,524,440	$ 16,114,240

2008	Level 1	Level 2	Total
Common stock	$ 1,301,172	$ -	$ 1,301,172
Mutual funds:			
Money market funds	3,999,036	-	3,999,036
Equity mutual funds	3,869,130	-	3,869,130
Fixed-income mutual funds	3,755,194	-	3,755,194
Debt and government securities	-	1,540,669	1,540,669
Total investments held at fair value	$ 12,924,532	$ 1,540,669	$ 14,465,201

The Foundation invests in various investment instruments. Investments are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of financial position. The fair value of the debt and government securities are based upon market quotations from pricing services. The pricing service prepares estimates of fair value measurements for these securities using proprietary pricing applications, which include available relevant market information, benchmark curves, benchmarking of like securities, sector groupings and matrix pricing.

Note C - Investments (Continued)

Investment income comprised the following for the years ended December 31:

	2010	2009	2008
Interest income	$ 771,348	$ 893,363	$ 513,048
Dividend income	84,487	190,881	731,373
Net change in fair value of derivative	(18,520)	193,164	135,415
Change in fair value of foreign currency	34,924	(293,015)	(117,139)
Total investment income	872,239	984,393	1,262,697
Change in fair value of investments	1,062,661	1,736,830	(3,505,832)
Total return on investments	$ 1,934,900	$ 2,721,223	$ (2,243,135)

The Foundation recognized $1,000,000, $125,000, and $0 in other-than-temporarily impairment losses (OTTI) on its investment portfolio during the years ending December 31, 2010, 2009 and 2008, respectively. The OTTI losses are reflected within program services expenses on the consolidated statements of activities.

Note D - Notes Receivable

Notes receivable, net of an allowance for losses, consist of loans made in accordance with the Foundation's stated purpose of providing financial assistance to community development organizations operating in economically disadvantaged communities, which are under-served by traditional capital sources. Pursuant to the terms of the note agreements, interest is due semi-annually and the Foundation has the right to adjust the interest rates on the notes annually. Notice of interest rate adjustments must be given to the borrower at least ten but not more than thirty calendar days prior to the anniversary date of the note.

Note D - Notes Receivable (Continued)

The following individual notes receivable represent exposures greater than or equal to 5% of the Foundation's net assets as of December 31, 2010:

Borrower	Maturity Date	Interest Rate	Amount
Oikocredit USA	7/31/13	2.69%	$ 5,000,000
Procredit Holding AG	12/17/12	3.25%	4,500,000
Microvest I, LP	08/31/11	5.26%	4,000,000
NCB Development Corporation	09/30/14	4.50%	4,000,000
New Hampshire Community Loan Fund, Inc.	07/12/15	4.00%	4,000,000
Opportunity Finance Network	12/31/13	4.50%	4,000,000
Self Help Ventures Fund	07/12/13	3.50%	4,000,000
The Reinvestment Fund	07/15/12	4.50%	4,000,000
Rural Community Assistance Corporation	07/15/12	4.00%	3,500,000
Alterfin C.V.B.A.	10/31/11	4.25%	3,000,000
Boston Community Loan Fund	09/30/14	4.50%	2,500,000
CHF International	06/30/12	5.00%	2,500,000
Impulse Microfinance Investment Fund, NV	09/30/13	4.25%	2,500,000
Central City Concern	03/01/14	4.50%	2,000,000
Century Housing Corporation	03/31/13	4.50%	2,000,000
Federation Of Appalachian Housing Enterprises, Inc.	06/30/13	4.50%	2,000,000
Illinois Facilities Fund	11/30/13	4.00%	2,000,000
Rural Electric Economic Development, Inc	12/31/12	4.50%	2,000,000
Self Help Ventures Fund	12/31/12	4.00%	2,000,000
MiBanco	05/15/15	4.05%	1,800,000
Blue Orchard Loans For Development	03/31/13	6.02%	1,786,214

The allowance for loan losses on notes receivable is adjusted during the year based upon management's assessment of its adequacy compared to the current outstanding notes. The current year's adjustment in the allowance is reflected in the provision for loan losses. As of December 31 the allowance for loan losses was:

	2010	2009	2008
Beginning of year	$ 5,439,302	$ 4,550,574	$ 3,868,681
Loans written off during the year	-	(400,000)	-
Provision for loss allowance	190,644	1,288,728	681,893
End of year	$ 5,629,946	$ 5,439,302	$ 4,550,574

Note E - Foreign Currency Translation

The Foundation from time to time issues loans denominated in a foreign currency. Loans receivable denominated in foreign currencies are translated into U.S. dollars at the balance sheet date rate of exchange. Loans denominated in foreign currencies accrue interest at rates ranging from 4.03% to 9.30% annually, and mature between March 15, 2011 and November 4, 2016. Net currency gains and (losses) of $34,924, ($293,015), and ($117,139) from valuing foreign currency denominated assets at year-end exchange rates are reflected in the statement of activities as investment income for the years 2010, 2009 and 2008, respectively.

Note F - Derivative Financial Instrument

To manage fluctuations of foreign currency values related to loans denominated in foreign currencies, the Foundation enters into currency swap agreements, which mature in concert with the outstanding foreign currency loans described in Note E above. The Foundation does not enter into derivative financial instrument agreements for trading or speculative purposes. At December 31, 2010, 2009 and 2008 the net position of the currency swaps is recorded as other assets in the statement of financial position. Change in the currency swap contracts' fair value of ($18,520), $193,164 and $135,415 at December 31, 2010, 2009 and 2008, respectively, is included in the statement of activities as investment income, and offsets the change in value of the matched foreign currency loans discussed in Note E.

A currency swap is a foreign exchange agreement between two parties to exchange principal and fixed rate interest payments on a loan in one currency for principal and fixed rate interest payments on an equal loan in another currency. As a result of the currency swap agreements the Foundation has eliminated its currency risk that the value of the loan repayments would be less or greater than the original loan amounts.

Embedded in the currency swap is a forward contract which creates the obligation for both parties to close the swap agreement at the agreed upon maturity date.

Note G - Cash Pledged as Collateral

For certain foreign borrowers the Foundation has placed cash on deposit with foreign financial institutions to serve as collateral for local currency loans or lines of credit between the financial institutions and the borrowers. Under the terms of these agreements, the borrowers will be liable to the Foundation should the financial institutions seize the deposits pursuant to an event of default by the borrowers.

The following table summarizes these collateral arrangements at December 31:

Financial Institution	Borrower	2010	2009	2008
Bancolombia	Woman's World Banking - Cali	$ -	$ 102,177	$ 102,177
ANZ Grindlay Bank	Grameen Fund	-	108,024	108,024
Bancolombia	Fundacion Mundo Mujer - Popayan	-	608,503	608,503
Atlantic Security Bank	Woman's World Banking - Bucaramanga	-	404,334	404,334
Atlantic Security Bank	Woman's World Banking - Medellin	-	101,083	101,083
Atlantic Security Bank	Woman's World Banking - Bogotá	-	101,083	101,083
	Total	-	1,425,204	1,425,204
	Less - allowance for losses	-	(67,409)	(72,301)
	Net cash pledged as collateral	$ -	$1,357,795	$1,352,903

Note H - Mission Plus Placements

The Mission Plus Placements Program was established to support higher-risk community development projects. The program is supported primarily through permanently restricted donor contributions.

In 2010, 2009 and 2008 the Foundation released $0, $0 and $349,851, respectively, from previously permanently restricted donations in accordance with the donor's instructions. These amounts are reflected in donor releases in the statement of activities. Through this program the Foundation has issued loans, purchased equity investments and pledged cash as loan collateral for community development projects.

The allowance for losses on Mission Plus Placements is adjusted during the year based upon management's assessment of its adequacy compared to the current outstanding balances outstanding. The current year's adjustment in the allowance is reflected in the provision for losses. As of December 31 the allowance for losses for Mission Plus Placements was:

	2010	2009	2008
Beginning of year	$ 413,353	$ 234,912	$ 160,075
Loans written off during the year	(100,000)	(26,340)	-
Provision for loss allowance	511,910	204,781	74,837
End of year	$ 825,263	$ 413,353	$ 234,912

Note I - Calvert Foundation Community Investment Notes Payable

The Foundation created the Calvert Foundation Community Investment Note (the Notes) program to raise funds and reinvest those funds as direct loans to community development organizations with missions that include housing, economic development and business development in urban and rural communities. These funds are to be loaned to the community groups at rates generally below market. As of December 31, 2010, the Notes are sold through three channels: definitive notes sold directly by the Foundation, book-entry notes sold through the Depository Trust Company (DTC) and online notes sold through MicroPlace Inc., a subsidiary of eBay® Inc.

Funds from definitive notes sold directly by the Foundation are provided by individuals and institutional investors through the sale of the Notes of $1,000 or greater. The Notes pay investors a fixed rate of interest which is typically below-market. Investors may choose an interest rate of 0% to 3% and terms of one, three, five, seven or ten years, or invest in periodic offers that specify the interest rate and term. At December 31, 2010, nine definitive Note holders held notes representing a significant portion of the Notes balance. Notes held by these nine individuals totaled $66,837,626 of the total Notes payable balance.

In June 2007, to further expand the Note program to small investors, the Foundation entered into an agreement with MicroPlace, Inc., a subsidiary of eBay® Inc. and a member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investment Protection Corporation (SIPC). The agreement allows the Foundation to issue its Notes through the MicroPlace online brokerage platform in denominations as low as $20. At December 31, 2010, 2009 and 2008 there were $4,005,576, $2,330,054 and $1,231,973, respectively, Notes outstanding issued via the online channel which are included in Notes payable in the statement of financial position.

Proceeds from the issuance of notes through MicroPlace are used to fund the Foundation's lending to organizations that generally have a higher credit risk than the traditional loan portfolio. Investors purchasing the notes through the MicroPlace platform must designate a specific organization at the time of purchase.

The Foundation is a party to a Trust Indenture Agreement (the indenture agreement) with the Bank of New York (BONY). This agreement allows the Foundation to issue Notes in a form referred to as book-entry notes, which are eligible for electronic settlement through the DTC. The book-entry notes, once issued, are represented by permanent global certificates that are registered in the name of Cede & Co., as nominee of the DTC. BONY has been designated as the indenture trustee to the indenture agreement and in this capacity BONY will serve as paying agent for the book-entry notes.

Note I - Calvert Foundation Community Investment Notes Payable (Continued)

The indenture agreement imposes certain financial and other covenants on the Foundation and allows BONY to take specified actions on behalf of the holder of notes under certain circumstances. At December 31, 2010, 2009 and 2008 the Foundation was in compliance with covenants relating to this agreement. For a more complete description of this agreement please refer to the Foundation's Prospectus. At December 31, 2010, 2009 and 2008 there were $80,318,000, $55,942,000 and $32,212,000, respectively, book-entry notes outstanding, which are included in the Notes payable in the statement of financial position.

The Notes are offered under a self-executing exemption from federal registration. The Foundation and the Notes comply with state registration requirements. The Notes are senior to the $11,923,000 in subordinated program-related loans (see Note J) as well as Loan Commitments of up to $10,000,000 available for use by the Foundation (see Note L).

Maturities by year are as follows:

2011	$ 81,615,856
2012	54,402,598
2013	47,501,428
2014	12,887,848
2015	22,193,070
Thereafter	1,001,075
Total	$ 219,601,875

Note J - Subordinated Loans Payable

Loans were provided by the following organizations to: 1) provide financial assistance to community development organizations operating in economically disadvantaged communities, which are under-served by traditional capital sources and 2) provide subordinate financing to assist the Foundation in attracting investors for the Note program.

Note J - Subordinated Loans Payable (Continued)

The principal amounts, interest rates, terms and methods of repayment as of December 31 are as follows:

Organization	Description	2010 Principal Amount	2009 Principal Amount	2008 Principal Amount
Senior Subordinated Loans				
Ameritas Life Insurance Company	Repayable in full on April 1, 2009 with interest payable annually at a rate of 3% per annum. The Foundation repaid on April 1, 2009.	$ -	$ -	$ 2,000,000
Community Development Financial Institution Fund	Repayable in full on January 25, 2010 with interest payable annually at a rate of 3% per annum. The Foundation repaid on January 25, 2010.	-	1,000,000	1,000,000
The Ford Foundation	Repayable in full on September 13, 2017 with interest payable annually at a rate of 1% per annum.	750,000	750,000	750,000
Calvert Administrative Services Co.	Repayable in full on April 30, 2014 with interest payable annually at a rate of 3% per annum.	1,000,000	1,000,000	-
The F.B. Heron Foundation	Repayable in full on August 31, 2012 with interest payable annually at a rate of 3% per annum	500,000	500,000	500,000
Acacia Mutual Life Insurance Company	Repayable in full on September 1, 2010 with interest payable annually at a rate of 3% per annum. The Foundation repaid on September 1, 2010.	-	200,000	200,000
Total senior subordinated debt		2,250,000	3,450,000	4,450,000

Note J - Subordinated Loans Payable (Continued)

Organization	Description	2010 Principal Amount	2009 Principal Amount	2008 Principal Amount
Junior Subordinated Loans				
MacArthur Foundation	Repayable in three installments of $500,000 due each January 1, 2014, 2015, and 2016 and one installment of $2,000,000 due April 1, 2018. Interest payable quarterly at a rate of 2% per annum.	$ 3,500,000	$ 3,500,000	$ 3,500,000
JPMorgan Chase Bank, NA	Repayable in full on November 13, 2013 with interest payable semi-annually at a rate of 3% per annum.	3,000,000	3,000,000	3,000,000
San Francisco Foundation	Repayable in installments of $250,000 due December 21, 2013 and 2014. Interest is payable semi-annually at a rate of 3% per annum.	500,000	500,000	-
Lemelson Foundation	Repayable in full on October 7, 2012. Interest is payable annually at a rate of 2% per annum.	100,000	100,000	-
DOEN Foundation	Repayable in full October 31, 2012 with interest payable annually at a rate of 3% per annum. The Foundation repaid on November 7, 2009.	-	-	1,200,000
The Stephen Case Foundation	Repayable in installments of $333,335 due December 20, 2008, 2009 and 2010. Interest payable annually at a rate of 2% per annum. The Foundation made the final installment payment on December 20, 2010.	-	333,332	666,665
Northwest Area Foundation	Repayable in full on or before December 15, 2011. Interest payable annually at a rate of 2% per annum.	500,000	500,000	500,000
The Rockefeller Foundation	Repayable in full on or before November 15, 2015 with interest payable annually at a rate of 2% per annum.	450,000	450,000	450,000
Private Individual	Repayable in full on or before January 31, 2013. Interest payable annually at a rate of 2% per annum.	150,000	150,000	150,000
Private Individuals	Repayable in full on or before August 1, 2012. Interest payable annually at a rate of 3% per annum. The Foundation repaid on August 26, 2010.	-	65,000	-
		2010	2009	2008

Note J - Subordinated Loans Payable (Continued)

Organization	Description	Principal Amount	Principal Amount	Principal Amount
Bank of America	Repayable in full June 28, 2012 with interest payable annually at a rate of 3% per annum.	10,000	10,000	10,000
Community Foundation Land Trust	Repayable in full January 15, 2015 with interest payable annually at a rate of 3% per annum.	500,000	-	-
Child Relief International	Repayable in full May 27, 2013 with interest payable annually at a rate of 3% per annum.	238,000	-	-
Wells Fargo	Repayable in full June 28, 2015 with interest payable annually at a rate of 2% per annum.	500,000	-	-
Oswald Family Foundation	Repayable in full June 30, 2013 with interest payable annually at a rate of 2% per annum.	125,000	-	-
Page Hill Foundation	Repayable in full August 26, 2013 with interest payable annually at a rate of 3% per annum.	100,000	-	-
Total junior subordinated debt		9,673,000	8,608,332	9,476,665
Total subordinated debt		$ 11,923,000	$ 12,058,332	$ 13,926,665

Note J - Subordinated Loans Payable (Continued)

Maturities as of December 31, 2010 are:

2011	$	500,000
2012		610,000
2013		3,863,000
2014		1,750,000
2015		1,950,000
Thereafter		3,250,000
Total	$	11,923,000

Under the terms of the loans detailed above, the Foundation is subject to certain debt covenants, which require the Foundation to maintain minimum net asset balances and specific liquidity ratios, and to provide timely financial and progress reports to the lending organizations. As of December 31, 2010, 2009 and 2008 the Foundation was in compliance with all its debt covenants.

The Foundation and the issuers of the subordinated debt detailed above entered into an Intercreditor Agreement (the Agreement). The Agreement clarifies and delineates the relationship between the junior subordinated debt and the senior subordinated debt and the various rights of each category of subordinated debt. One or more additional subordinated lenders may become a party to the Agreement upon notification by the Foundation to each of the other parties.

Note K - Refundable and Recoverable Grants

The Foundation received a recoverable grant from the Ford Foundation in the amount of $500,000 on June 1, 2009. This grant was issued by the Ford Foundation to provide support to capitalize a loan loss reserve fund for the affordable housing portfolio in order to mitigate increased levels of risk associated with affordable housing. The grant funds are available over a seven year period. Under the terms of the agreement, the Foundation will be required to repay the sum of the portion of the recoverable grant funds not used to fund loan loss reserve adjustments, and any recoveries resulting from reductions to the loan loss reserve related to improvements in credit quality or repayment of a loan which were supported with the recoverable grant proceeds. Any remaining unpaid balance of the grant at maturity would be considered forgiven and unrecoverable and would be recorded by the Foundation as an unrestricted contribution at the time of maturity. At December 31, 2010 events have not occurred indicating the forgiveness of the grant, and as a result, the Foundation has reflected this refundable grant as a liability in the statement of financial position.

Note K - Refundable Grant (Continued)

The Foundation received a refundable grant from the Open Society Institute (OSI) in the amount of $1,000,000. During 2010, the Foundation repaid the refundable grant to OSI. This grant was issued by OSI to provide credit enhancements to support a loan issued by the Foundation to the Media Development Loan Fund (MDLF). The grant provided that in the event of a default by MDLF resulting in a loan loss by the Foundation, the amount of such loss shall serve to reduce and offset an equivalent amount of the grant refundable to OSI up to the total amount of the grant award. Upon repayment by MDLF of its loan from the Foundation, the Foundation is required to repay OSI the grant proceeds less any actual loan losses incurred on the MDLF loan. Accordingly, the Foundation reflected this refundable grant as a liability in the statement of financial position. Under the terms of the agreement the Foundation has agreed to pay an annual fee of $15,000 to OSI.

Note L - Loan Commitments

On February 20, 2008, the Foundation entered into an Investment Guaranty Facility Agreement (Investment Guaranty) with the Overseas Private Investment Corporation, an agency of the United States (OPIC), pursuant to Section 234(b) of the Foreign Assistance Act of 1961. The Investment Guaranty provides that OPIC will make available to the Foundation a standby unfunded guaranty facility up to $10,000,000. As of December 31, 2010, the Foundation has activated $5,000,000. The Investment Guaranty is provided for the purpose of supporting the Foundation's liquidity to facilitate repayment of the Calvert Foundation Community Investment Notes that were issued to support loans to microfinance institutions in designated project countries. Draw downs on the guaranty will be subordinated to the Notes. In consideration of the Investment Guaranty, the Foundation has agreed to pay OPIC annual fees equal to 1% of the activated portion of the Investment Guaranty plus 0.25% of the difference between the maximum commitment and the activated portion of the Investment Guaranty. At December 31, 2010 and 2009 the Foundation had no outstanding amounts relating to this Investment Guaranty.

On December 18, 2007, the Foundation entered into a Loan Commitment Agreement (the Commitment) with Merrill Lynch Community Development Corporation (MLBUSA), whereby MLBUSA agrees to make one or more senior subordinated term loans to the Foundation. The initial activated amount of the Commitment is $500,000, which can be increased up to a maximum commitment of $2,500,000. In consideration of the Commitment, the Foundation has agreed to pay MLBUSA an annual commitment fee on each anniversary of the Commitment equal to 1% of the activated portion of the Commitment plus 0.25% of the difference between the maximum commitment and the activated portion of the Commitment. The Commitment expired on December 18, 2009 and was not renewed by the Foundation. At December 31, 2009 and 2008 the Foundation had no outstanding amounts relating to this commitment.

Note L - Loan Commitments (Continued)

The Foundation entered into a Standby Loan Commitment (Standby Commitment) with the Rockefeller Foundation (Lender), whereby the Lender agrees to make one or more senior subordinated term loans to the Foundation in the aggregate principal amount of up to $1,000,000. The Standby Commitment is available for the Foundation during the period November 15, 2005 to November 15, 2010, and is to be used to increase the Foundation's capacity to issue the Notes. In consideration of the Standby Commitment the Foundation has agreed to pay the Lender an annual commitment fee on each anniversary of the date of the Standby Commitment period equal to 1% of the undrawn portion of the Standby Commitment. At December 31, 2010, 2009 and 2008 the Foundation had no outstanding amounts relating to this Standby Commitment.

The Foundation has also entered into a loan commitment agreement with the Calvert Administrative Services Company (Calvert Administrative). The loan commitment agreement is effective for a 5-year term and provides that the grantor is required to provide loans to the Foundation, under the extreme circumstances if the Foundation were to sustain losses that exceed the value of the Foundation's loan loss reserves, net assets, and the junior subordinated loans discussed in Note J. Under the terms of the loan commitment, Calvert Administrative will lend up to $1,000,000. This loan, if funded, would be subordinate to the Foundation's Community Investment Notes and bear interest at the prime rate plus 2%. In exchange for this loan commitment, the Foundation has agreed to pay Calvert Administrative annual fees of $10,000. This commitment expired on August 2, 2009 and was not renewed by the Foundation. At At December 31, 2009 and 2008 the Foundation had no outstanding amounts related to this loan commitment.

Note M - Program Revenue

The components of program revenue were as follows for the years ending December 31:

	2010	2009	2008
Interest on notes receivable	$ 7,334,192	$ 6,824,831	$ 6,031,644
Interest on certificates of deposit	560,684	775,376	506,972
Total	$ 7,894,876	$ 7,600,207	$ 6,538,616

Note N - Donated Facilities and Administrative Support

The values of donated facilities, information technology (IT) and administrative support are summarized as follows:

Expense Category	2010	2009	2008
Occupancy, IT and administrative	$ 948,459	$ 691,910	$ 557,164
Professional fees	1,269	2,580	5,160
Total	$ 949,728	$ 694,490	$ 562,324

Note O - Net Assets

Unrestricted net assets consist of undesignated and board designated net assets. Board designated net assets are set aside by the Board of Directors for the Calvert Foundation Giving Fund, Capital Support, and Loan Loss Support. Contributions and grants designated to the Loan Loss Support category are set aside to support the Foundation's loan loss reserve.

Temporarily restricted net assets are available for use in programs specified by donors. The net assets released from donor restriction for the years ended December 31, 2010, 2009 and 2008 are attributable to expenses incurred related to these specific programs or the expiration of time restrictions.

Permanently restricted net assets are restricted for use in the Foundation's permanent revolving loan fund. Loan loss allowances established for loans issued from this fund are charged to loan loss expense. Donor releases for the year ended December 31, 2008 reflects releases from permanently restricted net assets in accordance with donor instructions.

Note P - Related Parties

The Foundation is a related party to the Calvert Group, Ltd. and its subsidiaries, each of which service the Calvert mutual funds (together, the "Calvert Entities"). Four of the twelve Foundation Board members also serve on the respective boards of certain of the Calvert Entities. The Foundation reimburses the Calvert Entities for expenses incurred by the Calvert Entities on behalf of the Foundation. As of December 31, 2010, 2009 and 2008 there were no amounts due to the Calvert Entities from the Foundation. In addition, The Calvert mutual funds held investments in the Notes, as described in Note I, issued by the Foundation of approximately $25 million for the years ended December 31, 2010, 2009 and 2008, respectively.

Note Q - Retirement Plan

The Foundation sponsors a 401(k) Plan (the Plan) for its employees. Employees with three months of service and having attained the age of twenty-one are eligible for participation in the Plan. The Foundation matches 100% of employee contributions up to 6% of the employee's compensation, which vests immediately to the employee. Participants are eligible for employer matching contributions after one year of service. The Foundation made contributions to the Plan of $149,483, $145,993, and $118,530 for the periods ending December 31, 2010, 2009 and 2008, respectively.

Report of Independent Auditors
on Other Financial Information

Board of Directors
Calvert Social Investment Foundation, Inc. and Subsidiary

The audited consolidated financial statements of the Calvert Social Investment Foundation, Inc. and Subsidiary (the Foundation) and our report thereon are presented in the preceding section of this report. The consolidated statement of functional expenses is presented for purposes of additional analysis and is not a required part of the financial statements of the Foundation. This information has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Johnson Lambert & Co. LLP

Falls Church, Virginia
March 28, 2011

	Program Services	Supporting Services: Management and General	Fundraising	Total Support Services	2010 Total	2009 Total	2008 Total
Expenses							
Employee Compensation							
Salaries	$ 2,272,687	$ 649,339	$ 324,670	$ 974,009	$ 3,246,696	$ 2,927,319	$ 2,661,131
Employee benefits	381,574	109,021	54,511	163,532	545,106	453,491	383,290
Total employee compensation	2,654,261	758,360	379,181	1,137,541	3,791,802	3,380,810	3,044,421
Other expenses							
Grant expense	5,927,650	-	-	-	5,927,650	4,047,900	5,347,314
NRFC administration expense	87,340	-	-	-	87,340	82,035	89,005
Consultants	1,112,550	61,808	61,808	123,616	1,236,166	913,616	1,079,868
Conferences	78,176	4,343	4,343	8,686	86,862	26,796	115,681
Dues and subscriptions	53,518	9,444	-	9,444	62,962	30,057	39,195
Equipment and software	40,702	7,183	-	7,183	47,885	42,092	106,861
Insurance	-	22,412	-	22,412	22,412	17,474	31,187
Occupancy	146,548	830,438	-	830,438	976,986	731,006	605,942
Postage and delivery	35,770	8,942	-	8,942	44,712	21,500	25,565
Professional fees	366,422	93,954	9,395	103,349	469,771	98,434	80,150
Printing and publications	56,895	3,161	3,161	6,322	63,217	85,355	67,159
Supplies	12,023	12,023	-	12,023	24,046	16,854	12,116
Taxes - employee and other	-	243,170	-	243,170	243,170	226,770	191,624
Telephone	27,474	6,869	-	6,869	34,343	36,356	41,933
Travel	217,525	27,191	27,191	54,382	271,907	264,377	225,769
Marketing	5,112	-	-	-	5,112	860	10,027
Interest expense	5,137,224	-	-	-	5,137,224	4,582,724	3,911,698
Provision for loan losses	635,144	-	-	-	635,144	1,488,617	809,031
OTTI losses	1,000,000	-	-	-	1,000,000	125,000	-
Production expense	19,208	-	-	-	19,208	32,420	24,670
Commissions	53,592	-	-	-	53,592	43,975	59,752
Registration fees	71,523	-	-	-	71,523	86,395	20,228
Depreciation	-	71,567	-	71,567	71,567	55,070	49,090
Bank charges	16,349	16,349	-	16,349	32,698	94,154	61,754
Miscellaneous	-	6,111	-	6,111	6,111	8,452	31,661
Allocated overhead	773,107	(883,551)	110,444	(773,107)	-	-	-
Total other expenses	15,873,852	541,414	216,342	757,756	16,631,608	13,158,289	13,037,280
Total	$ 18,528,113	$ 1,299,774	$ 595,523	$ 1,895,297	$ 20,423,410	$ 16,539,099	$ 16,081,701

Notes

Notes

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