

File No. 130187

Committee Item No. 1

Board Item No. 14

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance Sub-Committee Date 04/17/2013

Board of Supervisors Meeting

Date APRIL 23, 2013

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
| <input type="checkbox"/> | <input type="checkbox"/> | Budget and Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Introduction Form (for hearings) |
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Completed by: Victor Young Date April 12, 2013

Completed by: Victor Young Date 4/18/13

1 [Annual Fundraising Drive - 2013]

2
3 **Resolution designating those agencies qualified to participate in the 2013 Annual Joint**
4 **Fundraising Drive for officers and employees of the City and County of San Francisco.**

5
6 WHEREAS, Administrative Code Section 16.93-4 requires that by May 1st of each
7 year; the Board of Supervisors, by resolution, shall designate those agencies that qualify to
8 participate in the City's Annual Fundraising Drive for that year; and,

9 WHEREAS, The agencies referred to below have each submitted an application for
10 participation in the 2013 Annual Fundraising Drive; and,

11 WHEREAS, Applicants are qualified to participate in the Annual Fundraising Drive if
12 they meet the requirements contained in Administrative Code Section 16.93-2; now, therefore,
13 be it

14 RESOLVED, That the Board of Supervisors of the City and County of San Francisco
15 finds that applicants who participate in the City's Annual Fundraising Drive must meet the
16 following criteria contained in Administrative Code Section 16.93-2:

- 17 1. An applicant must be a federated agency representing 10 or more charitable
18 organizations, of which at least 50 percent shall represent organizations located in
19 the counties of San Francisco, San Mateo, Santa Clara, Alameda, Contra Costa,
20 and Marin;
- 21 2. The federated agency must certify to the Board that the Internal Revenue Service
22 has determined that contributions to all of the represented charitable organizations
23 are tax deductible;

- 1 3. The federated agency must have been in existence with 10 or more qualified
2 charities for at least one year prior to the date of application and provide satisfactory
3 evidence to that effect at the time of filing an application with the Board;
- 4 4. The federated agency must submit its most recent certified audit at the time of filing
5 an application with the Board;
- 6 5. The federated agency must submit an application to the Board that includes all
7 information that may be relevant to the criteria listed above; and, be it

8 **FURTHER RESOLVED**, That the Board of Supervisors hereby finds and determines
9 that the requirements of Administrative Code, Section 16.93-2, have been met by the
10 following applicants:

11 Asian Pacific Fund; Bay Area Black United Fund; Local Independent Charities of
12 America; EarthShare California; Global Impact; United Way of the Bay Area; Community
13 Health Charities California; and, be it

14 **FURTHER RESOLVED**, That the Board of Supervisors hereby designates the following
15 agencies as agencies that qualify to participate in the City's Annual Fundraising Drive for
16 2013:

17 Asian Pacific Fund; Bay Area Black United Fund; Local Independent Charities of
18 America; EarthShare California; Global Impact; United Way of the Bay Area; Community
19 Health Charities California; and, be it

20 **FURTHER RESOLVED**, That the designated agencies shall fulfill all obligations and
21 responsibilities required of participants in the City's Annual Fundraising Drive.



GENERAL SERVICES AGENCY CITY ADMINISTRATOR

EDWIN M. LEE
MAYOR

NAOMI M. KELLY
CITY ADMINISTRATOR

MEMORANDUM

TO: Clerk of the Board of Supervisors

FROM: Bill Barnes
Project Manager
Office of the City Administrator

RE: **Resolution: Office of the City Administrator**
Combined Charities Fundraising Drive, File No. 139187

DATE: March 29, 2013

On behalf of the City Administrator, please find a resolution for introduction. Pursuant to Administrative Code Section 16.93-3, the office has reviewed applications to participate in the Annual Combined Charities Fundraising Drive, and concluded that the interested agencies have all met the criteria determined by the Board of Supervisors. A letter stating such and a background report detailing the methodology and findings are attached.

If you have any questions, please contact me at 415-554-6075.

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2013 MAR 29 PM 3:00



OFFICE OF THE
CITY ADMINISTRATOR



Edwin M. Lee, Mayor
Naomi M. Kelly, City Administrator

March 26, 2013

Angela Calvillo, Clerk of the Board
Board of Supervisors
City Hall, Room 244
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Subject: 2013 Combined Charities Annual Fundraising Drive, File No. 139187

Dear Ms. Calvillo:

Pursuant to Section 16.93-3 of the Administrative Code, my office has reviewed the applications to participate in the Annual Combined Charities Fundraising Drive. This review is in accordance with the criteria delineated in Administrative Code Section 16.93-2.

Our review indicates that all seven agencies that applied to participate have met the criteria determined by the Board of Supervisors. The agencies are: Asian Pacific Fund, Bay Area Black United Fund, Inc., Community Health Charities, Earth Share of California (Environmental Federation of California), Global Impact, Local Independent Charities and United Way of the Bay Area.

If you should have any questions or desire additional information, please contact Joan Lubamersky (554-4859) of my office.

Very truly yours,

Naomi M. Kelly
City Administrator

Enclosures

cc: Applicant Federations

SUMMARY OF FINDINGS
2013 Review of Applications
City and County of San Francisco Annual Combined Charities Fundraising Drive

SUMMARY OF METHODOLOGY AND FINDINGS

Our review consisted of an examination of the materials provided in File No. 130187 and telephone conversations with representatives from applicant organizations.

All seven organizations that applied for participation in the 2013 Joint Fundraising Drive were in compliance with the criteria established by the Board of Supervisors as delineated in the Administrative Code Section 16.93-2. This year a new federation, Asian Pacific Fund, applied and met the criteria. We understand that all Asian Pacific Fund has discussed with the other federations how all the new organizations will be incorporated into the Combined Charity Drive.

CRITERIA

Following is a list of the criteria established by the Board of Supervisors and information as to how the applicants met each requirement. All agencies must satisfy subsections (a) through (e).

Criterion A: Be a federated agency representing ten (10) or more charitable organizations of which 50 percent shall represent organizations located in the counties of San Francisco, San Mateo, Santa Clara, Alameda, Contra Costa and Marin.

According to the City Attorney, "located in the counties" may be defined as having offices, fundraising or otherwise doing business in those counties:

1. Asian Pacific Fund

Asian Pacific Fund represents over 75 organizations, all of which are located in the Bay Area counties.

2. Bay Area Black United Fund, Inc.

Bay Area Black United Fund, Inc. represents 50 agencies, all of which are located in the Bay Area counties.

3. Community Health Charities

Community Health Charities represents more than 40 charitable agencies with 50 percent or more of the agencies located in the Bay Area counties.

4. EarthShare of California (Environmental Federation of California)

Earth Share of California represents more than 70 agencies, with 50 percent of more of the agencies located in the Bay Area counties.

5. Global Impact

Global Impact represents more than 45 agencies of which 50 percent or more are located in the Bay Area counties.

6. Local Independent Charities (LIC)

Local Independent Charities represents over 200 agencies of which 50 percent or more are located in the Bay Area counties.

7. United Way of the Bay Area

United Way of the Bay Area represents over 200 agencies, of which 50 percent or more are located in the Bay Area counties.

Criterion B: The federated agency must certify to the Board of Supervisors that the Federal Internal Revenue Service has determined that contributions to all of the represented charitable organizations are tax deductible.

Each of the applicant organizations included a determination letter from the Internal Revenue Service indicating proof of their tax-deductible status.

Criterion C: The federated agency must have been in existence with 10 or more qualified charities for at least one year prior to the date of application and provide satisfactory evidence to that effect at the time of filing an application with the Board.

This criterion was met by all agencies.

Criterion D: The federated agency must submit its most recent certified audit at the time of filing an application with the Board.

The applicant agencies provided these documents, as detailed below:

1. Asian Pacific Fund submitted Financial Statements and an Independent Auditor's Report for the period ending June 30, 2011 dated October 30, 2012.
2. Bay Area Black United Fund, Inc. submitted Audited Financial Statements as of June 30, 2012 with an Independent Auditors' Report by Grant & Smith, LLP, dated September 18, 2012.
3. Community Health Charities of California submitted Financial Statements dated June 30, 2011, and an Independent Auditors' Report by Stroub & Company, CPAs dated October 18, 2012.
4. EarthShare of California (Environmental Federation of California, Inc.) submitted Financial Statements for the years ending June 30, 2011 and 2010, with an Independent Auditors' Report by Bregante & Company, LLP, dated December 20, 2011.
5. Global Impact submitted Financial Statements and Supplemental Information for the years ended June 30, 2011 and 2012, with an Independent Auditors' Report by IBDO USA, LLP dated October 19, 2012.

6. Local Independent Charities submitted Financial Statements for the years ending April 30, 2012 and 2011, with an Independent Auditor's Report by Maze & Associates Accountancy Corporation, dated August 17, 2012.
7. United Way of the Bay Area submitted Financial Statements for years ending June 30, 2012 and 2011, with a Report of Independent Auditors by Moss Adams LLP, dated November 29, 2012.

Criterion E: Agencies that wish to participate in the Annual Drive are required to submit applications to the Board of Supervisors that include all information that may be relevant to the criteria listed in the Section.

All applicants provided documentation in their letters of application to the Board of Supervisors that they are in compliance with the requirements of Section 16.93-2. This constitutes "certification."

Therefore, all applicants were in compliance with Criterion E.

Attachment: Federation contacts for 2013 campaign

Contacts for Federations CCSF 2013 Campaign (File 139187)

Organization and address	Contact person, phone, fax, email
Asian Pacific Fund 465 California Street, Suite 809 San Francisco, CA 94104	Audrey Yamamoto President and Executive Director (415) 395-9985 (415) 986-2040 (F) audrey@asianpacificfund.org
Bay Area Black United Fund, Inc. (BABUF) 1212 Broadway, Suite 810 Oakland, CA 94612	Linda Dails Office Manager (510) 763-7270 (510) 763-1155 (F) ldails@babuf.org
Community Health Charities 2363 Boulevard Circle, Suite 105. Walnut Creek, CA 94595	Krystie Scull Executive Director (925) 947-5771 (925) 947-5772 (F) kscull@healthcharitiescal.org
EarthShare of California 49 Powell Street, Suite 510 San Francisco, CA 94102	Dave Coyle Associate Director (415) 981-1999 x 305 (415) 981-3773 (F) dave@earthshareca.org
Global Impact 66 Canal Center Plaza, Suite 310 Alexandria, VA 23314	Jim Hill (510) 332-4179 (510) 482-5646 (F) jhillco@juno.com
Local Independent Charities 1100 Larkspur Landing Circle, Suite 340 Larkspur, CA 94939	Michelle Clancy Campaign & Membership Services (415) 925-2600 (415) 925-2540 (F) mclancy@mcguireinc.com
United Way of the Bay Area 221 Main Street, Suite 300 San Francisco, CA 94105	Laura Marshall Development Officer 415-808-4345 TBD (F) lmarshall@uwba.org



ASIAN PACIFIC FUND

A Community Foundation

February 19, 2013

Ms. Angela Calvillo
Office of the Clerk
San Francisco Board of Supervisors
City Hall, Room 244
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Dear Ms. Calvillo:

The Asian Pacific Fund is pleased to apply for participation in the 2013 San Francisco City and County Employees Combined Charities Campaign.

Founded in 1993, the Asian Pacific Fund is a charitable community foundation that is a federation representing over 75 organizations who serve the Asian and Pacific Islander community in the Bay Area. Given that over 36% of the population in San Francisco is Asian or Pacific Islander American, we believe that many donors would appreciate having options that directly benefit this substantial constituent of our San Francisco community.

Enclosed please find all required materials in accordance with our understanding of the Administrative Code set forth by the Board of Supervisors in Section 16.93-2, which includes:

1. A list of current Asian Pacific Fund affiliate organizations, all of which are located in one of the 6 counties listed in Section 16.93-2. (Criteria A)
2. A copy of our IRS 501(c)(3) Tax Exempt letter (Criteria B)
3. A copy of the Asian Pacific Fund's 2011-12 Annual Report (Criteria C-1)
4. A copy of the Asian Pacific Fund's most recent Form 990 (Criteria C-2)
5. A copy of the Asian Pacific Fund's most recent certified audit (Criteria D)

As a new federation to the campaign, we would welcome the opportunity to present any additional information about the Fund that would be useful.

Best regards,

Audrey Yamamoto
President & Executive Director

Board of Directors

- Emerald Yeh - Chair**
Journalist
- Andrew Cuyugan McCullough - Treasurer**
General Counsel, Syjify Enterprises
- Nelson Ishiyama - Secretary**
President, Ishiyama Corporation
- Laura Ching**
Co-founder & Chief Merchandising Officer, Tiny Prints
- Kathy Chou**
Vice President of Sales Operations & Strategy, Intuit
- David Chun**
CEO & Founder, Equilar
- Peter Y. Chung**
Managing Director, Summit Partners
- Michelle K. Lee**
Director, Silicon Valley United States Patent and Trademark Office
- Robert Lee**
Board Chairman, Blue Shield of California
- Andrew Ly**
President & CEO, Sugar Bowl Bakery
- Raymond L. Ocampo Jr.**
President & CEO, Samurai Surfer LLC
- Satish Rishi**
Chief Financial Officer, Rambus
- Thuy Vu**
Journalist
- Board Emeritus**
Jerry Yang

President & Executive Director

Audrey Yamamoto

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BOARD OF SUPERVISORS
SAN FRANCISCO
FEB 20 PM 3:06

Asian Pacific Fund Affiliate Organizations 2013

Organization	Address	City	State	Zip Code
APA Family Support Services	10 Nottingham Place	San Francisco	CA	94133
Asian & Pacific Islander American Health	450 Sutter Street	San Francisco	CA	94108
Asian & Pacific Islander Wellness Center	730 Polk Street	San Francisco	CA	94109
Asian American Cancer Support Network	P.O. Box 2919	Sunnyvale	CA	94087
Asian American Center of Santa Clara	1735 North 1st Street	San Jose	CA	95112
Asian American Recovery Services	1115 Mission Road	South San Francisco	CA	94080
Asian Americans for Community	2400 Moorpark Avenue	San Jose	CA	95128
Asian Community Mental Health Services	310 - 8th Street	Oakland	CA	94607
Asian Health Services	818 Webster Street	Oakland	CA	94607
Asian Immigrant Women Advocates	310 - 8th Street	Oakland	CA	94607
Asian Law Alliance	184 Jackson Street	San Jose	CA	95112
Asian Law Caucus	55 Columbus Ave.	San Francisco	CA	94111
Asian Neighborhood Design	1245 Howard Street	San Francisco	CA	94103
Asian Pacific American Community Center	2442 Bayshore Boulevard	San Francisco	CA	94134
Asian Pacific Environmental Network	310 - 8th Street	Oakland	CA	94607
Asian Pacific Islander Cultural Center	934 Brannan Street	San Francisco	CA	94103
Asian Pacific Islander Legal Outreach	1121 Mission Street	San Francisco	CA	94103
Asian Women's Shelter	3543 - 18th Street	San Francisco	CA	94110
Bindlestiff Studio	1072 Folsom Street	San Francisco	CA	94103
Center for Asian American Media (formerly	145 - 9th Street	San Francisco	CA	94103
Charity Cultural Services Center	731 Commercial Street	San Francisco	CA	94108
Chinatown Community Children's Center	979 Clay Street	San Francisco	CA	94108
Chinatown Community Development	1525 Grant Avenue	San Francisco	CA	94133
Chinese for Affirmative Action	17 Walter U. Lum Place	San Francisco	CA	94108
Chinese Newcomers Service Center	777 Stockton Street	San Francisco	CA	94108
Chinese Progressive Association	1042 Grant Ave.	San Francisco	CA	94133
Community Health for Asian Americans (formerly APPS)	268 Grand Avenue	Oakland	CA	94610
Community Youth Center, San Francisco	1038 Post Street	San Francisco	CA	94109
CRDC Maintenance Training Corporation	777 Stockton Street	San Francisco	CA	94108
Culture to Culture Foundation	1121 Douglas Court	Alamo	CA	94507
Ding Sum, Inc.	1600 Mason Street	San Francisco	CA	94133
Donaldina Cameron House	920 Sacramento Street	San Francisco	CA	94108
East Bay Asian Youth Center	2025 East 12th Street	Oakland	CA	94606
Eth-Noh-Tec Creations	977 South Van Ness Avenue	San Francisco	CA	94110
Family Bridges, Inc.	168 - 11th Street	Oakland	CA	94607
Filipino Advocates for Justice (formerly Filipinos for Affirmative Action)	310 - 8th Street	Oakland	CA	94607
Filipino Youth Coalition	488 North 6th Street	San Jose	CA	95112
Friends of Children with Special Needs	2300 Peralta Blvd.	Fremont	CA	94536
Gum Moon Women's Residence/Asian Women's Resource Center	940 Washington Street	San Francisco	CA	94108
Huong Viet Community Center	P.O. Box 29936	Oakland	CA	94604
India Community Center	525 Los Coches Street	Milpitas	CA	95035
International Children Assistance Network	532 Valley Way	Milpitas	CA	95035
Japanese American National Library	1619 Sutter Street	San Francisco	CA	94159
J-Sei	2126 Channing Way	Berkeley	CA	94704
Japanese Community Youth Council	2012 Pine St.	San Francisco	CA	94115
JEENA, Inc.	1510 Centre Pointe Drive	Milpitas	CA	95035
Kearny Street Workshop	P. O. Box 14545	San Francisco	CA	94114
Kimochi, Inc.	1715 Buchanan Street	San Francisco	CA	94115
Kokoro: Japanese American Religious Federation Assisted Living Facility	1881 Bush Street	San Francisco	CA	94109

Korean American Community Services, Inc.	1800-B Fruitdale Avenue	San Jose	CA	95128
Korean Center, Inc.	1362 Post Street	San Francisco	CA	94109
Korean Community Center of the East Bay	1700 Broadway	Oakland	CA	94612
Lao Family Community Development	2325 E. 12th Street	Oakland	CA	94601
Lao Lu Mien Culture Association	485 105th Ave.	Oakland	CA	94603
Lotus Bloom Child & Family Resource	2008 Park Blvd.	Oakland	CA	94606
Maitri	PO Box 697	Santa Clara	CA	95052
Narika	P.O. Box 14014	Berkeley	CA	94712
NICOS Chinese Health Coalition	1208 Mason Street	San Francisco	CA	94108
National Japanese American Historical	1684 Post Street	San Francisco	CA	94103
Nihonmachi Little Friends	2031 Bush Street	San Francisco	CA	94115
Nobiru-Kai, Inc.: Japanese Newcomer Service c/o Midori Law Group	46 Shattuck Square	Berkeley	CA	94704
North East Medical Services	1520 Stockton Street	San Francisco	CA	94133
Oakland Asian Cultural Center	388 9th Street	Oakland	CA	94607
On Lok Senior Health Services	1333 Bush Street	San Francisco	CA	94109
Pakistani American Cultural Center	1639 South Main Street	Milpitas	CA	95035
Richmond Area Multi-Services	3626 Balboa Street	San Francisco	CA	94121
Richmond District Neighborhood Center	741 - 30th Avenue	San Francisco	CA	94121
Sakura Kai, c/o El Cerrito Open House	6500 Stockton Street	El Cerrito	CA	94530
Self-Help for the Elderly	407 Sansome Street	San Francisco	CA	94111
Southeast Asian Community Center	875 O'Farrell Street	San Francisco	CA	94109
Veterans Equity Center	1010 Mission Street	San Francisco	CA	94103
Vietnamese American Community Center of the East Bay	655 International Blvd.	Oakland	CA	94606
Vietnamese Community Center of San	766 Geary Street	San Francisco	CA	94109
Vietnamese Voluntary Foundation (VIVO)	2260 Quimby Road	San Jose	CA	95122
Vietnamese Youth Development Center	150 Eddy Street	San Francisco	CA	94102
Wah Mei School	1400 Judah Street	San Francisco	CA	94122
Wu Yee Children's Services	831 Broadway Street	San Francisco	CA	94133
YMCA Chinatown	855 Sacramento Street	San Francisco	CA	94108
Yu-Ai Kai/Japanese American Community Senior Service	588 North 4th Street	San Jose	CA	95112

Internal Revenue Service

Department of the Treasury

**P. O. Box 2508
Cincinnati, OH 45201**

Date: September 9, 2000

Person to Contact:

Robert Molloy 31-04023
Customer Service Representative

Asian Pacific Fund
225 Bush Street, Suite 590
San Francisco, CA 94104-4207

Toll Free Telephone Number:

8:00 a.m. to 9:30 p.m. EST
877-829-5500

Fax Number:

513-263-3756

Federal Identification Number:

94-3201522

Dear Sir or Madam

This letter is in response to the amendment to your organization's Articles of Incorporation filed with the state on July 11, 2000. We have updated our records to reflect the name change as indicated above.

Our records indicate that a determination letter issued in December 1994 granted your organization exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code. That letter is still in effect.

Based on information subsequently submitted, we classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because it is an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

This classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's sources of support, or its character, method of operations, or purposes have changed, please let us know so we can consider the effect of the change on the exempt status and foundation status of your organization.

Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of \$20 a day, up to a maximum of \$10,000, when a return is filed late, unless there is reasonable cause for the delay.

All exempt organizations (unless specifically excluded) are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more paid to each employee during a calendar year. Your organization is not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, these organizations are not automatically exempt from other federal excise taxes.

Donors may deduct contributions to your organization as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to your organization or for its use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Asian Pacific Fund
94-3201522

Your organization is not required to file federal income tax returns unless it is subject to the tax on unrelated business income under section 511 of the Code. If your organization is subject to this tax, it must file an income tax return on the Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your organization's present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

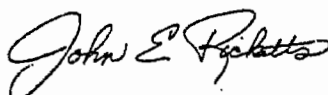
The law requires you to make your organization's annual return available for public inspection without charge for three years after the due date of the return. You are also required to make available for public inspection a copy of your organization's exemption application, any supporting documents and the exemption letter to any individual who requests such documents in person or in writing. You can charge only a reasonable fee for reproduction and actual postage costs for the copied materials. The law does not require you to provide copies of public inspection documents that are widely available, such as by posting them on the Internet (World Wide Web). You may be liable for a penalty of \$20 a day for each day you do not make these documents available for public inspection (up to a maximum of \$10,000 in the case of an annual return).

Because this letter could help resolve any questions about your organization's exempt status and foundation status, you should keep it with the organization's permanent records.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

This letter affirms your organization's exempt status.

Sincerely,



John E. Ricketts, Director, TE/GE
Customer Account Services



**ASIAN
PACIFIC
FUND**

Community Foundation

Building a Brighter Future

Annual Report 2011-2012

BOARD OF DIRECTORS

Emerald Yeh
Chair
Journalist

Andrew Cuyugan McCullough
Treasurer
General Counsel, Syufy Enterprises

Nelson Ishiyama
Secretary
President, Ishiyama Corporation

Laura Ching
*Co-founder & Chief Merchandising Officer,
Tiny Prints*

Kathy Chou
*Vice President of Sales Operations & Strategy,
Intuit*

David Chun
Chief Executive Officer & Founder, Equilar

Peter Y. Chung
Managing Director, Summit Partners

Michelle K. Lee
*Former Deputy General Counsel,
Google, Inc.*

Robert Lee

Andrew Ly
*President & CEO,
Sugar Bowl Bakery*

Raymond L. Ocampo
*President & CEO,
Samurai Surfer LLC*

Satish Rishi
*Chief Financial Officer,
Rambus, Inc.*

Thuy Vu
Journalist

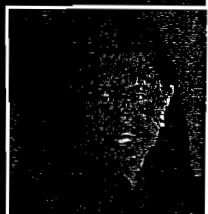
**EMERITUS
Jerry Yang**

WE ARE HONORED TO WELCOME
OUR NEWEST BOARD MEMBERS



Laura Ching
*Co-founder & Chief Merchandising Officer,
Tiny Prints*

Kathy Chou
*Vice President of Sales Operations & Strategy,
Intuit*



SUPPORT AND FINANCIALS

LEADERSHIP CIRCLE DONORS

Our deepest gratitude goes to **The Wallace H. Coulter Foundation** for their generous \$5 million challenge grant, which will help us build one of the largest endowments of any Asian American organization in the nation. We have raised nearly \$2.3 million, thanks in large part to anchor gifts from our generous Leadership Circle donors.

DIAMOND (\$100,000-\$1M+)	SILVER (\$10,000-\$24,999)
Anonymous	Laura Ching & Eric Chen
Patricia & C.K. Chow	Naren & Vinita Gupta
Peter & Betsy Chung	Robert & Carolyn Lee
East West Bank	Larry & Jeanne Lowe
Wells Fargo	Andrew Cuyugan McCullough & Theresa Gschwind McCullough
PLATINUM (\$50,000-\$99,999)	Society of Asian Women Leaders
Kathy & Tom Chou	Sybase
David & Lillian Chun/ Equilar	Audrey & Bruce Yamamoto
Pamela Fong	Mona Lisa Yuchengco
Ly Brothers/ Sugar Bowl Bakery	BRONZE (\$5,000-\$9,999)
Raymond L. Ocampo Jr. & Sandra O. Ocampo	Satish & Maureen Rishi
	Thuy Vu
	Frank H. Wu & Carol Izumi
GOLD (\$25,000-\$49,999)	
Blue Shield of California	
Yank Sing	
Emerald Yeh	

STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS FOR THE YEARS ENDED JUNE 30 2012 AND 2011

	2012	2011
	Total	Total
REVENUES AND SUPPORT		
Contributions	\$ 466,695	\$ 1,744,580
Foundation and corporate grants	679,850	1,638,650
Net realized and unrealized gains (losses) on investments	(31,855)	385,563
Special event income	253,145	212,096
Interest and dividend income	112,027	100,850
Change in value of charitable remainder trusts	(7,112)	34,160
Total revenues and support	1,472,750	4,115,899
EXPENSES		
Program services	942,409	979,121
Management and general	143,590	114,202
Fundraising - special event expense	88,119	85,142
Total expenses	1,174,118	1,178,465
CHANGE IN NET ASSETS	298,632	2,937,434
NET ASSETS		
Beginning of year	9,244,925	6,307,491
End of year	\$ 9,543,557	\$ 9,244,925

The condensed financial information contained herein has been derived from the audited financial statements reported upon by BBR LLP, our outside audit firm. This information is presented as a summary and therefore does not include all the disclosures required by accounting principles generally accepted in the United States of America. Interested parties can obtain a complete copy of the fiscal year 2011-2012 audited financial statements by contacting our administrative office.

CORPORATE AND FOUNDATION SUPPORTERS

Many thanks to our key supporters who have helped make the Asian Pacific Fund's work possible this year.

Blue Shield of California	Summit Partners
California HealthCare Foundation	Sybase, Inc.
East West Bank	Target
Equilar, Inc.	Tower Foundation of San Jose State University
First Republic Bank	Union Bank
H&N Foods International	Vodafone
Kaiser Permanente	Walgreens
Keynote Systems, Inc.	The Wallace H. Coulter Foundation
PriceWaterhouseCoopers	Wells Fargo
The Safeway Foundation	Wilson Sonsini Goodrich & Rosati Foundation
Silicon Valley/ San Jose Business Journal	
Sugar Bowl Bakery	

PROFESSIONAL ADVISORS

Scott C. Hayes, <i>Wells Fargo Private Bank</i>
Robert Lew, <i>Planning & Financial Advisor</i>
Laurie-Ann D. Look, Esq., <i>Hopkins & Carley</i>
Jeff C. Nguyen, <i>Manatt, Phelps & Phillips</i>
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Richard Pon, <i>Morrison & Foerster</i>
Margaret R. Roisman, Esq., <i>Roisman Henel</i>
Quynh T. Tran, Esq., <i>Carr, McClellan, Ingersoll, Thompson & Horn</i>

STAFF

Clockwise from top left:
 Sue May, *Administrative Assistant*
 Rod Kyle R. Paras, *Program & Events Manager*
 Golda Marie A. Hernandez, *Scholarship & Development Coordinator*
 Nichole Y. Wong, *Marketing & Communications Manager*
 Audrey Yamamoto, *President & Executive Director*
 Joan Van, *Community Agency Liaison*



**ASIAN
PACIFIC
FUND**

A Community Foundation

225 Bush Street, Suite 590
 San Francisco, CA 94104
 415.433.6859

www.asianpacificfund.org

CELEBRATING LEADERS OF TODAY & TOMORROW



Engineering scholars at their summer retreat with Dado and Maria Banatao in Tahoe, where they engaged in a business plan competition.

Scholarships

We run 14 scholarship programs to help undergraduate and graduate students achieve their goals. Each program is tailored to reflect the donor's personal interests—sometimes created as a family memorial, and often specifying ethnicities, career paths or certain life circumstances. Through these programs we help donors give back in ways that are meaningful to them, and students embark on their dreams.

In 2012, we distributed over **\$250,000** in scholarships to **70 students** primarily from low-income communities.

Scholar Spotlight: Vicki L.

Vicki L., the daughter of a Chinese restaurant cook and a factory seamstress, grew up in crowded Chinatown quarters. When she moved to cleaner and more spacious subsidized housing, she thought her family had won a raffle. Only in high school did she realize the truth: "I always pictured subsidized housing as something for the homeless, poor, or elderly. We were neither homeless nor elderly. Did that mean we were poor?" Thus began her passion for nonprofit work impacting low-income families. She is now a first-year Stanford University student, with the help of the Shui Kuen and Allen Chin Scholarship for children of restaurant workers.

Chang-Lin Tien Education Leadership Awards



Chang-Lin Tien made history as the first Asian American head of a major US university when he became Chancellor of the University of California, Berkeley in 1990. Dr. Tien was also a founding board director of the Asian Pacific Fund. In 2006, his family worked with the Fund to establish the Chang-Lin Tien Education Leadership Awards to recognize rising Asian American leaders in higher education.

The 2012 award recipients are Jacqueline L. Mok, Secretary of the Board of Trustees, Vice President and Chief of Staff, The Johns Hopkins University, and Suresh Subramani, Executive Vice Chancellor, University of California, San Diego.



Growing Up Asian in America 2012: Bridges

This year's Growing Up Asian in America art and essay contest drew in over 1,400 contestants throughout the Bay Area. Students from grades K-12 sent in essays, poetry and artwork reflecting on the bridges in their lives—real or symbolic—in honor of the 75th anniversary of the Golden Gate Bridge. Contest winners, including outstanding young writers and artists from Chinese, Filipino, Indian, Japanese, Korean, Vietnamese, Malaysian, Mien, Kazakhstani, mixed and other backgrounds, won generous cash prizes.

"In a city where 62 percent of Asian people are Chinese, many people assume that Asian means Chinese. But I am from Kazakhstan. I know about it mostly from maps and books,

since I was adopted as a baby and came to San Francisco with my mom and dad. It's hard to know what being Asian feels like – the mirror tells me I look Asian, but inside I just feel like me."

– Claire D., 1st place, Grades 6-8



Left to right: 1st place winners; "Bridging Friendships, Bridging Unity" - Yennie S., 1st place, Grades 9-12; Young child at the Asian Art Museum awards ceremony

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2011

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

A For the 2011 calendar year, or tax year beginning 7/01, 2011, and ending 6/30, 2012

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

C Asian Pacific Fund
465 California #809
San Francisco, CA 94104-1820

D Employer identification number 94-3201522

E Telephone number 415-395-9985

G Gross receipts \$ 5,822,074.

F Name and address of principal officer: Audrey Yamamoto
465 California, Ste 809 San Francisco, CA 94104

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

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

J Website: www.asianpacificfund.org

K Form of organization: Corporation Trust Association Other

L Year of formation: 1993 **M** State of legal domicile: CA

H(c) Group exemption number

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>Asian Pacific Fund's mission is to improve the well being of all Asian Americans in the Bay Area through programs of grants and services to community based organizations, public education programs, scholarships and awards.</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	13
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	6
	6 Total number of volunteers (estimate if necessary)	6	10
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	3,531,697.	1,344,524.
	9 Program service revenue (Part VIII, line 2g)		
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	113,402.	93,182.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,645,099.	1,437,706.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	609,658.	488,580.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	263,880.	341,560.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) <u>32,953.</u>		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	241,298.	288,812.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,114,836.	1,118,952.	
19 Revenue less expenses. Subtract line 18 from line 12	2,530,263.	318,754.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 10,248,560.	End of Year 10,584,111.
	21 Total liabilities (Part X, line 26)	1,003,635.	1,040,554.
	22 Net assets or fund balances. Subtract line 21 from line 20	9,244,925.	9,543,557.

Part II Signature Block

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

Sign Here

Signature of officer: COPY Date: _____

Type or print name and title: _____

Paid Preparer Use Only

Print/Type preparer's name: Carol Duffield Preparer's signature: Carol Duffield Date: _____

Check if self-employed PTIN: P01257136

Firm's name: Fontanello, Duffield & Otake, LLP Firm's EIN: 37-1420474

Firm's address: 44 Montgomery Street, Suite 2019 Phone no.: (415) 983-0200
San Francisco, CA 94104

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

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only.

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. Asian Pacific Fund	Employer identification number (EIN) or <input checked="" type="checkbox"/> 94-3201522
File by the due date for filing your return. See instructions.	Number, street, and room or suite number. If a P.O. box, see instructions. 465 California #809	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. San Francisco, CA 94104-1820	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of. ▶ Audrey Yamamoto

Telephone No. ▶ 415-395-9985 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box. . If it is for part of the group, check this box. and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20____ or
- ▶ tax year beginning 7/01, 20 11, and ending 6/30, 20 12.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

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

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:

See Schedule O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

If 'Yes,' describe these changes on Schedule O.

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

4a (Code: [redacted]) (Expenses \$ 578,719. including grants of \$ 279,708.) (Revenue \$)

See Schedule O

4b (Code: [redacted]) (Expenses \$ 363,690. including grants of \$ 208,872.) (Revenue \$)

See Schedule O

4c (Code: [redacted]) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 942,409.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A.....	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?.....	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I.....		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II.....		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III.....		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I.....	X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II.....		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III.....		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV.....		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V.....	X	
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI.....		X
b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII.....		X
c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII.....		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX.....	X	
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X.....	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X.....		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII.....	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.....		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E.....		X
14a Did the organization maintain an office, employees, or agents outside of the United States?.....		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV.....	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV.....	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV.....		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions).....		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II.....	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III.....		X
20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H.....		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?.....		

Part IV Checklist of Required Schedules (continued)

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

BAA

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V.

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	19	
1 b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	6	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)	X	
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If 'Yes,' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.		
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If 'Yes,' enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
6 a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If 'Yes,' indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10 a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10 b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders.	11 a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11 b	
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year.	12 b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? <i>Note.</i> See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13 b	
c	Enter the amount of reserves on hand.	13 c	
14 a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.	14 b	

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

Check if Schedule O contains a response to any question in this Part VI. X

Section A. Governing Body and Management

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year.	1a 13		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b Enter the number of voting members included in line 1a, above, who are independent.	1b 13		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	2		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6 Did the organization have members or stockholders?	6		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?	7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	X	
b Each committee with authority to act on behalf of the governing body?	8b	X	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O.	9		X

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ▶ CA
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ▶ Audrey Yamamoto 465 California St, Ste 809, San Francisco, CA 94104-1820 415-395-9985

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

Check if Schedule O contains a response to any question in this Part VII.

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

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) <u>Laura Ching</u> Director	1	X					0.	0.	0.	
(2) <u>Satish Rishi</u> Director	1	X					0.	0.	0.	
(3) <u>David Chun</u> Director	1	X					0.	0.	0.	
(4) <u>Emerald Yeh</u> Chair	2	X		X			0.	0.	0.	
(5) <u>Katherine Chou</u> Director	1	X					0.	0.	0.	
(6) <u>Thuy Vu</u> Director	1	X					0.	0.	0.	
(7) <u>Robert Lee</u> Director	1	X					0.	0.	0.	
(8) <u>Andrew Ly</u> Director	1	X					0.	0.	0.	
(9) <u>Raymond L. Ocampo, Jr</u> Director	1	X					0.	0.	0.	
(10) <u>A. Cuyugan McCullough</u> Treasurer	1	X		X			0.	0.	0.	
(11) <u>Nelson Ishiyama</u> Secretary	1	X		X			0.	0.	0.	
(12) <u>Peter Chung</u> Director	1	X					0.	0.	0.	
(13) <u>Michelle Lee</u> Director	1	X					0.	0.	0.	
(14) <u>Gail Kong</u> Former Pres./ED	50			X			110,000.	0.	3,807.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) Audrey Yamamoto President/ED	40			X			0.	0.	0.
(16) -----									
(17) -----									
(18) -----									
(19) -----									
(20) -----									
(21) -----									
(22) -----									
(23) -----									
(24) -----									
(25) -----									
1 b Sub-total.....						110,000.	0.	3,807.	
c Total from continuation sheets to Part VII, Section A.....						0.	0.	0.	
d Total (add lines 1b and 1c).....						110,000.	0.	3,807.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 1

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual.....		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual.....		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person.....		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 0

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a 6,472.				
	b Membership dues	1 b				
	c Fundraising events	1 c 197,979.				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above ...	1 f 1,140,073.				
	g Noncash contributions included in lns 1a-1f: \$	133,022.				
	h Total. Add lines 1a-1f	▶ 1,344,524.				
PROGRAM SERVICE REVENUE	Business Code					
	2 a -----					
	b -----					
	c -----					
	d -----					
	e -----					
	f All other program service revenue ...					
g Total. Add lines 2a-2f	▶					
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)	▶ 112,027.			112,027.	
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)	▶				
	7 a Gross amount from sales of assets other than inventory ..	(i) Securities	4,310,357.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	4,329,202.			
		c Gain or (loss)	-18,845.			
	d Net gain or (loss)	▶ -18,845.			-18,845.	
	8 a Gross income from fundraising events (not including: \$ 197,979. of contributions reported on line 1c). See Part IV, line 18	a 55,166.				
	b Less: direct expenses	b 55,166.				
	c Net income or (loss) from fundraising events	▶				
	9 a Gross income from gaming activities. See Part IV, line 19	a				
	b Less: direct expenses	b				
c Net income or (loss) from gaming activities	▶					
10 a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory	▶					
Miscellaneous Revenue						
Business Code						
11 a -----						
b -----						
c -----						
d All other revenue						
e Total. Add lines 11a-11d	▶					
12 Total revenue. See instructions	▶ 1,437,706.	0.	0.	93,182.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX.

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	244,325.	244,325.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	194,750.	194,750.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	49,505.	49,505.		
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	113,807.	100,526.	1,861.	11,420.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0.	0.	0.	0.
7 Other salaries and wages.	183,562.	162,367.	2,139.	19,056.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions).				
9 Other employee benefits.	18,619.	15,787.	2,832.	
10 Payroll taxes.	25,572.	22,296.	799.	2,477.
11 Fees for services (non-employees):				
a Management				
b Legal	7,548.	7,548.		
c Accounting	29,330.		29,330.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.	39,152.	244.	38,908.	
g Other	21,871.	5,250.	16,621.	
12 Advertising and promotion.	29,829.	29,829.		
13 Office expenses.				
14 Information technology.	16,358.		16,358.	
15 Royalties.				
16 Occupancy.	44,080.	37,383.	6,697.	
17 Travel.	41,572.	28,469.	13,103.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.				
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.				
23 Insurance.	3,390.	2,874.	516.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>Printing and Publications</u>	20,313.	18,450.	1,863.	
b <u>Equipment Rental & Maint.</u>	8,786.	3,809.	4,977.	
c <u>Postage and Shipping</u>	7,038.	6,086.	952.	
d <u>Telephone</u>	6,627.	5,619.	1,008.	
e All other expenses	12,918.	7,292.	5,626.	
25 Total functional expenses. Add lines 1 through 24e.	1,118,952.	942,409.	143,590.	32,953.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1	Cash – non-interest-bearing.....		1
	2	Savings and temporary cash investments.....	550,911.	2 473,885.
	3	Pledges and grants receivable, net.....	4,594,744.	3 3,791,000.
	4	Accounts receivable, net.....		4
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.....		5
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions).....		6
	7	Notes and loans receivable, net.....		7
	8	Inventories for sale or use.....		8
	9	Prepaid expenses and deferred charges.....	6,341.	9 6,798.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.....	10a 39,236.	
	b	Less: accumulated depreciation.....	10b 39,236.	10c
	11	Investments – publicly traded securities.....	3,932,380.	11 4,805,220.
	12	Investments – other securities. See Part IV, line 11.....		12
	13	Investments – program-related. See Part IV, line 11.....		13
	14	Intangible assets.....		14
	15	Other assets. See Part IV, line 11.....	1,164,184.	15 1,507,208.
16	Total assets. Add lines 1 through 15 (must equal line 34).....	10,248,560.	16 10,584,111.	
LIABILITIES	17	Accounts payable and accrued expenses.....	44,034.	17 48,186.
	18	Grants payable.....	658,729.	18 703,245.
	19	Deferred revenue.....		19 17,750.
	20	Tax-exempt bond liabilities.....		20
	21	Escrow or custodial account liability. Complete Part IV of Schedule D.....		21
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.....		22
	23	Secured mortgages and notes payable to unrelated third parties.....		23
	24	Unsecured notes and loans payable to unrelated third parties.....		24
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.....	300,872.	25 271,373.
	26	Total liabilities. Add lines 17 through 25.....	1,003,635.	26 1,040,554.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.			
	27	Unrestricted net assets.....	-747,881.	27 -1,068,199.
	28	Temporarily restricted net assets.....	609,203.	28 658,963.
	29	Permanently restricted net assets.....	9,383,603.	29 9,952,793.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds.....		30
	31	Paid-in or capital surplus, or land, building, or equipment fund.....		31
	32	Retained earnings, endowment, accumulated income, or other funds.....		32
33	Total net assets or fund balances.	9,244,925.	33 9,543,557.	
34	Total liabilities and net assets/fund balances.	10,248,560.	34 10,584,111.	

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Form 990 (2011)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI.

1 Total revenue (must equal Part VIII, column (A), line 12).....	1	1,437,706.
2 Total expenses (must equal Part IX, column (A), line 25).....	2	1,118,952.
3 Revenue less expenses. Subtract line 2 from line 1.....	3	318,754.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)).....	4	9,244,925.
5 Other changes in net assets or fund balances (explain in Schedule O). See Schedule O.....	5	-20,122.
6 Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)).....	6	9,543,557.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII.

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?.....	2a	X
b Were the organization's financial statements audited by an independent accountant?.....	2b	X
c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?..... If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X
d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?.....	3a	X
b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.....	3b	

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Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization Asian Pacific Fund	Employer identification number 94-3201522
---	---

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III — Functionally integrated d Type III — Other

- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11 g (i)	
(ii) A family member of a person described in (i) above?	11 g (ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11 g (iii)	

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)	4,750,966.	1,146,747.	1,018,671.	3,595,326.	1,399,690.	11,911,400.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						0.
4 Total. Add lines 1 through 3. ...	4,750,966.	1,146,747.	1,018,671.	3,595,326.	1,399,690.	11,911,400.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f). ...						8,342,055.
6 Public support. Subtract line 5 from line 4.						3,569,345.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4.	4,750,966.	1,146,747.	1,018,671.	3,595,326.	1,399,690.	11,911,400.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.	118,287.	65,345.	68,929.	100,850.	112,027.	465,438.
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
11 Total support. Add lines 7 through 10.						12,376,838.
12 Gross receipts from related activities, etc (see instructions).					12	0.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)).	14	28.84 %
15 Public support percentage from 2010 Schedule A, Part II, line 14.	15	29.43 %
16a 33-1/3% support test – 2011. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 33-1/3% support test – 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test – 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input checked="" type="checkbox"/>		
b 10%-facts-and-circumstances test – 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶ <input type="checkbox"/>		

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose.						
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
5 The value of services or facilities furnished by a governmental unit to the organization without charge.						
6 Total. Add lines 1 through 5.						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
c Add lines 10a and 10b.						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lns 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)).	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17.	18	%

19a 33-1/3% support tests — 2011. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

b 33-1/3% support tests — 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Part II, Line 17a - 10% Facts and Circumstances Test - Current Year

As reported on the 2011 Schedule A, Asia Pacific Fund's ("APF") public support percentage is 28.84%. This amount is slightly below the required 33.33%. During 2010, APF received two large grants in the amount of \$1,540,000 and \$1,250,000, respectively which caused the public support percentage to dip below the required threshold both in 2010 and 2011. Had the Organization not received these two grants, it would easily meet the public support test for both years.

The Foundation satisfies the facts and circumstance test of Regulations Section 1.170A-9(e)(3) and qualifies as a public charity because:

* Its public support is well in excess of the 10% requirement.

* It maintains an active program to solicit grants.

* Its Board of Directors is representative of the public, rather than any donors' interest.

* Its programs are available to the public.

Part II, Line 17b - 10% Facts and Circumstances Test - Prior Year

As reported on the 2010 Schedule A, Asia Pacific Fund's ("APF") public support percentage is 29.4%. This amount is slightly below the required 33.33%. During 2010, APF received two large grants in the amount of \$1,540,000 and \$1,250,000, respectively which caused the public support percentage to dip below the required threshold. Had the Organization not received these two grants, it would easily meet the public support test.

The Foundation satisfies the facts and circumstance test of Regulations Section

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Part II, Line 17b - 10% Facts and Circumstances Test - Prior Year (continued)

1. 170A-9(e) (3) and qualifies as a public charity because:

* Its public support is well in excess of the 10% requirement.

* It maintains an active program to solicit grants.

* Its Board of Directors is representative of the public, rather than any donors' interest.

* Its programs are available to the public.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2011

Name of the organization

Asian Pacific Fund

Employer identification number

94-3201522

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Asian Pacific Fund

Employer identification number

94-3201522

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Diosdado & Maria Banatao 465 California St, Ste 809 San Francisco, CA 94104	\$ 133,022.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Wells Fargo Bank 1 Montgomery St, 19th Fl San Francisco, CA 94104	\$ 124,830.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Walgreens 151 East Third Ave San Mateo, CA 94401	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	Blue Shield of California 50 Beale St. San Francisco, CA 94105	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	Raymond L. Ocampo, Jr 465 California St, Ste 809 San Francisco, CA 94104	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	Kaiser Permanente 1950 Franklin St, 20th Fl Oakland, CA 94612	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Asian Pacific Fund	Employer identification number 94-3201522
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	Wallace H. Coulter Foundation 790 NW 107th Ave, Ste 215 Miami, FL 33173	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	Safeway Foundation 5918 Stoneridge Mall Rd Pleasanton, CA 94588	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	Target 39650 Liberty St, Ste 450 Fremont, CA 94538	\$ 52,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	Silicon Valley Community Foundation 2400 West El Camino Real #300 Mountain View, CA 94040	\$ 51,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	Equilar, Inc 303 Twin Dolphin Dr., #201 Redwood City, CA 94065	\$ 5,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	Sybase Inc One Sybase Drive Dublin, CA 94568	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

Asian Pacific Fund

94-3201522

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	J & V 2000 Foundation PO Box 61120 Palo Alto, CA 94306	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	Margaret Lapiz 465 California St, Ste 809 San Francisco, CA 94104	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	Mona Lisa Yuchengco 465 California St, Ste 809 San Francisco, CA 94104	\$ 9,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	Elaine Serina 465 California St, Ste 809 San Francisco, CA 94104	\$ 8,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	Andrew McCullough 465 California St, Ste 809 San Francisco, CA 94104	\$ 12,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	Bruce Bodaken 465 California St, Ste 809 San Francisco, CA 94104	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Asian Pacific Fund

Employer identification number

94-3201522

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	California Healthcare Foundation 1438 Webster St, Ste 400 Oakland, CA 94612	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	East West Bank 135 N Los Robles Ave, Ste 335 Pasadena, CA 91101	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	First Republic Bank 101 Pine Street San Francisco, CA 94111	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	Henry & Judy Chan 465 California St, Ste 809 San Francisco, CA 94104	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	Loretta Huahn 465 California St, Ste 809 San Francisco, CA 94104	\$ 43,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	Peter Chung 465 California St, Ste 809 San Francisco, CA 94104	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

Asian Pacific Fund

94-3201522

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	Sugar Bowl Bakery ----- 1963 Sabre Court ----- Hayward, CA 94545	\$ 11,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
26	The Robert & Carolyn Lee Fam Fdn ----- 17 Magee Court ----- Moraga, CA 94556	\$ 9,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Employer identification number

Asian Pacific Fund

94-3201522

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	655 Shs of Marvell Stock @ \$15.30/Sh 10,950 Shs of Marvell Stock @ \$11.23/Sh	\$ 133,022.	Various

Name of organization
Asian Pacific Fund

Employer identification number
94-3201522

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

For organizations completing Part III, enter total of exclusively religious, charitable, etc, contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) \$ N/A
Use duplicate copies of Part III if additional space is needed.

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

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

Employer identification number

Asian Pacific Fund

94-3201522

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year.....	10	
2 Aggregate contributions to (during year)....	194,155.	
3 Aggregate grants from (during year).....	119,208.	
4 Aggregate value at end of year.....	341,151.	

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

	Held at the End of the Tax Year
a Total number of conservation easements.....	2a
b Total acreage restricted by conservation easements.....	2b
c Number of conservation easements on a certified historic structure included in (a).....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register.....	2d

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

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

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

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

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

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If 'Yes,' explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|--------------------------------------|--------|
| c Beginning balance..... | 1c |
| d Additions during the year..... | 1d |
| e Distributions during the year..... | 1e |
| f Ending balance..... | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If 'Yes,' explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance.....	9,383,603.	6,764,844.	6,622,542.	6,368,438.	
b Contributions.....	569,190.	2,618,759.	142,302.	254,104.	
c Net investment earnings, gains, and losses.....					
d Grants or scholarships.....					
e Other expenditures for facilities and programs.....				0.	
f Administrative expenses.....					
g End of year balance.....	9,952,793.	9,383,603.	6,764,844.	6,622,542.	

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment 100.00 %
 - c Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|----------------------------------|--------------------------|-------------------------------------|
| (i) unrelated organizations..... | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (ii) related organizations..... | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R? Yes No

4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land.....				
b Buildings.....				
c Leasehold improvements.....				
d Equipment.....		34,881.	34,881.	0.
e Other.....		4,355.	4,355.	0.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				0.

Part VII Investments – Other Securities. See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990 Part X, column (B) line 12.)		

Part VIII Investments – Program Related. See Form 990, Part X, line 13. N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Cash Held for Reinvestment	1,007,715.
(2) Charitable Remainder Trust Investments	499,493.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.)	1,507,208.

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Liability Split Interest Gift Agree	31,359.
(3) Liability Under CRTs	240,014.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	271,373.

2 FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)		1,437,706.
2	Total expenses (Form 990, Part IX, column (A), line 25)		1,118,952.
3	Excess or (deficit) for the year. Subtract line 2 from line 1		318,754.
4	Net unrealized gains (losses) on investments		-13,010.
5	Donated services and use of facilities		
6	Investment expenses		
7	Prior period adjustments		
8	Other (Describe in Part XIV.) See Part XIV		-7,112.
9	Total adjustments (net). Add lines 4 through 8		-20,122.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9		298,632.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	1,472,750.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-13,010.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.) See Part XIV	2d	-7,112.
e	Add lines 2a through 2d	2e	-20,122.
3	Subtract line 2e from line 1	3	1,492,872.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.) See Part XIV	4b	-55,166.
c	Add lines 4a and 4b	4c	-55,166.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	1,437,706.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	1,174,118.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.) See Part XIV	2d	55,166.
e	Add lines 2a through 2d	2e	55,166.
3	Subtract line 2e from line 1	3	1,118,952.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	1,118,952.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Asian Pacific Fund

94-3201522

Schedule D, Part XI, Line 8
Other Changes In Net Assets Or Fund Balances

Change in value of CRTs.....	\$	-7,112.
Total	\$	<u>-7,112.</u>

Schedule D, Part XII, Line 2d
Other Revenue Included In F/S But Not Included On Form 990

Change in value of CRTs.....	\$	-7,112.
Total	\$	<u>-7,112.</u>

Schedule D, Part XII, Line 4b
Other Revenue Included On Form 990 But Not Included In F/S

Expenses Netted in Special Event Revenue.....	\$	-55,166.
Total	\$	<u>-55,166.</u>

Schedule D, Part XIII, Line 2d
Other Expenses And Losses Per Audited F/S

Expenses Netted in Special Event Revenue.....	\$	55,166.
Total	\$	<u>55,166.</u>

Statement of Activities Outside the United States

▶ Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
Asian Pacific Fund

Employer identification number
94-3201522

Part I General Information on Activities Outside the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b.

- For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?... Yes No
- For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States. **Part V**
- Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in-region
East Asia and (1) the Pacific			Program Grants	N/A	49,505.
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total.....					49,505.
b Total from continuation sheets to Part I.....					
c Totals (add lines 3a and 3b)...	0	0			49,505.

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000. . . . Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			Asia/Pacific	Awards	49,505.	Check		N/A	FMV
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. 1

3 Enter total number of other organizations or entities. 0

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926).* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If 'Yes,' the organization may be required to file Form 3520, Annual Return To Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A).* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471).* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If 'Yes,' the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621).* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If 'Yes,' the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865).* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If 'Yes,' the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).* Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Part I, Line 2 - Grantmakers Explanation For Monitoring Use of Funds Outside US

The Fund does not accept unsolicited applications for foreign grants. Foreign grants considered and approved are subject to the same criteria and review process as domestic grants. For grants in excess of \$10,000, the proposed grant recipient is asked to submit a grant proposal, project budget and organization budget. Grants to recipients are consistent with the purpose of grants made within the U.S.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
 ▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization: **Asian Pacific Fund** Employer identification number: **94-3201522**

Part I Fundraising Activities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- | | |
|---|--|
| <input type="checkbox"/> a Mail solicitations | <input type="checkbox"/> e Solicitation of non-government grants |
| <input type="checkbox"/> b Internet and email solicitations | <input type="checkbox"/> f Solicitation of government grants |
| <input type="checkbox"/> c Phone solicitations | <input type="checkbox"/> g Special fundraising events |
| <input type="checkbox"/> d In-person solicitations | |
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b** If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total▶						0.

- 3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.
-
-
-
-
-
-
-
-
-
-

Part II Fundraising Events. Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
		<u>Annual Gala</u> (event type)	(event type)	(total number)	(add column (a) through column (c))	
REVENUE	1	Gross receipts	253,145.		253,145.	
	2	Less: Charitable contributions	197,979.		197,979.	
	3	Gross income (line 1 minus line 2)	55,166.		55,166.	
DIRECT EXPENSES	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	46,376.		46,376.	
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	8,790.		8,790.	
	10	Direct expense summary. Add lines 4 through 9 in column (d)				55,166.
	11	Net income summary. Combine line 3, column (d), and line 10				

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming	
					(add column (a) through column (c))	
REVENUE	1	Gross revenue				
DIRECT EXPENSES	2	Cash prizes				
	3	Non-cash prizes				
	4	Rent/facility costs				
	5	Other direct expenses				
	6	Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No	
	7	Direct expense summary. Add lines 2 through 5 in column (d)				
	8	Net gaming income summary. Combine lines 1, column (d) and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If 'No,' explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If 'Yes,' explain: _____

11 Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

15a Does the organization have a contact with a third party from whom the organization receives gaming revenue? Yes No

b If 'Yes,' enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If 'Yes,' enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE I
(Form 990)

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

OMB No. 1545-0047

2011

Department of the Treasury
Internal Revenue Service

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

Open to Public Inspection

Name of the organization

Asian Pacific Fund

Employer identification number

94-3201522

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. See Part IV

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ▶

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) Asian Art Museum 200 Larkin St San Francisco, CA 94102	94-1704765	501 (c) (3)	10,000.	0.	N/A	N/A	Calligraphy Exhibition Event
(2) Asian Women's Shelter 3543 18th St, #19 San Francisco, CA 94110	94-3030212	501 (c) (3)	16,500.	0.	N/A	N/A	Domestic Violence Services
(3) CA Academy of Sciences 55 Music Concourse Dr San Francisco, CA 94118	94-1156258	501 (c) (3)	34,873.	0.	N/A	N/A	Growing Up Asian in America Prgrm
(4) Cameron House 920 Sacramento St San Francisco, CA 94108	94-1618605	501 (c) (3)	15,000.	0.	N/A	N/A	Bilingual After School Program
(5) Chinatown Community Dev Ctr 1525 Grant Ave San Francisco, CA 94133	94-2514053	501 (c) (3)	10,000.	0.	N/A	N/A	Intergenerational Programs
(6) Community Health for Asian Am 255 International Blvd Oakland, CA 94606	94-3237212	501 (c) (3)	10,000.	0.	N/A	N/A	Afterschool Programming
(7) East Bay Asian Youth Center 2025 East 12st St Oakland, CA 94606	94-2925799	501 (c) (3)	20,000.	0.	N/A	N/A	Street Outreach and Case Management
(8) Friends of Children with Spec 2300 Peralta Blvd Fremont, CA 94536	77-0446853	501 (c) (3)	15,000.	0.	N/A	N/A	Afterschool Enrichment Program
2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table							12
3 Enter total number of other organizations listed in the line 1 table							0

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 Scholarships	15	194,750.		FMV	N/A
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Part I, Line 2 - Procedures for Monitoring Use of Grants Funds in U.S.
 Organizations that receive grants to support projects or achieve particular goals are required to submit a grant application, project or program budget and agency budget. They are also required to submit a copy of the most recent Form 990 and independent audit, which are reviewed to complete the due diligence process.
 Grants are for a period of one year. After the grant period has ended, the organization is required to submit a report describing what has been achieved with the grant.

New grantees are also checked to confirm they are listed in the IRS Publication 78.

Continuation Sheet for Schedule I (Form 990)

2011

▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Continuation Page 1 of 1

Name of the organization

Asian Pacific Fund

Employer identification number

94-3201522

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Japanese Comm Youth Council 2012 Pine St San Francisco, CA 94115	23-7092514	501 (c) (3)	25,000.	N/A	N/A	N/A	Life Skills Training curriculum
Maitri PO Box 697 Santa Clara, CA 95052	94-3132087	501 (c) (3)	20,000.	N/A	N/A	N/A	Healthy Relationships Project
Oakland Asian Cultural Ctr 388 9th St, Ste 290 Oakland, CA 94607	73-1649335	501 (c) (3)	10,000.	N/A	N/A	N/A	Expansion of After School Programs
Vietnamese Youth Dev. Ctr 166 Eddy Street San Francisco, CA 94102	94-2532304	501 (c) (3)	10,000.	N/A	N/A	N/A	VYDC's case management services
-----	-----	-----	-----	-----	-----	-----	-----
-----	-----	-----	-----	-----	-----	-----	-----
-----	-----	-----	-----	-----	-----	-----	-----
-----	-----	-----	-----	-----	-----	-----	-----

Schedule I Cont (Form 990) 2011

TEEA4001L 08/25/11

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

Department of the Treasury
Internal Revenue Service

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

Open To Public Inspection

Name of the organization

Asian Pacific Fund

Employer identification number

94-3201522

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art — Works of art.....				
2 Art — Historical treasures.....				
3 Art — Fractional interests.....				
4 Books and publications.....				
5 Clothing and household goods.....				
6 Cars and other vehicles.....				
7 Boats and planes.....				
8 Intellectual property.....				
9 Securities — Publicly traded.....	X	2	133,022.	FMV
10 Securities — Closely held stock.....				
11 Securities — Partnership, LLC, or trust interests.....				
12 Securities — Miscellaneous.....				
13 Qualified conservation contribution — Historic structures.....				
14 Qualified conservation contribution — Other.....				
15 Real estate — Residential.....				
16 Real estate — Commercial.....				
17 Real estate — Other.....				
18 Collectibles.....				
19 Food inventory.....				
20 Drugs and medical supplies.....				
21 Taxidermy.....				
22 Historical artifacts.....				
23 Scientific specimens.....				
24 Archeological artifacts.....				
25 Other ▶ (.....).....				
26 Other ▶ (.....).....				
27 Other ▶ (.....).....				
28 Other ▶ (.....).....				

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

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?.....

	Yes	No
30a		X
31		X
32a		X

b If 'Yes,' describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?.....

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?.....

b If 'Yes,' describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Area with horizontal dashed lines for supplemental information.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2011

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Asian Pacific Fund

Employer identification number

94-3201522

Form 990, Part III, Line 1 - Organization Mission

The mission of the Asian Pacific Fund is to improve the health and well being of Asian Americans in the San Francisco Bay Area. In furtherance of the mission, we raise funds, make grants and provide services to more than 90 Asian organizations in the region. We sponsor selected public education projects to raise awareness about needs in the Asian community. We also provide services to donors to help them pursue their charitable goals. In some cases we help design and operate programs (including scholarship programs), in others we help donors find the programs they would like to support.

Form 990, Part III, Line 4a - Program Service Accomplishments

Grants and Services to Affiliate Non-Profit Organizations including Grants to Community Organizations, Services for Organizations and Service to Donors.

Services to donors (and their legal and financial advisors) provide information about the needs in the Asian community which are often hidden from public view, and how charitable giving can become part of estate and financial planning.

Services for affiliate organizations include helping 90 San Francisco Bay Area organizations with information, consultations, and workshops to strengthen their organizational capacity in fund development and management. Services to affiliate organizations also include regular outreach to bring information about the needs of non-profits to the attention of potential donors.

Form 990, Part III, Line 4b - Program Service Accomplishments

Grants: During the reporting period, the Asian Pacific Fund distributed 20 grants to a diverse group of Asian organizations in the Bay Area. These grants included support for legal services and counseling for immigrants and refugees, services for

Name of the organization

Asian Pacific Fund

Employer identification number

94-3201522

Form 990, Part III, Line 4b - Program Service Accomplishments

victims of domestic violence, health clinics, and youth arts programs.

Scholarships and Awards: More than 70 students received scholarships, all supported by individual donors. Scholarships are distributed on a competitive basis.

Services: The Asian Pacific Fund assisted donors through scholarship programs, personalized advice regarding programs and grant opportunities in the San Francisco Bay Area and donor advised funds. To build community among affiliate organizations, an annual workshop is conducted that focuses on building their capacity.

Public Education projects: The Fund administers the largest celebration of Asian heritage in the country, Growing Up Asian in America, which is a youth essay and art competition.

Eighteen K-12 students received cash awards, and the winning entries are featured in a traveling exhibit that is hosted by more than 50 public libraries throughout the year.

Form 990, Part VI, Line 11b - Form 990 Review Process

The return will be sent electronically to the entire Board of Directors with a deadline to respond with questions or comments. The Executive Committee will then approve the final version.

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

We regularly monitor and enforce compliance with our conflict of interest policy. At the annual retreat of the Board of Directors, each director is asked to review and sign a personal statement. The responses are reviewed. No director has yet reported a conflict of interest. If one were noted, this would be discussed with

Name of the organization

Asian Pacific Fund

Employer identification number

94-3201522

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts (continued)

that individual director, disclosed to the Chairman and steps taken to eliminate the conflict forthwith. The signed statements are retained as part of corporate records.

Form 990, Part VI, Line 15a - Compensation Review & Approval Process for CEO, Exec. Dir., or Top Mgmtment

An annual review is conducted by the Governance Committee of the Board. Any changes in compensation include a consideration of comparables.

Form 990, Part VI, Line 15b - Compensation Review & Approval Process for Officers & Key Employees

An annual performance and compensation review is completed for each employee on the anniversary date of each employee by the Executive Director.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

Governing documents and the conflict of interest policy are made available on request. A summary of the financial statement is published as part of our annual report and mailed to all donors and financial supporters. It is also posted on-line on the Organization's website.

Form 990, Part XI, Line 5
Other Changes in Net Assets or Fund Balances

Change in value of CRTs.....	\$	-7,112.
Net Unrealized Gains or Losses on Investments.....		<u>-13,010.</u>
Total	\$	<u><u>-20,122.</u></u>



ASIAN PACIFIC FUND

A Community Foundation

**FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2012 AND 2011
WITH INDEPENDENT AUDITOR'S REPORT**

ASIAN PACIFIC FUND
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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Asian Pacific Fund
San Francisco, California

We have audited the accompanying statements of financial position of Asian Pacific Fund (a California nonprofit public benefit corporation), as of June 30, 2012 and 2011, and the related statements of activities and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the organization's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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 financial statements referred to above present fairly, in all material respects, the financial position of Asian Pacific Fund as of June 30, 2012 and 2011, 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 of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of functional expenses on page 17 are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

BBR LLP

BBR LLP
Walnut Creek, California
October 30, 2012

ASIAN PACIFIC FUND
STATEMENTS OF FINANCIAL POSITION
JUNE 30, 2012 AND 2011

(See notes to financial statements)

	2012	2011
ASSETS		
ASSETS		
Cash and cash equivalents	\$ 473,885	\$ 550,911
Prepaid expenses and other assets	6,798	6,341
Pledges receivable, net	3,791,000	4,594,744
Investments	5,812,935	4,560,460
Investments held in charitable remainder trusts	499,493	536,104
 Total assets	 \$ 10,584,111	 \$ 10,248,560
 LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable and accrued expenses	\$ 48,186	\$ 44,034
Scholarships and grants payable, net	703,245	658,729
Deferred revenue	17,750	-
Liabilities under charitable remainder trusts	240,014	267,425
Liabilities under split-interest agreements	31,359	33,447
 Total liabilities	 1,040,554	 1,003,635
NET ASSETS		
Unrestricted	(1,068,199)	(747,881)
Temporarily restricted	658,963	609,203
Permanently restricted	9,952,793	9,383,603
 Total net assets	 9,543,557	 9,244,925
 Total liabilities and net assets	 \$ 10,584,111	 \$ 10,248,560

ASIAN PACIFIC FUND
STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED JUNE 30, 2012 AND 2011

(See notes to financial statements)

	2012			2011				
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
EVENUES AND SUPPORT								
Contributions	\$ -	\$ 300,005	\$ 166,690	\$ 466,695	\$ -	\$ 366,163	\$ 1,368,759	\$ 1,734,922
Foundation and corporate grants	-	277,350	402,500	679,850	-	388,650	1,250,000	1,638,650
Net realized and unrealized gains (losses) on investments	24,563	(56,418)	-	(31,855)	20,206	371,294	-	391,500
Special event income	253,145	-	-	253,145	212,096	-	-	212,096
Interest and dividend income	8,149	103,878	-	112,027	13,097	91,474	-	104,571
Change in value of charitable remainder trusts	-	(7,112)	-	(7,112)	-	34,160	-	34,160
Net assets released from restrictions	567,943	(567,943)	-	-	1,091,901	(1,091,901)	-	-
Total revenues and support	853,800	49,760	569,190	1,472,750	1,337,300	159,840	2,618,759	4,115,899
XPENSES								
Program services	942,409	-	-	942,409	979,121	-	-	979,121
Management and general	143,590	-	-	143,590	114,202	-	-	114,202
Fundraising - special event expense	88,119	-	-	88,119	85,142	-	-	85,142
Total expenses	1,174,118	-	-	1,174,118	1,178,465	-	-	1,178,465
HANGE IN NET ASSETS								
Beginning of year	(320,318)	49,760	569,190	298,632	158,835	159,840	2,618,759	2,937,434
End of year	(747,881)	609,203	9,383,603	9,244,925	(906,716)	449,363	6,764,844	6,307,491
	\$ (1,068,199)	\$ 658,963	\$ 9,952,793	\$ 9,543,557	\$ (747,881)	\$ 609,203	\$ 9,383,603	\$ 9,244,925

ASIAN PACIFIC FUND
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2012 AND 2011

(See notes to financial statements)

	<u>2012</u>	<u>2011</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 298,632	\$ 2,937,434
Adjustments to reconcile change in net assets to net cash and cash equivalents provided (used) by operating activities		
Depreciation	-	1,299
Net realized and unrealized gains (losses) on investments	31,855	(391,500)
Contributed securities	(9,268)	(150,060)
Accretion (amortization) of discount on pledges receivable	(99,242)	83,104
Change in value of charitable remainder trusts	7,112	(34,160)
Changes in operating assets and liabilities		
Prepaid expenses and other assets	(457)	1,716
Pledges receivable, net	902,986	(1,488,410)
Accounts payable and accrued expenses	4,152	15,029
Scholarships and grants payable, net	44,516	80,709
Deferred revenue	17,750	(11,250)
	<u>1,198,036</u>	<u>1,043,911</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sales of investments	4,310,357	1,251,449
Purchases of investments	(5,585,419)	(1,875,738)
	<u>(1,275,062)</u>	<u>(624,289)</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	(77,026)	419,622
CASH AND CASH EQUIVALENTS		
Beginning of year	<u>550,911</u>	<u>131,289</u>
End of year	<u>\$ 473,885</u>	<u>\$ 550,911</u>

ASIAN PACIFIC FUND

NOTES TO FINANCIAL STATEMENTS

ORGANIZATION

Asian Pacific Fund (Fund), is a California nonprofit public benefit corporation organized in 1993. The Fund is a community foundation established to improve the health and well-being of Asian Americans in the Bay Area through grants and services to agencies and collaboration with donors to fulfill their charitable goals.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting and presentation – The financial statements have been prepared on the accrual basis of accounting, under which revenues are recognized when they are earned and expenses are recognized when the related liability is incurred.

Description of net assets – The Fund reports information regarding its financial position and activities according to the following three classes of net assets: unrestricted net assets, temporarily restricted net assets and permanently restricted net assets.

Unrestricted net assets – These are unconditional promises to give by a donor without any use or time restrictions. The Fund classifies all contributions, except as noted below, as unrestricted for financial statement presentation.

Temporarily restricted net assets – These are subject to donor-imposed restrictions that will be met with the passage of time. The Fund's temporarily restricted net assets consist primarily of contributions received under split-interest agreements wherein the Fund or a third party serves as the trustee and earnings on endowment funds that have not yet been appropriated.

Permanently restricted net assets – These are subject to donor-imposed restrictions that will be maintained in perpetuity. The investment income generated from these assets is temporarily restricted by law until appropriated by the Board of Directors in support of the Fund's programs and operations. The Fund's permanently restricted net assets consist of endowment funds held by the Fund as defined under the Uniform Prudent Management of Institutional Funds Act (UPMIFA).

Use of estimates – Preparation of financial statements, in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets, liabilities, revenues and expenses and to disclose any material contingent amounts. Accordingly, actual results could differ from such estimates.

Cash and cash equivalents – Cash and cash equivalents include cash balances and highly liquid investments with original maturities of three months or less at acquisition which are not managed as part of long-term investment strategies and are not legally restricted. The balances held by banks are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. Cash on deposit occasionally exceeds federally insured limits. The Fund has not experienced any losses in such accounts and management believes it is not exposed to any significant credit risk.

ASIAN PACIFIC FUND

NOTES TO FINANCIAL STATEMENTS

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Pledges receivable, net – Pledges receivable, net which are expected to be collected within one year are recorded at net realizable value. Pledges receivable, net which are expected to be collected in future years are recorded at the present value of their estimated future cash flows. Amortization of these discounts is included in contributions revenue in the accompanying statement of activities. As of June 30, 2012 and 2011, one donor comprised approximately 86% and 69% of the net pledge receivable balance, respectively.

Investments – All debt securities and equity securities with readily determinable fair values are carried at fair value based on quoted market prices. Gains and losses that result from market fluctuations are recognized in the period such fluctuations occur. Realized gains or losses resulting from sales or maturities are calculated on a cost basis. Dividend and interest income are accrued when earned.

Charitable remainder trusts – The Fund has been designated as the trustee for two irrevocable charitable remainder trusts, administered by Wells Fargo Bank. The trust agreements generally require the Fund to make annual payments to the trust beneficiaries based on stipulated payment rates ranging from 5% to 10%, applied to the fair value of the trust assets, as determined annually. Upon the death of the beneficiaries, or other termination of the trusts as may be defined in the individual agreements, the remaining trust assets will be distributed by the Fund to itself (and to other beneficiaries, as applicable), as stipulated in the trust agreements.

The fair value of the trust assets has been included in the Fund's statements of financial position. A corresponding liability, reported as liabilities under charitable remainder trusts in the accompanying statements of financial position, has been recorded to reflect the present value of required lifetime payments to the named income beneficiaries using discount rates ranging from 5% to 8%, for each of the years ended June 30, 2012 and 2011. Management calculates valuations annually by updating life expectancy of the income beneficiaries and investment values.

Liabilities under split-interest agreements represent the present value of the investments held in charitable remainder trusts owed to remainder beneficiaries other than the Fund, at the settlement of the trusts. These liabilities are calculated as a percentage of the present value of the investments held in charitable remainder trusts. Split-interest agreements are charitable remainder trust agreements that name the Fund and one or more other charity as remainder beneficiaries.

The difference between the fair value of the assets received and present value of the obligation to named beneficiaries under the agreements is recognized as contributions revenue in the year the agreement is signed. Realized and unrealized gains and losses, interest and dividend income from the investments and payments of the obligations are reflected as adjustments to obligations under split-interest agreements in the accompanying statements of financial position. Amortization of discounts and changes in actuarial assumptions are reflected in the statements of activities and changes in net assets as a change in value of charitable remainder trusts.

ASIAN PACIFIC FUND

NOTES TO FINANCIAL STATEMENTS

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property and equipment – All acquisitions and major improvements of property and equipment in excess of \$1,000 are capitalized; maintenance and repairs which do not extend the useful life of the respective assets are expensed. Property and equipment are stated at cost or, if donated, at the approximate fair value at the date of donation. Depreciation is computed using the straight-line method over the estimated useful lives on the property and equipment.

Scholarships and grants payable – Grants and scholarships are recognized in the period the grant or scholarship is approved. Grants and scholarships payable that are expected to be paid in future years are recorded at the present value of expected future payments.

Deferred revenue – Deferred revenue consists of prepaid sponsorships for future events.

Fair value of financial instruments – Financial instruments included in the Fund's statements of financial position include cash and cash equivalents, pledges receivable, net, investments, investments held in charitable remainder trusts, accounts payable and accrued expenses, scholarships and grants payable, net, liabilities under charitable remainder trusts and liabilities under split-interest agreements. For cash and cash equivalents, pledges receivable, net, accounts payable and accrued expenses and scholarships and grants payable, net, the carrying amounts represent a reasonable estimate of the corresponding fair values. Investments, investments held in charitable remainder trusts, liabilities under charitable remainder trusts and liabilities under split-interest agreements are reflected in the accompanying statements of financial position at their estimated fair values using methodologies described below.

Fair value measurements – Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value, the Fund considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability.

The three-level hierarchy for fair value measurements is defined as follows.

Level 1 – Valuation is based on observable inputs using quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date.

Level 2 – Valuation is based on inputs from sources other than quoted prices in active markets that are either directly or indirectly observable as of the reporting date. This may include quoted prices for similar assets in an active market, quoted prices for similar assets in a market that is not active or valuation methods using models, interest rates and yield curves as observable inputs.

Level 3 – Valuation is based on unobservable inputs for the assets, reflecting the Fund's assumptions about the assumptions that a market participant would use in pricing the asset or liability, to the extent that observable inputs (Levels 1 and 2) are not available. Level 3 assets and liabilities include situations where there is little or no market activity for the asset or liabilities, and significant management judgment or estimates are required.

ASIAN PACIFIC FUND

NOTES TO FINANCIAL STATEMENTS

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and investments held in charitable remainder trusts are measured on a recurring basis and are classified as Level 1 because they are valued using quoted prices in active markets. Liabilities under charitable remainder trusts and liabilities under split-interest agreements are measured on a recurring basis and are classified as Level 3 since observable inputs are minimal.

While the Fund believes its valuation methods are appropriate and consistent with those used by other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at reporting date. Those estimated values may differ significantly from the values that would have been used had a readily available market for such assets and liabilities existed, or had such assets and liabilities been liquidated, and these differences could be material to the financial statements.

Endowment funds – The Fund's endowment funds are comprised of approximately ten individual funds established for scholarships and other purposes. The endowment funds are composed of both donor-restricted and donor-advised funds to function as endowments. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of relevant law – The Board of Directors of the Fund has interpreted UPMIFA, which was effective as of January 1, 2009 in the State of California, as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Fund classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Fund in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, the Fund considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund
- The purposes of the Fund and the donor-restricted endowment fund
- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and the appreciation of investments
- Other resources of the Fund
- The investment policies of the Fund

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Return objectives and risk parameters – The Fund has adopted investment and spending policies for endowment assets that attempt to achieve a growth in principal that will support a continuing rise in charitable distributions from its endowments, avoid a high degree of risk and ensure endowment funds will operate in perpetuity. Accordingly, the investment process seeks to achieve an after-cost total real rate of return, including investment income as well as capital appreciation, which exceeds the annual distribution with acceptable levels of risk. Endowment assets are invested in a well diversified asset mix, which includes equity and debt securities, that is intended to result in a consistent inflation-protected rate of return that has sufficient liquidity to make an annual distribution of 5%, while growing the funds if possible. Actual returns in any given year may vary from this amount. Investment risk is measured in terms of the total endowment fund; investment assets and allocation between asset classes and strategies are managed to not expose the Fund to unacceptable levels of risk.

Strategies employed for achieving objectives – To satisfy its long-term rate-of-return objectives, the Fund relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Fund targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

Spending policy – Annually, the Investment Committee of the Fund approves the amount to expend from the investment accounts, which is currently calculated as 5% of the investment accounts' average fair market value over the past three years. In accordance with donor instructions, this amount is expendable for either general or specific purposes.

Funds with deficiencies – From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires the Fund to retain as a fund of perpetual duration. In accordance with accounting principles generally accepted in the United States of America, deficiencies of this nature that are reported in unrestricted net assets were \$900,968 and \$729,980 as of June 30, 2012 and 2011, respectively. These deficiencies resulted from unfavorable market fluctuations.

Contributions – Contributions received are recorded as unrestricted, temporarily restricted or permanently restricted support, depending on the existence and/or nature of any donor restrictions. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured. Temporarily restricted contributions are recorded to recognize donor-imposed or timing restrictions, including bequests and split interest agreements. Permanently restricted contributions are recorded where the donor has permanently restricted the gift.

Major contributions – For the year ended June 30, 2012, two donors contributed amounts representing 27% of contributions and 61% of foundation and corporate grants, respectively. For the year ended June 30, 2011, two donors contributed amounts representing 64% of contributions and 73% of foundation and corporate grants, respectively.

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Expense allocation – Expenses relating to more than one function are allocated to program service, management and general and fundraising costs based on employee time and expenses studies or other appropriate usage factors.

Grants and scholarships expense – Grant and scholarship expenditures are recognized in the period the grant or scholarship is approved provided the grant or scholarship is not subject to significant future conditions. Conditional grants and scholarships are recognized as grants and scholarships expense and as grants and scholarships payable in the period in which the grantee or student meets the terms of the conditions. Grants and scholarships are returned to the Fund if certain conditions are not met. Returned grants and scholarships are included in contributions income in the accompanying statements of activities.

Advertising costs – Advertising costs are expensed as incurred.

Income taxes – The Fund is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and from California franchise taxes under Section 23701d of the Revenue and Taxation Code. In addition, the Fund qualifies for the charitable contribution deduction under Section 170(b)(1)(A) and has been classified as an organization that is not a private foundation under Section 509(a).

The Fund has adopted the provisions related to accounting for uncertainty in income taxes, which defines a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Fund's management has considered its tax positions and believes that all of the positions taken by the Fund in its federal and state tax returns are more likely than not to be sustained upon examination. The Fund's returns for the years ended June 30, 2011, 2010 and 2009 are subject to examination by federal and state taxing authorities, generally for three years after they are filed.

Reclassifications – Certain prior year amounts have been reclassified to conform with current year financial statement presentation.

PLEDGES RECEIVABLE, NET

The future cash flows of promises to give have been discounted to present value using a discount rate of 3% as of June 30, 2012 and 2011. No amounts have been recorded for uncollectible pledges, as management believes all amounts to be collectible. Pledges receivables, net, as of June 30, consist of the following.

	<u>2012</u>	<u>2011</u>
Unconditional promise to give for endowment	\$ 3,654,607	\$ 4,654,607
Pledges receivable, net restricted for scholarships	123,000	46,000
Other	<u>30,014</u>	<u>10,000</u>
	3,807,621	4,710,607
Discount to present value	<u>(16,621)</u>	<u>(115,863)</u>
	<u>\$ 3,791,000</u>	<u>\$ 4,594,744</u>

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS

PLEDGES RECEIVABLE, NET (continued)

	<u>2012</u>	<u>2011</u>
Due within one year	\$ 3,462,287	\$ 1,202,666
Due within two to five years	<u>345,334</u>	<u>3,507,941</u>
	3,807,621	4,710,607
Discount to present value	<u>(16,621)</u>	<u>(115,863)</u>
	<u>\$ 3,791,000</u>	<u>\$ 4,594,744</u>

INVESTMENTS AND FAIR VALUE MEASUREMENTS

In accordance with the Fund's investment policies, procedures and responsibilities, investment assets are allocated across multiple classes and types of investments. The following tables present the cost and fair value by fair value hierarchy of investments on the accompanying statements of financial position, as of June 30.

<u>2012</u>	<u>Cost</u>	<u>Fair Value (Level 1)</u>	<u>Unrealized Gain (Loss)</u>
Fixed income			
Corporate obligations	\$ 1,245,463	\$ 1,280,544	\$ 35,081
Fixed income mutual funds	<u>581,795</u>	<u>608,185</u>	<u>26,390</u>
	1,827,258	1,888,729	61,471
U.S. equities	1,455,629	1,499,257	43,628
Cash and cash equivalents	1,007,715	1,007,715	-
Non U.S. equities	910,112	914,170	4,058
Real estate investment trusts	217,534	274,479	56,945
Real asset funds	<u>219,200</u>	<u>228,585</u>	<u>9,385</u>
	<u>\$ 5,637,448</u>	<u>\$ 5,812,935</u>	<u>\$ 175,487</u>

<u>2011</u>	<u>Cost</u>	<u>Fair Value (Level 1)</u>	<u>Unrealized Gain (Loss)</u>
Fixed income			
Corporate obligations	\$ 706,422	\$ 718,580	\$ 12,158
Fixed income mutual funds	331,795	348,720	16,925
Government obligations	<u>149,640</u>	<u>152,565</u>	<u>2,925</u>
	1,187,857	1,219,865	32,008
U.S. equities	1,548,464	1,659,080	110,616
Cash and cash equivalents	627,889	628,080	191
Non U.S. equities	594,749	623,695	28,946
Real estate investment trusts	272,827	313,211	40,384
Real asset funds	<u>121,728</u>	<u>116,529</u>	<u>(5,199)</u>
	<u>\$ 4,353,514</u>	<u>\$ 4,560,460</u>	<u>\$ 206,946</u>

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS

PROPERTY AND EQUIPMENT

Property and equipment, as of June 30, consists of the following.

	<u>2012</u>	<u>2011</u>
Furniture	\$ 4,355	\$ 4,355
Equipment	<u>34,881</u>	<u>34,881</u>
	39,236	39,236
Accumulated depreciation	<u>(39,236)</u>	<u>(39,236)</u>
	<u>\$ -</u>	<u>\$ -</u>

CHARITABLE REMAINDER TRUSTS AND FAIR VALUE DISCLOSURES

Investments held in charitable remainder trusts, as of June 30, consist of the following.

	<u>2012</u>	<u>2011</u>
Equities	\$ 235,247	\$ 268,190
Fixed income securities	220,581	223,454
Real estate investment trusts	33,733	39,275
Cash and cash equivalents	<u>9,932</u>	<u>5,185</u>
	<u>\$ 499,493</u>	<u>\$ 536,104</u>

The following tables present the fair value of charitable remainder trusts assets and liabilities on the accompanying statements of financial position, as of June 30, by fair value hierarchy. There have been no changes in valuation techniques and related inputs during the years ended June 30, 2012 and 2011.

<u>2012</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments held in charitable remainder trusts	\$ 499,493	\$ -	\$ -	\$ 499,493
Liabilities under charitable remainder trusts	\$ -	\$ -	\$ (240,014)	\$ (240,014)
Liabilities under split-interest agreements	\$ -	\$ -	\$ (31,359)	\$ (31,359)

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS

CHARITABLE REMAINDER TRUSTS AND FAIR VALUE DISCLOSURES

<u>2011</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments held in charitable remainder trusts	\$ 536,104	\$ -	\$ -	\$ 536,104
Liabilities under charitable remainder trusts	\$ -	\$ -	\$ (267,425)	\$ (267,425)
Liabilities under split-interest agreements	\$ -	\$ -	\$ (33,447)	\$ (33,447)

The following tables provide a rollforward of the liabilities listed above measured at fair value using significant unobservable inputs (Level 3) during the years ended June 30.

<u>Liabilities under charitable remainder trusts</u>	<u>2012</u>	<u>2011</u>
Beginning balance	\$ 267,425	\$ 258,880
Increase (decrease) in value due to change in actuarial life expectancy	<u>(27,411)</u>	<u>8,545</u>
Ending balance	<u>\$ 240,014</u>	<u>\$ 267,425</u>

<u>Liabilities under split-interest agreements</u>	<u>2012</u>	<u>2011</u>
Beginning balance	\$ 33,447	\$ 28,931
Increase (decrease) in liabilities due to change in value of liabilities under charitable remainder trusts	<u>(2,088)</u>	<u>4,516</u>
Ending balance	<u>\$ 31,359</u>	<u>\$ 33,447</u>

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS

SCHOLARSHIPS AND GRANTS PAYABLE

The Fund has commitments to various scholars to fund their educations. A portion of scholarship expenses will be paid at various times in future years and are discounted at 3% as of June 30, 2012 and 2011. Scholarships due in future years are conditional upon students meeting criteria, such as full-time enrollment or meeting a minimum grade point average. Grant awards require the fulfillment of certain conditions as set forth in the grant agreements.

As of June 30, the Fund is liable for awarded scholarships and grants as follows.

<u>2012</u>	<u>Scholarships</u>	<u>Grants</u>	<u>Total</u>
Due in less than one year	\$ 224,993	\$ 231,800	\$ 456,793
Due in two years	124,750	-	124,750
Due in three years	86,500	-	86,500
Due in four years	<u>45,000</u>	<u>-</u>	<u>45,000</u>
	481,243	231,800	713,043
Discount to reflect scholarships at present value	<u>(9,798)</u>	<u>-</u>	<u>(9,798)</u>
	<u>\$ 471,445</u>	<u>\$ 231,800</u>	<u>\$ 703,245</u>

<u>2011</u>	<u>Scholarships</u>	<u>Grants</u>	<u>Total</u>
Due in less than one year	\$ 206,277	\$ 251,000	\$ 457,277
Due in two years	99,000	-	99,000
Due in three years	70,750	-	70,750
Due in four years	<u>41,500</u>	<u>-</u>	<u>41,500</u>
	417,527	251,000	668,527
Less discount to reflect scholarships at present value	<u>(9,798)</u>	<u>-</u>	<u>(9,798)</u>
	<u>\$ 407,729</u>	<u>\$ 251,000</u>	<u>\$ 658,729</u>

TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets, as of June 30, consists of the following.

	<u>2012</u>	<u>2011</u>
Charitable remainder trusts	\$ 228,294	\$ 235,407
Donor advised funds	173,823	102,804
Health education and community programs	162,963	138,116
Endowment earnings	74,916	132,876
Scholarships, internships and education programs	<u>18,967</u>	<u>-</u>
	<u>\$ 658,963</u>	<u>\$ 609,203</u>

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS

ENDOWMENT FUNDS

Endowment funds consist of both donor-restricted and donor-advised endowment funds as of June 30, 2012 and 2011. During the years ended June 30, 2012 and 2011, endowment net asset activity was as follows.

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total Net Endowment Assets</u>
Endowment net assets, June 30, 2010	\$ (900,980)	\$ 26,472	\$ 6,764,844	\$ 5,890,336
Contributions	-	-	2,618,759	2,618,759
Investment income (dividends and interest)	-	87,753	-	87,753
Net realized and unrealized gains	-	365,357	-	365,357
Total investment return	-	453,110	-	453,110
Appropriated for spending Administration fees	-	(153,618)	-	(153,618)
	-	(22,088)	-	(22,088)
Net endowment activity	-	277,404	2,618,759	2,896,163
Reclassification of deficient endowment fund activity	171,000	(171,000)	-	-
Endowment net assets, June 30, 2011	(729,980)	132,876	9,383,603	8,786,499
Contributions	-	-	569,190	569,190
Investment income (dividends and interest)	-	99,650	-	99,650
Net realized and unrealized losses	-	(59,979)	-	(59,979)
Total investment return	-	39,671	-	39,671
Appropriated for spending Administration fees	-	(246,769)	-	(246,769)
	-	(21,850)	-	(21,850)
Net endowment activity	-	(228,948)	569,190	340,242
Reclassification of deficient endowment fund activity	(170,988)	170,988	-	-
Endowment net assets, June 30, 2012	\$ (900,968)	\$ 74,916	\$ 9,952,793	\$ 9,126,741

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS

MANAGEMENT FEES

The Fund assesses a quarterly management fee on endowed funds of 0.25% of the investment accounts' fair market value at the end of each quarter.

COMMITMENTS

The Fund subleases office space in San Francisco which expires in March 2013. The sublessor is also a foundation donor to the Fund. Rent payments are payable monthly. Future obligations to pay under the lease agreement total \$29,353 through March 31, 2013. Rent expense for the years ended June 30, 2012 and 2011 was \$44,080 and \$44,130, respectively.

CONDITIONAL PROMISE TO GIVE

In October 2010, a foundation donor agreed to match contributions and firm commitments made to the Fund on a one-for-one basis up to \$5,000,000, received from July 1, 2009 through December 31, 2014. At least 50% of matched contributions must be raised directly by board members or come directly from them. The maximum amount of matching is \$1,000,000 per calendar year, paid in \$250,000 increments. Total funds collected and matched will add to existing endowed funds or create one or more new endowment funds. Funds matched under this agreement and recorded as foundation and corporate grant revenue during the years ended June 30, 2012 and 2011 totaled \$250,000 and \$1,250,000, respectively.

SUBSEQUENT EVENTS

The Fund has evaluated subsequent events for potential recognition and/or disclosure through October 30, 2012, the date which the financial statements were available to be issued. No additional such events exist.

SUPPLEMENTARY INFORMATION

ASIAN PACIFIC FUND
SCHEDULES OF FUNCTIONAL EXPENSES
FOR THE YEARS ENDED JUNE 30, 2012 AND 2011
(See notes to financial statements)

	2012						2011							
	Program Services			Supporting Services			Program Services			Supporting Services				
	Educational Programs	Grants and Services to Agencies	Program Services Total	General	Management and	Fundraising	Total	Educational Programs	Grants and Services to Agencies	Program Services Total	General	Management and	Fundraising	Total
EXPENSES														
Salaries	\$ 52,771	\$ 206,894	\$ 259,665	\$ 3,421	\$ 30,476	\$ 293,562	\$ 50,863	\$ 154,990	\$ 205,853	\$ -	\$ -	\$ 19,870	\$ 225,723	
Payroll taxes	4,894	17,402	22,296	799	2,477	25,572	4,045	14,138	18,183	-	-	1,643	19,826	
Employee benefits	5,223	13,792	19,015	3,411	-	22,426	9,311	9,020	18,331	-	-	-	18,331	
Total salaries and related expenses	62,888	238,088	300,976	7,631	32,953	341,560	64,219	178,148	242,367	-	-	21,513	263,880	
Grants and scholarships	208,872	279,708	488,580	-	-	488,580	240,584	369,074	609,658	-	-	-	609,658	
Travel and hospitality	22,478	5,991	28,469	13,103	46,376	87,948	22,121	4,788	26,859	3,750	52,672	-	83,281	
Occupancy	10,305	27,078	37,383	6,697	-	44,080	9,104	21,667	30,771	13,359	-	-	44,130	
Investment expenses	-	244	244	38,908	-	39,152	-	877	877	33,130	-	-	34,007	
Accounting fees	-	-	-	29,330	-	29,330	-	-	-	29,178	-	-	29,178	
Advertising and promotion	29,829	-	29,829	-	-	29,829	20,400	-	20,400	274	-	-	20,674	
Printing and production	14,784	3,666	18,450	1,863	4,486	24,799	14,537	1,556	16,093	4,423	7,556	-	28,072	
Professional fees	5,250	-	5,250	16,621	685	22,556	4,598	-	4,598	14,460	1,300	-	20,358	
Software and website development	-	-	-	16,358	-	16,358	-	-	-	2,503	-	-	2,503	
Supplies	3,511	2,312	5,823	568	3,619	10,010	3,370	1,987	5,357	1,098	1,722	-	8,177	
Equipment rental and maintenance	1,070	2,739	3,809	4,977	-	8,786	696	1,676	2,372	3,896	-	-	6,268	
Legal fees	-	7,548	7,548	-	-	7,548	96	4,801	4,897	-	-	-	4,897	
Postage	2,370	3,716	6,086	952	-	7,038	2,241	2,747	4,988	1,840	239	-	7,067	
Telephone	1,543	4,076	5,619	1,008	-	6,627	1,123	2,683	3,806	1,718	-	-	5,524	
Dues, licenses and fees	1	1,468	1,469	3,646	-	5,115	2,109	1,274	3,383	1,856	-	-	5,239	
Insurance	789	2,085	2,874	516	-	3,390	791	1,904	2,695	1,174	-	-	3,869	
Other	-	-	-	1,412	-	1,412	-	-	-	244	140	-	384	
Depreciation	-	-	-	-	-	-	-	-	-	1,299	-	-	1,299	
Total expenses	\$ 363,690	\$ 578,719	\$ 942,409	\$ 143,590	\$ 88,119	\$ 1,174,118	\$ 385,989	\$ 593,132	\$ 979,121	\$ 114,202	\$ 85,142	\$ 1,178,465		



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February 19, 2013

Board of Trustees

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Owner
Pyramid Real Estate & Investments

Donna M. Hankins, Treasurer
Donna M. Hankins & Associates

Bernida M. Reagan, Esq., Secretary
Merriwether & Williams Insurance

Jerome Harper
Senior Quality Analyst
Kaiser Permanente

Keith B. Nickens
Legacy & Seven, LLC

Scott Taper,
Managing Principal Consultant
SciTech Commercialization &
Licensing Consultant

Dorian Webb, President & CEO
Dorian Webb, Inc.

Laura M. Wright,
PR & Marketing Consultant
Avid Exposure

Board Advisors

Frederick E. Jordon
F.E. Jordon & Associates

Tiffany Showell
Bain & Company

Keith M. Spears
Hamilton Lane

Ms. Angela Calvillo
Clerk, Board of Supervisor
1 Dr. Carlton Goodlet Place, Room 244
San Francisco, CA 94102

Dear Ms. Calvillo,

The Bay Area Black United Fund wishes to apply for inclusion of the 2013 Annual Fundraising Drive, Therefore, we are submitting the following information:

1. A list of our federated agencies, this represents fulfillment of criteria (A).
2. A copy of our IRS Tax Exempt letter; this fulfills criteria (B).
3. A certification letter certifying to our representing 10 or more agencies with us for more than one year; this fulfills criteria (C)
4. A copy of our most recent audit this fulfills criteria (D)
5. Other relevant information
 - A. Mission Statement
 - B. Overhead Cost 14%
 - C. Member Agencies – that have already applied to be part of the BABUF federation. (See attached list)
 - D. BABUF Brochure

Thank you for your time and consideration in this matter.

kindest regards,


Linda Davis
Office Manager

"It's not about charity . . . it's about change"
1212 Broadway, Suite 810, Oakland, California 94612
Tel. (510) 763-7270 . Fax (510) 763-3625 . www.babuf.org
An affiliate of the National Black United Fund, Inc.



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 - C. Member Agencies – that have already applied to be part of the BABUF federation. (See attached list)
 - D. BABUF Brochure

Thank you for your time and consideration in this matter.

kindest regards,


Linda Davis

Office Manager

**Bay Area Black United Fund, Inc. (BABUF)
Member Agencies Listing
2012 Workplace Campaigns**

Code:	Member Agencies	Telephone #	Website
100	Bay Area Black United Fund, Inc. (BABUF)	(510) 763-7270	www.babuf.org
262	African American Health Summit Critical Mass Health Conductors	(510) 763-7270	www.babuf.org
273	African American Calworks Coalition Options	(510) 893-4357	
104	African American Parent Center	(510) 562-1283	
178	AIDS Project East Bay	(510) 663-7979	www.apeb.org
241	Allen Temple Health & Social Service Ministries	(510) 544-3939	www.allentemple.org
102	Alta Bates Medical Center, Health Ministries/Parish	(510) 204-1667	www.absfdn.org
242	Ariel Outreach Mission	(510) 978-5844	www.arielom.org
281	A Foot In The Door Exchange	(510) 868-8500	www.afootin.org
101	A Safe Place	(510) 986-8600	www.asafeplacedvs.org
105	Asian Women's Shelter	(415) 751-7110	www.sfaws.org
230	Bayview Hunters Point Multipurpose Senior Services, Inc.	(415) 822-1444	
129	Berkeley Youth Alternatives	(510) 845-9010	www.byaonline.org
201	Big Brothers Big Sisters of the East Bay	(415) 503-4396	www.bbbseastbay.org
142	Black Adoption Placement and Research Center	(510) 430-3615	www.baprc.org
144	Black Coalition on AIDS	(415) 615-9945	www.bcoa.org
145	Boys & Girls Club of Oakland	(510) 444-8211	www.bgcoakland.org
202	Building Opportunities for Self-Sufficiency (BOSS)	(510) 649-1930	www.self-sufficiency.org
150	California Prevention Education Project (CAL-PEP)	(510) 874-7850	www.calpep.org
276	Carnales Unidos Reformando Adictos, Inc.	(510) 713-3204	www.curainc.com
229	Casa Vincentia	(510) 729-0316	www.casavincentia.org
203	Center for Elders Independence	(510) 433-1150	www.cei.eldersrg.org
109	Center For Family Counseling	(510) 562-3731	www.cffc.biz
110	Center On Juvenile And Criminal Justice (CJCJ)	(415) 621-5661	www.cjcj.org
245	Children Hospital Medical Center (Sickle Cell Program)	(510) 428-3772	www.childrenshoakland.org
115	East Bay Center For The Performing Arts	(510) 234-5624	www.eastbaycenter.org
208	Education: The Family Affair	(510) 237-5393	
168	Family Builders By Adoption	(510) 272-0204	www.familybuilders.org
117	Free At Last	(650) 444-1936	www.freeatlast.org
119	Girls Incorporated of West Contra Costa County	(510) 232-5440	www.girlsinc.org
211	Harbor House Ministries	(510) 536-7368	www.hhministries.org
258	Health & Human Resource Education Center	(510) 549-5990	www.hhrec.org
246	Healthy Oakland Resource Center	(510) 444-9655	
252	Higher Learning Educational Planning	(510) 562-4926	

Member Agencies	Telephone #	Website Address
277 Hope 4 the Heart (The Believers' Gathering)	(510) 581-4673	www.hope4theheart.org
227 Housing Rights Inc.	(510) 548-8776	www.housingrights.org
121 Ingleside Community Center Inc.	(415) 587-5513	www.inglesidecc.org
181 JUMP/PREP	(415) 359-0059	
165 Leadership Excellence	(510) 267-9770	www.leadershipexcellence.org
182 Lend A Hand Foundation	(510) 553-1262	www.lendahandfoundation.org
247 Mission Dignity	(415) 641-7114	www.missiondignity.org
107 Network For Elders	(415) 647-5353	www.networkforelders.org
209 Oakland Youth Orchestra	(510) 832-7710	www.oyo.org
268 Priority Africa Network	(510) 527-3917	www.priorityafrica.org
207 Standing Ovation Perform Arts	(510) 910-5310	
131 The Solid Foundation	(510) 482-6490	
United Negro College Fund	(415) 956-1018	www.uncf.org
134 Wee Poets	(510) 848-6905	
135 Westside Community Services	(415) 431-9000	www.westside-health.org
136 Whitney Young Child Development Center, Inc.	(415) 821-7550	www.whitneyyoungcdc.org

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CRITERIA 13

Internal Revenue Service

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Date: March 19, 2007

BAY AREA BLACK UNITED FUND INC
1212 BROADWAY STE 730
OAKLAND CA 94612

Person to Contact:
Ms. Jackie Johnson 31-07453
Customer Service Representative
Toll Free Telephone Number:
877-829-5500
Federal Identification Number:
94-2602958

Dear Sir or Madam:

This is in response to your request of March 19, 2007, regarding your organization's tax-exempt status.

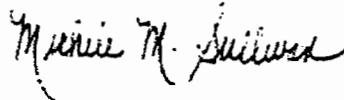
In October 1979 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Michele M. Sullivan, Oper. Mgr.
Accounts Management Operations



CRITERIA C

February 19, 2013

Board of Trustees

L.J. Jennings, Chairperson
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F.E. Jordon & Associates

Tiffany Showell
Bain & Company

Keith M. Spears
Hamilton Lane

LETTER OF CERTIFICATION

I certify that for more than 10 years the Bay Area Black United Fund, Inc. represents 20 or more agencies under our federation. The brochure attached to this letter list those agencies (51) that are part of our federation and benefited from our 2012 campaign. Although agencies must reapply each year, we anticipated that the majority of agencies BABUF represented in 2012 would return to the federation 2013 campaign. BABUF application deadline is June 15, 2013.

Signed

Linda Dails, Office Manager
Bay Area Black United Fund, Inc.

"It's not about charity . . . it's about change"

1212 Broadway, Suite 810, Oakland, California 94612
Tel. (510) 763-7270 . Fax (510) 763-3625 . www.babuf.org
An affiliate of the National Black United Fund, Inc.

CRITERIA (D)

BAY AREA BLACK UNITED FUND, INC.
AUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2011



GRANT & SMITH, LLP
Certified Public Accountants

**BAY AREA BLACK UNITED FUND, INC.
AUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2011**

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Statement of Cash Flows	5
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INDEPENDENT AUDITORS' REPORT

The Board of Directors
Bay Area Black United Fund, Inc.
Oakland, California

We have audited the accompanying statement of financial position of Bay Area Black United Fund, Inc. (a nonprofit organization) as of December 31, 2011, and the related statement of activities, and cash flows for the year then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bay Area Black United Fund, Inc. as of December 31, 2011, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Oakland, California
September 18, 2012

BAY AREA BLACK UNITED FUND, INC.
STATEMENT OF FINANCIAL POSITION
AS OF DECEMBER 31, 2011
(With Summarized Totals for 2010)

ASSETS

	2011	2010
Current Assets		
Cash & Equivalents (Note 2)	\$ 293,290	\$ 56,919
Unrestricted Promise to Give (Note 3)	48,056	153,962
Restricted Promise to Give (Note 3)	32,702	96,130
Management Fee Receivable	17,198	11,869
Prepaid Expenses	1,199	-
Total Current Assets	392,445	318,880
Fixed Assets		
Computers	6,055	6,055
Other Equipment	48,980	48,980
Total Fixed Assets	55,035	55,035
Less Accumulated Depreciation	(53,965)	(53,237)
Net Fixed Assets	1,070	1,798
Other Assets		
Investments (Note 4)	4,248	5,675
Total Investments	4,248	5,675
TOTAL ASSETS	\$ 397,763	\$ 326,353

LIABILITIES & NET ASSETS

Current Liabilities		
Accounts Payable	\$ 11,253	\$ 12,332
Payroll Liabilities	658	4,165
Vacation Accrual	16,920	21,993
Line of Credit (Note 5)	123,239	124,171
Total Current Liabilities	152,070	162,661
Other Liabilities		
Agency Transaction Payable (Note 6)	295,604	320,442
Fiscal Agency Payable (Note 7)	68,390	70,049
Total Other Liabilities	363,994	390,491
Net Assets		
Unrestricted	(319,613)	(226,799)
Temporarily Restricted (Note 8)	201,312	-
Total Net Assets	(118,301)	(226,799)
TOTAL LIABILITIES & NET ASSETS	\$ 397,763	\$ 326,353

See Accompanying Notes.

BAY AREA BLACK UNITED FUND, INC.
STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2011
(With Summarized Totals for 2010)

	2011		2011	2010
	Unrestricted	Temporarily Restricted		
REVENUE & SUPPORT				
Workplace Campaign	\$ 73,121		\$ 73,121	\$ 187,482
Grants		\$ 390,000	390,000	52,375
Other Income	2,529		2,529	3,160
Management Revenue	15,776		15,776	6,125
Interest Income	369		369	1,830
Miscellaneous Income	7,416		7,416	5,204
Unrealized Gain/(Loss) on Investments	(1,427)		(1,427)	
Net Assets Released From Restriction (Note 9)	188,688	(188,688)	-	
TOTAL REVENUE & SUPPORT	286,472	201,312	487,784	256,176
EXPENSES				
Workplace Campaign	81,178		81,178	18,427
Community Outreach	27,579		27,579	32,945
African American Health Summit	-		-	35,839
Critical Mass Conductors	18,497		18,497	4,015
Other	140,636		140,636	106,071
General & Administrative	132,726		132,726	71,638
TOTAL EXPENSES	400,616	-	400,616	268,935
CHANGE IN NET ASSETS	(114,144)	201,312	87,168	(12,759)
NET ASSETS - JANUARY 1,	(226,799)		(226,799)	(470,387)
PRIOR PERIOD ADJUSTMENT (Note 10)	21,330		21,330	256,347
NET ASSETS - DECEMBER 31,	\$ (319,613)	\$ 201,312	\$ (118,301)	\$ (226,799)

See accompanying notes.

BAY AREA BLACK UNITED FUND, INC.
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2011
(With Summarized Totals for 2010)

	2011						2010 TOTAL
	Workplace	Community Outreach	Critical Mass	Total	Other	General & Administrative	
EXPENSES							
Salaries & Wages	\$ 33,267	\$ 10,359	\$ 4,000	\$ 47,626	\$ -	\$ 5,317	\$ 65,325
Payroll Processing Fees	50			50		1,151	1,082
Taxes- Payroll Related	1,191	2,523	1,000	4,714		466	6,352
Taxes-Non Payroll Related					3,600		210
Bad Debt						96,427	96,427
Bank Charges						335	725
Employee Benefits	10,175	8,500	2,500	21,175			20,480
Accounting & Legal	6,900	1,500	1,500	9,900	10,709	6,285	20,335
Advertising	1,134	2,100		3,234			377
Conference & Meeting	764			764	17,791		50
Consultants		745		745	89,875	1,950	52,502
Depreciation						728	742
Donation/Contribution							2,500
Dues & Subscriptions	56			56	125	1,000	1,111
Equipment Rental	4,824			4,824			3,215
Insurance-Employee						1,984	2,775
Insurance-Others						9,258	11,140
Interest Expense	1,964			1,964	2,644		36,868
Grant/Award							
Meals & Entertainment							
Postage & Delivery	829			829		378	1,895
Office Supplies	3,380			3,380		196	4,659
Printing & Copying	3,601			3,601			6,965
Public Relations & Outreach							
Research & Development	198			198		1,005	356
Repair & Maintenance Equipment	7,028		3,000	10,028		1,050	11,818
Rent & Property Expense	398			398			795
Software System Report	1,600	1,852	413	3,865		1,836	8,367
Telephone			6,084	6,084		750	2,325
Temporary Services	2,170			2,170			2,521
Travel/Local Parking	1,649			1,649	15,892		1,649
Refunds							15,892
Website Development						2,610	3,445
Miscellaneous							
TOTAL EXPENSES	\$ 81,178	\$ 27,579	\$ 18,497	\$ 127,254	\$ 140,636	\$ 132,726	\$ 400,616
							\$ 268,935

See accompanying notes.
(4)

BAY AREA BLACK UNITED FUND, INC.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2011
(With Summarized Totals for 2010)

	2011	2010
CASH FLOW FROM OPERATING ACTIVITIES		
Changes in Net Assets	\$ 87,168	\$ (12,759)
Adjustments to Reconcile Changes in Net Assets		
Net Cash Provided/(Used) by Operating Activities:		
(Increases)/Decreases in Operating Assets		
Depreciation	728	742
Unrestricted Promise to Give	105,906	(122,078)
Restricted Promise to Give	63,428	(4,183)
Management Fee Receivable	(5,329)	(3,500)
Prepaid Expenses	(1,199)	
Grant Receivable		65,000
Increases/(Decreases) in Operating Liabilities		
Accounts Payable	(1,079)	2,394
Payroll Liabilities	(3,507)	(476)
Vacation Accrual	(5,073)	
Agency Transaction Payable	(24,838)	(205,127)
Fiscal Agency Payable	(1,659)	(38,438)
Prior Period Adjustment	21,330	256,347
Net Cash Provided/(Used) by Operating Activities:	235,876	(62,078)
CASH FLOW FROM FINANCING ACTIVITIES		
Purchases of Fixed Assets	-	(1,646)
Line of Credit	(932)	(467)
Net Cash Used by Financing Activities:	(932)	(2,113)
CASH FLOW FROM INVESTING ACTIVITIES		
Investments	1,427	(1,395)
Net Cash Provided/(Used) by Investing Activities:	1,427	(1,395)
Net Increase/(Decrease) in Cash	236,371	(65,586)
Cash at the beginning of the year	56,919	122,505
Cash at the end of the year	\$ 293,290	\$ 56,919
<i>Supplemental disclosure of cash flow information:</i>		
Cash paid for:		
Income Taxes Paid	\$ -	\$ -
Interest Paid	11,222	11,140

See accompanying notes.

BAY AREA BLACK UNITED FUND, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Bay Area Black United Fund, Inc. (BABUF) is a not-for-profit organization incorporated under the laws of the State of California in 1976. Through the community outreach program the primary mission of the corporation is to promote and build partnerships between the Bay Area Black United Fund and organizations that, together, maximize our capacity to serve African American people and other communities of color.

In pursuit of its mission, the Bay Area Black United Fund, Inc.'s primary goal is to build self-reliance and self-sufficiency in communities we serve by building institutions that seek solutions to community needs, and will "teach people how to fish" for themselves. While BABUF's initial focus has been on the black community, the institution has, through the years, demonstrated its capability and desire to respond to the changing demographics of its service area.

The BABUF family of assisted agencies, in the future, will include the Latino, Asian, and Native American communities, as well as the homeless population, where race makes little or no difference. We will bring together resources-people, competency, and money-in ways that support human growth and development, and community healing and renewal for African American people and other communities and activities aimed at increasing the quality of life for African American communities.

Basis of Presentation

The Organization receives various funds one of which is unrestricted, and the rest are permanently restricted. The permanently restricted funds are used to support specific programs within the Organization. The unrestricted funds are used to support general and administrative functions of the Organization as well as additional support of other programs.

The accompanying financial statements have been prepared to focus on the Organization as a whole and to present balances and transactions according to the existence or absence of donor-imposed restrictions. This has been accomplished by classification of net assets and transactions into the following classes of assets:

Temporarily Restricted Net Assets - Net assets subject to donor-imposed stipulations that they be maintained by the organization.

Unrestricted Net Assets - Net assets not subject to donor-imposed stipulations.

BAY AREA BLACK UNITED FUND, INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of Accounting

The Organization's books are maintained, and the financial statements have been prepared, on the accrual basis of accounting in accordance with generally accepted accounting principles.

Revenue Recognition

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

All donor-restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction.

When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished) temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Cash and Cash Equivalents

For purposes of the balance sheets and statement of cash flows, the Company considers all highly liquid investments, which are readily convertible into known amounts of cash and have a maturity of three months or less when acquired to be cash equivalents.

Fixed Assets

Furniture and equipment are capitalized using the straight-line method. Donated assets are recorded at fair market value at the time the assets are received. The Organization has established a capitalization policy to capitalize all purchases of \$500 or more of furniture and equipment. Depreciation is provided using the straight-line method over the expected useful lives of the asset. At December 31, 2011, the Organization incurred \$728 in depreciation expense.

Income Taxes

BABUF has obtained determination letters from the Internal Revenue Service and the California Franchise Tax Board to the effect that BABUF qualifies under Section 501(c)(3) of the Internal Revenue Code (IRC) and Section 23701(d) of the California Tax Code. Accordingly, the primary operations of BABUF are currently considered exempt from federal income and state franchise taxes.

BAY AREA BLACK UNITED FUND, INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents approximate fair values due to the short-term maturities of these instruments.

Use of Estimates

The presentation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclose of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Promise to give

Pledges receivable consists of amounts due from funding sources, as described in Note 3.

Investments

Generally accepted accounting principles require that nonprofit organizations report certain investments at fair value. In accordance with that guidance, the Organization accounts for its equity securities that have readily determinable market values by recording and reporting those securities at fair value. Information about the fair value of investments and the unrealized gains and losses is discussed in Note 4.

Functional Expense Reporting

The cost of providing the Organization's programs has been summarized on a functional basis in these financial statements. Based on management estimates, costs have been allocated between programs and supporting services.

Credit Risk

BABUF holds investments in the form of equity securities. Credit risk is the failure of another party to perform in accordance with contract terms. The Organization is exposed to credit risk for the amount of the investments.

BAY AREA BLACK UNITED FUND, INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Comparative Information

The financial statements include certain summarized comparative information from the prior year. This information is presented in total and not by net asset class and does not include sufficient detail to be in conformity with generally accepted accounting principles. Such information should be read together with the Organization's financial statements for the year ended December 31, 2010, from which the summarized information was extracted.

NOTE 2 - CASH & CASH EQUIVALENTS

As of December 31, 2011, cash balances consisted of:

Unrestricted	\$ 229,199
Restricted	<u>64,091</u>
Total	<u>\$ 293,290</u>

Of the \$286,544 deposited in the same financial institution, \$36,544 was not covered by the federal deposit insurance.

NOTE 3 - PROMISE TO GIVE

As of December 31, 2011, Promise to Give consisted of:

	<u>Unrestricted</u>	<u>Restricted</u>	<u>Total</u>
Promise to Give	\$ 182,451	\$ 93,457	\$ 275,908
Less Allowance	<u>(134,395)</u>	<u>(60,755)</u>	<u>(195,150)</u>
Total	<u>\$ 48,056</u>	<u>\$ 32,702</u>	<u>\$ 80,758</u>

BAY AREA BLACK UNITED FUND, INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2011

NOTE 4 - INVESTMENTS

Investments consisted of the following as of December 31, 2011:

	Cost	Market Value
170 shares of Cirrus Logic, Inc.	\$ 1,031	\$ 2,695
160 shares of Radio Shack, Corp.	4,320	1,553
 Total	 \$ 5,351	 \$ 4,248

NOTE 5 - LINE OF CREDIT

At year ended December 31, 2011, the Organization had an unsecured line of credit with Wells Fargo Bank, in the amount of \$116,000. Advances on the credit line are payable on demand and carry an interest rate of 9.75 %. Amount payable at December 31, 2011 was \$114,904.

The Organization has another line of credit with Bank of America in the amount of \$15,000 at an interest rate of 17.99%. Balance due at December 31, 2011, was \$8,335.

NOTE 6 - AGENCY TRANSACTION PAYABLE

BABUF receives cash and other resources from various sources. In these transactions BABUF is acting as an agent, trustee, or intermediary for resource providers. These transactions are reported as increases in assets and liabilities. Distributions to third-party recipients are reported as decreases in those accounts.

NOTE 7 - FISCAL AGENCY PAYABLE

At year ended December 31, 2011, BABUF held \$68,390 as fiscal agent.

NOTE 8 - TEMPORARILY RESTRICTED NET ASSETS

Net assets balance as of December 31, 2011 for temporarily restricted funds represents the unspent portion of grants/contributions recorded as current year's increases to net asset. These funds are restricted for use in future fiscal years for the purpose set forth in the grant document.

BAY AREA BLACK UNITED FUND, INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2011

NOTE 8 - TEMPORARILY RESTRICTED NET ASSETS (CONTINUED)

The detail of temporarily restricted net assets as of December 31, 2011 is as follows:

California Endowment	\$ 84,108
San Francisco Foundation	76,691
Urban Strategies Council	<u>40,513</u>
 Total	 <u>\$ 201,312</u>

NOTE 9 – NET ASSETS RELEASED FROM RESTRICTION

Temporarily restricted net assets released as of December 31, 2011 are as follows:

Urban Strategies Council	\$ 84,487
Kaiser Permanente	65,000
San Francisco Foundation	23,309
California Endowment	<u>15,892</u>
 Total	 <u>\$ 188,688</u>

NOTE 10 - PRIOR PERIOD ADJUSTMENT

Prior year deposits and adjustments that never cleared were carried on the bank statements. As a result a prior period adjustment of \$21,320 was recorded to correct the understatement of cash.

NOTE 11 - SUBSEQUENT EVENTS

Subsequent events were evaluated through September 18, 2012 which is the date of the financial statements were available to be issued.

OTHER RELEVANT INFORMATION

THE BAY AREA BLACK UNITED FUND, INC. (BABUF)
"It's not about charity, it's about change."



Charity Code: 100 www.babuf.org (510) 763-7270

The Bay Area Black United Fund has been supporting African Americans and other communities-of-color through employee donations since 1979. Through the contributions of workplace campaigns, BABUF supports programs committed to reducing the violence among youth, strengthening families, developing our children and caring for our seniors. By raising money for community-based organizations, BABUF reduces the threat of hardship for these organizations due to financial challenges. Your dollars can make a real difference to many people in the Bay Area.

BABUF recognizes that dreams without resources remain only dreams. Whether you give \$5, \$10, \$15 or more, you are the link that creates change. We hope that you will partner with us to make a healthier and more productive community a reality by supporting BABUF and its 51 member agencies.

EIN#94-2602958

Overhead Cost 14%

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OTHER RELEVANT INFORMATION

Board of Trustees

L.J. Jennings, Chairperson
Owner
Pyramid Real Estate & Investments

Donna M. Hankins, Treasurer
Donna M. Hankins & Associates

Bernida M. Reagan, Esq., Secretary
Merriwether & Williams Insurance

Jerome Harper
Senior Quality Analyst
Kaiser Permanente

Keith B. Nickens
Legacy & Seven, LLC

Scott Taper,
Managing Principal Consultant
SciTech Commercialization &
Licensing Consultant

Dorian Webb, President & CEO
Dorian Webb, Inc.

Laura M. Wright,
PR & Marketing Consultant
Avid Exposure

Board Advisors

Frederick E. Jordon
F.E. Jordon & Associates

Tiffany Showell
Bain & Company

Keith M. Spears
Hamilton Lane

Member Agencies – that have already applied to be part of the BABUF federation to date.

- A Safe Place
- AAHS Critical Mass health Conductors
- AIDS Project of the Easy Bay
- Ariel Outreach & Mission
- A Foot in the Door Exchange
- Asian Women's Shelter
- Berkeley Youth alternatives
- Black Coalition on AIDS
- Building Opportunities for Self-Sufficiency (BOSS)
- Carnales Unidos Reformando Addictors, Inc.
- Center For Elders Independence
- Family Counseling
- Family Builder By Adoption
- Hope for the Heart (The Belivers Gathering)
- Lend a Hand Foundation
- Oakland Youth Orchestra
- Priority Africa Network
- The Solid Foundation
- Wee Poets
- Westside Community Services
- Whitney Young Child Development Center, Inc.

2013 African-American Wellness Summit

BABUF in partnership with The Eldership Network (see below) and institutional partners including The California Endowment and Alameda County Behavioral Health Care Services, and other agencies will host a wellness summit focused on improving the life outcomes of African American Men and Boys in the region. This event is part of a three-year project that began September 2012 to: 1) engage an inter-generational network of African American men as mentors/coaches to African American boys in the Oakland Unified School District; 2) put in place a network of community leadership and institutional partners to bring visibility and a sense of urgency and opportunity for change - to share knowledge, expertise, and resources, and 3) build momentum through community action for a change in public policies affecting especially African Americans in the region. Visit BABUF's new website - www.babuf.org - for more information or to see how you can contribute to this initiative.

The Eldership Network

BABUF serves as fiscal agent for the Eldership Network, an emerging inter-generational network of African American male leadership and institutional partners - including Richmond's Office of Neighborhood Safety (ONS) and the Institute for the Advanced Study of Black Family Life and Culture, etc. The purpose of the Network is to engage African American men in the transfer of culturally-rooted wisdom and wealth to African American boys and young men. The Network also seeks to provide technical support to youth development providers and encourage them to work together to create pathways to support African American male development - from childhood to manhood. The Network has established a "giving circle" to provide financial support and for future grant making. Visit BABUF's new website - www.babuf.org - for more information or to see how you can contribute to this initiative.

Critical Mass Health Conductors

BABUF staff is excited about resuming the development and expansion of Critical Mass Health Conductors (CMHC); an initiative begun in 2005 to recruit, train and support volunteer health advocates to promote making better lifestyle choices and health decisions. Health Conductors model their own struggle to live a healthy lifestyle, thereby, influencing the health behavior of family and friends. Health Conductors also are engaged in community projects to combat the chronic health crisis affecting the African American community. There are now 1,008 Health Conductors throughout the Bay Area.

BABUF is addressing two challenges in supporting the continued growth of CMHC: 1) integrating face-to-face classes and training events with building an online CMHC community through social media messaging, online training webinars, a Health Conductor blog, access to a new "holistic" management tool called the "Wellness Inventory and more"; 2) providing for online giving, enabling Health Conductors and friends to support this community-based and culturally-rooted initiative to address our own health issues in our own way. You can find more information about CMHC on BABUF's new web site - www.babuf.org - when it comes online September 2012.

Please earmark your pledge or donation to support the Bay Area Black United Fund

2012 THE BAY AREA BLACK UNITED FUND
Code #100

It's not about charity, it's about change.

1212 Broadway, Suite 810
Oakland, CA 94612

Phone: 510-763-7270
Fax: 510-763-3625

www.babuf.org

BAY AREA BLACK UNITED FUND, INC. (BABUF) MEMBER AGENCIES LISTING
2012 WORKPLACE CAMPAIGNS

Code	Member Agencies	Telephone #
100	Bay Area Black United Fund, Inc. (BABUF)	(510) 763-7270
262	African American Health Summit	(510) 763-7270
273	Critical Mass Health Conductors	(510) 893-4357
104	African American Calworks Coalition Options	(510) 562-1283
178	African American Parent Center	(510) 663-7979
241	AIDS Project East Bay	(510) 544-3939
102	Allen Temple Health & Social Service Ministries	(510) 204-1667
	Alta Bates Medical Center, Health Ministries/Parish	(510) 978-5844
	Ariel Outreach & Mission	(510) 868-8500
	A Fox In The Door Exchange	(510) 986-8600
	A Safe Place	(415) 751-7110*
	Asian Women's Shelter	(415) 822-1444
230	Bayview Hunters Point Multipurpose Senior Services, Inc.	(510) 845-9010
129	Berkeley Youth Alternatives	(415) 503-4050
201	Big Brothers Big Sisters of the East Bay	(510) 430-3615
142	Black Adoption Placement and Research Center	(415) 615-9945
144	Black Coalition on AIDS	(510) 444-8211
145	Boys & Girls Club of Oakland	(510) 649-1930
202	Building Opportunities for Self-Sufficiency (BOSS)	(510) 874-7850
150	California Proximates Educational Project	(510) 713-3204
276	Carmes Unidos Reformando Adictos, Inc.	(510) 729-0316
229	Casa Vincentia	(510) 433-1150
109	Center for Elders Independence	(510) 562-3731
110	Center For Family Counseling	(415) 621-5661
245	Center On Juvenile And Criminal Justice (CJCJ)	(510) 428-3772
115	Children Hospital Medical Center (Sickle Cell Program)	(510) 234-5624
208	East Bay Center For The Performing Arts	(510) 237-5393
168	Education: The Family Affair	(510) 272-0204
117	Family Builders By Adoption	(650) 462-6999
119	Free At Last	(510) 232-5440
211	Girls Incorporated of West Contra Costa County	(510) 536-7368
258	Harbor House Ministries	(510) 549-5990
246	Health & Human Resource Education Center	(510) 444-9655
252	Healthy Oakland Resource Center	(510) 552-4926
277	Higher Learning Educational Planning	(510) 581-4673
121	Hope 4 the Heart	(415) 587-5513
181	IngleSide Community Center Inc.	(415) 786-6348
165	JUMP/PREP	(510) 267-9770
182	Leadership Excellence	(510) 553-1262
247	Lend A Hand Foundation	(415) 641-7114
107	Mission Dignity	(415) 647-5353
209	Network For Elders	(510) 832-7710
268	Oakland Youth Orchestra	(510) 527-3917
207	Priority Africa Network	(510) 910-5310
131	Standing Ovation Performing Arts	(510) 482-6490
900	The Solid Foundation	(415) 956-1018
134	United Negro College Fund	(510) 848-6905
135	Wize Feet	(415) 431-9000
136	Westside Community Services	(415) 821-7550
	Whitney Young Child Development Center, Inc.	

It matters when you give to the Bay Area Black United Fund (BABUF)

Your gift matters because...

BABUF is the only African American "philanthropy" in the Bay Area.

A Gift to BABUF...

- ensures that needed services continue to be provided
- ensures that children, youth, women and seniors have critical services available to them
- enables us to be an advocate for our community
- allows us to foster cultural understanding and support the arts
- matters because we understand that unity creates community
- matters because we know the wealth of our community is determined by its health
- matters because we believe that each of us has a responsibility to...



Reach One

Teach One

And Leave One behind to continue the work required to keep our community viable.

Bay Area Black United Fund (BABUF) would like to express our heartfelt thanks for your demonstration of faith in our endeavors through your generous contributions.

The Bay Area Black United Fund's New Web Site - www.babuf.org

BABUF is very pleased to announce the launching of its new "transactional" web site coming online during the month of September 2012. This new site is part of a larger organizational effort to increase community resources - both human and financial - to engage and strengthen community leadership [i.e. Critical Mass Health Conductors; the Eldership Network, etc.] and support community-driven responses to identified community concerns by the many non-profit and faith-based organizations that BABUF represents and supports. This new web site will provide an on-going newsfeed of current health-related articles on and about African Americans; expand options for donors to give online to BABUF and/or to the "member agencies" of their choice; offer online webinars on health and other topics from people you want to hear from; offer an online holistic health management tool called the Wellness Inventory to support your making better lifestyle choices and health decisions; host online conversations on vital topics that will also inform BABUF's continued programmatic growth and activities, and so much more. We await your visit to explore BABUF online.



Local Independent Charities
of America

Ms. Angela Calvillo
Office of the Clerk
San Francisco Board of Supervisors
City Hall, Room 244
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO

2013 FEB 28 AM 10:33

RE: 2013 City & County of San Francisco Annual Fundraising Drive

Dear Ms. Calvillo:

Please find attached an application with attachments for the 2013 Fundraising Campaign. I have attached all required material based on my understanding of Section 16.93-3 of the Administrative Code.

It was a pleasure to work with the City and County on the 2012 Campaign and we look forward to 2013.

Thank you for your consideration of this application and please let me know if you have any questions.

Best regards,

Michelle C Clancy
Membership Services
Local Independent Charities of America



Local Independent Charities
of America

February 27, 2013

RE: SF City & County Combined Charities Campaign

San Francisco Board of Supervisors
City Hall, Room 244
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Dear Sir or Madam:

Local Independent Charities of America (LICA) would like to formally request that we be included on the Pledge Card for the 2013 City & County of San Francisco Annual Joint Fundraising Drive. LICA is a qualified federation in accordance with Administrative Code, Section 16.93-2.

LICA is aware of the responsibilities of being a participating federation as outlined by the Memorandum of Understanding and will gladly work with the other members to ensure the 2013 campaign is a success. LICA's administrative and fundraising overhead is currently less than 3%.

Thank you for your time and consideration. If you require any additional information, please call me at (800) 876-0413, extension 100.

Sincerely,

Michelle C. Clancy
Membership Services
Local Independent Charities of America

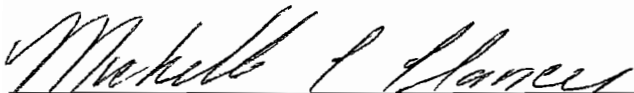
Enclosed:

- LICA Certification Page
- LICA List of Agencies
- LICA 501(c)3 Letter
- LICA 4/30/2011 Audit
- LICA 4/30/2011 Form 990

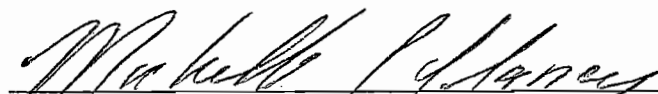


Local Independent Charities
of America

I certify that Local Independent Charities of America (LICA) is a federated agency representing over 200 charitable organizations of which at least 90% are located in the counties of San Francisco, San Mateo, Santa Clara, Alameda, Contra Costa, and Marin. Please refer to the attached list of agencies.


Michelle C. Clancy, Membership Services, LICA

I certify that Local Independent Charities of America (LICA) has been in existence with ten (10) or more qualified member charities for at least one year prior to the date of this application. Please refer to the partial listing of LICA and it's member charities from the 2012 SF City and County Campaign Brochure.


Michelle C. Clancy, Membership Services, LICA

Local Independent Charities of America

10,000 Degrees
A.P.P.L.E. Familyworks
Abandoned Children's Fund
Abducted & Missing Children's Recovery Project (Polly Klaas® Foundation)
Adult Day Services Network of Alameda County
Affordable Housing for Americans in Need (Mercy Housing, Inc.)
Aid For Starving Children
AIDS Emergency Fund (San Francisco AIDS Fund)
AIDS Treatment and Research Information (Project Inform, Inc.)
Alameda Boys and Girls Club (Alameda Boys' Club, Inc.)
Alameda County Community Food Bank
Alameda County Health Care Foundation
Alameda County Meals on Wheels, Inc.
Alameda County Sheriff's K-9 Association
Alameda Meals on Wheels
All About Kids (Sunny Hills Services)
Alopecia Areata Foundation National (National Alopecia Areata Foundation)
Alzheimer's Services Of The East Bay
America SCORES Bay Area (America Scores)
American Chronic Pain Association
American Red Cross Silicon Valley Chapter
Ames Child Care Center
Animal Charities of America
Animal Legal Defense Fund
Animal Spay Neuter International (Romania Animal Rescue)
Asian Law Caucus
Asian Neighborhood Design
Assistance Dog Institute (Bergin University of Canine Studies)
Assistance Dog United Campaign
Assistance League of Diablo Valley
Asthma, Cancer & Heart Disease Prevention Through Smokefree Air (American Nonsmokers' Rights Foundation)
Astronomical Society of the Pacific
Audubon Canyon Ranch
Avian Rescue Corporation
Bay Area Crisis Nursery
Bay Area Law Enforcement Assistance Fund
Bay Area Legal Aid
Bay Area Rescue Mission (Richmond Rescue Mission)
Berkeley-Albany YMCA (Young Mens Christian Association of Berkeley)
Berkeley-East Bay Humane Society
Bethany Christian Services of Northern California, Inc.
Beyond Emancipation
Big Brothers Big Sisters of the Bay Area
Birthright Of San Jose, Inc.
Birthright Of Walnut Creek
Black Adoption Placement & Research Center
Black Organizing Project (Fiscal Sponsor: Center for Third World Organizing)
Blind Babies Foundation (Variety Club Blind Babies Foundation)

Blind Vietnamese Children Foundation (Viet Blind Children Foundation)
 Bonita House, Inc.
 BOOKS for the BARRIOS, Inc.
 Born Free USA: Keep Wildlife in the Wild (Born Free USA, united with Animal Protection Institute)
 Boys & Girls Clubs of Marin and Southern Sonoma Counties
 Boys & Girls Clubs of San Francisco
 Boys Hope Girls Hope of San Francisco
 Breast Cancer Action
 Breast Cancer Emergency Fund
 Breast Cancer Fund
 Breathe California Central Coast
 Breathe California, Golden Gate Public Health Partnership
 Bridges of Promise
 Building Futures with Women and Children (Cornerstone Community Development Corporation)
 California Law Enforcement "Wish Upon A Star"
 California Potbellied Pig Association
 California Right To Life Education Fund
 California Shakespeare Theater
 Cancer in the Family Relief Fund
 Cancer Research Wellness Institute
 Cancer Support Community San Francisco Bay Area
 CancerCURE of America: Care, Understand, Research & End
 Canine Companions for Independence
 Casa Allegra Community Services
 Catholic Service Organizations of America
 Cats on Death Row
 Center for Domestic Peace
 Center for Early Intervention on Deafness
 Center for the Dance Theatre Co.
 Child Abuse Prevention Council Of Contra Costa County
 Child Advocates of Silicon Valley (Court Designated Child Advocates)
 Child Family Health International
 Children's Charitable Alliance
 Children's Charities of America
 Children's Hospital & Research Center Foundation
 Children's Inherited Brain Disorders Foundation (National Fragile X Foundation)
 Children's Medical & Research Charities of America
 Children's Medical Aid Foundation
 Children's Nurturing Project
 Children's Path Programs
 Chinese For Affirmative Action
 Christ-Centered Education/Redwood Christian Schools (Redwood Christian Schools)
 Christian Charities USA
 CityTeam Ministries
 Civicorps Schools
 Clayton Community Library Foundation
 Coming Home Project (Deep Streams Institute)
 Community Child Care Council Of Sonoma County
 Community Institute for Psychotherapy

Conservation & Preservation Charities of America
Conservation Corps North Bay, Inc.
Coral Reef Alliance
Correctional Peace Officers Foundation
Court Appointed Special Advocates Of Santa Cruz County
Covenant House California
Curry Senior Center
disABLEDperson Inc.
Discovery Blind Sports
Discovery Eye Foundation
Dogs & Cats Stranded on the Streets
Dogs for Diabetics, Inc.
Dogs On Death Row
Dolphins, Whales & Sea Turtles: Save and Protect
DonorsChoose.org
Down Syndrome Research & Treatment Foundation
East Bay SPCA Tri-Valley SPCA
East Contra Costa County Homeless Animals' Lifeline Organization
Eden I&R (Information and Referral)
Educate America! The Education, School Support and Scholarship Funds Coalition
Elderly Nutrition Program (People Resources)
Employment & Community Options
Epiphany Center (Mount St. Joseph-St. Elizabeth)
Extend Your Heart
Face To Face Sonoma County AIDS Network
Family Caregiver Alliance
Family Supportive Housing
Family Violence Law Center
Felidae Conservation Fund
Filipino American International Youth Development Foundation
Filipino American Rural Mission
First Place for Youth
Food for Thought
Friends & Foundation of the San Francisco Public Library
Friends in Sonoma Helping (F.I.S.H.)
Friends of Alameda County CASA, Inc.
Friends of San Francisco Animal Care and Control
Friends Of St. Francis Childcare Center
Friends Of The Animals In The Redwood Empire (FAIRE)
Futures Without Violence
Gateway High School
Geokids (Menlo Survey Daycare Center)
George Mark Children's House (George Mark Children's Fund)
German Shepherd Rescue of Northern California, Inc.
Giant Steps Therapeutic Equestrian Center
Global Fund for Women
Golden Gate Council of American Youth Hostels
Golden Gate Labrador Retriever Rescue
Good Karma Bikes

Green Planet Films, Inc.
Guide Dogs for the Blind, Inc.
Haight Ashbury Free Clinics
Half the Sky Foundation
Harvest Home Animal Sanctuary
Health & Medical Research Charities of America
Healthy Environments Daycare Advisory Committee
Hispanic & Latino Charities of the U.S. and the Americas (Hispanic United Fund)
Hispanic and Asian Children Services
Hispanic Scholarship Fund
Homeless Children's Network
Homeless Rescue Services
Hope Hospice
Horizons Foundation
Horses On Death Row
Hospice by the Bay
Hospice of the East Bay (East Bay Integrated Care)
Hospice of the Valley
Hospice, Pathways Home Health and Hospice (Pathways Home Health and Hospice)
Human Investment Project (HIP Housing)
Humane Farming Association
Humane Society of Sonoma County
Humane Society Silicon Valley
In Defense of Animals
Independent Charities of America
Irish Cultural Centre of California
Island Cat Resources and Adoption
Janet Pomeroy Center
Jenny Lin Foundation
Jerry Day Committee (Fiscal Sponsor: San Francisco Parks Trust, Inc.)
Jewish Charities of America
Jewish Home (Hebrew Home for Aged Disabled)
Junior Achievement of Northern California (JA Worldwide)
Junior Blind of America
Juvenile Diabetes Research Foundation - Greater Bay Area Chapter
Kidpower Teenpower Fullpower International
Kyros Ministry
Lavender Youth Recreation & Information Center
Legal Aid Society - Employment Law Center
Legal Services For Children, Inc.
Lifehouse, Inc.
LightHouse for the Blind and Visually Impaired
Lilliput Children's Services
Lily's Legacy Senior Dog Sanctuary
Lindsay Wildlife Museum
LITA (Love is the Answer)
Little Wishes
Local Animal Charities of America
Loved Twice

Lung Cancer Research Foundation, Bonnie J. Addario (Bonnie J. Addario A Breath Away from the Cure Foundation)
Lupus Foundation Of Northern California
Lymphedema Network (National Lymphedema Network, Inc.)
MAITRI Compassionate Care
Make-A-Wish Foundation, Greater Bay Area (Greater Bay Area Make-A-Wish Foundation)
Marin Advocates for Children
Marin AIDS Project
Marin Community Clinic
Marin Friends of Ferals
Marin Humane Society
Marine Mammal Center
Market Street Railway Company
Martha's Kitchen
Matrix Parent Network And Resource Center
Meals on Wheels and Senior Outreach Services
Meals on Wheels of Contra Costa, Inc.
Meals On Wheels Of San Francisco
Military Family and Veterans Service Organizations of America
Military Support Groups of America
Muttville
National Center for Youth Law
National Eczema Association for Science and Education
Nicaraguan Childrens Friendship Committee
North Bay Developmental Disabilities Services
Nuru International
Oakland Zoo (East Bay Zoological Society)
Operation Homefront Southern California
Operation: Care And Comfort
Options Recovery Services
Pacific Crest Trail Association
People Organized To Win Employment Rights (POWER)
Performing Arts Workshop
Pets In Need
Pets Unlimited
Philippine Children's Fund of America
Planned Parenthood Shasta Pacific
Ploughshares Fund
Polar Bears International
Portola Family Connection Center, Inc.
Preventing Euthanasia Through Rescue
Prince Hall Memorial Education and Scholarship Fund
Project AVARY, Inc.
Project Open Hand
Raphael House of San Francisco
Reach Vietnam
Rebuilding Together San Francisco
Rebuilding Together Silicon Valley
Redwood Gospel Missions
ReSurge International

Ritter Center
Ronald McDonald House Of San Francisco
RoomsThatRock4Chemo (Fiscal Sponsor: Sweet Relief Musicians Fund)
Sacramento SPCA (Sacramento Society for the Prevention of Cruelty to Animals)
Safe Alternatives to Violent Environments (SAVE)
Sakura Kai
San Francisco AIDS Foundation
San Francisco Bay Area Little Brothers-Friends of the Elderly
San Francisco Child Abuse Prevention Center
San Francisco Food Bank
San Francisco General Hospital Foundation
San Francisco Police Activities League
San Francisco Society for the Prevention of Cruelty to Animals (SPCA)
San Francisco Symphony
San Francisco Women Against Rape
San Mateo County Community Colleges Foundation
San Mateo Public Library Foundation
Santa Clara Family Health Foundation
SAVE THE FROGS
Scleroderma Research Foundation
Search & Rescue Assist, Inc.
Senior Access
Seniors Activity and Recreation Fund
Sentinels of Freedom Scholarship Foundation
SETI Institute
SEVA Foundation
Shanti Project
Shepherd's Gate
Shriners Hospitals for Children - Northern California
Sisters Network Solano County
SonRise Equestrian Foundation
South Bay Purebred Rescue
Special Olympics Northern California
Spinal Cord Injury Network International
Sports Charities USA - Supporting Youth, Disabled and National Team Athletics
St. Anthony Foundation
StarVista
Support For Families Of Children With Disabilities
Support Our Troops®, Inc. - California Chapter
Supporters of San Francisco Police Department's Wilderness Program
That Man May See, Inc.
Tipping Point Community
Tri-City Health Center
Tri-Valley Animal Rescue
U.S. Crisis Care
United Animal Nations
United States Adaptive Recreation Center
Valley Christian Schools
Victory Ranch, Inc.

Vietnam Health, Education and Literature Projects
Vietnam Veterans Of California
Voices United
Volunteers in Asia
Walk San Francisco (Fiscal Sponsor: Transportation for a Livable City)
West Contra Costa Public Education Fund
Wheelchair Foundation, a division of Global Health & Education Foundation (Global Health and Education Foundation)
Where There Is No Doctor (Hesperian Foundation)
Whistlestop (Marin Senior Coordinating Council)
Wild Animals Worldwide
WildAid, Inc.
WildCare
Women, Children and Family Service Charities of America
Women's Cancer Resource Center
Women's Recovery Services, A Unique Place
Workers' Children's Fund
World Children's Fund
Yosemite Conservancy (Yosemite Foundation)
Zen Hospice Project

Internal Revenue Service
P.O. Box 2508
Cincinnati, OH 45201

Department of the Treasury

Date: MAR 25 2008

Person to Contact:

Sally Froehle ID# 31-08058

Toll Free Telephone Number:

877-829-5500

Employer Identification Number:

94-3042430

Local Independent Charities of America
1100 Larkspur Circle Suite 340
Larkspur, CA 94939

Dear Sir or Madam:

This is in response to your request of February 29, 2008 regarding your tax-exempt status.

Our records indicate that a determination letter was issued in August 1987 that recognized you as exempt from Federal income tax, and reflect that you are currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records also indicate you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Cindy Westcott
Manager, Exempt Organizations
Determinations

LOCAL INDEPENDENT CHARITIES OF AMERICA

FINANCIAL STATEMENTS

**FOR THE YEARS ENDED
APRIL 30, 2012 AND 2011**

INTRODUCTORY SECTION

LOCAL INDEPENDENT CHARITIES OF AMERICA

Financial Statements
For the Years Ended April 30, 2012 and 2011

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INTRODUCTORY SECTION

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LOCAL INDEPENDENT CHARITIES OF AMERICA

BOARD OF DIRECTORS

APRIL 30, 2012

Don McPartland – President
Paul Kraitz – Vice President
Margaretta Finney – Treasurer/Secretary
Dianne Ayon – Board Member
Frances Gordon – Board Member

FINANCIAL SECTION

INDEPENDENT AUDITOR'S REPORT


Board of Directors
Local Independent Charities of America

We have audited the accompanying statements of financial position of Local Independent Charities of America (a nonprofit organization) as of April 30, 2012 and 2011, and the related statements of activities and changes in net assets, and cash flows for the years then ended. These financial statements are the responsibility of Local Independent Charities of America's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance as to whether the financial statements are free of material misstatement. An audit includes examining on a test basis evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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 financial statements referred to above present fairly in all material respects the financial position of Local Independent Charities of America as of April 30, 2012 and 2011 and the changes in its net assets and its cash flows for the years then ended in conformity with generally accepted accounting principles in the United States of America.

Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The Supplemental Information is presented for purposes of additional analysis and is not a required part of the financial statements. The Supplemental Information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Supplemental Information is fairly stated in all material respects in relation to the financial statements taken as a whole.

A handwritten signature in cursive script that reads 'Maze & Associates'.

August 17, 2012

Accountancy Corporation
3478 Buskirk Avenue, Suite 215
Pleasant Hill, CA 94523

T 925.930.0902
F 925.930.0135
E maze@mazeassociates.com
W mazeassociates.com

LOCAL INDEPENDENT CHARITIES OF AMERICA

STATEMENTS OF FINANCIAL POSITION
AS OF APRIL 30, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Current Assets:		
Cash in banks (Note 3)	\$2,336,815	\$2,019,534
Pledges receivable, net of estimated uncollectible pledges of \$555,364 and \$614,347 for 2012 and 2011 (Note 2B)	3,386,643	3,558,163
Receivables from other federations (Note 5)	<u>92,912</u>	<u>145,000</u>
Total Assets	<u>\$5,816,370</u>	<u>\$5,722,697</u>
LIABILITIES AND NET ASSETS		
Current Liabilities:		
Accounts payable	\$16,950	\$15,656
Estimated distributions payable to member agencies (Note 4)	<u>5,799,420</u>	<u>5,707,041</u>
Total Current Liabilities	<u>5,816,370</u>	<u>5,722,697</u>
Total Net Assets - Unrestricted	<u>0</u>	<u>0</u>
Total Liabilities and Net Assets	<u>\$5,816,370</u>	<u>\$5,722,697</u>

See accompanying notes to financial statements

LOCAL INDEPENDENT CHARITIES OF AMERICA

STATEMENTS OF ACTIVITIES
AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED APRIL 30, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
CHANGES IN UNRESTRICTED NET ASSETS		
Public revenue and support:		
Combined Federal Campaigns	\$2,451,090	\$3,417,327
State, corporate & other campaigns	1,825,583	976,777
Online Giving System donations	3,045,815	2,241,073
Less: Estimated uncollectible pledges	(555,364)	(614,347)
Less: Amounts designated to member agencies	(6,711,742)	(5,957,928)
Charges to member agencies (Note 2C)	467,814	435,119
Fiscal services	35,045	41,757
Total Unrestricted Public Revenue and Support	<u>558,241</u>	<u>539,778</u>
EXPENSES		
Program-related expenses	420,858	404,178
Nonprogram-related expenses		
Management and general costs	48,771	47,356
Fund raising expenses	88,612	88,244
Total Expenses	<u>558,241</u>	<u>539,778</u>
CHANGES IN NET ASSETS	0	0
NET ASSETS, BEGINNING OF YEAR	<u>0</u>	<u>0</u>
NET ASSETS, END OF YEAR	<u>\$0</u>	<u>\$0</u>

See accompanying notes to financial statements

LOCAL INDEPENDENT CHARITIES OF AMERICA
 STATEMENTS OF CASH FLOWS
 FOR THE YEARS ENDED APRIL 30, 2012 AND 2011

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Changes in net assets	\$0	\$0
Adjustments to reconcile changes in net assets to net cash provided by (used for) operating activities:		
(Decrease) in provision for estimated uncollectible pledges	(58,983)	(31,729)
Decrease in pledges receivable	230,503	240,359
Decrease (increase) in receivables from other agencies	52,088	(77,574)
Increase (decrease) in accounts payable	1,294	(8,423)
Increase (decrease) in estimated distributions payable to member agencies	92,379	(270,237)
Total Adjustments	317,281	(147,604)
Net Cash Provided by (Used For) Operating Activities	317,281	(147,604)
Cash in Banks, Beginning of Year	2,019,534	2,167,138
Cash in Banks, End of Year	\$2,336,815	\$2,019,534

See accompanying notes to financial statements

LOCAL INDEPENDENT CHARITIES OF AMERICA
NOTES TO FINANCIAL STATEMENTS
For the Years Ended April 30, 2012 and 2011

NOTE 1 – REPORTING ENTITY

Local Independent Charities of America (LICA) was incorporated under the laws of California on July 15, 1987. LICA receives funds from the government and private sector workplace payroll deduction fund drives for distribution to member agencies. A member agency must be accepted for participation by completing an application and qualifying under certain restrictions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. *Basis of Accounting and Financial Statement Presentation*

The financial statements are prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America.

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

Local Independent Charities of America recognizes unconditional promises to give as pledges receivable in the period received. Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities as net assets released from restrictions. Presently, all net assets of the organization are unrestricted as the restriction expires in the reporting period.

B. *Use of Estimates - Allowance for Uncollectible Pledges*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Specific areas requiring estimation of LICA's financial statements are the Allowance for Estimated Uncollectible Pledges and the Estimated Distributions Payable to Member Agencies.

LICA makes an estimation of the percentage of pledges that are made but, due to a variety of circumstances, are not collected during the year. This estimate in 2011 and 2010 is 13% and 14%, respectively, which is based on historical campaign results.

LOCAL INDEPENDENT CHARITIES OF AMERICA
NOTES TO FINANCIAL STATEMENTS
For the Years Ended April 30, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Charges to Member Agencies and Member Distributions

Charges for federation operating expenses are made to each member agency based on the relative amount of total pledges made to the particular agency compared to the sum of all agency pledges. Pledges designated to the federation itself (versus to a member agency) and other federation revenue, such as interest income, are shared amongst all the agencies in this same proportion.

Therefore, as a net result, should the federation's revenue exceed expenses, the agencies share the excess income. Conversely, should the federation's expenses exceed revenue, the excess cost is likewise apportioned amongst the member agencies.

For the Fall 2011 and 2010 campaigns, federation expenses exceeded revenue by \$467,814 and \$435,119, respectively, which has been collected from the member agencies.

D. Income Tax Status

LICA is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and state income taxes under 23701(d) of the California Revenue Taxation Code. Accordingly, no provision for income taxes has been provided in these financial statements. In addition, LICA qualifies for the charitable contribution deduction under Section 170(b)(1)(a) and has been classified as an organization that is not a private foundation under Section 509(a)(1). Unrelated business income, if any, may be subject to income tax. LICA paid no taxes on unrelated business income in the years ended April 30, 2012 and 2011.

Generally accepted accounting principles require the recognition, measurement, classification, and disclosure in the financial statements of uncertain tax positions taken or expected to be taken in the organization's tax returns. Management has determined that LICA does not have any uncertain tax positions and associated unrecognized benefits that materially impact the financial statements or related disclosures. Since tax matters are subject to some degree of uncertainty, there can be no assurance that LICA's tax returns will not be challenged by the taxing authorities and that LICA will not be subject to additional tax, penalties, and interest as a result of such challenge. Generally, LICA's tax returns remain open for federal income tax examination for three years from the date of filing.

E. Functional Allocation of Expenses

The costs of providing various programs and other activities have been summarized on a functional basis in the statement of activities and changes in net assets. Accordingly, costs have been allocated to program services, management and general, and fund-raising expenses based on management's identifying of direct expenses by category and allocating indirect expenses by time logs and management's estimates.

LOCAL INDEPENDENT CHARITIES OF AMERICA
NOTES TO FINANCIAL STATEMENTS
For the Years Ended April 30, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

F. Advertising

Advertising costs are expensed as incurred.

G. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Accounting standards set a framework for measuring fair value using a three tier hierarchy based on the extent to which inputs used in measuring fair value are observable in the market. The three levels are defined as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or inputs (interest rates, currency exchange rates, commodity rates and yield curves) that are observable or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Inputs that are not observable in the market and reflect management's judgment about the assumptions that market participants would use in pricing the asset or liability.

NOTE 3 - CASH IN BANKS

Cash held by LICA in bank accounts may at times exceed the Federal Deposit Insurance Corporation (FDIC) coverage limit. Management believes LICA is not exposed to any significant credit risk related to cash.

NOTE 4 - ESTIMATED DISTRIBUTIONS PAYABLE

LICA has estimated that it will pay out to the various member agencies approximately eighty-seven percent of the cash received from the pledges net of the estimated uncollectible pledges for the Fall 2010 campaign. The estimate is based on the fact that LICA will pay out all funds in excess of its costs. Management has estimated the distribution to be approximately \$3,359,654 for the campaign year. If these costs are higher or lower the actual distribution to the various agencies will be different. This estimate is shown as an expense on the financial statements. This estimate is shown as an expense on the financial statements. The estimated distributions payable as of April 30, 2012 include an estimate for the Fall 2011 campaign, plus the Fall 2010 campaign final distribution.

Verification that LICA is honoring designations made to each member organization have been performed.

LOCAL INDEPENDENT CHARITIES OF AMERICA
NOTES TO FINANCIAL STATEMENTS
For the Years Ended April 30, 2012 and 2011

NOTE 5 - CONTRACTS WITH OTHER FEDERATIONS

LICA had entered into an agreement with Local Independent Charities of Texas (LIC of Texas), Local Animal Charities of America (LACA), Children's Charitable Alliance (CCAL), Children's Charitable Alliance of Texas (CCALT), and Christian Community Charities (CCC), whereby the costs of campaign support expenses will be borne by each organization based upon designations for the campaign year. The total costs incurred by all six federations for the years ended April 30, 2012 and 2011 amount to \$1,042,958 and \$1,042,787, of which \$558,241 and \$539,778 respectively represented LICA's share. These organizations had amounts due to LICA of \$92,912 and \$145,000 for the years ended April 30, 2012 and 2011, respectively.

LICA had also entered into agreements with Do Unto Others: America's Emergency Relief, Development, and Humanitarian Outreach Charities, Inc., Children's Charities of America, Inc., Conservation & Preservation Charities of America, Inc., Health and Medical Research Charities of America, Inc., Independent Charities of America, Inc., Animal Charities of America, Inc., Military Family and Veterans Service Organizations of America, Hispanic & Latino Charities of the U.S. and the Americas, Christian Charities, U.S.A., Women, Children and Family Service Charities of America, Educate America: The Education, School Support, and Scholarship Funds Coalition, Inc., Sports Charities, U.S.A. – Supporting Youth, Disabled and National Team Athletics, Jewish Charities of America, Cancer CURE – Care, Understand, Research and End, Children's Medical & Research Charities of America, Wild Animals Worldwide, Charities Under 1% Overhead, and Charities Under 5% Overhead whereby LICA is to perform fiscal services for these federations.

Verification that LICA is performing services in accordance with the terms of its contracts has been performed.

NOTE 6 - BUSINESS SERVICES CONTRACT

LICA entered into a business services contract with Maguire/Maguire, Inc. (M/M). Under the terms of the contract M/M acted as business agent, provided administrative and secretarial services, maintained the books and records, maintained necessary corporate documents, and provided other such services as deemed necessary. M/M did not perform policy making or decision making functions. LICA compensated M/M for services rendered based on a fee schedule agreed by the parties. In addition, M/M was reimbursed for all out-of-pocket expenses incurred while carrying out the duties outlined in the contract. The contract expires on October 31, 2013.

Verification that Maguire/Maguire Inc. is performing services in accordance with the terms of its contract has been performed.

NOTE 7 – SUBSEQUENT EVENTS

LICA evaluated subsequent events for recognition and disclosure through August 17, 2012, the date which these financial statements were available to be issued. Management concluded that no material subsequent events have occurred since April 30, 2012 that require recognition or disclosure in such financial statements.

SUPPLEMENTAL INFORMATION

LOCAL INDEPENDENT CHARITIES OF AMERICA

SCHEDULE OF FUNCTIONAL EXPENSES
 FOR THE YEAR ENDED APRIL 30, 2012
 WITH SUMMARIZED AMOUNTS FOR THE YEAR ENDED APRIL 30, 2011

	Program Services	Supporting Services		Totals	
		Management and General	Fund Raising	2012	2011
Campaign and agency services	\$332,295	\$22,153	\$88,612	\$443,060	\$437,883
Field representatives				0	667
State registration fees	1,266			1,266	1,720
Travel/Board meetings		971		971	775
Accounting and auditing fees		20,281		20,281	19,318
Legal		168		168	74
Insurance		5,198		5,198	5,296
On line credit card system	87,297			87,297	74,045
Total Expenses	\$420,858	\$48,771	\$88,612	\$558,241	\$539,778

MAZE & ASSOCIATES
3478 BUSKIRK AVE STE 215
PLEASANT HILL, CA 94523-4346
(925) 930-0902

October 5, 2012

LOCAL INDEPENDENT CHARITIES OF AMERICA
1100 LARKSPUR LANDING CIRCLE Suite 340
LARKSPUR, CA 94939-1827

Dear Marganetta:

Enclosed for your review:

Form 990	2011 Return of Organization Exempt from Income Tax
Form 199	2011 California Exempt Organization Return
Form RRF-1	2012 Registration/Renewal Fee Report

Each tax return or form listed above should be filed in accordance with the enclosed filing instructions.

Please be sure to call us if you have any questions.

Sincerely,



RICHARD B KOWALSKI

Form **8879-EO**

**IRS e-file Signature Authorization
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2011, or fiscal year beginning 5/01, 2011, and ending 4/30, 2012.

2011

Department of the Treasury
Internal Revenue Service

▶ Do not send to the IRS. Keep for your records.
▶ See instructions.

Name of exempt organization

Employer identification number

LOCAL INDEPENDENT CHARITIES OF AMERICA

94-3042430

Name and title of officer

MARGANETTA FINNEY

TREAS/SECRETARY

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1 a Form 990 check here	▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1 b	<u>6,802,169.</u>
2 a Form 990-EZ check here	▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2 b	
3 a Form 1120-POL check here	▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3 b	
4 a Form 990-PF check here	▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4 b	
5 a Form 8868 check here	▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5 b	

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2011 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize MAZE & ASSOCIATES to enter my PIN 29313 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature

Marganetta L. Finney

Date

10/13/2012

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN. 68580583086
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2011 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature

Rubel Kasari

Date

10/5/2012

**ERO Must Retain This Form — See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

BAA For Paperwork Reduction Act Notice, see instructions.

Form 8879-EO (2011)

**IRS e-file Signature Authorization
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2011, or fiscal year beginning 5/01, 2011, and ending 4/30, 2012.

2011

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**
▶ **See instructions.**

Name of exempt organization

Employer identification number

LOCAL INDEPENDENT CHARITIES OF AMERICA

94-3042430

Name and title of officer

MARGANETTA FINNEY

TREAS/SECRETARY

Part I: Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

- 1 a Form 990 check here. . . . ▶ **b Total revenue, if any (Form 990, Part VIII, column (A), line 12)** **1b** 6,802,169.
- 2 a Form 990-EZ check here. . . . ▶ **b Total revenue, if any (Form 990-EZ, line 9)** **2b** _____
- 3 a Form 1120-POL check here. . . . ▶ **b Total tax (Form 1120-POL, line 22)** **3b** _____
- 4 a Form 990-PF check here. . . . ▶ **b Tax based on investment income (Form 990-PF, Part VI, line 5)** **4b** _____
- 5 a Form 8868 check here . . . ▶ **b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)** **5b** _____

Part II: Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2011 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize MAZE & ASSOCIATES to enter my PIN 29313 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature _____ Date _____

Part III: Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN. 68580583086
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2011 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature Rubel Kasal Date 10/5/2012

**ERO Must Retain This Form – See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

2011

FEDERAL FILING INSTRUCTIONS

LOCAL INDEPENDENT CHARITIES OF AMERICA

94-3042430

ELECTRONICALLY FILED:

FORM 990 - 2011 RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX

THE ABOVE TAX RETURN WILL BE ELECTRONICALLY FILED WITH THE INTERNAL REVENUE SERVICE UPON RECEIPT OF A SIGNED FORM 8879-E0 - IRS E-FILE SIGNATURE AUTHORIZATION.

PAYMENT:

NO PAYMENT IS REQUIRED.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I. Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only. . . .

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. LOCAL INDEPENDENT CHARITIES OF AMERICA	Employer identification number (EIN) or <input checked="" type="checkbox"/> 94-3042430
File by the due date for filing your return. See instructions.	Number, street, and room or suite number, if a P.O. box, see instructions. 1100 LARKSPUR LANDING CIRCLE #340	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LARKSPUR, CA 94939-1827	

Enter the Return code for the return that this application is for (file a separate application for each return).....

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 5069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of . ▶ LISA FIERRO

Telephone No. ▶ (415) 925-2600 FAX No. ▶ (415) 925-2650

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box. If it is for part of the group, check this box. . . . and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 12/15, 20 12, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ▶ calendar year 20____ or
- ▶ tax year beginning 5/01, 20 11, and ending 4/30, 20 12.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

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

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

BAA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2012)

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning 5/01, 2011, and ending 4/30, 2012

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C LOCAL INDEPENDENT CHARITIES OF AMERICA 1100 LARKSPUR LANDING CIRCLE #340 LARKSPUR, CA 94939-1827	D Employer identification number 94-3042430
		E Telephone number (800) 876-0413

F Name and address of principal officer: SAME AS C ABOVE	G Gross receipts \$ 6,802,169.	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list. (see instructions)

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

J Website: WWW.LIC.ORG **H(c)** Group exemption number ▶

K Form of organization: Corporation Trust Association Other ▶ **L** Year of Formation: 1987 **M** State of legal domicile: CA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: LOCAL INDEPENDENT CHARITIES OF AMERICA RECEIVES FUNDS FROM WORKPLACE PAYROLL DEDUCTION FUND DRIVES FOR DISTRIBUTION TO MEMBER AGENCIES.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	5
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	5
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 6,020,830.	Current Year 6,767,124.
	9 Program service revenue (Part VIII, line 2g)		
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	41,757.	35,045.
	12 Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,062,587.	6,802,169.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,522,809.	6,243,928.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 88,612.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	539,778.	558,241.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,062,587.	6,802,169.	
19 Revenue less expenses. Subtract line 18 from line 12		0.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 5,722,697.	End of Year 5,816,370.
	21 Total liabilities (Part X, line 26)	5,722,697.	5,816,370.
	22 Net assets or fund balances. Subtract line 21 from line 20	0.	0.

Part II Signature Block

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

Sign Here	Signature of officer MARGANETTA FINNEY Type or print name and title.	Date TREAS/SECRETARY
	Print/Type preparer's name RICHARD B KOWALSKI	Preparer's signature <i>Richard Kowalski</i>
Paid Preparer Use Only	Date 10/5/2012	Check <input type="checkbox"/> if self-employed PTIN P00283086
	Firm's name MAZE & ASSOCIATES	Firm's EIN ▶ 94-2590179
	Firm's address 3478 BUSKIRK AVE STE 215 PLEASANT HILL, CA 94523-4346	Phone no. (925) 930-0902

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

LOCAL INDEPENDENT CHARITIES OF AMERICA RECEIVES FUNDS FROM WORKPLACE PAYROLL DEDUCTION FUND DRIVES FOR DISTRIBUTION TO MEMBER AGENCIES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If 'Yes,' describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 6,243,928. including grants of \$ 6,243,928.) (Revenue \$)

THE FEDERATION'S PRIMARY PURPOSE IS TO SCREEN AND CERTIFY CHARITIES THAT MEET STANDARDS FOR INCLUSION IN CORPORATE AND GOVERNMENT WORKPLACE CHARITABLE FUND DRIVES AND TO ACT AS THE CENTRAL REPRESENTATIVE AND FISCAL AGENT IN THOSE DRIVES, THEREBY REDUCING FUND RAISING COSTS FOR BOTH THE CHARITIES AND CONTRIBUTORS. THESE EXPENSES RELATE TO DISTRIBUTIONS TO THE SEVEN HUNDRED AND SEVENTY-TWO MEMBER AGENCIES FROM AMOUNTS COLLECTED THROUGH THE CAMPAIGN.

4b (Code:) (Expenses \$ 420,858. including grants of \$) (Revenue \$)

TO PROVIDE TELEPHONE, PRINT AND WEB-BASED EDUCATION AND INFORMATION SERVICES FOR CONTRIBUTORS TO USE IN GIFT-MAKING DECISIONS; TO TRAIN CHARITIES ON HOW TO SERVE WORKPLACE CONTRIBUTORS; TO PROVIDE LOGISTICAL SUPPORT TO FUND DRIVE ORGANIZERS; TO OPEN NEW WORKPLACE FUND DRIVES; AND TO PROVIDE NECESSARY MANAGEMENT AND FISCAL SERVICES.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 6,664,786.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A.....	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?.....		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I.....		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II.....		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III.....		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I.....		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II.....		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III.....		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV.....		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V.....		X
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI.....		X
b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII.....		X
c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII.....		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX.....		X
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X.....	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X.....		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII.....	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.....		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E.....		X
14a Did the organization maintain an office, employees, or agents outside of the United States?.....		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV.....		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV.....		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV.....		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions).....		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II.....		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III.....		X
20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H.....		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?.....		

Part IV Checklist of Required Schedules (continued)

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

BAA

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V.

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. <input type="text" value="0"/>		
1 b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. <input type="text" value="0"/>		
1 c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? <input type="checkbox"/>		
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. <input type="text" value="0"/>		
2 b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)		
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year? <input type="checkbox"/>		X
3 b	If 'Yes,' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.		
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? <input type="checkbox"/>		X
4 b	If 'Yes,' enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? <input type="checkbox"/>		X
5 b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? <input type="checkbox"/>		X
5 c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T? <input type="checkbox"/>		
6 a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? <input type="checkbox"/>		X
6 b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? <input type="checkbox"/>		
7	Organizations that may receive deductible contributions under section 170(c).		
7 a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? <input type="checkbox"/>		X
7 b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided? <input type="checkbox"/>		
7 c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? <input type="checkbox"/>		X
7 d	If 'Yes,' indicate the number of Forms 8282 filed during the year. <input type="text"/>		
7 e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/>		X
7 f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/>		X
7 g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? <input type="checkbox"/>		
7 h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? <input type="checkbox"/>		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? <input type="checkbox"/>		
9	Sponsoring organizations maintaining donor advised funds.		
9 a	Did the organization make any taxable distributions under section 4966? <input type="checkbox"/>		
9 b	Did the organization make a distribution to a donor, donor advisor, or related person? <input type="checkbox"/>		
10	Section 501(c)(7) organizations. Enter:		
10 a	Initiation fees and capital contributions included on Part VIII, line 12. <input type="text"/>		
10 b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. <input type="text"/>		
11	Section 501(c)(12) organizations. Enter:		
11 a	Gross income from members or shareholders. <input type="text"/>		
11 b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) <input type="text"/>		
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? <input type="checkbox"/>		
12 b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. <input type="text"/>		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13 a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. <input type="checkbox"/>		
13 b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. <input type="text"/>		
13 c	Enter the amount of reserves on hand. <input type="text"/>		
14 a	Did the organization receive any payments for indoor tanning services during the tax year? <input type="checkbox"/>		X
14 b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O. <input type="checkbox"/>		

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

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year.		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1 a			
1 b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? SEE SCHEDULE O	X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7 a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7 b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8 a	The governing body?	X	
8 b	Each committee with authority to act on behalf of the governing body?		X
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O		X

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

	Yes	No
10 a		X
10 b		
11 a	X	
12 a	X	
12 b	X	
12 c	X	
13	X	
14	X	
15 a		X
15 b		X
16 a		X
16 b		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ▶ CA
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ▶ LISA FIERRO 1100 LARKSPUR LANDING CIRCLE, SUITE 340 LARKSPUR CA 94939 (415) 925-2600

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

Check if Schedule O contains a response to any question in this Part VII.

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

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O).	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DON MCPARTLAND BOARD PRESIDENT	1	X		X				0.	0.	0.
(2) PAUL KRAINTZ BOARD VP	1	X		X				0.	0.	0.
(3) MARGANETTA FINNEY BOARD SEC/TRSR	1	X		X				0.	0.	0.
(4) DIANNE AYON BOARD MEMBER	1	X						0.	0.	0.
(5) FRANCES GORDON BOARD MEMBER	1	X						0.	0.	0.
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O) or director	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) -----										
(16) -----										
(17) -----										
(18) -----										
(19) -----										
(20) -----										
(21) -----										
(22) -----										
(23) -----										
(24) -----										
(25) -----										
1 b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							0.	0.	0.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i>	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes,' complete Schedule J for such individual.</i>	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person.</i>	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
MAGUIRE/MAGUIRE, INC. 1100 LARKSPUR LANDING CIR. STE 340 LARKSPUR, C	ASSOC MGMT SVCS	443,060.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **1**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a 6,767,124.						
	b Membership dues	1 b						
	c Fundraising events	1 c						
	d Related organizations	1 d						
	e Government grants (contributions)	1 e						
	f All other contributions, gifts, grants, and similar amounts not included above ...	1 f						
	g Noncash contributions included in lns 1a-1f: \$							
	h Total. Add lines 1a-1f	▶ 6,767,124.						
PROGRAM SERVICE REVENUE	2 a _____ Business Code							
	b _____							
	c _____							
	d _____							
	e _____							
	f All other program service revenue ...							
	g Total. Add lines 2a-2f	▶						
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)	▶						
	4 Income from investment of tax-exempt bond proceeds	▶						
	5 Royalties	▶						
	6 a Gross rents	(i) Real					(ii) Personal	
		b Less: rental expenses						
		c Rental income or (loss)						
		d Net rental income or (loss)					▶	
	7 a Gross amount from sales of assets other than inventory	(i) Securities					(ii) Other	
		b Less: cost or other basis and sales expenses						
		c Gain or (loss)						
		d Net gain or (loss)					▶	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a _____						
		b Less: direct expenses					b _____	
		c Net income or (loss) from fundraising events					▶	
	9 a Gross income from gaming activities. See Part IV, line 19	a _____						
		b Less: direct expenses					b _____	
		c Net income or (loss) from gaming activities					▶	
	10 a Gross sales of inventory, less returns and allowances	a _____						
		b Less: cost of goods sold					b _____	
		c Net income or (loss) from sales of inventory					▶	
Miscellaneous Revenue		Business Code						
11 a FISCAL SVC REVENUE	900099	35,045.					35,045.	
b _____								
c _____								
d All other revenue								
e Total. Add lines 11a-11d	▶ 35,045.							
12 Total revenue. See instructions	▶ 6,802,169.	35,045.	0.	0.				

Part IX: Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
 All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	6,243,928.	6,243,928.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	0.	0.	0.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0.	0.	0.	0.
7 Other salaries and wages.				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions).				
9 Other employee benefits.				
10 Payroll taxes.				
11 Fees for services (non-employees):				
a Management.	443,060.	332,295.	22,153.	88,612.
b Legal.	168.		168.	
c Accounting.	20,281.		20,281.	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other.				
12 Advertising and promotion.				
13 Office expenses.				
14 Information technology.				
15 Royalties.				
16 Occupancy.				
17 Travel.	971.		971.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.				
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.				
23 Insurance.	5,198.		5,198.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>ONLINE CREDIT CARD SYSTEM</u>	87,297.	87,297.		
b <u>STATE REGISTRATION FEES</u>	1,266.	1,266.		
c _____				
d _____				
e All other expenses.				
25 Total functional expenses. Add lines 1 through 24e.	6,802,169.	6,664,786.	48,771.	88,612.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
ASSETS	1	Cash – non-interest-bearing.....	2,019,534.	1	2,336,815.
	2	Savings and temporary cash investments.....		2	
	3	Pledges and grants receivable, net.....	3,558,163.	3	3,386,643.
	4	Accounts receivable, net.....	145,000.	4	92,912.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.....		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions).....		6	
	7	Notes and loans receivable, net.....		7	
	8	Inventories for sale or use.....		8	
	9	Prepaid expenses and deferred charges.....		9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.....		10a	
	b	Less: accumulated depreciation.....		10b	
	11	Investments – publicly traded securities.....		11	
	12	Investments – other securities. See Part IV, line 11.....		12	
	13	Investments – program-related. See Part IV, line 11.....		13	
	14	Intangible assets.....		14	
	15	Other assets. See Part IV, line 11.....		15	
16	Total assets. Add lines 1 through 15 (must equal line 34).....	5,722,697.	16	5,816,370.	
LIABILITIES	17	Accounts payable and accrued expenses.....	15,656.	17	16,950.
	18	Grants payable.....		18	
	19	Deferred revenue.....		19	
	20	Tax-exempt bond liabilities.....		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D.....		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.....		22	
	23	Secured mortgages and notes payable to unrelated third parties.....		23	
	24	Unsecured notes and loans payable to unrelated third parties.....		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.....	5,707,041.	25	5,799,420.
	26	Total liabilities. Add lines 17 through 25.....	5,722,697.	26	5,816,370.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.				
	27	Unrestricted net assets.....		27	
	28	Temporarily restricted net assets.....		28	
	29	Permanently restricted net assets.....		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds.....		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund.....		31	
	32	Retained earnings, endowment, accumulated income, or other funds.....		32	
33	Total net assets or fund balances.	0.	33	0.	
34	Total liabilities and net assets/fund balances.	5,722,697.	34	5,816,370.	

BAA

Form 990 (2011)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI.

1	Total revenue (must equal Part VIII, column (A), line 12)	1	6,802,169.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,802,169.
3	Revenue less expenses. Subtract line 2 from line 1	3	0.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	0.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	0.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII.

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

BAA

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2011

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization: **LOCAL INDEPENDENT CHARITIES OF AMERICA**
Employer identification number: **94-3042430**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III — Functionally integrated
 - d Type III — Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?.....	11 g (i)	
(ii) A family member of a person described in (i) above?.....	11 g (ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?.....	11 g (iii)	

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)	5,983,705.	6,677,543.	6,533,724.	6,020,830.	6,767,124.	31,982,926.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge.						0.
4 Total. Add lines 1 through 3.	5,983,705.	6,677,543.	6,533,724.	6,020,830.	6,767,124.	31,982,926.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						0.
6 Public support. Subtract line 5 from line 4.						31,982,926.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4.	5,983,705.	6,677,543.	6,533,724.	6,020,830.	6,767,124.	31,982,926.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						0.
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.). SEE PART IV.	33,161.	37,063.	54,005.	41,757.	35,045.	201,031.
11 Total support. Add lines 7 through 10.						32,183,957.
12 Gross receipts from related activities, etc (see instructions).					12	0.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)).	14	99.38 %
15 Public support percentage from 2010 Schedule A, Part II, line 14.	15	99.37 %
16a 33-1/3% support test — 2011. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶	<input checked="" type="checkbox"/>	
b 33-1/3% support test — 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test — 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶	<input type="checkbox"/>	
b 10%-facts-and-circumstances test — 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶	<input type="checkbox"/>	

BAA

Schedule A (Form 990 or 990-EZ) 2011

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants.')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose.						
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 through 5...						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975...						
c Add lines 10a and 10b.						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lns 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17.	18	%

19a 33-1/3% support tests – 2011. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33-1/3% support tests – 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

PART II, LINE 10 - OTHER INCOME

<u>NATURE AND SOURCE</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
FISCAL SERVICES REVENUE	35,045.	41,757.	54,005.	37,063.	33,161.
TOTAL	<u>\$ 35,045.</u>	<u>\$ 41,757.</u>	<u>\$ 54,005.</u>	<u>\$ 37,063.</u>	<u>\$ 33,161.</u>

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered 'Yes' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization LOCAL INDEPENDENT CHARITIES OF AMERICA	Employer identification number 94-3042430
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Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year.....		
2 Aggregate contributions to (during year).....		
3 Aggregate grants from (during year).....		
4 Aggregate value at end of year.....		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

	Held at the End of the Tax Year
a Total number of conservation easements.....	2a
b Total acreage restricted by conservation easements.....	2b
c Number of conservation easements on a certified historic structure included in (a).....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register.....	2d

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

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

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

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

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

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance.....	1 c
d Additions during the year.....	1 d
e Distributions during the year.....	1 e
f Ending balance.....	1 f

- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If 'Yes,' explain the arrangement in Part XIV.

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

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

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--|--------|----|
| (i) unrelated organizations..... | 3a(i) | |
| (ii) related organizations..... | 3a(ii) | |
| b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?..... | 3b | |

4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land.....				
b Buildings.....				
c Leasehold improvements.....				
d Equipment.....				
e Other.....				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)	0.			

Part VII Investments – Other Securities. See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990 Part X, column (B) line 12.)		

Part VIII Investments – Program Related. See Form 990, Part X, line 13. N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15. N/A

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) EST DISTR PAYABLE TO MEMBER AGENCIE	5,799,420.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	5,799,420.

2 FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

Table with 10 rows detailing reconciliation of net assets. Line 1: Total revenue (6,802,169). Line 2: Total expenses (6,802,169). Line 3: Excess or (deficit) for the year (0).

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Table with 5 main rows detailing revenue reconciliation. Line 1: Total revenue, gains, and other support (558,241). Line 2: Amounts included on line 1 but not on Form 990. Line 3: Subtract line 2e from line 1 (558,241).

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

Table with 5 main rows detailing expense reconciliation. Line 1: Total expenses and losses (558,241). Line 2: Amounts included on line 1 but not on Form 990. Line 3: Subtract line 2e from line 1 (558,241).

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Series of horizontal dashed lines provided for supplemental information.

2011

SCHEDULE D, PART XIV - SUPPLEMENTAL INFORMATION PAGE 6

LOCAL INDEPENDENT CHARITIES OF AMERICA

94-3042430

SCHEDULE D, PART XII, LINE 4B
OTHER REVENUE INCLUDED ON FORM 990 BUT NOT INCLUDED IN F/S

MEMBER DISTRIB. INCLUDED AS CONTRA-REV.....	\$ 6,243,928.
TOTAL	<u>\$ 6,243,928.</u>

SCHEDULE D, PART XIII, LINE 4B
OTHER EXPENSES INCLUDED ON FORM 990 BUT NOT INCLUDED IN F/S

MEMBER DISTRIB. INCLUDED AS CONTRA-REV.....	\$ 6,243,928.
TOTAL	<u>\$ 6,243,928.</u>

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047
2011

Open to Public
Inspection

Name of the organization

LOCAL INDEPENDENT CHARITIES OF AMERICA

Employer identification number

94-3042430

Part I. General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. **SEE PART IV**
Part II. Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ESTIMATED DISTRIBUTIONS REFER TO PDF SCHEDULE I LARKSPUR, CA 94939			5,453,889.	0.			
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 772

3 Enter total number of other organizations listed in the line 1 table 0

TEEA3901L 06/01/11

Schedule I (Form 990) (2011)

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S.
 GRANTEE ORGANIZATIONS ARE REQUIRED ON AN ANNUAL BASIS TO SUBMIT COPIES OF THEIR FORM 990, AUDITED FINANCIAL STATEMENTS AND OTHER DOCUMENTATION TO THE GOVERNING BOARD FOR REVIEW OF FUNDS GRANTED BY THE ORGANIZATION WHICH ARE USED TO SUPPORT GRANTEE PROGRAMS.

PART IV - ADDITIONAL SUPPLEMENTAL INFORMATION
 PLEASE REFER TO ATTACHED PDF FOR DISTRIBUTION DETAIL.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

LOCAL INDEPENDENT CHARITIES OF AMERICA

Employer identification number

94-3042430

FORM 990, PART IV, LINE 29

ALTHOUGH THE ORGANIZATION DID NOT RECEIVE MORE THAN \$25,000 IN NON-CASH CONTRIBUTIONS, IT PARTICIPATES IN A VEHICLE DONATION PROGRAM ADMINISTERED BY INDEPENDENT CHARITIES OF AMERICA, OF WHICH THE ORGANIZATION IS A MEMBER. THE ORGANIZATION DOES NOT TAKE TITLE TO OR POSSESSION OF DONATED VEHICLES, DOES NOT ISSUE RECEIPTS, AND HAS NO CONTROL OVER THE PROGRAM, BUT A CONTRIBUTOR MAY SPECIFY THAT NET PROCEEDS FROM THE RESALE OF THE CONTRIBUTOR'S VEHICLE BE DIRECTED TO THE ORGANIZATION.

FORM 990, PART VI, LINE 15

THE ORGANIZATION IS SUPPORTED BY VOLUNTEERS AND DOES NOT INTEND TO EMPLOY INDIVIDUALS.

FORM 990, PART VI, LINE 3 - DESCRIPTION OF DELEGATED DUTIES TO MANAGEMENT COMPANY

THE FEDERATION OUTSOURCES CERTAIN ENUMERATED ADMINISTRATIVE AND MINISTERIAL SERVICES TO MAGUIRE/MAGUIRE ASSOCIATION MANAGEMENT, SPECIFICALLY INCLUDING MAINTAINING A HEADQUARTERS ADDRESS AND STORAGE FOR THE FEDERATION, PREPARING CAMPAIGN APPLICATIONS AND REGISTRATIONS AS REQUIRED TO MAINTAIN CAMPAIGN ELIGIBILITY, COORDINATING MARKETING & ADVERTISING ACTIVITIES, AND CONSULTING TO THE MEMBER CHARITIES ON ISSUES OF THEIR INDIVIDUAL CAMPAIGN ELIGIBILITY AND CAMPAIGN PRESENTATION. THE CONTRACT EXCLUDES PROVIDING DECISION-MAKING OR POLICY-MAKING FUNCTIONS, WHICH ARE RESERVED TO THE BOARD.

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

THE TREASURER REVIEWS THE FORM 990 FOR ACCURACY AND COMPLETENESS, SIGNS AND FILES THE RETURN ON BEHALF OF THE GOVERNING BOARD. COPIES OF THE FORM 990 INCLUDING ATTACHMENTS ARE SENT TO EACH BOARD MEMBER FOR REVIEW AND DISCUSSION AT THE NEXT SCHEDULED BOARD MEETING.

Name of the organization

LOCAL INDEPENDENT CHARITIES OF AMERICA

Employer identification number

94-3042430

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

THE WRITTEN CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY BY THE GOVERNING BOARD FOR ADHERENCE AND NEW BOARD MEMBERS ARE REQUIRED TO AFFIRM ACCEPTANCE OF THE POLICY.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

PRIOR YEAR INFORMATION RETURNS (FORM 990) ARE AVAILABLE FOR PUBLIC INSPECTION ON THE GUIDESTAR WEBSITE LOCATED AT WWW.GUIDESTAR.ORG.

THE ORGANIZATION'S GOVERNING DOCUMENTS, POLICIES, FINANCIAL STATEMENTS AND INFORMATION RETURNS ARE AVAILABLE UPON REQUEST.

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
A Helping Paw	03-0385126	12,565
AARP Legal Counsel for the Elderly	52-1194741	20,203
Abandoned Children's Fund	20-5967513	8,503
Abused and Homeless Children's Refuge/Alternative House	54-0899463	184,588
Academy of Hope	52-1730021	16,555
ACLU, American Civil Liberties Union Of Washington Foundation	23-7076867	46,018
Adopt-A-Stream Foundation	91-1333737	7,351
African American Self-Help Foundation	52-1224507	5,377
Ahimsa House	31-1833734	7,001
AIDS Action Baltimore	52-1512614	25,814
AIDS Emergency Fund	94-2922039	12,151
AIDS Prevention Action/STOP AIDS Project	94-2971280	5,536
Alameda County Community Food Bank	94-2960297	177,208
Alameda County Health Care Foundation	94-3103136	13,788
Alzheimer's Services Of The East Bay	94-3081330	11,051
Angel Flight Maryland	52-2230992	17,446
Angel Flight of Virginia	54-1595644	48,643
Animal Protection Institute	94-6187633	5,263
Animal Rescue, Inc.	23-2180310	19,042
Animal Welfare League Of Arlington	54-0603502	242,329
ARC Of Maryland, Inc.	52-0741602	12,404
Asian Law Caucus	94-2176139	10,246
Asthma & Allergy Foundation Of America	95-3213738	7,408
Atlanta Ronald McDonald House Charities	58-1295754	10,788
Barker Foundation	52-0642791	41,207
Bay Area Crisis Nursery	94-2681676	5,764
Bay Area Law Enforcement Assistance Fund	91-2006597	46,904
Bay Area Legal Aid	94-1631316	9,105
Bay Area Rescue Mission	94-6124054	7,913
Bello Machre	52-0915574	11,157
Bethany Christian Services	31-1282585	5,463
Bethany Christian Services	31-1196720	6,032
Bethany Christian Services	31-1196727	17,553
Bethany Christian Services of Georgia	31-1284895	7,142
Bethany Christian Services of Hampton Roads	93-1210125	9,997
Bethany Christian Services of Maryland	31-1282580	22,238
Bethany Christian Services of Missouri	38-3352094	5,136
Beyond Emancipation	94-3219520	5,065
Big Brothers Big Sisters of the Bay Area	23-7108045	12,250
Bishop McNamara High School	52-0805939	62,905
Black Adoption Placement & Research Center	94-2910400	7,471
Blind Babies Foundation	94-1156630	27,516
Blue Ridge Assistance Dogs, Inc.	54-1860810	6,187
Bonita House, Inc.	94-1735133	5,345
Bonnie J. Addario A Breath Away from the Cure Foundation	20-4417327	5,722
Bowie Crofton Pregnancy Center	52-1436787	23,601
Boys & Girls Clubs of San Francisco	94-1156608	8,106
Breast Cancer Emergency Fund	20-3203899	25,267
Breast Cancer Fund	94-3155886	12,299
California Law Enforcement "Wish Upon A Star"	94-2904385	28,010
Calvary Women's Services	52-1307706	40,306
Canine Companions for Independence	94-2494324	7,991
Canine Partners of the Rockies, Inc.	75-3025982	13,593
CASA of Clackamas County	93-1105205	5,282
Cat Adoption Team	20-0773189	20,493
Catholic Urban Programs	27-1442590	15,306
Cats In Need (a.k.a. NEADY Cats Corp)	04-3509327	6,978
Cats on Death Row	27-2033192	7,303
Catskill Animal Sanctuary	14-1827972	5,090

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Catty Shack Ranch Wildlife Sanctuary	59-3698971	6,792
Central Virginia Battlefields Trust, Inc.	54-1828344	12,755
Chihuahua & Small Dog Rescue, Inc.	20-3492450	14,254
ChildKind	58-1800382	12,132
Children's Cancer Center, Inc.	59-1779035	10,437
Children's Hospital Medical Center Foundation	94-1657474	22,809
Children's Oncology Services of Massachusetts	04-2627411	6,928
Chinese Culture And Community Service Center, Inc. (CCACC)	52-1307918	38,181
Chinese For Affirmative Action	94-2161304	6,203
Circle of Concern	23-7085010	13,512
CityTeam Ministries	94-1501265	29,735
Common Good City Farm	80-0365344	10,357
Community Family Life Services	52-0910609	9,690
Community Services for Autistic Adults and Children (CSAAC)	52-1263443	26,369
Connecticut National Guard Foundation, Inc.	91-2188542	6,349
Countymeals-on-Wheels	94-2651065	17,121
Court Appointed Special Advocates	13-3172387	15,115
Court Appointed Special Advocates of Montgomery County	52-1639595	8,481
Covenant House California	13-3391210	21,016
Covenant House Florida	59-2323607	17,754
Covenant House New York	13-3076376	7,898
Covenant House Washington	13-3537709	44,178
Deaf Outreach/A. Eugene Hoeper Foundation	52-1560101	6,121
Diabetes Society Of Santa Clara Valley	94-6098112	25,741
Dogs & Cats Stranded on the Streets	27-2063483	5,352
Dogs for Diabetics, Inc.	20-2250869	9,407
Dogs On Death Row	20-5530700	19,339
Downtown Cluster Of Congregations	52-1338443	7,357
Dream-A-Wish Foundation	59-3436624	11,810
E2 Foundation	93-1156859	5,325
East Bay SPCA - Oakland SPCA/Tri-Valley SPCA	94-1322202	18,622
Empty Stocking Fund	23-7159125	13,014
Enchanted Closet	06-1703633	20,380
Exotic Feline Breeding Compound	95-3808610	15,718
Families And Friends Of Violent Crime Victims	91-0993005	5,005
Families of Children Under Stress	58-1577602	9,258
Feed My People	43-1264877	16,708
Filipino American International Youth Development Foundation	32-0255827	48,421
Fisher House/Naval Medical Center San Diego	95-1645429	42,915
Florida Wildlife Care, Inc.	59-3178292	7,732
Food For Survival, Inc.	13-3179546	41,474
Foodbank of Southern California	95-3557056	40,928
Forestville Pregnancy Center, Inc.	52-1299511	16,999
Founders Benefactors Supervisors & Friends of Frying Pan Farm Park, Inc	54-2000959	13,130
Franciscan Outreach Association	36-2928835	5,630
Friends & Foundation of The San Francisco Public Library	94-6085452	5,828
Friends of San Francisco Animal Care and Control	94-3371620	7,000
Furkids	01-0766844	42,497
George Mark Children's House	94-3255845	5,623
Good Samaritan Health Center	58-2373395	13,862
Greater Bay Area Make A Wish Foundation Inc.	94-2958481	34,730
Greenhill Humane Society, SPCA	93-0467412	20,642
Guide Dogs for the Blind	94-1196195	8,721
H.O.R.S.E. (Helpers, Organizing, Rescue, Service, Education)	59-3718855	13,763
Habitat For Humanity-Spokane	94-3066722	8,586
Haight Ashbury Free Clinics	94-6129071	5,739
Halifax Humane Society	59-0530990	7,160
Heartbeat Serving Wounded Warriors	03-0547294	12,102
Hebrew Home for Aged Disabled	94-0545320	5,441

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Hispanic Scholarship Fund	52-1051044	8,259
Homeless Children's Network	94-3266686	5,082
Hopelink	91-0982116	52,621
Hospice by the Bay	94-2890791	8,630
Hospice of Contra Costa	94-2515405	16,051
Hospice, Pathways Hospice Foundation	77-0280660	5,187
Housing Unlimited, Inc.	52-1760774	5,107
Humane Society for Larimer	84-0611804	11,434
Humane Society of Greater Miami and Adopt-A-Pet	59-0711176	19,233
Humane Society of Missouri	43-0652638	21,436
Humane Society of New York	13-1624041	24,360
Humane Society Of Santa Clara Valley	94-1196215	23,362
Humane Society of Sonoma County	94-6001315	9,225
IONA Senior Services	52-1039553	19,428
Islamic-American Zakat Foundation	52-1492341	56,541
Jubilee Housing, Inc.	52-0986261	12,137
Junior Blind of America	95-1977659	7,568
Juvenile Diabetes Research Foundation	23-1907729	19,636
Kamp Kritter Rescue Foundation	61-1467958	6,556
Kennedy Krieger Foundation	52-1734695	22,459
Kin On Community Health Care	91-1286273	8,153
Kin On Health Care Center	91-1620786	16,628
Knights Of Virginia Assistance For The Retarded (KOVAR)	23-7337216	88,092
Larimer County Search & Rescue	74-2236513	9,961
Laurel Advocacy & Referral Services	52-1537336	42,580
Laurel Pregnancy Center	52-1608500	19,941
Lavender Youth Recreation & Information Center	94-3227296	6,607
League for Animal Protection, Inc.	54-1877579	6,197
Legal Aid for Washington Fund (LAW)	94-3131284	15,070
Life Enhancement Awards Fund, Inc.	20-2652012	5,779
Lighthouse for the Blind	91-0295070	6,650
Lindsay Wildlife Museum	94-6104179	5,605
Literacy Volunteers of America – National Capital Area	52-1531325	14,886
Little Wishes	52-2386886	5,127
Los Angeles Mission	95-3134049	32,146
Los Angeles Regional Foodbank	95-3135649	54,006
Lupus Foundation Of Northern California	94-2469741	17,980
Manna, Inc.	52-1260698	19,946
Marin Community Food Bank	68-0044262	16,278
Marin Humane Society	94-1156562	5,211
Marine Corps Heritage Foundation	26-0803466	19,242
Marine Mammal Center	51-0144434	5,569
Maryville Academy	36-2170873	15,031
Meals on Wheels of Contra Costa, Inc.	68-0231350	27,773
Meals on Wheels of Metro Tulsa	73-1125389	16,834
Meals On Wheels Of San Francisco	94-1741155	17,336
Medical Teams International	93-0878944	6,578
Merit School of Music	36-3028768	7,613
Mile High Down Syndrome Association	74-2237307	9,746
Millionair Club, Inc.	91-0607513	8,580
MSPCA/Massachusetts Society For The Prevention Of Cruelty To Animals	04-2103597	34,781
National Foundation for Animal Rescue	51-0486475	11,933
Neighbor To Family	36-4354882	5,779
Neurofibromatosis, Inc. Mid-Atlantic	22-2580179	16,371
Northern Illinois Food Bank	36-3203648	45,733
Northwest Burn Foundation	91-1204009	6,696
Northwest Organization for Animal Help (NOAH)	91-1362069	31,266
Oklahoma Baptist Homes for Children	73-1435473	8,454
Operation Food Search	43-1241854	31,213

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Operation Homefront	01-0777850	16,063
Operation Homefront - Delaware Inc.	20-3491357	6,183
Operation Homefront - Florida, Inc.	26-2289875	12,295
Operation Homefront - Georgia	20-2716275	21,302
Operation Homefront - Hampton Roads Inc.	20-5695927	17,029
Operation Homefront - San Diego, Inc.	20-3051279	16,529
Operation Homefront of Washington, Inc.	27-1132675	39,028
Operation Homefront-DC Metro Inc.	03-0609399	27,305
Oregon Humane Society	93-0386880	99,171
Orlando Union Rescue Mission	59-1035082	13,085
Pacific Science Center	91-0750867	8,117
Page Ahead Children's Literacy Program	91-1600084	8,799
Parent Encouragement Program (PEP) Inc.	52-1379642	14,613
Pasadena Humane Society	95-1643344	6,342
Paws'itive Teams, Inc.	33-0851474	9,064
Pawsitive Alliance	84-1679356	11,009
Pet Over-Population Prevention Advocates (POPPA), Inc.	93-1316924	5,561
Pets In Need	94-6139667	12,276
Philippine Children's Fund of America	94-3162880	6,890
Phillips Programs for Children & Families	54-0833311	16,545
Planned Parenthood Chicago Area	36-2170901	16,411
Planned Parenthood Los Angeles	95-2408623	15,661
Planned Parenthood Of San Diego And Riverside Counties	95-6111785	20,497
Planned Parenthood Of The St. Louis Region	43-0652666	23,665
Planned Parenthood: Shasta-Diablo	94-1575233	19,827
Pregnancy Aid Centers, Inc.	23-7418649	13,889
Prevent Child Abuse Virginia	54-1149882	8,202
Preventing Euthanasia Through Rescue	27-0225418	7,044
Project Angel Food	95-4115863	14,985
Project Open Hand	94-3023551	44,591
Project Wildlife	95-3005393	11,019
Rainbows - Hampton Roads	00-0002034	5,549
Rebuilding Together San Francisco (formerly Christmas in April)	94-3107808	5,572
Redwood Gospel Missions	94-6122045	9,346
Roanoke Valley Horse Rescue	02-0654488	17,398
Rocky Mountain Rescue Group	84-6036199	7,823
Ronald McDonald House Charities of Chicagoland and Northwest Indiana (RMHC-CNI)	36-3532553	10,541
Ronald McDonald House Charities of South Florida, Inc.	59-1899866	5,728
Ronald McDonald House Charities of Western Washington	91-1061043	20,710
Ronald McDonald House Of San Francisco	94-2951627	20,124
Rose Resnick LightHouse for the Blind and Visually Impaired	94-1415317	7,080
Sacramento SPCA	94-1312343	137,524
Safe Alternatives to Violent Environments (SAVE)	94-2520559	8,322
Sakura Kai	94-2258682	7,865
San Diego Military Outreach Ministries	76-0817487	6,675
San Francisco AIDS Foundation	94-2927405	16,184
San Francisco Child Abuse Prevention Center	94-2455072	8,310
San Francisco Food Bank	94-3041517	120,812
San Francisco General Hospital Foundation	94-3189424	35,647
San Francisco Police Activities League	94-6106198	14,178
Seattle Milk Fund	91-0619698	5,260
Second Chance for Strays Inc.	59-3609184	10,218
SEEC Corporation	52-1557285	10,991
Shady Grove Adventist Hospital	52-1216429	6,656
Shady Grove Pregnancy Center	52-1308640	24,809
Shepherd's Gate	94-2902803	11,732
Shriners Hospital for Children - Portland	00-0002027	5,425
Shriners Hospitals for Children - Tampa	00-0002024	11,905
Side By Side, Inc.	26-0573831	8,778

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Sisters4Sisters, Inc.	48-1279445	21,176
Society of St. Vincent de Paul Council of the Seattle Area	91-0583891	24,500
Soldiers Undertaking Disabled SCUBA Diving, Inc. (SUDS)	26-1315733	15,920
Southern California Hospice Foundation	04-3720198	7,203
SPCA/San Francisco Society for the Prevention of Cruelty to Animals	94-0836580	29,143
Special Olympics Northern California	68-0363121	11,421
Special Olympics Oklahoma	23-7174120	7,410
St. Anthony's Foundation	94-1513140	65,228
St. Coletta's Of Illinois	36-2171735	7,944
St. Joseph's Catholic School	52-0735883	18,420
St. Luke's House, Inc.	52-0937199	21,431
St. Vincent de Paul Society Of Baltimore	52-0597056	93,034
Street Sense	20-1297050	46,718
Summit Assistance Dogs	91-2048706	25,512
Support Our Troops - California Chapter, Inc.	20-5098605	44,469
Support Our Troops - Georgia Chapter, Inc.	20-5098716	20,714
Support Our Troops - Maryland Chapter, Inc.	20-5622170	10,276
Support Our Troops - Missouri Chapter, Inc.	68-0631593	7,781
Support Our Troops - Virginia Chapter, Inc.	20-5098731	11,155
Support Our Troops - Washington Chapter	20-5090232	5,754
Support Our Troops, Inc - Oklahoma Chapter	00-0002065	5,251
Support Our Troops, Inc. - Colorado Chapter	00-0002067	10,690
Supporters of the San Francisco Police Department Wilderness Program	94-3197237	8,907
United Methodist Family Services	54-0505969	14,654
Vietnam Veterans Of California	94-2699571	27,534
Virginia Baptist Children's Home and Family Services	54-0515739	5,957
Volunteer Way	59-3555687	8,518
Washington State Coalition Against Domestic Violence	91-1507028	5,063
Wayside Waifs	44-0605374	119,321
Willamette Humane Society	93-0577975	26,157
Wishing Well, Inc.	42-1622383	35,598
Women's Cancer Resource Center	94-3131204	9,589
Workers' Children's Fund	94-3048844	41,720
Yosemite Fund	94-3058041	6,952
	Total	<u>\$5,453,869</u>

2011

CALIFORNIA FILING INSTRUCTIONS

LOCAL INDEPENDENT CHARITIES OF AMERICA

94-3042430

FORM TO FILE:

FORM 199 - 2011 CALIFORNIA EXEMPT ORGANIZATION ANNUAL INFORMATION
RETURN

SIGNATURE:

SIGN AND DATE FORM 199.

WHEN TO FILE:

ON OR BEFORE APRIL 15, 2013.

WHERE TO FILE:

FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CA 94257-0700

2011

California Exempt Organization
Annual Information Return

199

Calendar Year 2011 or fiscal year beginning month 05 day 01 year 2011, and ending month 04 day 30 year 2012

Corporation/Organization Name LOCAL INDEPENDENT CHARITIES OF AMERICA		California corporation number C1197970
Address (suite, room, or PMB no.) 1100 LARKSPUR LANDING CIRCLE #340		FEIN 94-3042430
City LARKSPUR, CA	State CA	ZIP Code 94939-1827

A First Return Yes No

B Amended Return Yes No

C IRC Section 4947(a)(1) trust Yes No

D Final Return Yes No

• Dissolved • Surrendered (Withdrawn)

• Merged/Reorganized Enter date: _____

E Check accounting method:
1 Cash 2 Accrual 3 Other

F Federal return filed?
1 • 990T 2 • 990 (PF) 3 • Sch H (990)

G Is this a group filing for the subordinates/affiliates? Yes No
If 'Yes,' attach a roster. See instructions

H Is this organization in a group exemption? Yes No
If 'Yes,' What's the parent's name? _____

I Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? Yes No
If 'Yes,' explain, and attach copies of revised documents.

J If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign, or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? Yes No
If 'Yes,' complete and attach form FTB 3509.

K Is the organization exempt under R&TC Section 23701g? Yes No
If 'Yes,' enter gross receipts from nonmember sources \$ _____

L If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public contributions, check box. No filing fee is required.

M Is the organization a Limited Liability Company? Yes No

N Did the organization file Form 100 or Form 109 to report taxable income? Yes No

O Is the organization under audit by the IRS or has the IRS audited in a prior year? Yes No

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

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8.	1	35,045.
	2	Gross dues and assessments from members and affiliates.	2	
	3	Gross contributions, gifts, grants, and similar amounts received.	3	6,767,124.
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$25,000, see General Instruction B.	4	6,802,169.
	5	Cost of goods sold.	5	
	6	Cost or other basis, and sales expenses of assets sold.	6	
	7	Total costs. Add line 5 and line 6.	7	
	8	Total gross income. Subtract line 7 from line 4.	8	6,802,169.
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18.	9	6,802,169.
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8.	10	
Filing Fee	11	Filing fee \$10 or \$25. See General Instruction F.	11	
	12	Total payments.	12	
	13	Penalties and interest. See General Instruction J.	13	
	14	Use tax. See General Instruction K.	14	
	15	Balance due. Add line 11, line 13, and line 14. Then subtract line 12 from the result.	15	
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
Paid Preparer's Use Only	Signature of officer	TREAS/SECRETARY	Date	10/5/2012
	Preparer's signature	<i>Richard Kawalski</i>	Date	10/5/2012
	Firm's name (or yours, if self-employed) and address	MAZE & ASSOCIATES 3478 BUSKIRK AVE STE 215 PLEASANT HILL, CA 94523-4346		
	Telephone	(800) 876-0413		
May the FTB discuss this return with the preparer shown above? See instructions.				<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions.	●	1	
	2	Interest	●	2	
	3	Dividends	●	3	
	4	Gross rents	●	4	
	5	Gross royalties	●	5	
	6	Gross amount received from sale of assets (See instructions)	●	6	
	7	Other income. Attach schedule	●	7	35,045.
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1.		8	35,045.
Expenses and Disbursements	9	Contributions, gifts, grants, and similar amounts paid. Attach schedule.	●	9	6,243,928.
	10	Disbursements to or for members	●	10	
	11	Compensation of officers, directors, and trustees. Attach schedule.	●	11	0.
	12	Other salaries and wages	●	12	
	13	Interest	●	13	
	14	Taxes	●	14	
	15	Rents	●	15	
	16	Depreciation and depletion (See instructions)	●	16	
	17	Other Expenses and Disbursements. Attach schedule	●	17	558,241.
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9.		18	6,802,169.

Schedule L Balance Sheets		Beginning of taxable year		End of taxable year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		2,019,534.	●	2,336,815.
2	Net accounts receivable		3,703,163.	●	3,479,555.
3	Net notes receivable			●	
4	Inventories			●	
5	Federal and state government obligations			●	
6	Investments in other bonds			●	
7	Investments in stock			●	
8	Mortgage loans			●	
9	Other investments Attach schedule			●	
10 a	Depreciable assets				
b	Less accumulated depreciation				
11	Land			●	
12	Other assets. Attach schedule			●	
13	Total assets		5,722,697.		5,816,370.
Liabilities and net worth					
14	Accounts payable		15,656.	●	16,950.
15	Contributions, gifts, or grants payable			●	
16	Bonds and notes payable			●	
17	Mortgages payable			●	
18	Other liabilities. Attach schedule. STM 4		5,707,041.		5,799,420.
19	Capital stock or principle fund			●	
20	Paid-in or capital surplus. Attach reconciliation			●	
21	Retained earnings or income fund			●	
22	Total liabilities and net worth		5,722,697.		5,816,370.

Schedule M-1 Reconciliation of income per books with income per return					
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$25,000					
1	Net income per books	●	7	Income recorded on books this year not included in this return. Attach schedule.	●
2	Federal income tax	●	8	Deductions in this return not charged against book income this year. Attach schedule.	●
3	Excess of capital losses over capital gains	●	9	Total. Add line 7 and line 8	
4	Income not recorded on books this year. Attach schedule.	●	10	Net income per return. Subtract line 9 from line 6.	
5	Expenses recorded on books this year not deducted in this return. Attach schedule	●			
6	Total. Add line 1 through line 5	●			

LOCAL INDEPENDENT CHARITIES OF AMERICA

94-3042430

STATEMENT 1
FORM 199, PART II, LINE 7
OTHER INCOME

FISCAL SVC REVENUE..... \$ 35,045.
TOTAL \$ 35,045.

STATEMENT 2
FORM 199, PART II, LINE 11
COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

CURRENT OFFICERS:

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DON MCPARTLAND 1100 LARKSPUR LANDING CIR, 340 LARKSPUR, CA 94939-1827	BOARD PRESIDENT 1.00	\$ 0.	\$ 0.	0.
PAUL KRAINTZ 1100 LARKSPUR LANDING CIR, 340 LARKSPUR, CA 94939-1827	BOARD VP 1.00	0.	0.	0.
MARGANETTA FINNEY 1100 LARKSPUR LANDING CIR, 340 LARKSPUR, CA 94939-1827	BOARD SEC/TRSR 1.00	0.	0.	0.
DIANNE AYON 1100 LARKSPUR LANDING CIR, 340 LARKSPUR, CA 94939-1827	BOARD MEMBER 1.00	0.	0.	0.
FRANCES GORDON 1100 LARKSPUR LANDING CIR, 340 LARKSPUR, CA 94939-1827	BOARD MEMBER 1.00	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 3
FORM 199, PART II, LINE 17
OTHER EXPENSES

ACCOUNTING FEES..... \$ 20,281.
INSURANCE..... 5,198.
LEGAL FEES..... 168.
MANAGEMENT FEES..... 443,060.
ONLINE CREDIT CARD SYSTEM..... 87,297.
STATE REGISTRATION FEES..... 1,266.
TRAVEL..... 971.
TOTAL \$ 558,241.

STATEMENT 4
FORM 199, SCHEDULE L, LINE 18
OTHER LIABILITIES

EST DISTR PAYABLE TO MEMBER AGENCIES.....	5,799,420.
TOTAL \$	<u>5,799,420.</u>

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
A Helping Paw	03-0385126	12,565
AARP Legal Counsel for the Elderly	52-1194741	20,203
Abandoned Children's Fund	20-5967513	8,503
Abused and Homeless Children's Refuge/Alternative House	54-0899463	184,588
Academy of Hope	52-1730021	16,555
ACLU, American Civil Liberties Union Of Washington Foundation	23-7076867	46,018
Adopt-A-Stream Foundation	91-1333737	7,351
African American Self-Help Foundation	52-1224507	5,377
Ahimsa House	31-1833734	7,001
AIDS Action Baltimore	52-1512614	25,814
AIDS Emergency Fund	94-2922039	12,151
AIDS Prevention Action/STOP AIDS Project	94-2971280	5,536
Alameda County Community Food Bank	94-2960297	177,208
Alameda County Health Care Foundation	94-3103136	13,788
Alzheimer's Services Of The East Bay	94-3081330	11,051
Angel Flight Maryland	52-2230992	17,446
Angel Flight of Virginia	54-1595644	48,643
Animal Protection Institute	94-6187633	5,263
Animal Rescue, Inc.	23-2180310	19,042
Animal Welfare League Of Arlington	54-0603502	242,329
ARC Of Maryland, Inc.	52-0741602	12,404
Asian Law Caucus	94-2176139	10,246
Asthma & Allergy Foundation Of America	95-3213738	7,408
Atlanta Ronald McDonald House Charities	58-1295754	10,788
Barker Foundation	52-0642791	41,207
Bay Area Crisis Nursery	94-2681676	5,764
Bay Area Law Enforcement Assistance Fund	91-2006597	46,904
Bay Area Legal Aid	94-1631316	9,105
Bay Area Rescue Mission	94-6124054	7,913
Bello Machre	52-0915574	11,157
Bethany Christian Services	31-1282585	5,463
Bethany Christian Services	31-1196720	6,032
Bethany Christian Services	31-1196727	17,553
Bethany Christian Services of Georgia	31-1284895	7,142
Bethany Christian Services of Hampton Roads	93-1210125	9,997
Bethany Christian Services of Maryland	31-1282580	22,238
Bethany Christian Services of Missouri	38-3352094	5,136
Beyond Emancipation	94-3219520	5,065
Big Brothers Big Sisters of the Bay Area	23-7108045	12,250
Bishop McNamara High School	52-0805939	62,905
Black Adoption Placement & Research Center	94-2910400	7,471
Blind Babies Foundation	94-1156630	27,516
Blue Ridge Assistance Dogs, Inc.	54-1860810	6,187
Bonita House, Inc.	94-1735133	5,345
Bonnie J. Addario A Breath Away from the Cure Foundation	20-4417327	5,722
Bowie Crofton Pregnancy Center	52-1436787	23,601
Boys & Girls Clubs of San Francisco	94-1156608	8,106
Breast Cancer Emergency Fund	20-3203899	25,267
Breast Cancer Fund	94-3155886	12,299
California Law Enforcement "Wish Upon A Star"	94-2904385	28,010
Calvary Women's Services	52-1307706	40,306
Canine Companions for Independence	94-2494324	7,991
Canine Partners of the Rockies, Inc.	75-3025982	13,593
CASA of Clackamas County	93-1105205	5,282
Cat Adoption Team	20-0773189	20,493
Catholic Urban Programs	27-1442590	15,306
Cats In Need (a.k.a. NEADY Cats Corp)	04-3509327	6,978
Cats on Death Row	27-2033192	7,303
Catskill Animal Sanctuary	14-1827972	5,090

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Catty Shack Ranch Wildlife Sanctuary	59-3698971	6,792
Central Virginia Battlefields Trust, Inc.	54-1828344	12,755
Chihuahua & Small Dog Rescue, Inc.	20-3492450	14,254
ChildKind	58-1800382	12,132
Children's Cancer Center, Inc.	59-1779035	10,437
Children's Hospital Medical Center Foundation	94-1657474	22,809
Children's Oncology Services of Massachusetts	04-2627411	6,928
Chinese Culture And Community Service Center, Inc. (CCACC)	52-1307918	38,181
Chinese For Affirmative Action	94-2161304	6,203
Circle of Concern	23-7085010	13,512
CityTeam Ministries	94-1501265	29,735
Common Good City Farm	80-0365344	10,357
Community Family Life Services	52-0910609	9,690
Community Services for Autistic Adults and Children (CSAAC)	52-1263443	26,369
Connecticut National Guard Foundation, Inc.	91-2188542	6,349
Countymeals-on-Wheels	94-2651065	17,121
Court Appointed Special Advocates	13-3172387	15,115
Court Appointed Special Advocates of Montgomery County	52-1639595	8,481
Covenant House California	13-3391210	21,016
Covenant House Florida	59-2323607	17,754
Covenant House New York	13-3076376	7,898
Covenant House Washington	13-3537709	44,178
Deaf Outreach/A. Eugene Hoepfer Foundation	52-1560101	6,121
Diabetes Society Of Santa Clara Valley	94-6098112	25,741
Dogs & Cats Stranded on the Streets	27-2063483	5,352
Dogs for Diabetics, Inc.	20-2250869	9,407
Dogs On Death Row	20-5530700	19,339
Downtown Cluster Of Congregations	52-1338443	7,357
Dream-A-Wish Foundation	59-3436624	11,810
E2 Foundation	93-1156859	5,325
East Bay SPCA - Oakland SPCA/Tri-Valley SPCA	94-1322202	18,622
Empty Stocking Fund	23-7159125	13,014
Enchanted Closet	06-1703633	20,380
Exotic Feline Breeding Compound	95-3808610	15,718
Families And Friends Of Violent Crime Victims	91-0993005	5,005
Families of Children Under Stress	58-1577602	9,258
Feed My People	43-1264877	16,708
Filipino American International Youth Development Foundation	32-0255827	48,421
Fisher House/Naval Medical Center San Diego	95-1645429	42,915
Florida Wildlife Care, Inc.	59-3178292	7,732
Food For Survival, Inc.	13-3179546	41,474
Foodbank of Southern California	95-3557056	40,928
Forestville Pregnancy Center, Inc.	52-1299511	16,999
Founders Benefactors Supervisors & Friends of Frying Pan Farm Park, Inc	54-2000959	13,130
Franciscan Outreach Association	36-2928835	5,630
Friends & Foundation of The San Francisco Public Library	94-6085452	5,828
Friends of San Francisco Animal Care and Control	94-3371620	7,000
Furkids	01-0766844	42,497
George Mark Children's House	94-3255845	5,623
Good Samaritan Health Center	58-2373395	13,862
Greater Bay Area Make A Wish Foundation Inc.	94-2958481	34,730
Greenhill Humane Society, SPCA	93-0467412	20,642
Guide Dogs for the Blind	94-1196195	8,721
H.O.R.S.E. (Helpers, Organizing, Rescue, Service, Education)	59-3718855	13,763
Habitat For Humanity-Spokane	94-3066722	8,586
Haight Ashbury Free Clinics	94-6129071	5,739
Halifax Humane Society	59-0530990	7,160
Heartbeat Serving Wounded Warriors	03-0547294	12,102
Hebrew Home for Aged Disabled	94-0545320	5,441

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Hispanic Scholarship Fund	52-1051044	8,259
Homeless Children's Network	94-3266686	5,082
Hopelink	91-0982116	52,621
Hospice by the Bay	94-2890791	8,630
Hospice of Contra Costa	94-2515405	16,061
Hospice, Pathways Hospice Foundation	77-0280660	5,187
Housing Unlimited, Inc.	52-1760774	5,107
Humane Society for Larimer	84-0611804	11,434
Humane Society of Greater Miami and Adopt-A-Pet	59-0711176	19,233
Humane Society of Missouri	43-0652638	21,436
Humane Society of New York	13-1624041	24,360
Humane Society Of Santa Clara Valley	94-1196215	23,362
Humane Society of Sonoma County	94-6001315	9,225
IONA Senior Services	52-1039553	19,428
Islamic-American Zakat Foundation	52-1492341	56,541
Jubilee Housing, Inc.	52-0986261	12,137
Junior Blind of America	95-1977659	7,568
Juvenile Diabetes Research Foundation	23-1907729	19,636
Kamp Kriiter Rescue Foundation	61-1467958	6,556
Kennedy Krieger Foundation	52-1734695	22,459
Kin On Community Health Care	91-1286273	8,153
Kin On Health Care Center	91-1620786	16,628
Knights Of Virginia Assistance For The Retarded (KOVAR)	23-7337216	88,092
Larimer County Search & Rescue	74-2236513	9,961
Laurel Advocacy & Referral Services	52-1537336	42,580
Laurel Pregnancy Center	52-1608500	19,941
Lavender Youth Recreation & Information Center	94-3227296	6,607
League for Animal Protection, Inc.	54-1677579	6,197
Legal Aid for Washington Fund (LAW)	94-3131284	15,070
Life Enhancement Awards Fund, Inc.	20-2652012	5,779
Lighthouse for the Blind	91-0295070	6,650
Lindsay Wildlife Museum	94-6104179	5,605
Literacy Volunteers of America - National Capital Area	52-1531325	14,886
Little Wishes	52-2386886	5,127
Los Angeles Mission	95-3134049	32,146
Los Angeles Regional Foodbank	95-3135649	54,006
Lupus Foundation Of Northern California	94-2469741	17,980
Manna, Inc.	52-1260698	19,946
Marin Community Food Bank	68-0044262	16,278
Marin Humane Society	94-1156562	5,211
Marine Corps Heritage Foundation	26-0803466	19,242
Marine Mammal Center	51-0144434	5,569
Maryville Academy	36-2170873	15,031
Meals on Wheels of Contra Costa, Inc.	68-0231350	27,773
Meals on Wheels of Metro Tulsa	73-1125389	16,834
Meals On Wheels Of San Francisco	94-1741155	17,336
Medical Teams International	93-0878944	6,578
Merit School of Music	36-3028768	7,613
Mile High Down Syndrome Association	74-2237307	9,746
Millionair Club, Inc.	91-0607513	8,580
MSPCA/Massachusetts Society For The Prevention Of Cruelty To Animals	04-2103597	34,781
National Foundation for Animal Rescue	51-0486475	11,933
Neighbor To Family	36-4354882	5,779
Neurofibromatosis, Inc. Mid-Atlantic	22-2580179	16,371
Northern Illinois Food Bank	36-3203648	45,733
Northwest Burn Foundation	91-1204009	6,696
Northwest Organization for Animal Help (NOAH)	91-1362069	31,266
Oklahoma Baptist Homes for Children	73-1435473	8,454
Operation Food Search	43-1241854	31,213

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Operation Homefront	01-0777850	16,063
Operation Homefront - Delaware Inc.	20-3491357	6,183
Operation Homefront - Florida, Inc.	26-2289875	12,295
Operation Homefront - Georgia	20-2716275	21,302
Operation Homefront - Hampton Roads Inc.	20-5695927	17,029
Operation Homefront - San Diego, Inc.	20-3051279	16,529
Operation Homefront of Washington, Inc.	27-1132675	39,028
Operation Homefront-DC Metro Inc.	03-0609399	27,305
Oregon Humane Society	93-0386880	99,171
Orlando Union Rescue Mission	59-1035082	13,085
Pacific Science Center	91-0750867	8,117
Page Ahead Children's Literacy Program	91-1600084	8,799
Parent Encouragement Program (PEP) Inc.	52-1379642	14,613
Pasadena Humane Society	95-1643344	6,342
Paws'itive Teams, Inc.	33-0851474	9,064
Pawsitive Alliance	84-1679356	11,009
Pet Over-Population Prevention Advocates (POPPA), Inc.	93-1316924	5,561
Pets In Need	94-6139667	12,276
Philippine Children's Fund of America	94-3162880	6,890
Phillips Programs for Children & Families	54-0833311	16,545
Planned Parenthood Chicago Area	36-2170901	16,411
Planned Parenthood Los Angeles	95-2408623	15,661
Planned Parenthood Of San Diego And Riverside Counties	95-6111785	20,497
Planned Parenthood Of The St. Louis Region	43-0652666	23,665
Planned Parenthood: Shasta-Diablo	94-1575233	19,827
Pregnancy Aid Centers, Inc.	23-7418649	13,889
Prevent Child Abuse Virginia	54-1149882	8,202
Preventing Euthanasia Through Rescue	27-0225418	7,044
Project Angel Food	95-4115863	14,985
Project Open Hand	94-3023551	44,591
Project Wildlife	95-3005393	11,019
Rainbows - Hampton Roads	00-0002034	5,549
Rebuilding Together San Francisco (formerly Christmas in April)	94-3107808	5,572
Redwood Gospel Missions	94-6122045	9,346
Roanoke Valley Horse Rescue	02-0654488	17,398
Rocky Mountain Rescue Group	84-6036199	7,823
Ronald McDonald House Charities of Chicagoland and Northwest Indiana (RMHC-CNI)	36-3532553	10,541
Ronald McDonald House Charities of South Florida, Inc.	59-1899866	5,728
Ronald McDonald House Charities of Western Washington	91-1061043	20,710
Ronald McDonald House Of San Francisco	94-2951627	20,124
Rose Resnick LightHouse for the Blind and Visually Impaired	94-1415317	7,080
Sacramento SPCA	94-1312343	137,524
Safe Alternatives to Violent Environments (SAVE)	94-2520559	8,322
Sakura Kai	94-2258682	7,865
San Diego Military Outreach Ministries	76-0817487	6,675
San Francisco AIDS Foundation	94-2927405	16,184
San Francisco Child Abuse Prevention Center	94-2455072	8,310
San Francisco Food Bank	94-3041517	120,612
San Francisco General Hospital Foundation	94-3189424	35,647
San Francisco Police Activities League	94-6106198	14,178
Seattle Milk Fund	91-0619698	5,260
Second Chance for Strays Inc.	59-3609184	10,218
SEEC Corporation	52-1557285	10,991
Shady Grove Adventist Hospital	52-1216429	6,656
Shady Grove Pregnancy Center	52-1308640	24,809
Shepherd's Gate	94-2902803	11,732
Shriners Hospital for Children - Portland	00-0002027	5,425
Shriners Hospitals for Children - Tampa	00-0002024	11,905
Side By Side, Inc.	26-0573831	8,778

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Sisters4Sisters, Inc.	48-1279445	21,176
Society of St. Vincent de Paul Council of the Seattle Area	91-0583891	24,500
Soldiers Undertaking Disabled SCUBA Diving, Inc. (SUDS)	26-1315733	15,920
Southern California Hospice Foundation	04-3720198	7,203
SPCA/San Francisco Society for the Prevention of Cruelty to Animals	94-0836580	29,143
Special Olympics Northern California	68-0363121	11,421
Special Olympics Oklahoma	23-7174120	7,410
St. Anthony's Foundation	94-1513140	65,228
St. Coletta's Of Illinois	36-2171735	7,944
St. Joseph's Catholic School	52-0735883	18,420
St. Luke's House, Inc.	52-0937199	21,431
St. Vincent de Paul Society Of Baltimore	52-0597056	93,034
Street Sense	20-1297050	46,718
Summit Assistance Dogs	91-2048706	25,512
Support Our Troops - California Chapter, Inc.	20-5098605	44,469
Support Our Troops - Georgia Chapter, Inc.	20-5098716	20,714
Support Our Troops - Maryland Chapter, Inc.	20-5622170	10,276
Support Our Troops - Missouri Chapter, Inc.	68-0631593	7,781
Support Our Troops - Virginia Chapter, Inc.	20-5098731	11,155
Support Our Troops - Washington Chapter	20-5090232	5,754
Support Our Troops, Inc - Oklahoma Chapter	00-0002065	5,251
Support Our Troops, Inc. - Colorado Chapter	00-0002067	10,690
Supporters of the San Francisco Police Department Wilderness Program	94-3197237	8,907
United Methodist Family Services	54-0505969	14,654
Vietnam Veterans Of California	94-2699571	27,534
Virginia Baptist Children's Home and Family Services	54-0515739	5,957
Volunteer Way	59-3555687	8,518
Washington State Coalition Against Domestic Violence	91-1507028	5,063
Wayside Waifs	44-0605374	119,321
Willamette Humane Society	93-0577975	26,157
Wishing Well, Inc.	42-1622383	35,598
Women's Cancer Resource Center	94-3131204	9,589
Workers' Children's Fund	94-3048844	41,720
Yosemite Fund	94-3058041	6,952
Total		\$5,453,889

2011

CALIFORNIA FILING INSTRUCTIONS

LOCAL INDEPENDENT CHARITIES OF AMERICA

94-3042430

FORM TO FILE:

FORM RRF-1 - REGISTRATION/RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA

SIGNATURE:

SIGN AND DATE FORM RRF-1.

PAYMENT:

THERE IS A FEE DUE OF \$150 WHICH IS PAYABLE BY DECEMBER 17, 2012. ATTACH A CHECK OR MONEY ORDER FOR THE FULL AMOUNT PAYABLE TO "ATTORNEY GENERAL'S REGISTRY OF CHARITABLE TRUSTS" AND WRITE THE CALIFORNIA CHARITY REGISTRATION NUMBER ON THE PAYMENT.

WHEN TO FILE:

ON OR BEFORE DECEMBER 17, 2012.

WHERE TO FILE:

REGISTRY OF CHARITABLE TRUSTS
P.O. BOX 903447
SACRAMENTO, CA 94203-4470

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

WEBSITE ADDRESS:
<http://ag.ca.gov/charities/>

ANNUAL REGISTRATION RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA

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

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



State Charity Registration Number <u>69051</u> LOCAL INDEPENDENT CHARITIES OF AMERICA <small>Name of Organization</small> <u>1100 LARKSPUR LANDING CIRCLE #340</u> <small>Address (Number and Street)</small> <u>LARKSPUR, CA 94939-1827</u> <small>City or Town State ZIP Code</small>	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report Corporate or Organization No. <u>C1197970</u> Federal Employer ID No. <u>94-3042430</u>
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ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)
 Make Check Payable to Attorney General's Registry of Charitable Trusts

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

PART A – ACTIVITIES

For your most recent full accounting period (beginning 5/01/11 ending 4/30/12) list:
 Gross annual revenue \$ 6,802,169. Total assets \$ 5,816,370.

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

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

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

Organization's area code and telephone number (800) 876-0413

Organization's e-mail address INFO@LIC.ORG

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

<u>MARGANETTA FINNEY</u>	<u>TREAS/SECRETARY</u>	
<small>Signature of authorized officer</small>	<small>Printed Name</small>	<small>Title Date</small>

STATEMENT 1
FORM RRF-1, PART B, LINE 5
FUNDRAISERS USED

ASSOCIATION MANAGEMENT SERVICES
MAGUIRE/MAGUIRE, INC.
1100 LARKSPUR LANDING CIRCLE SUITE 340
LARKSPUR, CA 94939-1827

CONTACT: PATRICK MAGUIRE
PHONE: (415) 925-2600

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

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

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box.
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I: Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only.

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. LOCAL INDEPENDENT CHARITIES OF AMERICA	Employer identification number (EIN) or <input checked="" type="checkbox"/> 94-3042430
File by the due date for filing your return. See instructions.	Number, street, and room or suite number. If a P.O. box, see instructions. 1100 LARKSPUR LANDING CIRCLE #340	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LARKSPUR, CA 94939-1827	

Enter the Return code for the return that this application is for (file a separate application for each return)..... 01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of. ▶ LISA FIERRO

Telephone No. ▶ (415) 925-2600 FAX No. ▶ (415) 925-2650

- If the organization does not have an office or place of business in the United States, check this box.
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box. . If it is for part of the group, check this box. and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 12/15, 20 12, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ▶ calendar year 20____ or
- ▶ tax year beginning 5/01, 20 11, and ending 4/30, 20 12.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

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

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

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2011

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning 5/01, 2011, and ending 4/30, 2012

B Check if applicable:

Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C **LOCAL INDEPENDENT CHARITIES OF AMERICA**
1100 LARKSPUR LANDING CIRCLE #340
LARKSPUR, CA 94939-1827

D Employer Identification Number
94-3042430

E Telephone number
(800) 876-0413

G Gross receipts \$ **6,802,169.**

F Name and address of principal officer: **MARGANETTA FINNEY**
SAME AS C ABOVE

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

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

J Website: **WWW.LIC.ORG**

K Form of organization: Corporation Trust Association Other

L Year of Formation: **1987** **M** State of legal domicile: **CA**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>LOCAL INDEPENDENT CHARITIES OF AMERICA RECEIVES FUNDS FROM WORKPLACE PAYROLL DEDUCTION FUND DRIVES FOR DISTRIBUTION TO MEMBER AGENCIES</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	5
	4	Number of independent voting members of the governing body (Part VI, line 1b)	5
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	0
	6	Total number of volunteers (estimate if necessary)	5
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.
	7b	Net unrelated business taxable income from Form 990-T, line 34	0.
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year: 6,020,830. Current Year: 6,767,124.
	9	Program service revenue (Part VIII, line 2g)	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	41,757. 35,045.
	12	Total revenue -- add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,062,587. 6,802,169.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,522,809. 6,243,928.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	
	16b	Total fundraising expenses (Part IX, column (D), line 25)	88,612.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	539,778. 558,241.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,062,587. 6,802,169.
19	Revenue less expenses. Subtract line 18 from line 12	0.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year: 5,722,697. End of Year: 5,816,370.
	21	Total liabilities (Part X, line 26)	5,722,697. 5,816,370.
	22	Net assets or fund balances. Subtract line 21 from line 20	0. 0.

Part II Signature Block

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

Sign Here

Signature of officer: MARGANETTA FINNEY Date: _____
 Type or print name and title: TREAS/SECRETARY

Paid Preparer Use Only

Print/Type preparer's name: RICHARD B KOWALSKI Preparer's signature: Richard Kowalski Date: 10/5/2012
 Check if self-employed PTIN: P00283086
 Firm's name: MAZE & ASSOCIATES Firm's EIN: 94-2590179
 Firm's address: 3478 BUSKIRK AVE STE 215 PLEASANT HILL, CA 94523-4346 Phone no.: (925) 930-0902

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III. []

1 Briefly describe the organization's mission:

LOCAL INDEPENDENT CHARITIES OF AMERICA RECEIVES FUNDS FROM WORKPLACE PAYROLL DEDUCTION FUND DRIVES FOR DISTRIBUTION TO MEMBER AGENCIES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

If 'Yes,' describe these changes on Schedule O.

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

4a (Code: []) (Expenses \$ 6,243,928. including grants of \$ 6,243,928.) (Revenue \$)

THE FEDERATION'S PRIMARY PURPOSE IS TO SCREEN AND CERTIFY CHARITIES THAT MEET STANDARDS FOR INCLUSION IN CORPORATE AND GOVERNMENT WORKPLACE CHARITABLE FUND DRIVES AND TO ACT AS THE CENTRAL REPRESENTATIVE AND FISCAL AGENT IN THOSE DRIVES, THEREBY REDUCING FUND RAISING COSTS FOR BOTH THE CHARITIES AND CONTRIBUTORS. THESE EXPENSES RELATE TO DISTRIBUTIONS TO THE SEVEN HUNDRED AND SEVENTY-TWO MEMBER AGENCIES FROM AMOUNTS COLLECTED THROUGH THE CAMPAIGN.

4b (Code: []) (Expenses \$ 420,858. including grants of \$) (Revenue \$)

TO PROVIDE TELEPHONE, PRINT AND WEB-BASED EDUCATION AND INFORMATION SERVICES FOR CONTRIBUTORS TO USE IN GIFT-MAKING DECISIONS; TO TRAIN CHARITIES ON HOW TO SERVE WORKPLACE CONTRIBUTORS; TO PROVIDE LOGISTICAL SUPPORT TO FUND DRIVE ORGANIZERS; TO OPEN NEW WORKPLACE FUND DRIVES; AND TO PROVIDE NECESSARY MANAGEMENT AND FISCAL SERVICES.

4c (Code: []) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services: (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 6,664,786.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A.....	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?.....		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I.....		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II.....		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III.....		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I.....		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II.....		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III.....		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV.....		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V.....		X
11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI.....		X
b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII.....		X
c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII.....		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX.....		X
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X.....	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X.....		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII.....	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.....		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E.....		X
14a Did the organization maintain an office, employees, or agents outside of the United States?.....		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV.....		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV.....		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV.....		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions).....		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II.....		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III.....		X
20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H.....		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?.....		

Part IV Checklist of Required Schedules (continued)

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

BAA

Form 990 (2011)

Part V. Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V.

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1 b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1 c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2 b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)			
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3 b	If 'Yes,' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.		
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4 b	If 'Yes,' enter the name of the foreign country: ▶ _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5 b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5 c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
6 a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6 b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7 a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7 b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
7 c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7 d	If 'Yes,' indicate the number of Forms 8282 filed during the year.		
7 e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7 f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7 g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7 h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9 a	Did the organization make any taxable distributions under section 4966?		
9 b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10 a	Initiation fees and capital contributions included on Part VIII, line 12.		
10 b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter:		
11 a	Gross income from members or shareholders.		
11 b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12 b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13 a	Is the organization licensed to issue qualified health plans in more than one state?		
Note. See the instructions for additional information the organization must report on Schedule O.			
13 b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13 c	Enter the amount of reserves on hand		
14 a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14 b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.		

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

Check if Schedule O contains a response to any question in this Part VI X

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a	5	
b	Enter the number of voting members included in line 1a, above, who are independent	1b	5	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? SEE SCHEDULE O	3	X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b		X
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O.	9		X

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
LISA FIERRO 1100 LARKSPUR LANDING CIRCLE, SUITE 340 LARKSPUR CA 94939 (415) 925-2600

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

Check if Schedule O contains a response to any question in this Part VII.

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

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DON MCPARTLAND BOARD PRESIDENT	1	X		X				0.	0.	0.
(2) PAUL KRAINTZ BOARD VP	1	X		X				0.	0.	0.
(3) MARGANETTA FINNEY BOARD SEC/TRSR	1	X		X				0.	0.	0.
(4) DIANNE AYON BOARD MEMBER	1	X						0.	0.	0.
(5) FRANCES GORDON BOARD MEMBER	1	X						0.	0.	0.
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) -----									
(16) -----									
(17) -----									
(18) -----									
(19) -----									
(20) -----									
(21) -----									
(22) -----									
(23) -----									
(24) -----									
(25) -----									
1 b Sub-total						0.	0.	0.	
c Total from continuation sheets to Part VII, Section A						0.	0.	0.	
d Total (add lines 1b and 1c)						0.	0.	0.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 0

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i>	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes' complete Schedule J for such individual.</i>	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person.</i>	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
MAGUIRE/MAGUIRE, INC. 1100 LARKSPUR LANDING CIR. STE 340 LARKSPUR, C	ASSOC MGMT SVCS	443,060.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 1

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a	6,767,124.				
	b Membership dues	1 b					
	c Fundraising events	1 c					
	d Related organizations	1 d					
	e Government grants (contributions)	1 e					
	f All other contributions, gifts, grants, and similar amounts not included above	1 f					
	g Noncash contributions included in lns 1a-1f: \$						
	h Total. Add lines 1a-1f		6,767,124.				
PROGRAM SERVICE REVENUE	2 a	Business Code					
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)						
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
		c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a FISCAL SVC REVENUE	900099	35,045.	35,045.				
b							
c							
d All other revenue							
e Total. Add lines 11a-11d		35,045.					
12 Total revenue. See instructions		6,802,169.	35,045.	0.	0.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
 All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX.

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	6,243,928.	6,243,928.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	0.	0.	0.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0.	0.	0.	0.
7 Other salaries and wages.				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions).				
9 Other employee benefits.				
10 Payroll taxes.				
11 Fees for services (non-employees):				
a Management	443,060.	332,295.	22,153.	88,612.
b Legal	168.		168.	
c Accounting	20,281.		20,281.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other				
12 Advertising and promotion.				
13 Office expenses.				
14 Information technology.				
15 Royalties.				
16 Occupancy.				
17 Travel.	971.		971.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.				
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.				
23 Insurance.	5,198.		5,198.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>ONLINE CREDIT CARD SYSTEM</u>	87,297.	87,297.		
b <u>STATE REGISTRATION FEES</u>	1,266.	1,266.		
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e.	6,802,169.	6,664,786.	48,771.	88,612.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
ASSETS	1	Cash — non-interest-bearing.....	2,019,534.	1	2,336,815.
	2	Savings and temporary cash investments.....		2	
	3	Pledges and grants receivable, net.....	3,558,163.	3	3,386,643.
	4	Accounts receivable, net.....	145,000.	4	92,912.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.....		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions).....		6	
	7	Notes and loans receivable, net.....		7	
	8	Inventories for sale or use.....		8	
	9	Prepaid expenses and deferred charges.....		9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.....	10a		
	b	Less: accumulated depreciation.....	10b	10c	
	11	Investments — publicly traded securities.....		11	
	12	Investments — other securities. See Part IV, line 11.....		12	
	13	Investments — program-related. See Part IV, line 11.....		13	
	14	Intangible assets.....		14	
	15	Other assets. See Part IV, line 11.....		15	
16	Total assets. Add lines 1 through 15 (must equal line 34).....	5,722,697.	16	5,816,370.	
LIABILITIES	17	Accounts payable and accrued expenses.....	15,656.	17	16,950.
	18	Grants payable.....		18	
	19	Deferred revenue.....		19	
	20	Tax-exempt bond liabilities.....		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D.....		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.....		22	
	23	Secured mortgages and notes payable to unrelated third parties.....		23	
	24	Unsecured notes and loans payable to unrelated third parties.....		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.....	5,707,041.	25	5,799,420.
	26	Total liabilities. Add lines 17 through 25.....	5,722,697.	26	5,816,370.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.				
	27	Unrestricted net assets.....		27	
	28	Temporarily restricted net assets.....		28	
	29	Permanently restricted net assets.....		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds.....		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund.....		31	
	32	Retained earnings, endowment, accumulated income, or other funds.....		32	
	33	Total net assets or fund balances.	0.	33	0.
	34	Total liabilities and net assets/fund balances.	5,722,697.	34	5,816,370.

BAA

Form 990 (2011)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI.

1	Total revenue (must equal Part VIII, column (A), line 12)	1	6,802,169.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,802,169.
3	Revenue less expenses. Subtract line 2 from line 1	3	0.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	0.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	0.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII.

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
2d	If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

BAA

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization LOCAL INDEPENDENT CHARITIES OF AMERICA	Employer identification number 94-3042430
---	---

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III – Functionally integrated d Type III – Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11 g (i)	
(ii) A family member of a person described in (i) above?	11 g (ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11 g (iii)	

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)	5,983,705.	6,677,543.	6,533,724.	6,020,830.	6,767,124.	31,982,926.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 Total. Add lines 1 through 3	5,983,705.	6,677,543.	6,533,724.	6,020,830.	6,767,124.	31,982,926.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						0.
6 Public support. Subtract line 5 from line 4						31,982,926.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	5,983,705.	6,677,543.	6,533,724.	6,020,830.	6,767,124.	31,982,926.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . SEE PART IV	33,161.	37,063.	54,005.	41,757.	35,045.	201,031.
11 Total support. Add lines 7 through 10						32,183,957.
12 Gross receipts from related activities, etc (see instructions)					12	0.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	99.38 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	99.37 %
16 a 33-1/3% support test – 2011. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input checked="" type="checkbox"/>		
b 33-1/3% support test – 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
17 a 10%-facts-and-circumstances test – 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test – 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶ <input type="checkbox"/>		

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants.')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose.						
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 through 5 ...						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975. ...						
c Add lines 10a and 10b.						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lns 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17.	18	%

19a 33-1/3% support tests – 2011. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

b 33-1/3% support tests – 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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

PART II, LINE 10 - OTHER INCOME

<u>NATURE AND SOURCE</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
FISCAL SERVICES REVENUE	35,045.	41,757.	54,005.	37,063.	33,161.
TOTAL	<u>\$ 35,045.</u>	<u>\$ 41,757.</u>	<u>\$ 54,005.</u>	<u>\$ 37,063.</u>	<u>\$ 33,161.</u>

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

Employer identification number

LOCAL INDEPENDENT CHARITIES OF AMERICA

94-3042430

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year.....		
2 Aggregate contributions to (during year)....		
3 Aggregate grants from (during year).....		
4 Aggregate value at end of year.....		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?..... Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?..... Yes No

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
- Protection of natural habitat Preservation of a certified historic structure
- Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements.....	2a
b Total acreage restricted by conservation easements.....	2b
c Number of conservation easements on a certified historic structure included in (a).....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register.....	2d

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?..... Yes No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?..... Yes No
- 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1..... ▶ \$ _____
- (ii) Assets included in Form 990, Part X..... ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1..... ▶ \$ _____
- b Assets included in Form 990, Part X..... ▶ \$ _____

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If 'Yes,' explain the arrangement in Part XIV.

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

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

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 0.

Part VII Investments – Other Securities. See Form 990, Part X, line 12. N/A		
(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990 Part X, column (B) line 12.)		

Part VIII Investments – Program Related. See Form 990, Part X, line 13. N/A		
(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15. N/A	
(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.	
(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) EST DISTR PAYABLE TO MEMBER AGENCIE	5,799,420.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	5,799,420.

2 FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI: Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)		6,802,169.
2	Total expenses (Form 990, Part IX, column (A), line 25)		6,802,169.
3	Excess or (deficit) for the year. Subtract line 2 from line 1		0.
4	Net unrealized gains (losses) on investments		
5	Donated services and use of facilities		
6	Investment expenses		
7	Prior period adjustments		
8	Other (Describe in Part XIV.)		
9	Total adjustments (net). Add lines 4 through 8		
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9		0.

Part XII: Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	558,241.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	558,241.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.) SEE PART XIV	4b	6,243,928.
c	Add lines 4a and 4b	4c	6,243,928.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	6,802,169.

Part XIII: Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	558,241.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	558,241.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.) SEE PART XIV	4b	6,243,928.
c	Add lines 4a and 4b	4c	6,243,928.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	6,802,169.

Part XIV: Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XIV Supplemental Information *(continued)*

Lined area for supplemental information, consisting of multiple horizontal dashed lines.

SCHEDULE D, PART XII, LINE 4B
OTHER REVENUE INCLUDED ON FORM 990 BUT NOT INCLUDED IN F/S

MEMBER DISTRIB. INCLUDED AS CONTRA-REV.....	\$ 6,243,928.
TOTAL	<u>\$ 6,243,928.</u>

SCHEDULE D, PART XIII, LINE 4B
OTHER EXPENSES INCLUDED ON FORM 990 BUT NOT INCLUDED IN F/S

MEMBER DISTRIB. INCLUDED AS CONTRA-REV.....	\$ 6,243,928.
TOTAL	<u>\$ 6,243,928.</u>

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2011

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

Department of the Treasury
Internal Revenue Service

Open to Public
Inspection

Name of the organization

Employer identification number

LOCAL INDEPENDENT CHARITIES OF AMERICA

94-3042430

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. **SEE PART IV**

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed. ▶

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ESTIMATED DISTRIBUTIONS REFER TO PDF SCHEDULE I LARKSPUR, CA 94939			5,453,889.	0.			
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table. **772**

3 Enter total number of other organizations listed in the line 1 table. **0**

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

TEEA9901L 06/07/11

Schedule I (Form 990) (2011)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV. Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S.
 GRANTEE ORGANIZATIONS ARE REQUIRED ON AN ANNUAL BASIS TO SUBMIT COPIES OF THEIR FORM
 990, AUDITED FINANCIAL STATEMENTS AND OTHER DOCUMENTATION TO THE GOVERNING BOARD FOR
 REVIEW OF FUNDS GRANTED BY THE ORGANIZATION WHICH ARE USED TO SUPPORT GRANTEE
 PROGRAMS.

PART IV - ADDITIONAL SUPPLEMENTAL INFORMATION
 PLEASE REFER TO ATTACHED PDF FOR DISTRIBUTION DETAIL.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

LOCAL INDEPENDENT CHARITIES OF AMERICA

Employer identification number

94-3042430

FORM 990, PART IV, LINE 29

ALTHOUGH THE ORGANIZATION DID NOT RECEIVE MORE THAN \$25,000 IN NON-CASH CONTRIBUTIONS, IT PARTICIPATES IN A VEHICLE DONATION PROGRAM ADMINISTERED BY INDEPENDENT CHARITIES OF AMERICA, OF WHICH THE ORGANIZATION IS A MEMBER. THE ORGANIZATION DOES NOT TAKE TITLE TO OR POSSESSION OF DONATED VEHICLES, DOES NOT ISSUE RECEIPTS, AND HAS NO CONTROL OVER THE PROGRAM, BUT A CONTRIBUTOR MAY SPECIFY THAT NET PROCEEDS FROM THE RESALE OF THE CONTRIBUTOR'S VEHICLE BE DIRECTED TO THE ORGANIZATION.

FORM 990, PART VI, LINE 15

THE ORGANIZATION IS SUPPORTED BY VOLUNTEERS AND DOES NOT INTEND TO EMPLOY INDIVIDUALS.

FORM 990, PART VI, LINE 3 - DESCRIPTION OF DELEGATED DUTIES TO MANAGEMENT COMPANY

THE FEDERATION OUTSOURCES CERTAIN ENUMERATED ADMINISTRATIVE AND MINISTERIAL SERVICES TO MAGUIRE/MAGUIRE ASSOCIATION MANAGEMENT, SPECIFICALLY INCLUDING MAINTAINING A HEADQUARTERS ADDRESS AND STORAGE FOR THE FEDERATION, PREPARING CAMPAIGN APPLICATIONS AND REGISTRATIONS AS REQUIRED TO MAINTAIN CAMPAIGN ELIGIBILITY, COORDINATING MARKETING & ADVERTISING ACTIVITIES, AND CONSULTING TO THE MEMBER CHARITIES ON ISSUES OF THEIR INDIVIDUAL CAMPAIGN ELIGIBILITY AND CAMPAIGN PRESENTATION. THE CONTRACT EXCLUDES PROVIDING DECISION-MAKING OR POLICY-MAKING FUNCTIONS, WHICH ARE RESERVED TO THE BOARD.

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

THE TREASURER REVIEWS THE FORM 990 FOR ACCURACY AND COMPLETENESS, SIGNS AND FILES THE RETURN ON BEHALF OF THE GOVERNING BOARD. COPIES OF THE FORM 990 INCLUDING ATTACHMENTS ARE SENT TO EACH BOARD MEMBER FOR REVIEW AND DISCUSSION AT THE NEXT SCHEDULED BOARD MEETING.

Name of the organization

Employer identification number

LOCAL INDEPENDENT CHARITIES OF AMERICA

94-3042430

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

THE WRITTEN CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY BY THE GOVERNING BOARD FOR ADHERENCE AND NEW BOARD MEMBERS ARE REQUIRED TO AFFIRM ACCEPTANCE OF THE POLICY.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

PRIOR YEAR INFORMATION RETURNS (FORM 990) ARE AVAILABLE FOR PUBLIC INSPECTION ON THE GUIDESTAR WEBSITE LOCATED AT WWW.GUIDESTAR.ORG.

THE ORGANIZATION'S GOVERNING DOCUMENTS, POLICIES, FINANCIAL STATEMENTS AND INFORMATION RETURNS ARE AVAILABLE UPON REQUEST.

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
A Helping Paw	03-0385126	12,565
AARP Legal Counsel for the Elderly	52-1194741	20,203
Abandoned Children's Fund	20-5967513	8,503
Abused and Homeless Children's Refuge/Alternative House	54-0899463	184,588
Academy of Hope	52-1730021	16,555
ACLU, American Civil Liberties Union Of Washington Foundation	23-7076867	46,018
Adopt-A-Stream Foundation	91-1333737	7,351
African American Self-Help Foundation	52-1224507	5,377
Ahimsa House	31-1833734	7,001
AIDS Action Baltimore	52-1512614	25,814
AIDS Emergency Fund	94-2922039	12,151
AIDS Prevention Action/STOP AIDS Project	94-2971280	5,536
Alameda County Community Food Bank	94-2960297	177,208
Alameda County Health Care Foundation	94-3103138	13,788
Alzheimer's Services Of The East Bay	94-3081330	11,051
Angel Flight Maryland	52-2230992	17,446
Angel Flight of Virginia	54-1595644	48,643
Animal Protection Institute	94-6187633	5,263
Animal Rescue, Inc.	23-2180310	19,042
Animal Welfare League Of Arlington	54-0603502	242,329
ARC Of Maryland, Inc.	52-0741602	12,404
Asian Law Caucus	94-2176139	10,246
Asthma & Allergy Foundation Of America	95-3213738	7,408
Atlanta Ronald McDonald House Charities	58-1295754	10,788
Barker Foundation	52-0642791	41,207
Bay Area Crisis Nursery	94-2681676	5,764
Bay Area Law Enforcement Assistance Fund	91-2006597	46,904
Bay Area Legal Aid	94-1631316	9,105
Bay Area Rescue Mission	94-6124054	7,913
Bello Machre	52-0915574	11,157
Bethany Christian Services	31-1282585	5,463
Bethany Christian Services	31-1196720	6,032
Bethany Christian Services	31-1196727	17,553
Bethany Christian Services of Georgia	31-1284895	7,142
Bethany Christian Services of Hampton Roads	93-1210125	9,997
Bethany Christian Services of Maryland	31-1282580	22,238
Bethany Christian Services of Missouri	38-3352094	5,136
Beyond Emancipation	94-3219520	5,065
Big Brothers Big Sisters of the Bay Area	23-7108045	12,250
Bishop McNamara High School	52-0805939	62,905
Black Adoption Placement & Research Center	94-2910400	7,471
Blind Babies Foundation	94-1158630	27,516
Blue Ridge Assistance Dogs, Inc.	54-1860810	6,187
Bonita House, Inc.	94-1735133	5,345
Bonnie J. Addario A Breath Away from the Cure Foundation	20-4417327	5,722
Bowie Crofton Pregnancy Center	52-1436787	23,601
Boys & Girls Clubs of San Francisco	94-1156608	8,106
Breast Cancer Emergency Fund	20-3203899	25,267
Breast Cancer Fund	94-3155886	12,299
California Law Enforcement "Wish Upon A Star"	94-2904385	28,010
Calvary Women's Services	52-1307706	40,306
Canine Companions for Independence	94-2494324	7,991
Canine Partners of the Rockies, Inc.	75-3025982	13,593
CASA of Clackamas County	93-1105205	5,282
Cat Adoption Team	20-0773189	20,493
Catholic Urban Programs	27-1442590	15,306
Cats In Need (a.k.a. NEADY Cats Corp)	04-3509327	6,978
Cats on Death Row	27-2033192	7,303
Catskill Animal Sanctuary	14-1827972	5,090

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Catty Shack Ranch Wildlife Sanctuary	59-3698971	6,792
Central Virginia Battlefields Trust, Inc.	54-1828344	12,755
Chihuahua & Small Dog Rescue, Inc.	20-3492450	14,254
ChildKind	58-1800382	12,132
Children's Cancer Center, Inc.	59-1779035	10,437
Children's Hospital Medical Center Foundation	94-1657474	22,809
Children's Oncology Services of Massachusetts	04-2627411	6,928
Chinese Culture And Community Service Center, Inc. (CCACC)	52-1307918	38,181
Chinese For Affirmative Action	94-2161304	6,203
Circle of Concern	23-7085010	13,512
CityTeam Ministries	94-1501265	29,735
Common Good City Farm	80-0365344	10,357
Community Family Life Services	52-0910609	9,690
Community Services for Autistic Adults and Children (CSAAC)	52-1263443	26,369
Connecticut National Guard Foundation, Inc.	91-2188542	6,349
Countymeals-on-Wheels	94-2651065	17,121
Court Appointed Special Advocates	13-3172387	15,115
Court Appointed Special Advocates of Montgomery County	52-1639595	8,481
Covenant House California	13-3391210	21,016
Covenant House Florida	59-2323607	17,754
Covenant House New York	13-3076376	7,898
Covenant House Washington	13-3537709	44,178
Deaf Outreach/A. Eugene Hoeper Foundation	52-1560101	6,121
Diabetes Society Of Santa Clara Valley	94-6098112	25,741
Dogs & Cats Stranded on the Streets	27-2063483	5,352
Dogs for Diabetics, Inc.	20-2250869	9,407
Dogs On Death Row	20-5530700	19,339
Downtown Cluster Of Congregations	52-1338443	7,357
Dream-A-Wish Foundation	59-3436624	11,810
E2 Foundation	93-1156859	5,325
East Bay SPCA - Oakland SPCA/Tri-Valley SPCA	94-1322202	18,622
Empty Stocking Fund	23-7159125	13,014
Enchanted Closet	06-1703633	20,380
Exotic Feline Breeding Compound	95-3808610	15,718
Families And Friends Of Violent Crime Victims	91-0993005	5,005
Families of Children Under Stress	58-1577602	9,258
Feed My People	43-1264877	16,708
Filipino American International Youth Development Foundation	32-0255827	48,421
Fisher House/Naval Medical Center San Diego	95-1645429	42,915
Florida Wildlife Care, Inc.	59-3178292	7,732
Food For Survival, Inc.	13-3179546	41,474
Foodbank of Southern California	95-3557056	40,928
Forestville Pregnancy Center, Inc.	52-1299511	16,999
Founders Benefactors Supervisors & Friends of Frying Pan Farm Park, Inc	54-2000959	13,130
Franciscan Outreach Association	36-2928835	5,630
Friends & Foundation of The San Francisco Public Library	94-6085452	5,828
Friends of San Francisco Animal Care and Control	94-3371620	7,000
Furkids	01-0766844	42,497
George Mark Children's House	94-3255845	5,623
Good Samaritan Health Center	58-2373395	13,862
Greater Bay Area Make A Wish Foundation Inc.	94-2958481	34,730
Greenhill Humane Society, SPCA	93-0467412	20,642
Guide Dogs for the Blind	94-1196195	8,721
H.O.R.S.E. (Helpers, Organizing, Rescue, Service, Education)	59-3718855	13,763
Habitat For Humanity-Spokane	94-3066722	8,586
Haight Ashbury Free Clinics	94-6129071	5,739
Halifax Humane Society	59-0530990	7,160
Heartbeat Serving Wounded Warriors	03-0547294	12,102
Hebrew Home for Aged Disabled	94-0545320	5,441

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Hispanic Scholarship Fund	52-1051044	8,259
Homeless Children's Network	94-3266686	5,082
Hopelink	91-0982116	52,621
Hospice by the Bay	94-2890791	8,630
Hospice of Contra Costa	94-2515405	16,061
Hospice, Pathways Hospice Foundation	77-0280660	5,187
Housing Unlimited, Inc.	52-1760774	5,107
Humane Society for Larimer	84-0611804	11,434
Humane Society of Greater Miami and Adopt-A-Pet	59-0711176	19,233
Humane Society of Missouri	43-0652638	21,436
Humane Society of New York	13-1624041	24,360
Humane Society Of Santa Clara Valley	94-1196215	23,362
Humane Society of Sonoma County	94-6001315	9,225
IONA Senior Services	52-1039553	19,428
Islamic-American Zakat Foundation	52-1492341	56,541
Jubilee Housing, Inc.	52-0986261	12,137
Junior Blind of America	95-1977659	7,568
Juvenile Diabetes Research Foundation	23-1907729	19,636
Kamp Kriiter Rescue Foundation	61-1467958	6,556
Kennedy Krieger Foundation	52-1734695	22,459
Kin On Community Health Care	91-1286273	8,153
Kin On Health Care Center	91-1620786	16,628
Knights Of Virginia Assistance For The Retarded (KOVAR)	23-7337216	88,092
Larimer County Search & Rescue	74-2236513	9,961
Laurel Advocacy & Referral Services	52-1537336	42,580
Laurel Pregnancy Center	52-1608500	19,941
Lavender Youth Recreation & Information Center	94-3227296	6,607
League for Animal Protection, Inc.	54-1677579	6,197
Legal Aid for Washington Fund (LAW)	94-3131284	15,070
Life Enhancement Awards Fund, Inc.	20-2652012	5,779
Lighthouse for the Blind	91-0295070	6,650
Lindsay Wildlife Museum	94-6104179	5,605
Literacy Volunteers of America – National Capital Area	52-1531325	14,886
Little Wishes	52-2386886	5,127
Los Angeles Mission	95-3134049	32,146
Los Angeles Regional Foodbank	95-3135649	54,006
Lupus Foundation Of Northern California	94-2469741	17,980
Manna, Inc.	52-1260698	19,946
Marin Community Food Bank	68-0044262	16,278
Marin Humane Society	94-1156562	5,211
Marine Corps Heritage Foundation	26-0803466	19,242
Marine Mammal Center	51-0144434	5,569
Maryville Academy	36-2170873	15,031
Meals on Wheels of Contra Costa, Inc.	68-0231350	27,773
Meals on Wheels of Metro Tulsa	73-1125389	16,834
Meals On Wheels Of San Francisco	94-1741155	17,336
Medical Teams International	93-0878944	6,578
Merit School of Music	36-3028768	7,613
Mile High Down Syndrome Association	74-2237307	9,746
Millionair Club, Inc.	91-0607513	8,580
MSPCA/Massachusetts Society For The Prevention Of Cruelty To Animals	04-2103597	34,781
National Foundation for Animal Rescue	51-0486475	11,933
Neighbor To Family	36-4354882	5,779
Neurofibromatosis, Inc. Mid-Atlantic	22-2580179	16,371
Northern Illinois Food Bank	36-3203648	45,733
Northwest Burn Foundation	91-1204009	6,696
Northwest Organization for Animal Help (NOAH)	91-1362069	31,266
Oklahoma Baptist Homes for Children	73-1435473	8,454
Operation Food Search	43-1241854	31,213

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Operation Homefront	01-0777850	16,063
Operation Homefront - Delaware Inc.	20-3491357	6,183
Operation Homefront - Florida, Inc.	26-2289875	12,295
Operation Homefront - Georgia	20-2716275	21,302
Operation Homefront - Hampton Roads Inc.	20-5695927	17,029
Operation Homefront - San Diego, Inc.	20-3051279	16,529
Operation Homefront of Washington, Inc.	27-1132675	39,028
Operation Homefront-DC Metro Inc.	03-0609399	27,305
Oregon Humane Society	93-0386880	99,171
Orlando Union Rescue Mission	59-1035082	13,085
Pacific Science Center	91-0750867	8,117
Page Ahead Children's Literacy Program	91-1600084	8,799
Parent Encouragement Program (PEP) Inc.	52-1379642	14,613
Pasadena Humane Society	95-1643344	6,342
Paws'itive Teams, Inc.	33-0851474	9,064
Pawsitive Alliance	84-1679356	11,009
Pet Over-Population Prevention Advocates (POPPA), Inc.	93-1316924	5,561
Pets In Need	94-6139667	12,276
Philippine Children's Fund of America	94-3162880	6,890
Phillips Programs for Children & Families	54-0833311	16,545
Planned Parenthood Chicago Area	36-2170901	16,411
Planned Parenthood Los Angeles	95-2408623	15,661
Planned Parenthood Of San Diego And Riverside Counties	95-6111785	20,497
Planned Parenthood Of The St. Louis Region	43-0652666	23,665
Planned Parenthood: Shasta-Diablo	94-1575233	19,827
Pregnancy Aid Centers, Inc.	23-7418649	13,889
Prevent Child Abuse Virginia	54-1149882	8,202
Preventing Euthanasia Through Rescue	27-0225418	7,044
Project Angel Food	95-4115863	14,985
Project Open Hand	94-3023551	44,591
Project Wildlife	95-3005393	11,019
Rainbows - Hampton Roads	00-0002034	5,549
Rebuilding Together San Francisco (formerly Christmas in April)	94-3107808	5,572
Redwood Gospel Missions	94-6122045	9,346
Roanoke Valley Horse Rescue	02-0654488	17,398
Rocky Mountain Rescue Group	84-6036199	7,823
Ronald McDonald House Charities of Chicagoland and Northwest Indiana (RMHC-CNI)	36-3532553	10,541
Ronald McDonald House Charities of South Florida, Inc.	59-1899866	5,728
Ronald McDonald House Charities of Western Washington	91-1061043	20,710
Ronald McDonald House Of San Francisco	94-2951627	20,124
Rose Resnick LightHouse for the Blind and Visually Impaired	94-1415317	7,080
Sacramento SPCA	94-1312343	137,524
Safe Alternatives to Violent Environments (SAVE)	94-2520559	8,322
Sakura Kai	94-2258682	7,865
San Diego Military Outreach Ministries	76-0817487	6,675
San Francisco AIDS Foundation	94-2927405	16,184
San Francisco Child Abuse Prevention Center	94-2455072	8,310
San Francisco Food Bank	94-3041517	120,612
San Francisco General Hospital Foundation	94-3189424	35,647
San Francisco Police Activities League	94-6106198	14,178
Seattle Milk Fund	91-0619698	5,260
Second Chance for Strays Inc.	59-3609184	10,218
SEEC Corporation	52-1557285	10,991
Shady Grove Adventist Hospital	52-1216429	6,656
Shady Grove Pregnancy Center	52-1308640	24,809
Shepherd's Gate	94-2902803	11,732
Shriners Hospital for Children - Portland	00-0002027	5,425
Shriners Hospitals for Children - Tampa	00-0002024	11,905
Side By Side, Inc.	26-0573831	8,778

Local Independent Charities of America
94-3042430

Form 990, Schedule I, Part II
Form 199, Part II, Line 9

Name of Organization	EIN	Amount of Grant
Sisters4Sisters, Inc.	48-1279445	21,176
Society of St. Vincent de Paul Council of the Seattle Area	91-0583891	24,500
Soldiers Undertaking Disabled SCUBA Diving, Inc. (SUDS)	26-1315733	15,920
Southern California Hospice Foundation	04-3720198	7,203
SPCA/San Francisco Society for the Prevention of Cruelty to Animals	94-0836580	29,143
Special Olympics Northern California	68-0363121	11,421
Special Olympics Oklahoma	23-7174120	7,410
St. Anthony's Foundation	94-1513140	65,228
St. Coletta's Of Illinois	36-2171735	7,944
St. Joseph's Catholic School	52-0735883	18,420
St. Luke's House, Inc.	52-0937199	21,431
St. Vincent de Paul Society Of Baltimore	52-0597056	93,034
Street Sense	20-1297050	46,718
Summit Assistance Dogs	91-2048706	25,512
Support Our Troops - California Chapter, Inc.	20-5098605	44,469
Support Our Troops - Georgia Chapter, Inc.	20-5098716	20,714
Support Our Troops - Maryland Chapter, Inc.	20-5622170	10,276
Support Our Troops - Missouri Chapter, Inc.	68-0631593	7,781
Support Our Troops - Virginia Chapter, Inc.	20-5098731	11,155
Support Our Troops - Washington Chapter	20-5090232	5,754
Support Our Troops, Inc - Oklahoma Chapter	00-0002065	5,251
Support Our Troops, Inc. - Colorado Chapter	00-0002067	10,690
Supporters of the San Francisco Police Department Wilderness Program	94-3197237	8,907
United Methodist Family Services	54-0505969	14,654
Vietnam Veterans Of California	94-2699571	27,534
Virginia Baptist Children's Home and Family Services	54-0515739	5,957
Volunteer Way	59-3555687	8,518
Washington State Coalition Against Domestic Violence	91-1507028	5,063
Wayside Waifs	44-0605374	119,321
Willamette Humane Society	93-0577975	26,157
Wishing Well, Inc.	42-1622383	35,598
Women's Cancer Resource Center	94-3131204	9,589
Workers' Children's Fund	94-3048844	41,720
Yosemite Fund	94-3058041	6,952
Total		<u>\$5,453,889</u>



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February 28, 2013

Ms. Angela Calvillo
Clerk of the Board of Supervisors
City and County of San Francisco
City Hall, Room 244
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2013 FEB 28 PM 1:37

Dear Ms. Calvillo:

EarthShare California hereby applies for inclusion in the 2013 Employee Joint Fundraising Drive.

EarthShare California is a charitable federation representing environmental and conservation organizations and meets the requirements for participating in the Annual Drive. Specifically:

- EarthShare California is a federated agency representing more than ten IRS tax-exempt charitable organizations, of which more than 50 percent are located in the Bay Area counties of San Francisco, San Mateo, Santa Clara, Alameda, Contra Costa and Marin. A list of our member organizations is enclosed, those located in the six above named counties are indicated with an "x"
- EarthShare California was founded in 1982 and has been in existence with ten or more qualified charities since that time. A copy of our IRS 501(c)(3) determination letter dated 2000 (referencing the original determination date of 1982) and a copy of our Letter of Incorporation in California dated 1982 are enclosed.
- Our most recent audited financial statement and IRS Form 990 are enclosed.

Since 1985, we have enjoyed partnering with the City and County of San Francisco on the Annual Fund Drive. We look forward to participating in the 2013 charitable giving campaign.

Thank you for your consideration of our application. Should you have any questions, please contact me.

Sincerely,

Dave Coyle
Associate Director, EarthShare California
dave@earthshareca.org
Phone 415- 981-1999 ext 305

Internal Revenue Service

Department of the Treasury

P. O. Box 2508
Cincinnati, OH 45201

Date: May 2, 2000

Person to Contact:
Tonya Martin 31-03017
Customer Service Representative
Toll Free Telephone Number:
8:00 a.m. to 9:30 p.m. EST
877-829-5500
Fax Number:
513-263-3756
Federal Identification Number:
94-2840364

Environmental Federation of California
Earth Share of California
49 Powell St. 510
San Francisco, CA 94102-2811

Dear Sir or Madam:

This letter is in response to your telephone call requesting a copy of your organization's determination letter. This letter will take the place of the copy you requested.

Our records indicate that a determination letter issued in November 1982 granting your organization exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code. That letter is still in effect.

Based on information subsequently submitted, we classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because it is an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

This classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's sources of support, or its character, method of operations, or purposes have changed, please let us know so we can consider the effect of the change on the exempt status and foundation status of your organization.

Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of \$20 a day, up to a maximum of \$10,000, when a return is filed late, unless there is reasonable cause for the delay.

All exempt organizations (unless specifically excluded) are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more paid to each employee during a calendar year. Your organization is not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, these organizations are not automatically exempt from other federal excise taxes.

Donors may deduct contributions to your organization as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to your organization or for its use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

TOTAL P.03

-2-

Environmental Federation of California
94-2840364

Your organization is not required to file federal income tax returns unless it is subject to the tax on unrelated business income under section 511 of the Code. If your organization is subject to this tax, it must file an income tax return on the Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your organization's present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

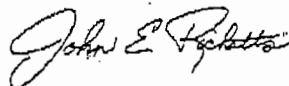
The law requires you to make your organization's annual return available for public inspection without charge for three years after the due date of the return. You are also required to make available for public inspection a copy of your organization's exemption application, any supporting documents and the exemption letter to any individual who requests such documents in person or in writing. You can charge only a reasonable fee for reproduction and actual postage costs for the copied materials. The law does not require you to provide copies of public inspection documents that are widely available, such as by posting them on the Internet (World Wide Web). You may be liable for a penalty of \$20 a day for each day you do not make these documents available for public inspection (up to a maximum of \$10,000 in the case of an annual return).

Because this letter could help resolve any questions about your organization's exempt status and foundation status, you should keep it with the organization's permanent records.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

This letter affirms your organization's exempt status.

Sincerely,



John E. Ricketts
Director, TE/GE CAS

1118060

ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL FEDERATION OF CALIFORNIA

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
JUL 26 1982
MARCH FONG EU, Secretary of State
Phyllis E. Biaggi
Deputy

I.

The name of this corporation is Environmental Federation of California.

II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and public purposes.

B. The specific purpose of this corporation is to bring together various entities for the purpose of protecting and enhancing the environment through various cooperative programs.

III.

The name and address in the State of California of this corporation's initial agent for service of process are: Patricia L. Wells, 2606 Dwight Way, Berkeley, California 94704.

IV.

A. This corporation is organized and operated exclusively for charitable and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in accordance with elections duly made pursuant to Section 501(h) of the Internal Revenue Code and Section 23704.5 of the California Revenue and Taxation Code. This corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V.

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member hereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

DATED: July 23, 1982

Gail E. Giboney
GAIL E. GIBONEY

DATED: July 27, 1982

Judith D. Small
JUDITH D. SMALL

The undersigned hereby declare that they are the persons who executed the foregoing Articles of Incorporation, which execution is their act and deed.

Gail E. Giboney
GAIL E. GIBONEY

Judith D. Small
JUDITH D. SMALL

2013

Earth Share of California Member Organizations

Organization	Located in 6 counties
African Wildlife Foundation	
American Farmland Trust	
American Forests	
American River Conservancy	
American Rivers	x
Anza-Borrego Foundation	
Bay Area Ridge Trail Council	x
Baykeeper	x
Beyond Pesticides	
Butte Environmental Council	
California Native Plant Society	x
California Trout (no longer a member)	x
California Waterfowl Association (No longer a member)	
Californians Against Waste Foundation	
Center for Health, Environment and Justice	x
Clean Water Fund	x
Communities for a Better Environment	x
Conservation Fund, The	x
Conservation International	
Defenders of Wildlife	
Desert Tortoise Preserve Committee	
Earth Day Network	
Earth Island Institute	x
Ecology Center	x
Environmental and Energy Study Institute	
Environmental Defense Fund	x
Environmental Defense Center	
Environmental Law Institute	
Friends of the Earth	x
Friends of the River	
Golden Gate Audubon Society	x
Golden Gate National Parks Conservancy	x
Greater Los Angeles Zoo Association (no longer a member)	
Greenbelt Alliance	x
Heal The Bay	
INFORM, Inc. Jane Goodall Institute	
Izaak Walton League of America	
Land Trust Alliance	
League to Save Lake Tahoe	
Marin Agricultural Land Trust	x
Marin Audubon Society	x
Marin Conservation League	x
Mountain Lion Foundation	

Bay Area

(more) →

National Audubon Society	x
National Parks Conservation Association	x
National Wildlife Federation	
Natural Resources Defense Council	x
Nature Conservancy of California	x
Ocean Conservancy	
Organic Farming Research Foundation	x
Our City Forest	x
Pacific Environment	x
Peregine Fund	
Pesticide Action Network	x
Placer Land Trust	
Planning and Conservation League Foundation	
Rails-To-Trails Conservancy	x
Rainforest Action Network	x
Rainforest Alliance	
Rocky Mountain Institute	
Sacramento Tree Foundation	x
San Diego Coastkeeper (San Diego Baykeeper)	
San Geronio Wilderness Association	
San Jose Conservation Corps	x
Save Our Shores	x
Save the Bay	x
Sierra Club Foundation	x
Slide Ranch	x
Student Conservation Association	x
Surfrider Foundation	x
Trust for Public Land - CA	x
Union of Concerned Scientists	x
US PIRG Education Fund	x
Wildlife Conservation Society	
World Wildlife Fund	

**ENVIRONMENTAL FEDERATION
OF CALIFORNIA, INC.
(Operating as EarthShare California)**

FINANCIAL STATEMENTS

**For the Years Ended
June 30, 2011 and 2010**

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Statements of Cash Flows	4
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Independent Auditors' Report

Board of Directors
Environmental Federation of California, Inc.

We have audited the accompanying statements of financial position of Environmental Federation of California, Inc. (operating as EarthShare California) as of June 30, 2011 and 2010, and the related statements of activities, cash flows and functional expenses for the years then ended. These financial statements are the responsibility of Environmental Federation of California, Inc.'s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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 organization'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 financial statements referred to above present fairly, in all material respects, the financial position of Environmental Federation of California, Inc. as of June 30, 2011 and 2010, 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 of America.

Bregante + Company LLP

San Francisco, California

December 20, 2011

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

STATEMENTS OF FINANCIAL POSITION

June 30, 2011 and 2010

	2011	2010
ASSETS		
Assets:		
Cash	\$ 499,661	\$ 615,197
Pledges receivable, net of allowance for uncollectible pledges of \$86,104 and \$128,224	766,117	822,068
Accounts receivable	389	375
Prepaid expenses	5,133	4,784
Property and equipment, net of accumulated depreciation of \$46,618 and \$97,409	-	592
Deposits	2,019	2,106
	<u>\$ 1,273,319</u>	<u>\$ 1,445,122</u>
Total assets		
LIABILITIES AND NET ASSETS		
Liabilities:		
Accounts payable and accrued liabilities	\$ 24,687	\$ 24,864
Campaign proceeds payable, net	926,514	1,047,619
Affiliation fees payable to national confederation	48,506	53,417
	<u>999,707</u>	<u>1,125,900</u>
Total liabilities		
Net assets:		
Unrestricted	266,901	315,332
Temporarily restricted	6,711	3,890
	<u>273,612</u>	<u>319,222</u>
Total net assets		
Total liabilities and net assets	<u>\$ 1,273,319</u>	<u>\$ 1,445,122</u>

See accompanying notes and auditors' report.

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

STATEMENTS OF ACTIVITIES

For the Years Ended June 30, 2011 and 2010

	2011		2010	
	Unrestricted	Temporarily restricted	Unrestricted	Temporarily restricted
Support and revenue:				
Campaign revenue:				
Campaign results (gross)	\$ 1,456,484	-	\$ 1,456,484	-
Total shrinkage	<u>(52,466)</u>	<u>-</u>	<u>(52,466)</u>	<u>-</u>
Net total pledges	1,404,018	-	1,404,018	-
Less designations to others	(981,709)	-	(981,709)	-
Shrinkage on designated to others	36,045	-	36,045	-
Net designations to other	<u>(945,664)</u>	<u>-</u>	<u>(945,664)</u>	<u>-</u>
Net undesignated pledges	458,354	-	458,354	-
Other revenue:				
Administrative fees for raising funds on behalf of others	422,704	-	422,704	-
Contributions	36,895	-	36,895	-
Membership fees	5,000	-	5,000	-
Grants	2,864	6,000	8,864	-
Interest and dividend income	1,054	-	1,054	-
Net assets released from restrictions:				
Satisfaction of program restrictions	3,179	(3,179)	-	-
Total support and revenue	<u>930,050</u>	<u>2,821</u>	<u>932,871</u>	<u>-</u>
Expenses:				
Program services:				
Undesignated campaign proceeds distributions	458,354	-	458,354	-
Other program expenses	<u>361,064</u>	<u>-</u>	<u>361,064</u>	<u>-</u>
Total program services	819,418	-	819,418	-
General and administrative	104,466	-	104,466	-
Fundraising	<u>54,597</u>	<u>-</u>	<u>54,597</u>	<u>-</u>
Total expenses	978,481	-	978,481	-
Changes in net assets	(48,431)	2,821	(45,610)	1
Net assets, beginning of year	<u>315,332</u>	<u>3,890</u>	<u>319,222</u>	<u>8,556</u>
Net assets, end of year	<u>\$ 266,901</u>	<u>\$ 6,711</u>	<u>\$ 273,612</u>	<u>\$ 3,890</u>
			<u>Unrestricted</u>	<u>Temporarily restricted</u>
			<u>Total</u>	<u>Total</u>
			\$ 1,659,255	-
			<u>(87,809)</u>	<u>-</u>
			1,571,446	-
			<u>(1,150,390)</u>	<u>-</u>
			62,817	-
			<u>(1,087,573)</u>	<u>-</u>
			483,873	-
			470,320	-
			69,768	-
			-	-
			1,552	-
			3,306	-
			4,666	(4,666)
			<u>1,033,485</u>	<u>(4,666)</u>
			483,873	-
			<u>371,725</u>	<u>-</u>
			855,598	-
			102,936	-
			<u>70,284</u>	<u>-</u>
			1,028,818	-
			4,667	(4,666)
			<u>310,665</u>	<u>8,556</u>
			<u>\$ 315,332</u>	<u>\$ 3,890</u>
			<u>\$ 1,028,818</u>	<u>\$ 319,222</u>

See accompanying notes and auditors' report.

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

STATEMENTS OF CASH FLOWS

For the Years Ended June 30, 2011 and 2010

	2011	2010
Cash flows from operating activities:		
Changes in net assets	\$ (45,610)	\$ 1
Adjustments to reconcile changes in net assets to net cash used by operating activities:		
Depreciation	592	790
(Increase) decrease in assets:		
Pledges receivable, net	55,951	50,294
Accounts receivable	(14)	6,643
Prepaid expenses	(349)	4,378
Deposits	87	(188)
Increase (decrease) in liabilities:		
Accounts payable and accrued liabilities	(177)	(2,431)
Campaign proceeds payable, net	(121,105)	(92,963)
Affiliation fees payable to national confederation	(4,911)	(9,470)
Total adjustments	(69,926)	(42,947)
Net cash used by operating activities	(115,536)	(42,946)
Net decrease in cash	(115,536)	(42,946)
Cash, beginning of year	615,197	658,143
Cash, end of year	\$ 499,661	\$ 615,197

Noncash investing activities:

Fully depreciated equipment with an original cost of \$51,383 was retired during the year ended June 30, 2011.

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

STATEMENTS OF FUNCTIONAL EXPENSES

For the Years Ended June 30, 2011 and 2010

	2011			2010				
	Other Program Expenses	General and Administrative	Fundraising	Total	Other Program Expenses	General and Administrative	Fundraising	Total
Salaries and related expenses	\$ 249,776	\$ 78,920	\$ 49,260	\$ 377,956	\$ 252,677	\$ 57,661	\$ 65,398	\$ 375,736
Affiliation fees	49,718	-	-	49,718	51,627	-	-	51,627
Telephone	21,865	4,042	1,316	27,223	19,839	3,851	1,092	24,782
Program expenses	16,331	-	-	16,331	18,877	-	-	18,877
Accounting	-	10,000	-	10,000	-	28,500	-	28,500
Telephone	6,352	429	1,311	8,092	6,786	464	1,964	9,214
Office and computer supplies	5,639	639	1,098	7,376	8,206	452	1,002	9,660
Travel	6,005	119	257	6,381	6,418	-	306	6,724
Bank charges	-	4,181	-	4,181	-	4,477	-	4,477
Meetings and conferences	936	1,983	1,018	3,937	282	3,139	185	3,606
Postage and delivery	3,179	64	70	3,313	3,237	126	57	3,420
Insurance	-	2,610	-	2,610	-	2,668	-	2,668
Depreciation	513	49	30	592	685	66	39	790
Miscellaneous	750	1,430	237	2,417	3,091	1,532	241	4,864
Total	\$ 361,064	\$ 104,466	\$ 54,597	\$ 520,127	\$ 371,725	\$ 102,936	\$ 70,284	\$ 544,945

See accompanying notes and auditors' report.

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

NOTES TO FINANCIAL STATEMENTS

June 30, 2011 and 2010

NOTE A -- Nature of the Federation

Environmental Federation of California, Inc. (the Federation), which operates as EarthShare California, was established in 1982 as a coalition of various independent environmental groups (affiliated organizations). The primary purpose of the Federation is to broaden its affiliates' financial support by obtaining access to and coordinating participation in corporate and governmental payroll deduction fundraising campaigns throughout California. This support will help: (1) prevent human health problems from air, water and toxic pollution; (2) preserve and conserve fresh water, marine and land resources; and (3) develop educational programs which promote a sound and balanced use of our natural resources. The Federation represents 88 environmental organizations in over 180 workplace-giving campaigns.

For an organization to be accepted in the Federation, the organization must meet the qualifications specified in the Federation's by-laws. The Board of Directors determines the acceptance of a new member organization. The new member organizations are required to pay a joining fee of \$5,000 plus 10% of their respective net income from distributions for the first three years. Member organizations are required to perform a minimum of 30 service hours per year. Undesignated monies, less expenses, are normally divided 60/40 between local/common members and national members. The Federation can choose to apply for a different split, on a year-by-year basis (See Note H). Local and common members receive an equal share of the Federation's undesignated monies less expenses and any other member fees levied by the Board of Directors. There are currently 48 local and common members in the Federation.

NOTE B -- Summary of significant accounting policies

Basis of accounting

The Federation maintains its accounting records and prepares its financial statements on the accrual basis.

Cash and cash equivalents

For the purposes of the Statements of Cash Flows, the Federation considers cash and cash equivalents to consist of demand deposits as well as cash on hand.

Pledges

Unconditional promises to give (pledges) are all expected to be collected within one year and are recorded at their net realizable value, net of uncollectible pledges. Conditional promises to give are not included as contributions until such time as the conditions are substantially met.

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

NOTES TO FINANCIAL STATEMENTS (Continued)

June 30, 2011 and 2010

NOTE B -- **Summary of significant accounting policies** (continued)

Allowance for uncollectible pledges

The allowance for uncollectible pledges is an estimate of annual campaign payroll pledges receivable that will not be collected. The estimate is based on collection history of prior year campaigns and is offset against campaign contribution revenue.

Fair value of financial instruments

The carrying amount of cash, pledges and accounts receivable, prepaid expenses and payables are stated at a fair value or approximate fair value.

Property and equipment

Property and equipment with useful lives of greater than one year costing \$1,000 or more are capitalized and are recorded at cost, or fair value if donated. Capitalized property and equipment are depreciated over their estimated useful lives of three to seven years on the straight-line basis. Donated material and equipment are recorded as contributions at their estimated value on the date of receipt.

Net assets

The Federation classifies its net assets and activities into one of three categories:

Unrestricted: Those net assets and activities which represent the portion of expendable funds available to support operations. A portion of these net assets may be designated by the Board of Directors for specific purposes.

Temporarily restricted: Those net assets and activities which are donor-restricted for: (a) support of specific operating activities; (b) investment for a specified term; (c) use in a specified future period; or (d) acquisition of long-lived assets. The Federation had \$6,711 and \$3,890 of net assets temporarily restricted for specific activities and future periods at June 30, 2011 and 2010, respectively.

Permanently restricted: Those net assets and activities which are permanently donor-restricted for holdings of: (a) assets donated with stipulations that they be preserved and not be sold; or (b) assets donated with stipulations that they be invested to provide a permanent source of income. The Federation has no permanently restricted net assets at June 30, 2011 and 2010.

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

NOTES TO FINANCIAL STATEMENTS (Continued)

June 30, 2011 and 2010

NOTE B -- Summary of significant accounting policies (continued)

Net assets (continued)

The expiration of a donor-imposed restriction on a contribution is recognized in the period in which the restriction expires. This occurs by increasing unrestricted net assets and decreasing temporarily restricted net assets in the Statements of Activities, and the release from restrictions is reported separately from other transactions.

Recognition of public support and allocations

The annual campaigns at worksites are conducted primarily in the fall of each year to raise support for allocations to the affiliated organizations. Donor contribution revenue is recognized as pledges are made based on donor pledge forms or employer summarized information. For campaigns where there is no such information, pledges are estimated based on prior year actual collections and allocations.

Contributions are allocated to affiliated organizations to the extent the donor designates a preference. Each member organization is distributed a proportionate share of receipts based on donor designations to each member.

Affiliated organizations also receive contributions directly from donors or third-party processors that are attributable to the Federation's annual worksite campaigns. The affiliated organizations are required to send these contributions to the Federation, so that these amounts may be recognized in the Federation's gross campaign results, and distributed appropriately. Management believes that not all of these direct payments are properly routed through the Federation, and the amounts may be significant, but difficult to ascertain. Net undesignated pledges are not affected by the shortfall of direct payments.

Grants

Grants are recorded as revenue in accordance with generally accepted accounting principles. Revenue that is donor-restricted is included in temporarily restricted net assets. As the restrictions are met, the revenue is shown as a release from restrictions and transferred from temporarily restricted net assets to unrestricted net assets.

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

NOTES TO FINANCIAL STATEMENTS (Continued)

June 30, 2011 and 2010

NOTE B -- **Summary of significant accounting policies** (continued)

Contributed goods and services

The Federation's policy is to recognize the fair value of certain contributed goods and services received as both a revenue and an offsetting expense in accordance with generally accepted accounting principles. Such donations are reported as unrestricted support unless the donor has restricted the donated asset to a specific purpose. During the year ended June 30, 2011, the value of contributed goods included as in kind donations in the accompanying financial statements was \$1,249 and consisted of an iPad and tickets to an event. There were no contributed goods and services required to be recorded during the year ended June 30, 2010. Other notable volunteer time that does not require recognition in the financial statements totaled over 1,720 and 1,780 hours during the years ended June 30, 2011 and 2010, respectively. The hours contributed were mainly devoted to speaker workplace presentations during campaigns and participation in the Federation's Board of Directors.

Functional allocation of expenses

The costs of providing the program services and supporting activities of the Federation are summarized in the Statements of Activities and in the Statements of Functional Expenses. Expenses that can be directly identified with a specific function are allocated directly to that function. Expenses that cannot be directly identified with a specific function are allocated among the program services and the supporting activities benefited. Occupancy related expense allocation is based on the square footage of the space used. Personnel related expense allocation is based on the staff time spent on each function.

The Federation reports its expenses on a functional basis as follows:

- Program services include specific campaign activities and educational efforts on the part of the Federation, as well as activities dealing with and providing information and referral for member agencies. Additionally, program services also include activities expenses related to the management of existing campaigns.
- Fundraising represents the costs related to attracting new campaigns and raising funds for internal operations. The fundraising activities include soliciting gifts, special events, writing grants and direct mail solicitation.
- General and administrative relates to all Federation overhead activities, including management and general aspects that are not related to fundraising or program activities.

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

NOTES TO FINANCIAL STATEMENTS (Continued)

June 30, 2011 and 2010

NOTE B -- Summary of significant accounting policies (continued)

Income taxes

The Federation is a tax-exempt organization under the provisions of Internal Revenue Code Section 501(c)(3) and Section 23701d of the California Revenue and Taxation Code. Accordingly, no provision for income taxes has been reflected in these financial statements.

The Federation believes it has appropriate support for the income tax positions taken, and, as such, does not have any uncertain tax positions that result in a material impact on the Federation's financial statements.

Use of estimates

Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from management's estimates. Significant estimates include accrual of pledges receivable and the provision for uncollectible pledges.

Reclassification of financial statements

Certain reclassifications have been made to the financial statements for the year ended June 30, 2010 to conform to the year ended June 30, 2011 financial statement presentation. These reclassifications have no effect on net assets as previously reported.

NOTE C -- Concentration of credit risk

Financial instruments that potentially subject the Federation to a concentration of credit risk consist primarily of cash and pledges receivable. The Federation maintains its cash in several accounts at one bank. The combined balance at times may exceed federally insured limits. The Federation has not experienced any losses in these cash accounts and believes it is not exposed to any significant credit risk.

Pledges receivable consist of promises from individuals to give through workplace giving campaigns. A shrinkage allowance is recognized for expected uncollectable pledges. Management does not expect actual results to differ significantly from net pledge revenue recognized.

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

NOTES TO FINANCIAL STATEMENTS (Continued)

June 30, 2011 and 2010

NOTE D -- Property and equipment

Property and equipment at June 30 consist of the following:

	2011	2010
Computer equipment	\$ 10,863	\$ 19,838
Software	29,626	55,607
Office equipment	5,189	21,616
Furniture and fixtures	940	940
	46,618	98,001
Less accumulated depreciation	(46,618)	(97,409)
Property and equipment, net	\$ -	\$ 592

Depreciation expense for the years ended June 30, 2011 and 2010 was \$592 and \$790, respectively.

NOTE E -- Temporarily restricted net assets

Temporarily restricted net assets consisted of \$6,711 and \$3,890 for investment in technology infrastructure at June 30, 2011 and 2010, respectively.

NOTE F -- Lease commitments

The Federation has a lease for its San Francisco office which expires on May 31, 2013. The Federation also rents storage space on a month-to-month basis.

The future minimum lease payments attributable to the facility lease are as follows:

<u>Years Ending June 30,</u>	
2012	\$ 25,639
2013	24,147
	\$ 49,786

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

NOTES TO FINANCIAL STATEMENTS (Continued)

June 30, 2011 and 2010

NOTE G -- Affiliation with EarthShare National

Environmental Federation of California, Inc. and other state environmental fundraising organizations have an affiliation agreement under the name EarthShare in their own respective states. The purpose of the agreement is to create a unified environmental fundraising confederation and adopt consistent financial accounting practices and disbursement arrangements.

Under the terms of the affiliation agreement, the Federation is required to remit 4% of cash receipts related to EarthShare member groups to EarthShare National as well as 40% of undesignated campaign revenue net of overhead and other allowable expenses to the members of EarthShare National. On a year-by-year basis, the Federation can submit a request to modify the required percentage remittance of the undesignated campaign revenue remittance.

The balances and transactions under the terms of the affiliation agreement are as follows:

	2011	2010
Assets and liabilities as of June 30:		
Net campaign proceeds payable to national confederation	\$ 124,867	\$ 141,839
Affiliation fees payable to national confederation	48,506	53,417
Total due to national confederation	\$ 173,373	\$ 195,256
Revenue and expenses for the years ended June 30:		
Campaign proceeds distributions (net of fees)	\$ 91,887	\$ 107,578
Affiliation fees expense	49,718	51,627
	\$ 141,605	\$ 159,205

ENVIRONMENTAL FEDERATION OF CALIFORNIA, INC.
(Operating as EarthShare California)

NOTES TO FINANCIAL STATEMENTS (Continued)

June 30, 2011 and 2010

NOTE H -- Subsequent events

The current year allocation of undesignated campaign proceeds of \$458,354 was made based on the normal 60/40 split between local/common members and national members. On October 3, 2011, the Affiliations Committee of EarthShare National approved a 68/32 split between local/common members and national members for the undesignated campaign proceeds of the current year. This change in allocation affects only the split between the national confederation and the local/common affiliated organizations, and will have no effect on the change in net assets of the Federation. Actual allocation of disbursements of undesignated campaign proceeds made during the year ending June 30, 2012 may vary from amounts accrued at June 30, 2011.

The date to which events occurring after June 30, 2011 have been evaluated for possible adjustments to the financial statements or disclosure is December 20, 2011, which is the date on which the financial statements were available to be issued.

Return of Organization Exempt From Income Tax

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

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2010 calendar year, or tax year beginning 7/01, 2010, and ending 6/30, 2011

B Check if applicable:

Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C ENVIRONMENTAL FEDERATION OF CALIFORNIA
 DBA EARTH SHARE CALIFORNIA
 49 POWELL STREET #510
 SAN FRANCISCO, CA 94102

D Employer Identification Number
 94-2840364

E Telephone number
 415-981-1999

G Gross receipts: \$ 1,878,535.

F Name and address of principal officer: JAY EILERTSON
SAME AS C ABOVE

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

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

J Website: ▶ WWW.EARTHSHARECA.ORG

K Form of organization: Corporation Trust Association Other ▶

L Year of Formation: 1982 **M** State of legal domicile: CA

H(c) Group exemption number ▶

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>THE PRIMARY PURPOSE OF THE ORGANIZATION IS TO BROADEN ITS AFFILIATES' (501(C)(3) ORGANIZATIONS) FINANCIAL SUPPORT BY OBTAINING ACCESS TO AND COORDINATING PARTICIPATION IN CORPORATE AND GOVERNMENTAL PAYROLL DEDUCTION FUNDRAISING CAMPAIGNS.</u>	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	3 21
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 21
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5 9
	6	Total number of volunteers (estimate if necessary)	6 0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b 0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	1,642,765. 1,449,777.
	9	Program service revenue (Part VIII, line 2g)	470,320. 427,704.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,306. 1,054.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,116,391. 1,878,535.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,571,446. 1,404,018.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	375,736. 377,956.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>54,597.</u>	
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	169,208. 142,171.	
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,116,390. 1,924,145.	
19	Revenue less expenses. Subtract line 18 from line 12	1. -45,610.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 1,445,122. End of Year 1,273,319.
	21	Total liabilities (Part X, line 26)	1,125,900. 999,707.
	22	Net assets or fund balances. Subtract line 21 from line 20	319,222. 273,612.

Part II Signature Block

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

Sign Here

Signature of officer: Pat Smith Date: 3/5/12

Type or print name and title: Patricia Smith, Executive Director

Paid Preparer Use Only

Print/Type preparer's name: KENNETH A. PRESTON Preparer's signature: Ken Preston Date: 3/2/12 Check if self-employed if PTIN N/A

Firm's name: BREGANTE + COMPANY LLP, CPA'S Firm's EIN: N/A

Firm's address: 55 HAWTHORNE STREET, SUITE 910 Phone no.: 415-777-1001
SAN FRANCISCO, CA 94105

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III. []

1 Briefly describe the organization's mission:

THE PRIMARY PURPOSE OF THE ORGANIZATION IS TO BROADEN ITS AFFILIATES' (501(C)(3) ORGANIZATIONS) FINANCIAL SUPPORT BY OBTAINING ACCESS TO AND COORDINATING PARTICIPATION IN CORPORATE AND GOVERNMENTAL PAYROLL DEDUCTION FUNDRAISING CAMPAIGNS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

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

4a (Code: []) (Expenses \$ 1,765,082. including grants of \$ 1,404,018.) (Revenue \$ 427,704.) THE PRIMARY PURPOSE OF THE FEDERATION IS TO BROADEN ITS AFFILIATES' FINANCIAL SUPPORT BY OBTAINING ACCESS TO AND COORDINATING PARTICIPATION IN CORPORATE AND GOVERNMENTAL PAYROLL FUNDRAISING CAMPAIGNS. AS OF JUNE 30, 2011, THE AGENCY REPRESENTED OVER 88 ENVIRONMENTAL ORGANIZATIONS IN OVER 180 WORKPLACE GIVING CAMPAIGNS.

4b (Code: []) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code: []) (Expenses \$ including grants of \$) (Revenue \$)

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

4e Total program service expenses ▶ 1,765,082.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A.....	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions).....		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I.....		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II.....		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III.....		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I.....		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II.....		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III.....		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV.....		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V.....		X
11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI.....		X
b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII.....		X
c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII.....		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX.....		X
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X.....	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X.....	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII.....	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.....		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E.....		X
14a Did the organization maintain an office, employees, or agents outside of the United States?.....		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If 'Yes,' complete Schedule F, Parts I and IV.....		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV.....		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV.....		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions).....		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II.....		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III.....		X
20 a Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H.....		X
b If 'Yes' to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions).....		

Part IV Checklist of Required Schedules (continued)

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

BAA

Form 990 (2010)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V.

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1 b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1 c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2 b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)			
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3 b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.		
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4 b	If 'Yes,' enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5 b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5 c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
6 a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6 b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).			
7 a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7 b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
7 c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7 d	If 'Yes,' indicate the number of Forms 8282 filed during the year.		
7 e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7 f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7 g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7 h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9 Sponsoring organizations maintaining donor advised funds.			
9 a	Did the organization make any taxable distributions under section 4966?		
9 b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter:			
10 a	Initiation fees and capital contributions included on Part VIII, line 12.		
10 b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11 Section 501(c)(12) organizations. Enter:			
11 a	Gross income from members or shareholders.		
11 b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12 b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year.		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
13 a	Is the organization licensed to issue qualified health plans in more than one state?		
Note. See the instructions for additional information the organization must report on Schedule O.			
13 b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13 c	Enter the amount of reserves on hand.		
14 a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14 b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.		

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

Check if Schedule O contains a response to any question in this Part VI. X

Section A. Governing Body and Management

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year.	1a 21		
b Enter the number of voting members included in line 1a, above, who are independent.	1b 21		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	2		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6 Does the organization have members or stockholders?	6	X	
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	X	
b Each committee with authority to act on behalf of the governing body?	8b	X	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O.	9		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ▶ NONE
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. SEE SCHEDULE O
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
▶ PATRICIA SMITH 49 POWELL STREET # 510 SAN FRANCISCO CA 94102 415-981-1999

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

Check if Schedule O contains a response to any question in this Part VII

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

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MEGAN BAEHRENS BOARD MEMBER	1	X					0.	0.	0.	
(2) GEOFFREY BAUMAN TREASURER	1	X					0.	0.	0.	
(3) JENNIFER BOWEN BOARD MEMBER	1	X					0.	0.	0.	
(4) RVISRA CHIRATHIVAT AT LARGE DIR.	1	X					0.	0.	0.	
(5) ANDREW CUNNINGHAM III AT LARGE DIR.	1	X					0.	0.	0.	
(6) NONA DENNIS AT LARGE BM	1	X					0.	0.	0.	
(7) ANGEL GABRIEL GONZALES BOARD MEMBER	1	X					0.	0.	0.	
(8) RENE HAMLIN BOARD MEMBER	1	X					0.	0.	0.	
(9) MICHELLE KREMER BOARD MEMBER	1	X					0.	0.	0.	
(10) ELLEN MANCHESTER AT LARGE DIR.	1	X					0.	0.	0.	
(11) MARSHA MATHER-THRIFT FIRST VP	1	X					0.	0.	0.	
(12) SCOTT MCINTYRE PRESIDENT	1	X					0.	0.	0.	
(13) JANE MCEWAN AT LARGE BM	1	X					0.	0.	0.	
(14) ROCHELLE NASON BOARD MEMBER	1	X					0.	0.	0.	
(15) MELISSA NICHOLSON BOARD MEMBER	1	X					0.	0.	0.	
(16) CARI PORTER BOARD MEMBER	1	X					0.	0.	0.	
(17) CATHERINE RONDINARO BOARD MEMBER	1	X					0.	0.	0.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) NOEL ROBINSON BOARD MEMBER	1	X					0.	0.	0.	
(19) J. GARDNER TRIMBLE BOARD MEMBER	1	X					0.	0.	0.	
(20) TED SCHOFIELD SECOND VP	1	X					0.	0.	0.	
(21) RAY SULLIVAN AT LARGE BM	1	X					0.	0.	0.	
(22) JAY EILERTSON CFO	38			X			79,114.	0.	8,868.	
(23) PATRICIA SMITH EXECUTIVE DIREC	38			X			74,430.	0.	9,787.	
(24) -----										
(25) -----										
(26) -----										
(27) -----										
(28) -----										
(29) -----										
1 b Sub-total							153,544.	0.	18,655.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							153,544.	0.	18,655.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ▶ 0

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i>	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes,' complete Schedule J for such individual.</i>	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person.</i>	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 0

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a 1,404,018.				
	b Membership dues	1 b				
	c Fundraising events	1 c				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 45,759.				
	g Noncash contributions included in lns 1a-1f: \$					
	h Total. Add lines 1a-1f		1,449,777.			
PROGRAM SERVICE REVENUE	2 a ADMINISTRATIVE FEES	Business Code 561000	422,704.	422,704.		
	b MEMBERSHIP DUES	561000	5,000.	5,000.		
	c -----					
	d -----					
	e -----					
	f All other program service revenue					
	g Total. Add lines 2a-2f		427,704.			
	OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)		1,054.		1,054.
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6 a Gross Rents		(i) Real (ii) Personal				
b Less: rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)						
7 a Gross amount from sales of assets other than inventory		(i) Securities (ii) Other				
b Less: cost or other basis and sales expenses						
c Gain or (loss)						
d Net gain or (loss)						
8 a Gross income from fundraising events (not including: \$ _____ of contributions reported on line 1c). See Part IV, line 18		a				
b Less: direct expenses		b				
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19		a				
b Less: direct expenses		b				
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances		a				
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue	Business Code					
11 a -----						
b -----						
c -----						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions		1,878,535.	427,704.	0.	1,054.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
 All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	1,404,018.	1,404,018.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	156,323.	79,485.	65,511.	11,327.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	164,677.	132,502.		32,175.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	32,334.	21,865.	8,160.	2,309.
10 Payroll taxes	24,622.	15,924.	5,249.	3,449.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	10,000.		10,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	4,181.		4,181.	
12 Advertising and promotion	16,331.	16,331.		
13 Office expenses	7,376.	5,639.	639.	1,098.
14 Information technology				
15 Royalties				
16 Occupancy	27,223.	21,865.	4,042.	1,316.
17 Travel	6,381.	6,005.	119.	257.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	3,937.	936.	1,983.	1,018.
20 Interest				
21 Payments to affiliates	49,718.	49,718.		
22 Depreciation, depletion, and amortization	592.	513.	49.	30.
23 Insurance	2,610.		2,610.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a TELEPHONE	8,092.	6,352.	429.	1,311.
b POSTAGE AND SHIPPING	3,313.	3,179.	64.	70.
c MISCELLANEOUS	2,417.	750.	1,430.	237.
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	1,924,145.	1,765,082.	104,466.	54,597.
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
ASSETS	1	Cash – non-interest-bearing	86,833.	1	445,329.
	2	Savings and temporary cash investments	528,364.	2	54,332.
	3	Pledges and grants receivable, net	822,068.	3	766,117.
	4	Accounts receivable, net	375.	4	389.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	4,784.	9	5,133.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	46,618.		
	10b	Less: accumulated depreciation	46,618.	592.	10c
	11	Investments – publicly traded securities		11	
	12	Investments – other securities. See Part IV, line 11		12	
	13	Investments – program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	2,106.	15	2,019.
16	Total assets. Add lines 1 through 15 (must equal line 34)	1,445,122.	16	1,273,319.	
LIABILITIES	17	Accounts payable and accrued expenses	24,864.	17	24,687.
	18	Grants payable	1,047,619.	18	926,514.
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D	53,417.	25	48,506.
	26	Total liabilities. Add lines 17 through 25	1,125,900.	26	999,707.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.				
	27	Unrestricted net assets	315,332.	27	266,901.
	28	Temporarily restricted net assets	3,890.	28	6,711.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances.	319,222.	33	273,612.	
34	Total liabilities and net assets/fund balances.	1,445,122.	34	1,273,319.	

BAA

Form 990 (2010)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI.

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,878,535.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,924,145.
3	Revenue less expenses. Subtract line 2 from line 1	3	-45,610.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	319,222.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	273,612.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII.

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

BAA

Form 990 (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization **ENVIRONMENTAL FEDERATION OF CALIFORNIA**
DBA EARTH SHARE CALIFORNIA Employer identification number **94-2840364**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III — Functionally integrated d Type III — Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box. _____
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include 'unusual grants.')...	1,806,023.	1,905,294.	1,806,662.	1,642,766.	1,454,777.	8,615,522.
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf.....						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge...						0.
4 Total. Add lines 1 through 3...	1,806,023.	1,905,294.	1,806,662.	1,642,766.	1,454,777.	8,615,522.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)...						0.
6 Public support. Subtract line 5 from line 4.....						8,615,522.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4.....	1,806,023.	1,905,294.	1,806,662.	1,642,766.	1,454,777.	8,615,522.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.....	13,050.	15,157.	7,215.	3,306.	1,054.	39,782.
9 Net income from unrelated business activities, whether or not the business is regularly carried on.....						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.).....						0.
11 Total support. Add lines 7 through 10.....						8,655,304.
12 Gross receipts from related activities, etc (see instructions).....					12	0.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)).....	14	99.5 %
15 Public support percentage from 2009 Schedule A, Part II, line 14.....	15	99.5 %
16a 33-1/3% support test – 2010. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization..... ▶ <input checked="" type="checkbox"/>		
b 33-1/3% support test – 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization..... ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test – 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization..... ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test – 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization..... ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions... ▶ <input type="checkbox"/>		

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants.')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose.						
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 through 5 ...						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 ...						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lns 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33-1/3% support tests — 2010. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

b 33-1/3% support tests — 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization ENVIRONMENTAL FEDERATION OF CALIFORNIA DBA EARTH SHARE CALIFORNIA	Employer identification number 94-2840364
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Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

	Held at the End of the Tax Year
a Total number of conservation easements.....	2a
b Total acreage restricted by conservation easements.....	2b
c Number of conservation easements on a certified historic structure included in (a).....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register.....	2d

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

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

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

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

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

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If 'Yes,' explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|--------------------------------------|--------|
| c Beginning balance..... | 1 c |
| d Additions during the year..... | 1 d |
| e Distributions during the year..... | 1 e |
| f Ending balance..... | 1 f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If 'Yes,' explain the arrangement in Part XIV.

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

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

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment ▶ _____ %
 - b Permanent endowment ▶ _____ %
 - c Term endowment ▶ _____ %

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|----------------------------------|--------|----|
| (i) unrelated organizations..... | 3a(i) | |
| (ii) related organizations..... | 3a(ii) | |
- b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R? Yes No

4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land.....				
b Buildings.....				
c Leasehold improvements.....				
d Equipment.....		16,052.	16,052.	0.
e Other.....		30,566.	30,566.	0.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				0.

Part VII Investments—Other Securities. See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990 Part X, column (B) line 12.)		

Part VIII Investments—Program Related. (See Form 990, Part X, line 13) N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

Part IX Other Assets. (See Form 990, Part X, line 15) N/A

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15)	

Part X Other Liabilities. (See Form 990, Part X, line 25)

(a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) AFFILIATION FEES PAYABLE	48,506.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25)	48,506.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). **SEE PART XIV**

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)		1,878,535.
2	Total expenses (Form 990, Part IX, column (A), line 25)		1,924,145.
3	Excess or (deficit) for the year. Subtract line 2 from line 1		-45,610.
4	Net unrealized gains (losses) on investments		
5	Donated services and use of facilities		
6	Investment expenses		
7	Prior period adjustments		
8	Other (Describe in Part XIV)		
9	Total adjustments (net). Add lines 4 through 8		
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9		-45,610.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	932,871.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains on investments	2a		
	b Donated services and use of facilities	2b		
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIV)	2d		
	e Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	932,871.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investments expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIV) SEE PART XIV	4b	945,664.	
	c Add lines 4a and 4b		4c	945,664.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	1,878,535.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	978,481.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	a Donated services and use of facilities	2a		
	b Prior year adjustments	2b		
	c Other losses	2c		
	d Other (Describe in Part XIV)	2d		
	e Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	978,481.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investments expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIV) SEE PART XIV	4b	945,664.	
	c Add lines 4a and 4b		4c	945,664.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	1,924,145.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X - FIN 48 FOOTNOTE

THE ORGANIZATION RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED. THE ORGANIZATION DOES NOT BELIEVE ITS FINANCIAL STATEMENTS INCLUDE ANY UNCERTAIN TAX POSITIONS.

Part XIV Supplemental Information *(continued)*

Area with horizontal dashed lines for supplemental information.

2010

SCHEDULE D, PART XIV - SUPPLEMENTAL INFORMATION PAGE 6

CLIENT 2025

ENVIRONMENTAL FEDERATION OF CALIFORNIA
DBA EARTH SHARE CALIFORNIA

94-2840364

**SCHEDULE D, PART XII, LINE 4B
OTHER REVENUE INCLUDED ON FORM 990 BUT NOT INCLUDED IN F/S**

CONTRIBUTION AMTS DESIGNATED TO OTHERS..... \$ 945,664.
TOTAL \$ 945,664.

**SCHEDULE D, PART XIII, LINE 4B
OTHER EXPENSES INCLUDED ON FORM 990 BUT NOT INCLUDED IN F/S**

CONTRIBUTION AMTS DESIGNATED TO OTHERS..... \$ 945,664.
TOTAL \$ 945,664.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

ENVIRONMENTAL FEDERATION OF CALIFORNIA

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) AFRICAN WILDLIFE FDN 1400 16TH ST. NW, SUITE WASHINGTON, DC 20036	52-0781390		10,008.	0.	BOOK	N/A	UNRESTRICTED
(2) AMERICAN FORESTS 734 15TH STREET, NW, SU WASHINGTON, DC 20005	53-0196544		5,789.	0.	BOOK	N/A	UNRESTRICTED
(3) AMERICAN RIVER CONSER. P.O. BOX 562 COLOMA, CA 95613	68-0195752		16,027.	0.	BOOK	N/A	UNRESTRICTED
(4) ANZA-BORREGO FDN P.O. BOX 2001 BORREGO SPRINGS, CA 920	33-0334338		10,355.	0.	BOOK	N/A	UNRESTRICTED
(5) BAY AREA RIDGE TRAIL 1007 GENERAL KENNEDY AV SAN FRANCISCO, CA 94129	94-3148503		12,619.	0.	BOOK	N/A	UNRESTRICTED
(6) BUTTE ENVIRON. COUNCIL 116 WEST SECOND ST., SU CHICO, CA 95928	94-2309829		6,326.	0.	BOOK	N/A	UNRESTRICTED
(7) CA NATIVE PLANT SOC. 2707 K STREET, SUITE 1 SACRAMENTO, CA 95816	94-6116403		8,431.	0.	BOOK	N/A	UNRESTRICTED
(8) CALIF. AGAINST WASTE P.O. BOX 289 SACRAMENTO, CA 95812	68-0032326		6,960.	0.	BOOK	N/A	UNRESTRICTED

2 Enter total number of section 501(c)(3) and government organizations 58

3 Enter total number of other organizations 0

OMB No. 1545-0047
2010

Open to Public Inspection

Employer identification number
94-2840364

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

PART IV - ADDITIONAL SUPPLEMENTAL INFORMATION

EARTHSHARE ANNUALLY RECEIVES FROM ITS MEMBERS AUDITS, IRS FORM 990S, 501 (C) (3)

DETERMINATION LETTERS, STATEMENTS OF THEIR ACTIVITIES IN THE UNITED STATES, AND AN

ANNUAL REPORTING ON THE USES OF FUNDS RECEIVED FROM EARTHSHARE.

Continuation Sheet for Schedule I (Form 990)

2010

▶ Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II and Part III.

Continuation Page 1 of 5

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ENVIRONMENTAL FEDERATION OF CALIFORNIA							
Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
	94-6086896		10,847.		BOOK	N/A	UNRESTRICTED
CALIF. AUDUBON SOCIETY 2530 SAN PABLO AVE., SUIT BERKELEY, CA 94702							
CALIF. WATERFOWL ASSOC 4630 NORTHGATE BLVD., SUI SACRAMENTO, CA 95834	94-1149574		10,221.		BOOK	N/A	UNRESTRICTED
CALIFORNIA TROUT 870 MARKET STREET, SUITE SAN FRANCISCO, CA 94102	23-7097680		11,564.		BOOK	N/A	UNRESTRICTED
CLEAN WATER FUND 111 NEW MONTGOMERY ST., S SAN FRANCISCO, CA 94105	52-1043444		9,197.		BOOK	N/A	UNRESTRICTED
COMM. FOR BETTER ENVIR 1440 BROADWAY, SUITE 701 OAKLAND, CA 94612	94-2998086		6,912.		BOOK	N/A	UNRESTRICTED
DEFENDERS OF WILDLIFE 1130 17TH STREET NW WASHINGTON, DC 20036	53-0183181		7,942.		BOOK	N/A	UNRESTRICTED
DESERT TORTOISE PRES. 4067 MISSION INN AVE RIVERSIDE, CA 92501	23-7413415		11,784.		BOOK	N/A	UNRESTRICTED
EARTH ISLAND INSTITUTE 300 BROADWAY, SUITE 28 SAN FRANCISCO, CA 94133	94-2889684		8,388.		BOOK	N/A	UNRESTRICTED
EARTH SHARE NATIONAL 7735 OLD GEORGETOWN RD. BETHESDA, MD 20814	52-1601960		113,659.		BOOK	N/A	UNRESTRICTED
EARTH SHARE NAT'L MS 7735 OLD GEORGETOWN RD. BETHESDA, MD 20814	52-1601960		14,016.		BOOK	N/A	UNRESTRICTED

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Schedule I Cont (Form 990) 2010

Continuation Sheet for Schedule I (Form 990)

2010

▶ Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II and Part III.

Name of the organization: **ENVIRONMENTAL FEDERATION OF CALIFORNIA**
 Continuation Page **2** of **5**
 Employer identification number: **94-2840364**

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ECOLOGY CENTER 2530 SAN PABLO AVENUE BERKELEY, CA 94702	94-1703351		6,700.		BOOK	N/A	UNRESTRICTED
ENVIRON. DEFENSE CTR 906 GARDEN ST SANTA BARBARA, CA 93101	77-0061994		7,988.		BOOK	N/A	UNRESTRICTED
ENVIRONMENTAL DEFENSE 5655 COLLEGE AVE., SUITE OAKLAND, CA 94618	11-6107128		11,799.		BOOK	N/A	UNRESTRICTED
FRIENDS OF THE EARTH 311 CALIFORNIA ST., SUITE SAN FRANCISCO, CA 94104	23-7420660		7,697.		BOOK	N/A	UNRESTRICTED
FRIENDS OF THE RIVER 915 20TH ST. SACRAMENTO, CA 95814	94-2400210		12,246.		BOOK	N/A	UNRESTRICTED
GOLDEN GATE NAT'L PARK FORT MASON CENTER, BUILDI SAN FRANCISCO, CA 94123	94-2781708		10,434.		BOOK	N/A	UNRESTRICTED
GREATER LA ZOO ASSOC 5333 ZOO DRIVE LOS ANGELES, CA 90027	95-2369545		7,026.		BOOK	N/A	UNRESTRICTED
GREENBELT ALLIANCE 631 HOWARD ST., SUITE 510 SAN FRANCISCO, CA 94105	94-1676747		9,631.		BOOK	N/A	UNRESTRICTED
HEAL THE BAY 1444 9TH ST. SANTA MONICA, CA 90401	95-4031055		15,455.		BOOK	N/A	UNRESTRICTED
JANE GOODALL INSTITUTE 4245 NORTH FAIRFAX DRIVE, ARLINGTON, VA 22203	94-2474731		5,219.		BOOK	N/A	UNRESTRICTED

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Schedule I Cont (Form 990) 2010

Continuation Sheet for Schedule I (Form 990)

2010

▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Continuation Page 3 of 5

Name of the organization		Employer identification number					
ENVIRONMENTAL FEDERATION OF CALIFORNIA		94-2840364					
Part III Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LEAGUE TO SAVE L TAHOE 955 EMERALD BAY ROAD S. LAKE TAHOE, CA 96150	94-6128680		14,078.		BOOK	N/A	UNRESTRICTED
MARIN AGRIC. LAND TR. P. O. BOX 809 POINT REYES ST., CA 94956	94-2689383		8,314.		BOOK	N/A	UNRESTRICTED
MARIN CONSERV. LEAGUE 1623A FIFTH AVENUE SAN RAFAEL, CA 94901	94-6089780		5,840.		BOOK	N/A	UNRESTRICTED
MOUNTAIN LION FDN 1107 9TH STREET, SUITE 34 SACRAMENTO, CA 95814	94-3015360		10,136.		BOOK	N/A	UNRESTRICTED
NATIONAL PARKS CONSER. 1300 19TH ST. NW, SUITE 3 WASHINGTON, DC 20036	53-0225165		17,812.		BOOK	N/A	UNRESTRICTED
NAT'L WILDLIFE FED 11100 WILDLIFE CENTER DRI RESTON, VA 20190	53-0204616		12,945.		BOOK	N/A	UNRESTRICTED
NATURAL RESOURCES DEF. 111 SUTTER ST., 20TH FLOOR SAN FRANCISCO, CA 94104	13-2654926		37,572.		BOOK	N/A	UNRESTRICTED
NATURE CONSERVANCY CA 201 MISSION ST., 4TH FLOOR SAN FRANCISCO, CA 94105	53-0242652		117,089.		BOOK	N/A	UNRESTRICTED
OCEAN CONSERVANCY 1300 19TH ST. NW, SUITE 8 WASHINGTON, DC 20036	24-7245152		12,132.		BOOK	N/A	UNRESTRICTED
ORGANIC FARMING RES. 303 POTRERO AVE., SUITE 2 SANTA CRUZ, CA 95060	77-0252545		11,360.		BOOK	N/A	UNRESTRICTED

Schedule I (Form 990) 2010

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Continuation Sheet for Schedule I (Form 990)

2010

▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Continuation Page 4 of 5

Name of the organization ENVIRONMENTAL FEDERATION OF CALIFORNIA		Employer identification number 94-2840364					
Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OUR CITY FOREST 595 PARK AVENUE, SUITE 1 SAN JOSE, CA 95110	77-0371911		6,600.		BOOK	N/A	UNRESTRICTED
PACIFIC ENVIRON. & RES 311 CALIFORNIA ST., SUITE 5 SAN FRANCISCO, CA 94104	94-2628924		6,217.		BOOK	N/A	UNRESTRICTED
PESTICIDE ACTION NET. 49 POWELL STREET, SUITE 5 SAN FRANCISCO, CA 94102	94-2949686		7,125.		BOOK	N/A	UNRESTRICTED
PLACER LAND TRUST 11521 BLOCKER DRIVE, SUIT AUBURN, CA 95603	68-0223143		6,779.		BOOK	N/A	UNRESTRICTED
PLAN. & CONS. LEAGUE 1107 NINTH ST., SUITE 360 SACRAMENTO, CA 95814	94-2190378		6,665.		BOOK	N/A	UNRESTRICTED
RAILS TO TRAILS CONSER 26 O'FARRELL STREET, SUIT SAN FRANCISCO, CA 94108	52-1437006		15,322.		BOOK	N/A	UNRESTRICTED
RAINFOREST ACTION NETW 221 PINE ST., SUITE 500 SAN FRANCISCO, CA 94104	94-3045180		13,195.		BOOK	N/A	UNRESTRICTED
SACRAMENTO TREE FDN 191 LATHROP WAY, SUITE D SACRAMENTO, CA 95815	94-2825234		6,722.		BOOK	N/A	UNRESTRICTED
SAN DIEGO COASTKEEPER 2924 EMERSON ST., SUITE 2 SAN DIEGO, CA 92106	33-0647946		7,094.		BOOK	N/A	UNRESTRICTED
SAN GORGONIO WILDERNES 34701 MILL CREEK ROAD MENTONE, CA 92359	33-0478045		7,339.		BOOK	N/A	UNRESTRICTED

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Schedule I Cont (Form 990) 2010

Continuation Sheet for Schedule I (Form 990)

2010

▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Continuation Page 5 of 5

Name of the organization		Employer identification number					
ENVIRONMENTAL FEDERATION OF CALIFORNIA		94-2840364					
Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SAN JOSE CONSERV. CORP 2650 SENTIER RD SAN JOSE, CA 95111	77-0155997		7,612.		BOOK	N/A	UNRESTRICTED
SAVE OUR SHORES 345 LAKE AVE., SUITE A SANTA CRUZ, CA 95062	94-2745941		11,345.		BOOK	N/A	UNRESTRICTED
SAVE THE BAY 350 FRANK H. OGAWA PLAZA, OAKLAND, CA 94612	94-6078420		22,705.		BOOK	N/A	UNRESTRICTED
SF BAYKEEPER 785 MARKET STREET, SUITE SAN FRANCISCO, CA 94103	68-0120240		9,090.		BOOK	N/A	UNRESTRICTED
SIERRA CLUB FOUNDATION 85 SECOND ST., SUITE 750 SAN FRANCISCO, CA 94105	94-6069890		49,264.		BOOK	N/A	UNRESTRICTED
SLIDE RANCH 2025 SHORELINE HIGHWAY MUIR BEACH, CA 94965	23-7069469		6,829.		BOOK	N/A	UNRESTRICTED
SURFRIDER FOUNDATION P.O. BOX 6010 SAN CLEMENTE, CA 92467	95-3941826		51,538.		BOOK	N/A	UNRESTRICTED
TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY ST., 4 SAN FRANCISCO, CA 94105	23-7222333		12,128.		BOOK	N/A	UNRESTRICTED
URBAN CORPS SAN DIEGO 3127 JEFFERSON ST. SAN DIEGO, CA 92110	33-0352148		8,011.		BOOK	N/A	UNRESTRICTED
WORLD WILDLIFE FUND 1250 24TH ST., NW WASHINGTON, DC 20037	52-1693387		33,832.		BOOK	N/A	UNRESTRICTED

Schedule I (Form 990) 2010

TEEA4001L 01/25/11

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2010

Department of the Treasury
Internal Revenue Service

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

Open to Public
Inspection

Name of the organization **ENVIRONMENTAL FEDERATION OF CALIFORNIA
DBA EARTH SHARE CALIFORNIA**

Employer identification number
94-2840364

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

1) CFO WORKS WITH TAX PREPARERS TO FINALIZE DRAFT OF FORM 990. 2) ONCE DRAFT IS COMPLETED, COPY OF DRAFT WILL BE SUBMITTED TO ESCA FINANCE AND AUDIT COMMITTEE MEMBERS, AS WELL AS ESCA'S EXECUTIVE DIRECTOR. 3) ESCA FINANCE AND AUDIT COMMITTEE MEMBERS, AS WELL AS EXECUTIVE DIRECTOR, WILL REVIEW THE DRAFT AND MAKE SUGGESTIONS FOR NECESSARY CHANGES TO CFO, WHO WILL REVIEW COMMENTS AND DISCUSS AS NEEDED WITH TAX PREPARERS. 4) IF NECESSARY, ANY CHANGES NEEDED WILL BE INCORPORATED INTO THE FORM 990 AND A SECOND DRAFT PREPARED. 5) A FORMAL MEETING OF THE FINANCE AND/OR AUDIT COMMITTEES WILL BE SCHEDULED, DURING WHICH THE PROPOSED FINAL VERSION OF THE FORM 990 WILL BE DISCUSSED AND A VOTE TAKEN TO APPROVE THE DRAFT. 6) SHOULD THE MEETING OF THE FINANCE AND/OR AUDIT COMMITTEES RESULT IN MORE SUGGESTED CHANGES, THEN THESE CHANGES WILL BE DISCUSSED WITH THE TAX PREPARERS AND INCORPORATED INTO THE FORM 990. THEN, A FINAL DRAFT WILL BE RE-SUBMITTED TO THE FINANCE AND/OR AUDIT COMMITTEES FOR THEIR FINAL APPROVAL. 7) ONCE THE FINANCE AND/OR AUDIT COMMITTEES APPROVE THE FINAL VERSION OF THE FORM 990, THE TAX PREPARERS WILL THEN FILE THE FORM 990.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

PER THE WRITTEN CONFLICT OF INTEREST POLICY, IT IS THE RESPONSIBILITY OF EACH BOARD MEMBER TO REPORT ANY POTENTIAL CONFLICTS OF INTEREST ON AN ANNUAL BASIS. THEREFORE, EACH YEAR, ALL BOARD MEMBERS OF ESCA ARE REQUIRED TO COMPLETE A FULL DISCLOSURE FORM CONCERNING PERTINENT ASPECTS OF ANY POTENTIAL OR ACTUAL CONFLICTS OF INTEREST AND TO SIGN AND DATE THE FORM. THESE FORMS ARE REVIEWED TO DETERMINE IF THERE HAVE BEEN ANY REPORTED CONFLICTS OF INTEREST. ANY REPORTED POTENTIAL OR ACTUAL CONFLICTS OF INTEREST WOULD BE INVESTIGATED BY THE EXECUTIVE COMMITTEE TO DETERMINE WHETHER OR NOT THEY CONSTITUTE ANY ACTION ON THE PART OF THE FULL BOARD, UP TO AND INCLUDING REMOVAL FROM THE BOARD SHOULD THAT BE DEEMED NECESSARY.

Name of the organization ENVIRONMENTAL FEDERATION OF CALIFORNIA
DBA EARTH SHARE CALIFORNIA

Employer identification number
94-2840364

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS FOR OFFICERS & KEY EMPLOYEE

THE PROCESS FOR DETERMINING THE INITIAL COMPENSATION TO OFFER THE EXECUTIVE DIRECTOR AND THE CHIEF FINANCIAL OFFICER IS CONDUCTED BY THE PERSONNEL COMMITTEE. THE COMMITTEE CONSIDERS COMPARABILITY DATA, DUTIES AND RESPONSIBILITIES OF THE POSITION(S) AND THE ORGANIZATION'S CURRENT FINANCIAL STATE. THE PERSONNEL COMMITTEE SUBMITS ITS REVIEW AND RECOMMENDATION OF COMPENSATION TO THE EXECUTIVE COMMITTEE FOR FINAL APPROVAL BEFORE THE INITIAL OFFER IS MADE.

THE ANNUAL REVIEW OF THE EXECUTIVE DIRECTOR IS CONDUCTED BY THE PERSONNEL COMMITTEE. THE PERSONNEL COMMITTEE CONDUCTS AN ANNUAL 360 REVIEW ALLOWING FOR INPUT FROM THE ED, ORGANIZATION'S STAFF, MEMBER GROUPS AND BOARD OF DIRECTORS. A REVIEW OF THE ED'S ACCOMPLISHMENTS IS ALSO TAKEN IN CONSIDERATION AND REVIEWED AGAINST THE ANNUAL WORK PLAN AND REVENUE. ONCE THE REVIEW IS COMPLETED THE PERSONNEL COMMITTEE, ITS MEMBERS HAVE A CLOSED DOOR SESSION FOR REVIEW AND DISCUSSION. THE COMMITTEE THEN MEETS IN A CLOSE DOOR SESSION WITH THE EXECUTIVE COMMITTEE MEMBERS FOR FINAL APPROVAL OF SALARY INCREASE AND BONUS, IF TO BE OFFERED, TO THE ED. ANY CONSIDERATION OF A SALARY INCREASE OR BONUS IS DONE WITHIN THE CONSTRAINTS OF THE ORGANIZATION'S ANNUAL BUDGET. THE PRESIDENT OF THE BOARD HAS THE FINAL MEETING WITH THE ED TO PRESENT THE ANNUAL REVIEW AND THE SALARY AND BONUS TO BE OFFERED.

PRESENTLY THE ANNUAL REVIEW OF THE CFO IS CONDUCTED BY THE EXECUTIVE DIRECTOR. IN THE FUTURE, SHOULD THE ORGANIZATION GROW TO ACCOMMODATE ADDITIONAL KEY EMPLOYEES A REVIEW OF COMPENSATION WILL BE DONE BY THE PERSONNEL COMMITTEE.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

FOR THE PRESENT TIME, THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST. FORM 990 CAN BE VIEWED ONLINE AT GUIDESTAR.

GLOBAL IMPACT

Assuring help for people in need

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO

MAR -1 AM 10:41

March 1, 2013

Ms. Angela Calvillo
Clerk, Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Rm. 244
San Francisco, CA 94102

Dear Ms. Calvillo:

On behalf of our member charities, Global Impact requests participation in the 2013 San Francisco City and County Annual Joint Fundraising Drive. Enclosed for your review is the list showing those of our member charities with representation in the counties of San Francisco, San Mateo, Santa Clara, Alameda, Contra Costa, and Marin. In addition, nearly all of our member charities participate in federal and state workplace giving campaigns in the Bay Area. Enclosed is a list of all participating member charities.

Per section 16.93-2, Global Impact is in compliance with all criteria. Global Impact and its members are exempt under Section 501(c)(3) of the United State Internal Revenue Code of 1954. Global Impact serves as the fiscal representative for its members and will provide documentation supporting their eligibility upon request.

If you have questions or need additional information, please contact me at 703-717-5232. We thank the campaign committee for their consideration of our application and look forward to a successful 2013 campaign.

Sincerely,



Alison Iqbal
Manager, Charity Partnerships and Outreach
Alison.iqbal@charity.org

GLOBAL IMPACT
2013 San Francisco City and County Annual Joint Fundraising Drive
Participating Member Charities

Global Impact	International Relief Teams
ACCION	International Rescue Committee
African Medical and Research Foundation (AMREF)	International Youth Foundation
Africare	Kickstart International
American Himalayan Foundation	Lutheran World Relief
American Jewish World Service	Mercy Corps
American Near East Refugee Aid (ANERA)	Millennium Promise
American Refugee Committee	Opportunity International
AmeriCares	Oxfam America
Ashoka	Pan American Development Foundation
CARE	Partners In Health
ChildFund International	PATH
Children International	PCI-Media Impact
Counterpart International	Plan USA
CRWRC/World Renew	Project HOPE
Church World Service	Rotary Foundation of Rotary International
Doctors Without Borders/Medécins Sans Frontières USA	Salvation Army World Service Office (SAWSO)
ECHO	Save the Children
EngenderHealth	SOS Children's Villages- USA
Episcopal Relief & Development	TechnoServe
FINCA International	UNICEF, U.S. Fund for
Freedom from Hunger	Unitarian Universalist Service Committee
Health Volunteers Overseas	United Methodist Committee on Relief
Heifer International	United Seamen's Service
Helen Keller International	Water for People
International Eye Foundation	William J. Clinton Foundation
International Medical Corps	Women for Women International
International Orthodox Christian Charities	World Relief

Global Impact
San Francisco Bay Area Members
2012 City and County of San Francisco Listing

ACCION International

1002-B O'Reilly Avenue, Presidio
P.O. Box 29216
San Francisco, CA 94129-0216
415-561-2330
253-679-7465 FAX
Sarah Abbe

Church World Service

2330 Durrant Ave
Berkeley, CA 94704
408-243-8707
Craig Leventon

Doctors Without Borders/Medécins Sans

Frontières USA

American Himalayan Foundation

909 Montgomery Street
Suite 400
San Francisco, California 94133
415-288-7245
415-434-3130 FAX
Dan Gaff

401 D Pine Street
Mill Valley, CA 94941
415-592-2712
Dr. Brian Hertz

Freedom from Hunger

115 Sansome Street, Suite 1002
San Francisco, CA 94104
530-758-6200 ext 1080
Krystal Beckham

American Jewish World Service

Renaissance Entrepreneurship Center
131 Stewart Street, Suite 200
San Francisco, CA 94105
415-541-8580
Sharon Miller

Health Volunteers Overseas

San Francisco General Hospital
1001 Potrero Avenue, 3A36
San Francisco, CA 94110
415-206-8812
415-647-3733 FAX
Dr. Richard Coughlin

**American Near East Refugee Aid
(ANERA)**

972 Mission Street
San Francisco, CA 94103
Mr. Kamel Ayoub, Director

Helen Keller International

945 Green Street
San Francisco, CA 94133
Mr. Bruce E. Spivey, M.D., M.S., M.ED,
International Council of Ophthalmology

American Refugee Committee

575 Cresta Vista
Portola Valley, CA 94028
650-854-1974
Holly Myers, Vice President

**International Orthodox Christian
Charities**

Charities Metropolitan Committee
2754 Larkey Lane
Walnut Creek, CA 94596
707-654-1019
Steve Kreta

CARE

369 Pine Street, Suite 700
San Francisco, CA 94104
Phone: (415) 781-1585
Fax: (415) 781-7204
Amy Kakiza, Regional Director

Global Impact

Post Office Box 10081

Oakland, CA 94610

510-332-4179

James Hill, Regional Representative

GLOBAL IMPACT
2013 San Francisco City and County Annual Joint Fundraising Drive

Global Impact 800-836-4620

Supports leading U.S.-based international charities to address critical needs throughout the world. We help ensure sustainable solutions by meeting real needs with real results. www.charity.org

ACCION International 800-931-9951

Building a financially inclusive world, with access to economic opportunity for all, by giving people the financial tools they need to improve their lives. www.accion.org

African Medical & Research Foundation (AMREF) 212-768-2440

Since 1957, has improved health for Africans through training, capacity building and advocacy in HIV/AIDS, malaria, family health, water and sanitation and clinical outreach. www.amrefusa.org

Africare 202-462-3614

Develops self-help programs in Africa to increase food production, develop clean water resources, manage the environment, strengthen health care and deliver emergency assistance. www.africare.org

American Himalayn Foundation 415-288-7245

For people in the Himalaya- Tibetans, Sherpas, Nepalis- who are in need and have no one else, we bring life-changing education, health care, opportunity. www.himalayan-foundation.org

American Jewish World Service 800-889-7146

Inspired by Judaism's commitment to justice, AJWS works to realize human rights and end poverty in the developing world. www.ajws.org

American Near East Refugee Aid (ANERA) 202-266-9700

American Near East Refugee Aid (ANERA) advances the well-being of people in the West Bank, Gaza, Lebanon and Jordan. www.anera.org

American Refugee Committee 800-875-7060

International relief and development agency empowering people impacted by conflict and disaster to recover and rebuild their lives with dignity. www.arcrelief.org

AmeriCares 800-486-4357

Restores health and saves lives by delivering donated medicines, medical supplies and humanitarian aid to people in need around the world and here at home. www.americares.org

Ashoka 703-527-8300

Catalyzes the world's leading social entrepreneurs with system changing solutions to ignite a generation of changemakers to help sustain and support large scale social change. www.ashoka.org

CARE 800-521-2273

Fights root causes of poverty in 84 countries; special focus on empowering poor women to lift themselves, their families and communities out of poverty. www.care.org

ChildFund International 800-776-6767

Helping deprived, excluded and vulnerable children have the capacity to become young adults and leaders who bring lasting and positive change in their communities. www.childfund.org

Children International 800-888-3089

Our Mission is to bring lasting change to impoverished children by reducing their daily struggles and providing opportunities for better health, education and success. www.children.org

CRWRC/World Renew 800-552-7972

Fighting poverty, hunger and injustice through partnerships and locally originated community development programs; responding to disasters with emergency supplies and reconstruction of homes and livelihoods. www.crwrc.org

Church World Service 800-297-1516

Church World Service works with partners to eradicate hunger and poverty and promote peace and justice among the world's most vulnerable people. www.churchworldservice.org

Counterpart International 703-236-4324

Working in partnership to empower people, communities and institutions to drive and sustain their own development. www.counterpart.org

Doctors Without Borders/Médecins Sans Frontières USA 888-392-0392

An independent international medical humanitarian organization that delivers emergency aid to people affected by armed conflict, epidemics and natural disasters in more than 70 countries. www.doctorswithoutborders.org

ECHO 239-543-3246

ECHO fights world hunger by using science and technology to develop agricultural solutions to aid farmers in developing countries. www.echonet.org

EngenderHealth 800-564-2872

EngenderHealth is the leading international reproductive health organization working to improve the quality of health care in the world's poorest countries. www.engenderhealth.org

Episcopal Relief & Development 855-312-4325

A compassionate response of the Episcopal Church to human suffering. With partners, the organization empowers communities to create solutions to poverty and recover from disasters. www.er-d.org

FINCA International 202-682-1510

Provides financial services to the world's lowest-income entrepreneurs so they can create jobs, build assets and improve their standard of living. www.finca.org

Freedom From Hunger 800-708-2555

Combines microfinance, education and health protection services to help poor families in the developing world improve their incomes, safeguard their health and achieve food security.
www.freedomfromhunger.org

Health Volunteers Overseas 202-296-0928

Trains, mentors and provides critical professional support to more than 3000 healthcare providers who care for the neediest populations in over 25 countries. www.hvousa.org

Heifer International 800-422-0474

Helps poor families worldwide become self-sufficient by providing food- and income-producing animals and training in animal management, environmentally-sound farming and community development.
www.heifer.org

Helen Keller International 877-535-5374

Saves the sight and lives of the most vulnerable and disadvantaged; combats the causes and consequences of blindness and malnutrition. www.hki.org

International Eye Foundation 240-290-0263

Saves sight worldwide. Fighting cataract, "river blindness," childhood blindness. Expands available eye care services building management and financial capacity of eye hospitals serving the poor.
www.iefusa.org

International Medical Corps 800-422-0474

Global humanitarian organization saving lives and building self-reliance by providing vital medical care; training healthcare providers; rebuilding clinics; and improving water & sanitation.
www.internationalmedicalcorps.org

International Orthodox Christian Charities 877-535-5374

Provides humanitarian/development assistance to people in U.S., Africa, Asia, Europe and the Middle East who have been devastated by man-made and natural disasters. www.iocc.org

International Relief Teams 619-284-7979

Assists victims of disaster, poverty, and neglect worldwide, providing immediate relief and long-term programs including medical training, surgical and clinical outreach, and health promotion.
www.irteams.org

International Rescue Committee 877-733-8433

Our commitment to freedom, human dignity, and self-reliance is reflected in well-planned global emergency relief, rehabilitation assistance, resettlement services, and advocacy for refugees.

www.rescue.org

International Youth Foundation 800-770-8710

IYF programs are catalysts of change that help young people obtain a quality education, gain employability skills, make healthy choices and improve their communities. www.iyfnet.org

KickStart International 415-346-4820

Our mission is to help millions of people out of poverty quickly, cost-effectively and sustainably by developing and promoting money-making tools for the rural poor. www.kickstart.org

Lutheran World Relief 800-597-5972

Affirming God's love for all people, we work with Lutherans and partners around the world to end poverty, injustice and human suffering. www.lwr.org

Mercy Corps 800-292-3355

Providing lifesaving aid worldwide following a disaster or conflict, and helping local populations design and implement sustainable programs to promote health and economic development.

www.mercycorps.org

Millennium Promise 212-870-2490

We are redefining the approach to ending extreme poverty and enabling rural communities in sub-Saharan Africa to move from hunger to self-sufficiency by 2015. www.millenniumpromise.org

Opportunity International 800-793-9455

We collaborate with local partners worldwide to provide microfinance services allowing poor entrepreneurs to develop steady income, provide for families and create jobs for neighbors.

www.opportunity.org

Oxfam America 800-776-9326

Oxfam America is an international relief and development organization that creates lasting solutions to poverty, hunger and injustice. www.oxfamamerica.org

Pan American Development Foundation 202-458-3969

Empowers disadvantaged people in Latin America and the Caribbean to achieve economic and social progress, strengthen civil society, and prepare for and respond to disasters. www.pdf.org

Partners In Health 617-998-8922

At its root, our mission is both medical and moral. It is based on solidarity rather than charity alone. Whatever it takes. www.pih.org

PATH 206-285-3500

Poor communities have the right to safer childbirth, life-saving vaccines, and lives free from AIDS, tuberculosis, and malaria. We create solutions for better health worldwide. www.path.org

PCI-Media Impact 877-724-7627

Media Impact's unique approach to communications combines the principles of Entertainment-Education with the reach of mass media to mobilize individual, community creating positive change. www.mediaimpact.org

Plan USA 800-556-7918

Plan International USA is part of a global organization that works with communities in 50 developing countries to end the cycle of poverty for children. www.planusa.org

Project HOPE 800-544-4673

Project HOPE provides sustainable improvements in health around the globe through education and humanitarian assistance with more than 92 percent of revenues dedicated to programs. www.projecthope.org

Rotary Foundation of Rotary International 866-976-8279

Our mission is to advance world understanding, goodwill and peace through the improvement of health, the support of education and the alleviation of poverty. www.rotary.org

Salvation Army World Service Office (SAWSO) 800-725-2769

Create a world where people live in safe and sustainable communities in which differences are respected and basic needs are met. www.sawso.org

Save the Children 800-728-3843

Our Mission is to inspire breakthroughs in the way the world treats children, and to achieve immediate and lasting change in their lives. www.savethechildren.org

SOS Children's Villages- USA 888-767-4543

World's largest organization for orphaned and abandoned children. Since 1949, we have grown to over 540 Villages in 133 countries, including the United States. www.sos-usa.org

TechnoServe 800-999-6757

We work with enterprising people in the developing world to build competitive farms, businesses and industries. www.technoserve.org

United States Fund for UNICEF 800-486-4233

UNICEF has saved more children's lives than any other humanitarian organization in the world. We believe in a world where ZERO children die of things we can prevent. www.unicefusa.org

Unitarian Universalist Service Committee 800-766-5236

We defend human rights and civil liberties, promoting environmental and economic justice with grassroots partners worldwide, while engaging our members to serve as citizen-activists. www.uusc.org

United Methodist Committee on Relief (UMCOR) 800-554-8583

To alleviate human suffering. We provide practical, proactive support to the most vulnerable survivors of chronic or temporary emergencies due to natural or civil causes. www.umcor.org

United Seamen's Service 718-369-3818

Provides overseas health and welfare services to the American Merchant Marine and seafarers of allied nations and a 24-hour hotline for emergency family assistance. www.unitedseamensservice.org

Water For People 720-488-4590

Water For People is an international organization that supports the development of sustainable drinking water resources, sanitation facilities, and hygiene education programs in developing countries. www.waterforpeople.org

William J. Clinton Foundation 501-370-8000

Enhance people's capacity to meet global challenges by improving global health, protecting the environment, strengthening economies and promoting healthier childhoods. www.clintonfoundation.org

Women for Women International 202-737-7705

We provide direct aid, rights awareness and leadership education, vocational skills training and income generation support to women survivors of war, conflict and civil strife. www.womenforwomen.org

World Relief 800-535-5433

Provides emergency relief and community-based solutions to alleviate poverty in 18 countries and provides assistance to refugees in the United States. www.worldrelief.org

Internal Revenue Service
Director, Exempt Organizations
Rulings and Agreements

Department of the Treasury
P.O. Box 2508
Cincinnati, Ohio 45201

Date: MAR 12 2007

Global Impact
66 Canal Center Square, Ste 310
Alexandria, VA 22314

Employer Identification Number:
52-1273585

Person to Contact - ID#:
Sirijun Mayi - #31-07372

Contact Telephone Number:
877-829-5500 Phone

Public Charity Status:
509(a)(1) and 170(b)(1)(A)(vi)

Dear Applicant:

Our letter dated May 1983 stated that you were exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code and classified as a public charity under section 509(a)(3) of the Code.

Based on the information you submitted, we have modified your public charity status to the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, 800-829-3676. Information is also available on our Internet Web Site at www.irs.gov.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

If you have any questions, please call our toll free number shown in the heading of this letter.

Sincerely,



Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

CC: R Michael Sorrels, CPA

Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2011, or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

2011

Department of the Treasury
Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

See instructions.

Name of exempt organization

GLOBAL IMPACT

Employer identification number

52-1273585

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here	<input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	101128558
2a Form 990-EZ check here	<input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b	
3a Form 1120-POL check here	<input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	
4a Form 990-PF check here	<input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a Form 8868 check here	<input type="checkbox"/>	b Balance due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	

Part II Declaration of Officer

6 I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2011 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here

Signature of officer

Date

SECRETARY/TREASURER

Title

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-file (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only	ERO's signature	<u>Joyce Underwood</u>	Date	<u>2/12/13</u>	Check if also paid preparer	<input checked="" type="checkbox"/>	Check if self-employed	<input type="checkbox"/>	ERO's SSN or PTIN	<u>P00022361</u>
	Firm's name (or yours if self-employed), address, and ZIP code	<u>BDO USA, LLP</u> <u>7101 WISCONSIN AVE., SUITE 800</u> <u>BETHESDA, MD 20814-4827</u>			EIN	<u>13-5381590</u>		Phone no.	<u>(301) 654-4900</u>	

Under penalties of perjury, I declare that I have examined this above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer (if based on all information of which the preparer has any knowledge).

Paid Preparer Use Only	Print/type preparer's name	Preparer's signature	Date	Check self-employed	<input type="checkbox"/>	PTIN
	Firm's name	Firm's EIN				
	Firm's address	Phone no.				

Form 990

Return of Organization Exempt From Income Tax

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

2011 Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning JUL 1, 2011 and ending JUN 30, 2012

Form sections B through M: B Check if applicable, C Name of organization (GLOBAL IMPACT), D Employer identification number (52-1273585), E Telephone number (703-717-5200), F Name and address of principal officer (RENEE ACOSTA), G Gross receipts (\$101,885,137), H(a) Is this a group return for affiliates?, H(b) Are all affiliates included?, I Tax-exempt status (501(c)(3)), J Website (WWW.CHARITY.ORG), K Form of organization (Corporation), L Year of formation (1981), M State of legal domicile (DC)

Part I Summary

Table with 4 columns: Description, Prior Year, Current Year, and Net Assets or Fund Balances. Rows include: 1-7a Activities & Governance, 8-12 Revenue, 13-19 Expenses, 20-22 Net Assets or Fund Balances.

Part II Signature Block

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

Signature fields for officer (JAMES B. KANUCH, SECRETARY/TREASURER), preparer (JOYCE M. UNDERWOOD), and preparer's firm (BDO USA, LLP).

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [X] Yes [] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 18,087,109. including grants of \$ 15,680,013.) (Revenue \$ 362,843.) EMPLOYEE GIVING - GLOBAL IMPACT RAISES FUNDS FOR ITS ALLIANCE OF U.S.-BASED INTERNATIONAL CHARITIES THROUGH INNOVATIVE PARTNERSHIPS AND GIVING PROGRAMS IN THE WORKPLACE. THESE ORGANIZATIONS RANGE FROM LARGE AGENCIES WITH WORLDWIDE RECOGNITION TO CHARITIES PROVIDING VITAL SERVICES ON A SMALLER SCALE. RIGOROUS MEMBERSHIP STANDARDS ENSURE THAT EACH CHARITY PRACTICES SOUND GOVERNANCE AND EFFECTIVE PROGRAM DELIVERY. THROUGH THE EFFORTS OF GLOBAL IMPACT, THESE CHARITIES ACCESS NEW DONORS AND NEW SOURCES OF REVENUE THROUGH HUNDREDS OF PUBLIC AND PRIVATE SECTOR EMPLOYEE GIVING CAMPAIGNS. GLOBAL IMPACT EFFICIENTLY AND EFFECTIVELY DIRECTS CHARITABLE GIFTS TO THE PEOPLE AND COMMUNITIES WHO NEED IT THE MOST. SINCE 1956, GLOBAL IMPACT HAS GENERATED MORE THAN \$1.5 BILLION TO ASSURE HELP FOR THE WORLD'S MOST VULNERABLE PEOPLE.

4b (Code:) (Expenses \$ 67,601,143. including grants of \$ 62,837,369.) (Revenue \$ 135,000.) SEE SCHEDULE O.

4c (Code:) (Expenses \$ 8,218,138. including grants of \$ 8,175,386.) (Revenue \$ 34,593.) DISTRIBUTION SERVICES - GLOBAL IMPACT PROVIDES CORPORATIONS WITH EFFECTIVE AND EFFICIENT DISTRIBUTION OF CHARITABLE DONATIONS, ENSURING THAT MILLIONS OF DOLLARS REACH DESIGNATED CHARITIES AND PEOPLE IN NEED. IN 2012, THESE FUNDS DISTRIBUTED \$8.1 MILLION TO 6,000 CHARITIES.

4d Other program services (Describe in Schedule O.) (Expenses \$ 775,541. including grants of \$ 585,000.) (Revenue \$ 63,798.)

4e Total program service expenses 94,681,931.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Main form table with columns for question number, description, sub-column (1a-14b), Yes, and No. Includes questions 1a-14b regarding Form 1096, W-2G, backup withholding, employees, foreign accounts, prohibited transactions, and charitable trusts.

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

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 4 columns: Question, 1a, 1b, Yes, No. Rows include questions about voting members, family relationships, and governance decisions.

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

Table with 4 columns: Question, Yes, No. Rows include questions about local chapters, conflict of interest policies, whistleblower policies, and compensation processes.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, IL, IN
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: STANLEY M. BERMAN, CPA, CGMA, CFO - 703-717-5200
66 CANAL CENTER PLAZA, STE 310, ALEXANDRIA, VA 22314

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

Check if Schedule O contains a response to any question in this Part VII

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) RENEE ACOSTA PRESIDENT	38.00	X		X				446,535.	13,811.	43,159.
(2) PETER GRANT BOARD CHAIRMAN	2.00	X		X				0.	0.	0.
(3) JOSEPH CRUPI BOARD VICE CHAIRMAN	2.00	X		X				0.	0.	0.
(4) KENNETH FLEISHMAN BOARD SECRETARY/TREASURER	1.00	X		X				0.	0.	0.
(5) TIMOTHY BLOECHL BOARD MEMBER	1.00	X						0.	0.	0.
(6) LAWRENCE CAVAIOLA BOARD MEMBER	1.00	X						0.	0.	0.
(7) MAMADU DJALO BOARD MEMBER	1.00	X						0.	0.	0.
(8) STAN HARRELL BOARD MEMBER	1.00	X						0.	0.	0.
(9) KAREN JOHNSON BOARD MEMBER	1.00	X						0.	0.	0.
(10) JAMES KANUCH, CPA BOARD MEMBER	1.00	X						0.	0.	0.
(11) NANCY KELLY BOARD MEMBER	1.00	X						0.	0.	0.
(12) MARYON DAVIES LEWIS BOARD MEMBER	1.00	X						0.	0.	0.
(13) DARIUS MANS, PH.D BOARD MEMBER	1.00	X						0.	0.	0.
(14) STEVE POLO BOARD MEMBER	1.00	X						0.	0.	0.
(15) RABIH TORBAY BOARD MEMBER	1.00	X						0.	0.	0.
(16) MAURICIO VIVERO BOARD MEMBER	1.00	X						0.	0.	0.
(17) CHARLOTTE HABERAEBCKER CHIEF OPERATING OFFICER	40.00			X				234,296.	0.	52,636.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) STANLEY BERMAN CHIEF FINANCIAL OFFICER	39.00				X			196,830.	0.	52,432.
(19) MARK OLIPHANT CHIEF INFORMATION/OPERATING OFFICER	40.00				X			176,866.	0.	43,578.
(20) SCOTT JACKSON CHIEF EXECUTIVE OFFICER	40.00					X		123,271.	0.	4,123.
(21) THOMAS TOBIN SR. VP FOR DEVELOPMENT	40.00					X		146,195.	0.	42,800.
(22) JAMES FRANCAVILLA DEPUTY DIRECTOR, CFCNCA	40.00					X		115,661.	0.	28,482.
(23) MARK MILLIGAN CONTROLLER	40.00					X		113,964.	0.	24,603.
(24) TERESA GERA-CONNOR VP FOR PARTNERSHIPS	28.00					X		72,998.	37,952.	18,190.
1b Sub-total								1,626,616.	51,763.	310,003.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,626,616.	51,763.	310,003.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 10

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
CHARITABLE PLEDGE PROCESSING P.O. BOX 12906, NORFOLK, VA 23541	PLEDGE PROCESSING	291,872.
SCHANER & LUBITZ, PLLC 6931 ARLINGTON ROAD, BETHESDA, MD 20814	LEGAL	286,007.
MCKINLEY MARKETING PARTNERS 111 FRANKLIN STREET, ALEXANDRIA, VA 22314	CONSULTING	232,236.
OFFICE MOVERS, INC. 6500 KANE WAY, ELKRIDGE, MD 21075	STORAGE/DELIVERY	167,747.
MERKLE RESPONSE SERVICES, INC. 100 JAMISON COURT, HAGERSTOWN, MD 21740	PLEDGE PROCESSING	148,494.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 11

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a	90,857,501.					
	b Membership dues	1b						
	c Fundraising events	1c						
	d Related organizations	1d						
	e Government grants (contributions)	1e						
	f All other contributions, gifts, grants, and similar amounts not included above	1f	9,650,778.					
	g Noncash contributions included in lines 1a-1f: \$		884,329.					
	h Total. Add lines 1a-1f			100,508,279.				
Program Service Revenue	2 a MEMBER REG SERVICES	Business Code	900099	233,768.	233,768.			
	b LICENSING FEE		900099	135,000.	135,000.			
	c COOP AD SERVICES		900099	129,075.	129,075.			
	d DAF PROCESSING		900099	34,593.	34,593.			
	e							
	f All other program service revenue		900099	63,798.	63,798.			
	g Total. Add lines 2a-2f			596,234.				
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			24,045.			24,045.
4 Income from investment of tax-exempt bond proceeds								
5 Royalties								
6 a Gross rents		(i) Real	(ii) Personal					
		b Less: rental expenses						
		c Rental income or (loss)						
		d Net rental income or (loss)						
7 a Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other	756,579.				
		b Less: cost or other basis and sales expenses		756,579.				
		c Gain or (loss)		0.				
		d Net gain or (loss)			0.			
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18		a						
		b Less: direct expenses	b					
		c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19		a						
	b Less: direct expenses	b						
	c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold	b						
	c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a								
	b							
	c							
	d All other revenue							
	e Total. Add lines 11a-11d							
12 Total revenue. See instructions.				101,128,558.	596,234.	0.	24,045.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	87,215,963.	87,215,963.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	61,805.	61,805.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,002,403.	68,766.	933,637.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	4,148,007.	2,272,009.	1,844,153.	31,845.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	305,450.	167,119.	137,058.	1,273.
9 Other employee benefits	762,029.	388,058.	368,884.	5,087.
10 Payroll taxes	313,747.	146,436.	165,284.	2,027.
11 Fees for services (non-employees):				
a Management	1,009,613.	499,771.	495,690.	14,152.
b Legal	368,325.		368,325.	
c Accounting	105,206.		105,206.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	694,278.	528,472.	165,806.	
12 Advertising and promotion	1,392,860.	1,349,589.	43,271.	
13 Office expenses	619,173.	319,580.	298,907.	686.
14 Information technology	364,406.	169,224.	195,182.	
15 Royalties	135,000.	135,000.		
16 Occupancy	989,646.	762,583.	224,341.	2,722.
17 Travel	547,752.	333,377.	204,948.	9,427.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	264,179.	264,179.		
20 Interest	55,813.		55,813.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	103,769.		103,769.	
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a _____				
b _____				
c _____				
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	100,459,424.	94,681,931.	5,710,274.	67,219.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	200.	1	200.
	2 Savings and temporary cash investments	7,509,533.	2	5,974,738.
	3 Pledges and grants receivable, net	12,691,414.	3	12,065,483.
	4 Accounts receivable, net	90,998.	4	133,550.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	141,940.	9	149,934.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,723,815.		
	b Less: accumulated depreciation	10b 657,765.	223,792.	10c 1,066,050.
	11 Investments - publicly traded securities	798,581.	11	765,877.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,552,503.	15	1,368,920.
16 Total assets. Add lines 1 through 15 (must equal line 34)	23,008,961.	16	21,524,752.	
Liabilities	17 Accounts payable and accrued expenses	1,694,276.	17	1,448,933.
	18 Grants payable		18	
	19 Deferred revenue	23,357.	19	24,274.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	1,140,192.	23	651,119.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	15,295,551.	25	13,932,676.
	26 Total liabilities. Add lines 17 through 25	18,153,376.	26	16,057,002.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	4,816,718.	27	5,430,627.
	28 Temporarily restricted net assets	38,867.	28	37,123.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	4,855,585.	33	5,467,750.	
34 Total liabilities and net assets/fund balances	23,008,961.	34	21,524,752.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	101,128,558.
2	Total expenses (must equal Part IX, column (A), line 25)	2	100,459,424.
3	Revenue less expenses. Subtract line 2 from line 1	3	669,134.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,855,585.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-56,969.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	5,467,750.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization <p style="text-align: center;">GLOBAL IMPACT</p>	Employer identification number <p style="text-align: center;">52-1273585</p>
--	---

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____
 - (ii) A family member of a person described in (i) above? _____
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	52,191,179.	127,427,953.	104,868,838.	102,042,793.	100,508,279.	487,039,042.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	52,191,179.	127,427,953.	104,868,838.	102,042,793.	100,508,279.	487,039,042.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,140,816.
6 Public support. Subtract line 5 from line 4.						485,898,226.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	52,191,179.	127,427,953.	104,868,838.	102,042,793.	100,508,279.	487,039,042.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	270,622.	67,175.	22,229.	36,094.	24,045.	420,165.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						487,459,207.
12 Gross receipts from related activities, etc. (see instructions)					12	3,049,719.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	99.68 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	98.13 %
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15		%
16 Public support percentage for 2010 Schedule A, Part III, line 15	16		%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17		%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2011

Name of the organization

GLOBAL IMPACT

Employer identification number

52-1273585

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization GLOBAL IMPACT	Employer identification number 52-1273585
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	 <hr/> <hr/> <hr/>	\$ 64,542,568.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	 <hr/> <hr/> <hr/>	\$ 14,280,019.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	 <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	 <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	 <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	 <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization GLOBAL IMPACT	Employer identification number 52-1273585
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization GLOBAL IMPACT	Employer identification number: 52-1273585
---	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2011

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

Open to Public
Inspection

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization <p style="text-align: center;">GLOBAL IMPACT</p>	Employer identification number <p style="text-align: center;">52-1273585</p>
--	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	0.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	0.													
c	Total lobbying expenditures (add lines 1a and 1b)	0.													
d	Other exempt purpose expenditures	100,459,424.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	100,459,424.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000.</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000.	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000.	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period						
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total	
2a	Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b	Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c	Total lobbying expenditures	0.	0.	0.	0.	
d	Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f	Grassroots lobbying expenditures	0.	0.	0.	0.	

Schedule C (Form 990 or 990-EZ) 2011

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1j)? ..			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2011 Open to Public Inspection

Name of the organization: GLOBAL IMPACT Employer identification number: 52-1273585

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

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two Yes/No questions regarding donor property and grant fund usage.

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

Form for Part II Conservation Easements. Includes checkboxes for various purposes (land for public use, natural habitat, open space, historic area, historic structure) and a table for 'Held at the End of the Tax Year' with rows 2a-2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions 1a, 1b, 2, and 3 regarding reporting requirements and asset inclusion.

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

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

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

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment %
- b Permanent endowment %
- c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No

4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		58,567.	56,759.	1,808.
d Equipment		574,778.	484,112.	90,666.
e Other		1,090,470.	116,894.	973,576.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,066,050.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE FROM CFC NCA	641,021.
(2) DUE FROM GLOBAL REACH	8,866.
(3) CHARITABLE LEAD TRUST	43,351.
(4) DUE FROM CFC OVERSEAS	675,682.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	1,368,920.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CAMPAIGN FUNDS PAYABLE TO MEMBER CHARITIES	13,095,369.
(3) DONOR ADVISED FUNDS PAYABLE	792,855.
(4) OTHER DISTRIBUTIONS PAYABLE	44,452.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	13,932,676.

FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	101,128,558.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	100,459,424.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	669,134.
4	Net unrealized gains (losses) on investments	4	-55,225.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-1,744.
9	Total adjustments (net). Add lines 4 through 8	9	-56,969.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	612,165.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	15,934,181.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-55,225.
b	Donated services and use of facilities	2b	
c	Recoveries of prior-year grants	2c	
d	Other (Describe in Part XIV.)	2d	-1,744.
e	Add lines 2a through 2d	2e	-56,969.
3	Subtract line 2e from line 1	3	15,991,150.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	85,137,408.
c	Add lines 4a and 4b	4c	85,137,408.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	101,128,558.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	15,322,016.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	15,322,016.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	85,137,408.
c	Add lines 4a and 4b	4c	85,137,408.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	100,459,424.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: UNDER ASC 740-10, ACCOUNTING FOR UNCERTAINTY IN INCOME

TAXES, GLOBAL IMPACT MUST RECOGNIZE THE TAX BENEFIT ASSOCIATED WITH TAX

POSITIONS TAKEN FOR TAX RETURN PURPOSES WHEN IT IS MORE-LIKELY THAN NOT

THAT THE POSITION WILL BE SUSTAINED. GLOBAL IMPACT DOES NOT BELIEVE THERE

ARE ANY UNRECOGNIZED TAX BENEFITS THAT SHOULD BE RECORDED. FOR THE YEARS

ENDED JUNE 30, 2012 AND 2011, THERE WERE NO INTEREST OR PENALTIES RECORDED

OR INCLUDED IN THE STATEMENTS OF ACTIVITIES. GLOBAL IMPACT IS STILL OPEN

TO EXAMINATION BY TAXING AUTHORITIES FROM FISCAL YEAR 2009 FORWARD.

Part XIV Supplemental Information (continued)

PART XI, LINE 8 - OTHER ADJUSTMENTS:

CHANGE IN VALUE OF SPLIT INTEREST TRUST AGREEMENT -1,744.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN VALUE OF SPLIT INTEREST TRUST AGREEMENT \$-1,744

PART XII, LINE 4B - OTHER ADJUSTMENTS:

CFCNCA OVERALL CONTRIBUTION - \$58,392,758

CFC-O OVERALL CONTRIBUTION - \$11,556,253

RECLASS NET DISTRIBUTIONS TO MEMBER CHARITIES TO EXPENSE -

\$15,188,397

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

CFCNCA DISTRIBUTION EXPENSE - \$53,127,000

CFCNCA EXPENSES - \$5,265,758

CFC-O DISTRIBUTION EXPENSE - \$9,710,369

CFC-O EXPENSES - \$1,845,884

GLOBAL IMPACT DISTRIBUTIONS TO MEMBER CHARITIES -

\$15,188,397

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			EUROPE (INCLUDING ICELAND & GREENLAND)	GENERAL SUPPORT	14,060	CHECK	0		
			EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	22,410	CHECK	0		
			MIDDLE EAST AND NORTH AFRICA	GENERAL SUPPORT	9,760	CHECK	0		
			EUROPE (INCLUDING ICELAND & GREENLAND)	GENERAL SUPPORT	15,575	CHECK	0		

564

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

Schedule F (Form 990) 2011

Form 990 06/30/12

Schedule I-1: Continuation Sheet for Schedule I-Grants and Other Assistance to Organizations, Governments, and Individuals in the U.S.

Schedule I-1 is comprised of 81 pages. Due to its size, only the first pages of Schedule I have been included. It is, however, available upon request:

Member Services
Global Impact
66 Canal Center Plaza, Suite 310
Alexandria, VA 22314

Thank You

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471) Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865) Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) Yes No

Schedule F (Form 990) 2011

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

SCHEDULE F, PART I, LINE 2: THE ORGANIZATION USES THIRD PARTY VENDOR TO

ENSURE COMPLIANCE.

Multiple horizontal lines for supplemental information.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization: GLOBAL IMPACT Employer identification number: 52-1273585

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ▶

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
100 BLACK MEN OF GREATER WASHINGTON, DC - 1326 HEMLOCK STREET, N - WASHINGTON, DC 20012	521998131	501(C)(3)	8,323.	0.			GENERAL SUPPORT
51 50 BLACK MEN OF MARYLAND, INC. 113 LIBERTY HEIGHTS AVE BALTIMORE, MD 21207-7557	521730939	501(C)(3)	7,099.	0.			GENERAL SUPPORT
4 PAWS RESCUE TEAM, INC. 2806 EMMA LEE STREET #102 FALLS CHURCH, VA 22042	541786116	501(C)(3)	57,853.	0.			GENERAL SUPPORT
ACADEMIC EMPOWERMENT FOUNDATION, INC (AEF) - 6809 BRENTWOOD DRIVE - UPPER MARLBORO, MD 22180-4609	522450894	501(C)(3)	13,495.	0.			GENERAL SUPPORT
ACCION INTERNATIONAL 56 ROLAND STREET SUITE 300 BOSTON, MA 02129	132535763	501(C)(3)	57,001.	0.			GENERAL SUPPORT
ACHILLES INTERNATIONAL 42 WEST 38TH STREET, SUITE 400, NEW YORK, NY 10018	133318293	501(C)(3)	6,164.	0.			GENERAL SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **721.**

3 Enter total number of other organizations listed in the line 1 table **0.**

Schedule I (Form 990) (2011)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ADOPT-A-CLASSROOM 4141 NE 2ND AVE, STE 203B MIAMI, FL 33137	650828272	501(C)(3)	12,890.	0.			GENERAL SUPPORT
ADOPTAPLATOON SOLDIER SUPPORT EFFORT - P.O. BOX 234 - LOZANO, TX 78586-7340	742918904	501(C)(3)	5,349.	0.			GENERAL SUPPORT
ADVOCATES FOR HOMELESS FAMILIES 216 ABRECHT PLACE FREDERICK, MD 21701	521591139	501(C)(3)	6,084.	0.			GENERAL SUPPORT
AFGHAN HEALTH AND DEVELOPMENT SERVICES - 3900 JERMANTOWN ROAD, SUITE 300, - FAIRFAX, VA 22030	541968322	501(C)(3)	13,819.	0.			GENERAL SUPPORT
AFRICAN AMERICAN COALITION AGAINST AIDS, INC. - P.O. BOX 11330 - WASHINGTON, DC 20008	611651772	501(C)(3)	13,420.	0.			GENERAL SUPPORT
AFRICAN AMERICAN FEDERAL EXECUTIVE ASSOCIATION, INC - 1205 HERITAGE HILLS DRIVE - UPPER MARBORO, MD 20774-8900	204280576	501(C)(3)	5,991.	0.			GENERAL SUPPORT
AFRICAN CHILDREN'S EDUCATIONAL INITIATIVE, INC. - 1211 BIG COVE ROAD, - HUNTSVILLE, AL 35801	760814992	501(C)(3)	7,866.	0.			GENERAL SUPPORT
AFRICAN MEDICAL AND RESEARCH FOUNDATION (AMREF) - 4 WEST 43RD STREET 2ND FLOOR - NEW YORK, NY 10036	131867411	501(C)(3)	116,161.	0.			GENERAL SUPPORT
AFRICARE 440 R STREET NW WASHINGTON, DC 20001	237116952	501(C)(3)	233,490.	0.			GENERAL SUPPORT

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

GLOBAL IMPACT

Employer identification number

52-1273585

Part I Questions Regarding Compensation

	Yes	No
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <p> <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Travel for companions <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) </p>		
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b	
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	2	
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.</p> <p> <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Form 990 of other organizations <input checked="" type="checkbox"/> Approval by the board or compensation committee </p>		
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p>		
<p>a Receive a severance payment or change-of-control payment?</p>	4a	X
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	4b	X
<p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4c	X
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p>		
<p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p>		
<p>a The organization?</p>	5a	X
<p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5b	X
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p>		
<p>a The organization?</p>	6a	X
<p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6b	X
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	X
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	X
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990	
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
1 RENEE ACOSTA	(i)	299,172.	135,480.	11,883.	35,648.	6,216.	488,399.	0.
	(ii)	9,253.	4,190.	368.	1,103.	192.	15,106.	0.
2 CHARLOTTE HABERAECKER	(i)	212,296.	0.	22,000.	40,268.	12,368.	286,932.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 STANLEY BERMAN	(i)	163,130.	15,000.	18,700.	38,950.	13,482.	249,262.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 MARK OLIPHANT	(i)	153,337.	15,000.	8,529.	27,088.	16,490.	220,444.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 THOMAS TOBIN	(i)	120,595.	3,600.	22,000.	36,392.	6,408.	188,995.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
516	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

GLOBAL IMPACT

Employer identification number

52-1273585

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property	X	1	884,329.	ESTIMATED FMV PER DONOR
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (.....				
26 Other ▶ (.....				
27 Other ▶ (.....				
28 Other ▶ (.....				

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

29

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011
Open to Public
Inspection

Name of the organization GLOBAL IMPACT	Employer identification number 52-1273585
---	--

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

GLOBAL IMPACT RAISES FUNDS TO ASSURE HELP FOR THE WORLD'S MOST
VULNERABLE PEOPLE. GLOBAL IMPACT SUPPORTS U.S.-BASED INTERNATIONAL
CHARITIES THROUGH INNOVATIVE PARTNERSHIPS AND EMPLOYEE GIVING PROGRAMS
AND PROVIDES SOLUTIONS TO MEET THE UNIQUE GIVING NEEDS OF ORGANIZATIONS
AND DONORS. ADDITIONALLY, GLOBAL IMPACT DISTRIBUTES CHARITABLE
DONATIONS FOR SOME OF AMERICA'S TOP CORPORATIONS AND MANAGES TWO OF THE
WORLD'S LARGEST WORKPLACE GIVING CAMPAIGNS: THE COMBINED FEDERAL
CAMPAIGN OF THE NATIONAL CAPITAL AREA AND THE COMBINED FEDERAL
CAMPAIGN-OVERSEAS AND PROVIDES PARTNER ADVISORY SERVICES TO HELP OTHERS
DEVELOP MORE EFFECTIVE FUNDRAISING CAMPAIGNS. SINCE 1956, GLOBAL IMPACT
HAS GENERATED MORE THAN \$1.5 BILLION TO ASSURE HELP FOR THE WORLD'S
MOST VULNERABLE PEOPLE.

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

THE ORGANIZATION LAUNCHED AN EFFORT TO PROVIDE ADVISORY SERVICES TO
CHARITIES AND CORPORATIONS RELATED TO CORPORATE SOCIAL RESPONSIBILITY
PROGRAMS AND THE GENERATION OF FUNDRAISING DOLLARS FOR INTERNATIONAL
RELIEF AND DEVELOPMENT.

FORM 990, PART III, LINE 4B, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS:

MANAGED CAMPAIGNS - GLOBAL IMPACT MANAGES THE WORLD'S LARGEST WORKPLACE
GIVING CAMPAIGNS, THE COMBINED FEDERAL CAMPAIGN OF THE NATIONAL CAPITAL
AREA (CFCNCA) AND THE COMBINED FEDERAL CAMPAIGN-OVERSEAS (CFC-O) FOR
THE DEPARTMENT OF DEFENSE, RAISING FUNDS ACROSS THE FIVE OVERSEAS
COMBATANT COMMANDS. TOGETHER, THESE TWO CAMPAIGNS RAISE MORE THAN

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2011)

132211
01-23-12

57418

Name of the organization

GLOBAL IMPACT

Employer identification number

52-1273585

\$78.8 MILLION PER YEAR TO HELP PEOPLE IN LOCAL COMMUNITIES, ACROSS THE

NATION AND AROUND THE WORLD. 2012 MARKS GLOBAL IMPACT'S 10TH YEAR

MANAGING THE CFCNCA AND ITS 17TH YEAR MANAGING THE CFC-O. THE CFCNCA

RAISED \$64.5 MILLION IN 2011, AN INCREASE OF 37 PERCENT UNDER GLOBAL

IMPACT'S MANAGEMENT. THE CFC-O RAISED \$14.2 MILLION IN 2011, AN

INCREASE OF 137 PERCENT UNDER GLOBAL IMPACT'S MANAGEMENT. THE CFC-O

INCREASE TAKES ON SPECIAL SIGNIFICANCE BECAUSE DONORS INCLUDE THOUSANDS

OF MILITARY PERSONNEL DEPLOYED TO IRAQ AND AFGHANISTAN WHO ARE ALREADY

MAKING ENORMOUS PERSONAL SACRIFICE THROUGH THEIR SERVICE TO OUR

COUNTRY.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

SPECIAL PROGRAMMATIC SERVICES

EXPENSES \$ 775,541. INCLUDING GRANTS OF \$ 585,000. REVENUE \$ 63,798.

FORM 990, PART VI, SECTION B, LINE 11: FORM 990 IS REVIEWED BY EITHER THE

AUDIT COMMITTEE OR THE CFO PRIOR TO A BOARD MEETING. THE FORM IS PRESENTED

TO THE BOARD BY THE AUDIT COMMITTEE CHAIR. EACH BOARD MEMBER THEN RECEIVES

BY EMAIL AN ELECTRONIC VERSION OF THE FORM, SO THAT EACH CAN REVIEW IT AND

RAISE QUESTIONS BEFORE THE FORM IS FILED.

FORM 990, PART VI, SECTION B, LINE 12C: A YEARLY SIGNING OF CONFLICT OF

INTEREST IS DONE BY ALL MEMBERS OF THE BOARD AND STAFF.

FORM 990, PART VI, SECTION B, LINE 15: THE BOARD CHAIR AND INDEPENDENT

MEMBERS OF THE EXECUTIVE COMMITTEE MAKE DECISIONS ON EXECUTIVE

COMPENSATION. COMPARATIVE COMPENSATION DATA FOR THE PRESIDENT AND CEO IS

132212
01-23-12

Name of the organization GLOBAL IMPACT	Employer identification number 52-1273585
---	--

PROVIDED TO THE CHAIRMAN OF THE BOARD BY THE CHIEF FINANCIAL OFFICER AND THE DIRECTOR OF HUMAN RESOURCES. THIS EXECUTIVE COMMITTEE IS CHARGED WITH APPROVING THE SALARY OF THE PRESIDENT AND CEO AS WELL AS ANY PERFORMANCE BONUS AND AFFIRM RECOMENDATIONS OF THE PRESIDENT AND CEO FOR OTHER KEY STAFF. SIMILIAR COMPARATIVE COMPENSATION INFORMATION IS PROVIDED TO THE PRESIDENT AND CEO TO HELP GUIDE DECISIONS ABOUT OTHER KEY EMPLOYEES.

ADDITIONALLY, THE ORGANIZATION ENGAGED AN INDEPENDENT OUTSIDE CONSULTANT TO EVALUATE THE SALARIES FOR ALL STAFF AGAINST THE MARKET AND PROVIDE COMPARATIVE DATA TO THE EXECUTIVE COMMITTEE AND MANAGEMENT FOR ALL POSITIONS.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, IL, IN, KS, KY, ME, MD, MA, MI, MS, MO, MN, NH, NJ, NM, NY
NC, ND, OH, OK, OR, PA, RI, SC, TN, TX, UT, VT, VA, WV, WA, WI, HI

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST. ADDITIONALLY, THE FINANCIAL STATEMENTS ARE POSTED ON ITS WEBSITE.

FORM 990, PART VII, LINE 1A, COLUMN B

HOURS DEVOTED TO RELATED ORGANIZATION:

GLOBAL REACH

AVERAGE HOURS: NAME:

2.0 RENEE ACOSTA

2.0 LAWRENCE CAVAILOA

132212
01-23-12

Name of the organization GLOBAL IMPACT	Employer identification number 52-1273585
---	--

1.0	PETER GRANT
1.0	TIMOTHY BLOECHL
1.0	KENNETH FLEISHMAN
1.0	RABIH TORBAY
1.0	MARYON DAVIES LEWIS
1.0	STAN BERMAN
12.0	TERESA GERA-CONNOR

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS:	-55,225.
CHANGE IN VALUE OF SPLIT INTEREST TRUST AGREEMENT	-1,744.
TOTAL TO FORM 990, PART XI, LINE 5	-56,969.

FORM 990, PART XII, LINE 2C

OVERSIGHT OF AUDIT:

THERE HAVE BEEN NO CHANGES DURING THE YEAR IN THE PROCESS FOR OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)		X
l Performance of services or membership or fundraising solicitations by related organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
n Sharing of paid employees with related organization(s)	X	
o Reimbursement paid to related organization(s) for expenses		X
p Reimbursement paid by related organization(s) for expenses		X
q Other transfer of cash or property to related organization(s)		X
r Other transfer of cash or property from related organization(s)		X

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2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. GLOBAL IMPACT	Employer identification number (EIN) or <input checked="" type="checkbox"/> 52-1273585
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 66 CANAL CENTER PLAZA, NO. 310	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ALEXANDRIA, VA 22314	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STANLEY BERMAN

- The books are in the care of ▶ 66 CANAL CENTER PLAZA, STE 310 - ALEXANDRIA, VA 22314
 Telephone No. ▶ 703-717-5200 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning JUL 1, 2011, and ending JUN 30, 2012

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

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

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)



Global Impact

Financial Statements and Supplemental Material

Years Ended June 30, 2012 and 2011

Global Impact

**Financial Statements
and Supplemental Material**
Years Ended June 30, 2012 and 2011

Global Impact

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Independent Auditors' Report

To the Board of Directors
Global Impact
Alexandria, Virginia

We have audited the accompanying statements of financial position of **Global Impact** as of June 30, 2012 and 2011, and the related statements of activities, change in net assets, and cash flows for the years then ended. These financial statements are the responsibility of Global Impact's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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 Global Impact'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 financial statements referred to above present fairly, in all material respects, the financial position of Global Impact as of June 30, 2012 and 2011, 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 of America.

BDO USA, LLP

October 19, 2012

Financial Statements

Global Impact

Statements of Financial Position

<i>June 30,</i>	2012	2011
Assets		
Cash and cash equivalents	\$ 5,969,012	\$ 7,504,156
Pledges receivable (net of shrinkage for uncollectible pledges of \$720,870 and \$933,909, respectively)	12,065,483	12,691,414
Accounts receivable	133,550	90,998
Charitable lead trust receivable	43,351	45,095
Due from Combined Federal Campaigns	1,316,703	1,499,780
Due from Global Reach	8,866	7,628
Investments	771,803	804,158
Property and equipment, net	1,066,050	223,792
Other assets	149,934	141,940
Total assets	\$ 21,524,752	\$ 23,008,961
Liabilities and Net Assets		
Liabilities		
Lines-of-credit	\$ 651,119	\$ 1,140,192
Accounts payable	776,852	344,261
Accrued expenses	672,081	1,350,015
Campaign funds payable to member charities	13,095,369	14,155,298
Donor advised funds payable	792,855	925,107
Other distributions payable	44,452	215,146
Deferred rent	24,274	23,357
Total liabilities	16,057,002	18,153,376
Commitments and Contingencies		
Net Assets		
Unrestricted		
Available for general use	4,046,298	4,316,718
Microsoft gift fund	884,329	-
Opportunity fund	500,000	500,000
Total unrestricted net assets	5,430,627	4,816,718
Temporarily restricted	37,123	38,867
Total net assets	5,467,750	4,855,585
Total liabilities and net assets	\$ 21,524,752	\$ 23,008,961

See accompanying notes to financial statements.

Global Impact

Statements of Activities

Years ended June 30,	2012	2011
Amounts Raised in Campaigns (Net of campaign expense and shrinkage)		
Managed Combined Federal Campaigns		
National Capital Area	\$ 2,826,179	\$ 3,207,832
Overseas	314,442	370,840
Total Managed Combined Federal Campaigns	3,140,621	3,578,672
Non-managed Combined Federal Campaigns	3,953,796	4,535,499
State government employee	2,279,045	2,583,862
Private sector employee	3,496,614	3,330,660
Employee campaigns - indirect payments	2,797,015	2,119,656
Local government employee	626,061	784,687
Total Raised in Campaigns	16,293,152	16,933,036
Less: distributions to member charities	15,188,397	15,778,050
Public support designated to Global Impact	1,104,755	1,154,986
Revenue, gains and other support		
Donor advised funds	8,175,386	9,086,486
Administrative charges for raising funds on behalf of others	4,615,717	3,714,311
In-kind contributions	884,329	-
Contributions	154,783	152,477
Non-recurring giving for international relief and development	156,227	411,749
Cost share reimbursements	343,851	205,078
Investment (loss) return	(31,559)	131,472
Other revenue	169,593	181,301
Member registration services	233,768	210,749
Cooperative advertising revenue	129,075	157,983
Net assets released from time restriction	-	156,500
Total revenue, gains and other support	14,831,170	14,408,106
Total public support, revenue, gains and other support	15,935,925	15,563,092
Expenses		
Program Services		
Distribution to charities		
Donor advised funds	8,175,386	9,086,486
Accelerator fund grants	585,000	-
National Capital Area Campaign	206,545	-
International relief and development	149,441	411,749
Global Reach	135,630	446,813
Total distributions to charities	9,252,002	9,945,048
Campaign support		
General campaigns	2,407,095	1,887,652
Special programmatic services	190,541	-
Donor advised funds	42,753	88,949
Total campaign support	2,640,389	1,976,601
Total program services	11,892,391	11,921,649
Supporting services		
Management and general	3,362,406	2,602,042
Fundraising	67,219	517,720
Total supporting services	3,429,625	3,119,762
Total expenses	15,322,016	15,041,411
Change in unrestricted net assets	613,909	521,681
Change in temporarily restricted net assets		
Change in value of split interest trust agreement	(1,744)	42,427
Less: net assets released from time restriction	-	(156,500)
Change in temporarily restricted net assets	(1,744)	(114,073)
Change in net assets	\$ 612,165	\$ 407,608

Global Impact

Statements of Changes in Net Assets

	Unrestricted	Temporarily Restricted	Total
Net assets, June 30, 2010	\$ 4,295,037	\$ 152,940	\$ 4,447,977
Change in net assets	521,681	(114,073)	407,608
Net assets, June 30, 2011	4,816,718	38,867	4,855,585
Change in net assets	613,909	(1,744)	612,165
Net assets, June 30, 2012	\$ 5,430,627	\$ 37,123	\$ 5,467,750

See accompanying notes to financial statements.

Global Impact

Statements of Cash Flows

Years ended June 30,	2012	2011
Cash flows from operating activities		
Change in net assets	\$ 612,165	\$ 407,608
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Net unrealized losses (gains) on investments	55,224	(95,960)
Change in value of beneficial interest in charitable lead trust	1,744	114,073
Depreciation and amortization	103,769	81,665
In-kind contributions	(884,329)	-
(Increase) decrease in assets		
Pledges receivable	625,931	228,923
Accounts receivable	(42,552)	207,132
Due from Combined Federal Campaign	183,077	(292,202)
Due from Global Reach	(1,238)	2,312
Other assets	(7,994)	(44,450)
Increase (decrease) in liabilities		
Accounts payable	432,591	113,899
Accrued expenses	(677,934)	748,188
Campaign funds payable to member charities	(1,059,929)	(307,584)
Donor advised funds payable	(132,252)	(1,009,277)
Other distributions payable	(170,694)	(221,483)
Deferred rent	917	23,357
Net cash used in operating activities	(961,504)	(43,799)
Cash flows from investing activities		
Purchases of investments	(779,448)	(140,735)
Proceeds from sales of investments	756,579	106,245
Purchases of property and equipment	(61,698)	(56,226)
Net cash used in investing activities	(84,567)	(90,716)
Cash flows from financing activities		
Repayments on lines-of-credit	(7,544,035)	(5,258,012)
Borrowings on lines-of-credit	7,054,962	5,830,300
Net cash (used in) provided by financing activities	(489,073)	572,288
Net (decrease) increase in cash and cash equivalents	(1,535,144)	437,773
Cash and cash equivalents, beginning of year	7,504,156	7,066,383
Cash and cash equivalents, end of year	\$ 5,969,012	\$ 7,504,156

See accompanying notes to financial statements.

Global Impact

Notes to Financial Statements

1. Summary of Accounting Policies

Organization Purpose

The mission of Global Impact is to assure help for the world's most vulnerable people. Its primary activities include:

- a) Participating in nearly 500 workplace giving campaigns including the federal government, state governments, local governments and private workplaces to provide a means for employees of participating institutions to donate either to Global Impact or to its more than 50 member charities;
- b) Creating alliances with funding organizations to address specific relief or development needs in developing countries;
- c) Provide philanthropic services including campaign management services, providing a vehicle for employer-based emergency relief fundraising campaigns, state charitable registration services and the management of donor advised funds;
- d) Distribute funds raised on behalf of member charities to them based on criteria established by the Board of Directors;
- e) Adherence to distributions formulae established by the Board of Directors for other funds raised; and
- f) Performing such other charitable and educational activities as may be necessary in order to support or accomplish the foregoing.

Basis of Accounting

Global Impact's financial statements are prepared using the accrual basis of accounting.

Cash and Cash Equivalents

Global Impact considers cash on hand, deposits in banks, and investments purchased with an original maturity of three months or less to be cash and cash equivalents other than those included in Global Impact's investment portfolio.

Pledges Receivable

Pledges are recorded in the financial statements upon receipt of pledge information from the campaigns. Global Impact honors designations made to each member organization. As all pledges are expected to be collected within one year, they are recorded at their net realizable value. This is achieved by creating an allowance for estimated uncollectible pledges and for estimated campaign expenses. At the end of each fiscal year, any amounts receivable from the previous year's campaign are written off. Subsequent receipts relating to such amounts are set off against the shrinkage expense.

Global Impact

Notes to Financial Statements

Accounts Receivable

Accounts receivable consists primarily of amounts due from member charities and employers that are sponsors of workplace giving programs. There is no allowance for doubtful accounts due to management's belief that all accounts receivable are collectible and should they not be, any uncollectible amount would be offset against future distributions.

Charitable Lead Trust Receivable

Global Impact has received an interest in a charitable lead trust. Global Impact is not the trustee for this agreement. The charitable lead trust is reported at the fair value of the investments of the trust, as reported by the trustee, discounted to the present value of the cash flows to be received by Global Impact.

Investments

Investments are stated at fair value. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by Global Impact at year-end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is accrued when earned. Dividends are recorded on the ex-dividend date. Unrealized and realized gains and losses are included in the statements of activities.

Property and Equipment

Property and equipment with unit values in excess of \$1,000 are recorded at cost. Depreciation is provided for using the straight-line method of depreciation over the estimated useful lives of the assets which range from three to ten years. Leasehold improvements are amortized on the straight-line basis over the lesser of the estimated service lives of the assets or the remaining lease term. Assets acquired under capital leases are recorded at the lower of the present value of the future minimum lease payments or the fair value of the assets. The assets are amortized over the lesser of the related lease term or their estimated useful life. Cost and related accumulated depreciation and amortization are removed from the accounts when the assets are disposed of, with any gain or loss recognized currently. Repairs and maintenance are charged to expense when incurred.

Campaign Funds Payable to Member Charities

Pledges that are designated to Global Impact's member charities are recorded as campaign funds payable to member charities. Cash received from campaigns is distributed to each participating member charity in the ratio of its designated pledges to total Global Impact pledges from the relevant campaign. Prior to the monthly distribution of the campaign receipts to the member charities, Board approved expenses less undesignated pledges and other non-designated revenues are deducted on the same ratio as designated pledges and are recorded as administrative charges for raising funds on behalf of others.

Global Impact

Notes to Financial Statements

Unrestricted Net Assets

Global Impact's unrestricted net assets are composed of the following:

Available for General Use

Unrestricted amounts to be used for Global Impact's ongoing operations.

Microsoft Gift Fund

In 2012, the Board authorized the establishment of a fund in which to record an in-kind gift of software from Microsoft. The fund will be amortized in future years.

Opportunity Fund

The Board authorized this fund in 1994 to make funds available for new opportunities in accordance with the mission of Global Impact.

Temporarily Restricted Net Assets

Global Impact reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets by time or purpose. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions.

Revenue Recognition

Revenue is recognized in the period in which it is earned. Revenue received in advance is deferred to the applicable period. Some workplace campaigns choose to distribute employee charitable contributions directly to member charities. Campaigns in which Global Impact and its member charities actively participate are recorded based on campaign reports received from the employee campaigns. These direct payments are presented under amounts raised in campaigns in the statements of activities.

In-Kind Contributions

Donated property and equipment is recorded at fair value at the date of donation. If the donors stipulate how long 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.

Global Impact records donated services, including consulting and speaker fees, at their estimated fair value when they create or enhance nonfinancial assets or they require specialized skills which would need to be purchased if they were not donated. For the years ended June 30, 2012 and 2011, Global Impact received in-kind contributions of \$884,329 and \$0, respectively, that were recorded under in-kind contributions in the statements of activities.

Global Impact

Notes to Financial Statements

Expenses

Expenses are recognized by Global Impact during the period in which they are incurred. Expenses paid in advance and not yet incurred are deferred to the applicable period.

Donor advised funds consist of amounts distributed to member charities and other charities from contributions raised through workplace giving under donor advised fund agreements. Accelerator fund grants were grants to other charities for projects having the potential of a 5:1 to 7:1 return as part of a special initiative by the Board to use reserves to fund activities to build Global Impact's long-run fundraising capacity and capability. National Capital Area campaign consists of amounts distributed to CFCNCA charities as required by OPM as a result of the OPM/OIG audit of Fall 2009, 2008 and 2007 campaigns.

Campaign support consists of costs associated with increasing overall recognition and representation of member charities; costs that benefit the overall campaign; and expenses incurred under cost-sharing arrangements. Special programmatic services expense were two initiatives to expand Global Impact's internal fundraising potential as part of the same initiative as the accelerator fund grants.

Management and general expenses consist of cost directly related to the overall operations of Global Impact and maintenance of its corporate existence, including general office management, reception, and financial reporting. Fundraising includes those costs associated with accessing new workplace fundraising campaigns.

Functional Allocation of Expenses

The costs of providing various program and supporting services have been summarized on a functional basis in the statements of activities. Accordingly, certain costs have been allocated among the program and supporting services benefited.

Financial Instruments and Credit Risk

Financial instruments which potentially subject Global Impact to concentrations of credit risk consist principally of cash balances and pledges receivable. At June 30, 2012, Global Impact had deposits in a single financial institution totaling approximately \$6.3 million, all of which were within federal depository insurance according to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Act") which provides for unlimited deposit insurance for "noninterest-bearing transaction accounts" through December 31, 2012. Credit risk with respect to pledges receivable is limited because Global Impact participates with a significant number of campaigns whose participants are spread over a wide geographic region.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP or U.S. GAAP) requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Global Impact

Notes to Financial Statements

Income Tax Status

Global Impact is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. In addition, Global Impact is classified by the Internal Revenue Service as an organization that is not a private foundation. Global Impact is required to report unrelated business income to the Internal Revenue Service and the Commonwealth of Virginia taxing authorities. Global Impact reported no net unrelated business taxable income for the years ended June 30, 2012 and 2011.

Under Accounting Standards Codification (ASC) 740-10, *Accounting for Uncertainty in Income Taxes*, Global Impact must recognize the tax benefit associated with tax positions taken for tax return purposes when it is more-likely than not that the position will be sustained. Global Impact does not believe there are any unrecognized tax benefits that should be recorded. For the years ended June 30, 2012 and 2011, there were no interest or penalties recorded or included in the statements of activities. Global Impact is still open to examination by taxing authorities from fiscal year 2009 forward.

2. Charitable Lead Trust Receivable

Charitable lead trust receivable which is due in fiscal year 2013 consists of the following beneficial interest at:

<i>June 30,</i>	2012	2011
Benefit interest in a charitable lead trust		
before unamortized discount	\$ 59,344	\$ 56,794
Less unamortized discount	(15,993)	(11,699)
Net benefit interest in a charitable lead trust	\$ 43,351	\$ 45,095

The discount is calculated using a rate of 8% for the years ended June 30, 2012 and 2011.

3. Due from Combined Federal Campaigns

Global Impact has been the Principal Combined Fund Organization (PCFO) for the Department of Defense Combined Federal Campaign (the Overseas Campaign or Overseas) since 1996 and for the National Capital Area's Combined Federal Campaign (the National Capital Area Campaign or NCA) since 2003. Global Impact pays for the expenses of the Overseas Campaign and the National Capital Area Campaign and is reimbursed out of funds collected. Amounts due to Global Impact from the Overseas Campaign for unreimbursed expenditures totaled \$675,682 and \$1,100,969 as of June 30, 2012 and 2011, respectively. Amounts due to Global Impact from the National Capital Area Campaign for unreimbursed expenditures and advances totaled \$641,021 and \$398,811 as of June 30, 2012 and 2011, respectively.

Global Impact

Notes to Financial Statements

4. Due from Global Reach

On August 22, 2008, Global Impact created a District of Columbia not-for-profit Corporation called Global Reach for a program that heretofore had been run within Global Impact. According to the governing documents of Global Reach, at least half of the members of its board of directors must be members of the Global Impact Board of Directors, and if in the future Global Reach should be dissolved, its net assets must to be transferred to Global Impact. The Internal Revenue Service has granted Global Reach an exemption from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code. Global Reach's fiscal year end is June 30.

Global Impact shares resources with Global Reach through an agreement between the two organizations. During the years ended June 30, 2012 and 2011, Global Impact provided contributions of both funds and resources of \$135,630 and \$446,813, respectively, which is recorded as expense in the statements of activities.

Management has determined that the activities of Global Reach are insignificant to these financial statements and therefore have not been consolidated.

Global Reach reported the following revenue and expenses for years ended June 30, 2012 and 2011:

	2012	2011
Revenue:		
Allocation from Global Impact	\$ 135,630	\$ 446,813
Grant from international organization	97,006	96,614
Contributions	7,720	11,446
Total revenue	\$ 240,356	\$ 554,873
Expenses:		
Salaries and benefits	\$ 198,940	\$ 313,130
Occupancy	6,723	11,853
Travel	6,201	37,403
Legal and accounting	6,193	15,144
Consulting	-	132,577
Others	22,299	44,766
Total expenses	\$ 240,356	\$ 554,873
Change in net assets	\$ -	\$ -

Global Impact

Notes to Financial Statements

Global Reach's assets and liabilities and net assets consist of the following at:

<i>June 30,</i>	2012	2011
Assets:		
Accounts receivable	\$ 8,866	\$ 7,475
Equipment, less accumulated depreciation	-	153
Total assets	\$ 8,866	\$ 7,628
Liabilities and net assets:		
Accrued liabilities	\$ 8,866	\$ 7,628
Net assets - unrestricted	-	-
Total liabilities and net assets	\$ 8,866	\$ 7,628

5. Fair Value of Financial Investments

Global Impact follows the provisions of ASC 820, *Fair Value Measurements*, in accounting for the fair value of financial investments. ASC 820 establishes a common definition for fair value to be applied under generally accepted accounting principles requiring use of fair value, establishes a framework for measuring fair value, and expands disclosures about such fair value measurements.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. ASC 820 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available.

Observable inputs are inputs that market participants operating within the same marketplace as Global Impact would use in pricing its asset or liability based on independently derived and observable market data. Unobservable inputs are inputs that cannot be sourced from a broad active market in which assets or liabilities identical or similar to those of Global Impact are traded. The input hierarchy is broken down into three levels based on the degree to which the exit price is independently observable or determinable as follows:

Basis of Fair Value Measurement:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Global Impact

Notes to Financial Statements

Investments measured at fair value on a recurring basis consist of the following based on the fair value hierarchy noted above:

June 30, 2012

	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant other unobservable inputs (level 3)	Balance as of June 30, 2012
Mutual funds - equities	\$ 427,812	\$ -	\$ -	\$ 427,812
Mutual funds - fixed income	338,065	-	-	338,065
Money market fund	5,926	-	-	5,926
Charitable lead trust receivable	-	43,351	-	43,351
Total assets at fair value	\$ 771,803	\$ 43,351	\$ -	\$ 815,154

June 30, 2011

	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant other unobservable inputs (level 3)	Balance as of June 30, 2011
Mutual funds - equities	\$ 405,804	\$ -	\$ -	\$ 405,804
Mutual funds - fixed income	392,777	-	-	392,777
Money market fund	5,577	-	-	5,577
Charitable lead trust receivable	-	45,095	-	45,095
Total assets at fair value	\$ 804,158	\$ 45,095	\$ -	\$ 849,253

6. Investments

Investments consist of the following:

<i>June 30,</i>	2012	2011
Mutual funds - equities	\$ 427,812	\$ 405,804
Mutual funds - fixed income	338,065	392,777
Money market	5,926	5,577
	\$ 771,803	\$ 804,158

Global Impact

Notes to Financial Statements

Investment (loss) return consists of the following:

<i>Years ended June 30,</i>	2012	2011
Interest and dividends	\$ 23,665	\$ 35,512
Net unrealized (losses) gains	(55,224)	95,960
	<u>\$ (31,559)</u>	<u>\$ 131,472</u>

7. Property and Equipment

Property and equipment consists of the following at:

<i>June 30,</i>	2012	2011
Office furniture and equipment	\$ 574,778	\$ 519,080
Leasehold improvements	58,567	58,567
Software	1,090,470	200,141
	<u>1,723,815</u>	<u>777,788</u>
Less accumulated depreciation and amortization	(657,765)	(553,996)
	<u>\$1,066,050</u>	<u>\$ 223,792</u>

Depreciation and amortization expense for the years ended June 30, 2012 and 2011 was \$103,769 and \$81,665, respectively.

8. Lines-of-Credit

Global Impact maintains two revolving line-of-credit arrangements to administer the CFC Programs. The first agreement has a tiered borrowing structure based on the life cycle of the related CFC campaign with a borrowing amount ranging from \$5,500,000 to \$2,100,000. The second agreement has a tiered borrowing structure based on the life cycle of the related CFC campaign with a borrowing amount ranging from \$2,200,000 to \$1,000,000. The interest rate is based on the 30 day LIBOR rate plus 2.375% for both borrowings. The interest rate was 2.61% and 2.56% as of June 30, 2012 and 2011, respectively. The lines-of-credit expired in February 2012 and have been extended to January 31, 2013. The lines-of-credit are secured by a blanket lien on Global Impact's receivables and property and equipment. The amount due on the lines-of-credit was \$651,119 and \$1,140,192 as of June 30, 2012 and 2011, respectively. Interest expense incurred and paid for the years ended June 30, 2012 and 2011 was \$55,218 and \$50,762, respectively.

9. Opportunity Fund

The Board authorized this fund in 1994 to make funds available for new opportunities in accordance with the mission of Global Impact. Effective June 30, 2004, at management's request, the Board set a limit of \$500,000 for the Opportunity Fund. There were no expenditures from the Fund during the years ended June 30, 2012 and 2011.

Global Impact

Notes to Financial Statements

10. Amounts Raised in Campaigns

Public support on the statements of activities is represented net of estimated campaign expenses incurred by other organizations and estimated shrinkage of the campaigns. Global Impact includes funds raised in combined federal campaigns (CFC) and other campaigns that are distributed directly to its member charities if Global Impact has had substantial involvement in that campaign. The following tables present gross pledges raised by Global Impact and the reconciliation to net amounts raised in campaigns.

Campaigns for the year ended June 30, 2012:

	Gross Pledges	Shrinkage	Campaign Expenses	Net Pledges
CFC - NCA	\$ 3,236,302	\$ (146,087)	\$ (264,036)	\$ 2,826,179
CFC - Overseas	442,281	(70,668)	(57,171)	314,442
Non-managed - CFC	4,751,332	(263,335)	(534,201)	3,953,796
State government employee	2,579,668	(91,284)	(209,339)	2,279,045
Private sector employee	3,718,810	(132,425)	(89,771)	3,496,614
Employee campaigns - indirect payments	2,802,748	(2,244)	(3,489)	2,797,015
Local government employee	677,681	(14,827)	(36,793)	626,061
	\$ 18,208,822	\$ (720,870)	\$ (1,194,800)	\$ 16,293,152

Campaigns for the year ended June 30, 2011:

	Gross Pledges	Shrinkage	Campaign Expenses	Net Pledges
CFC - NCA	\$ 3,605,646	\$ (143,865)	\$ (253,949)	\$ 3,207,832
CFC - Overseas	507,166	(72,677)	(63,649)	370,840
Non-managed - CFC	5,393,891	(272,657)	(585,735)	4,535,499
State government employee	2,887,508	(70,077)	(233,569)	2,583,862
Private sector employee	3,667,018	(246,870)	(89,488)	3,330,660
Employee campaigns - indirect payments	2,427,441	(113,590)	(194,195)	2,119,656
Local government employee	845,700	(14,173)	(46,840)	784,687
	\$ 19,334,370	\$ (933,909)	\$ (1,467,425)	\$ 16,933,036

11. Pension Plan

Global Impact has a retirement plan called the Global Impact 401(k) Profit Sharing Plan and Trust, which has two components, a money purchase pension plan and a 401(k) plan. The money purchase pension plan covers all full-time employees who have met the eligibility requirements during the plan year.

Global Impact

Notes to Financial Statements

During the years ended June 30, 2012 and 2011, Global Impact contributed ten percent as defined in the plan, of each eligible employee's annual salary to the plan, subject to certain statutory limits. For the years ended June 30, 2012 and 2011, contributions totaled \$406,839 and \$375,500, respectively.

Under the terms of the 401(k) profit sharing plan, eligible employees may make contributions to the extent allowed by law. Global Impact will match employee contributions up to a maximum of five percent of a participant's compensation. For the years ended June 30, 2012 and 2011, contributions totaled \$162,694 and \$152,529, respectively.

12. Lease Commitments

Global Impact entered into a ten-year operating lease for office space through July 2014. Rent escalations are indexed after the first year and Global Impact pays a share of operating costs.

Global Impact is obligated under several operating leases for office equipment, which expire in 2015.

Future annual commitments under these leases are as follows:

Years Ending June 30,

2013	\$ 300,569
2014	312,100
2015	32,897
	<hr/>
	\$ 645,566

Rent expense for the years ended June 30, 2012 and 2011 was \$303,613 and \$309,966, respectively.

13. Commitments and Contingencies

Employment Agreement

Global Impact has a long-term contract with an employee that extends through December 2014. If the agreement is terminated without cause, the employee shall continue to receive base salary and full benefits for twenty-four months or until December 2014, whichever comes first.

14. OIG/OPM Audits

As the PCFO of the National Capital Area and Overseas Campaigns, Global Impact is subject to audit by the Inspector General, U.S. Office of Personnel Management, U.S. Office of Management and Budget and the U.S. Government Accountability Office. In July 2010, the Office of the Inspector General of the U.S. Office of Personnel Management (OIG/OPM) began its audits of the National Capital Area's Fall 2009, 2008 and 2007 campaigns. On March 14, 2012, the OIG/OPM issued its final report of the National Capital Area's audit and OPM required Global Impact to reimburse the National Capital Area a total of \$308,820 for what it deemed as unreasonable, unallowable or unsupported expenditures. Global Impact made this reimbursement on March 2012.

Global Impact

Notes to Financial Statements

On August 14, 2012, in response to Global Impact's appeal of this finding, OPM rescinded \$102,275 of its March order. The net reimbursement of \$206,545 is recorded as an expense in the statements of activities, and the amount of \$102,275 is included as Due From Combined Federal Campaigns in the statements of financial position.

In February 2012, the OIG/OPM began its audits of the Overseas' Fall 2010 and 2009 campaigns. The OIG/OPM issued its draft audit report for Overseas' Fall 2010 and 2009 campaigns on October 4, 2012, to which Global Impact is currently preparing its response. Management believes that the findings will not materially impact the Global Impact's changes in net assets, financial position or cash flows.

15. Subsequent Events

Global Impact evaluated subsequent events through October 19, 2012 which is the date the financial statements were available to be issued. There were no events noted that required adjustment to or disclosure in these financial statements.

Supplemental Material



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Independent Auditors' Report on Supplemental Material

To the Board of Directors
Global Impact
Alexandria, Virginia

Our audits of the basic financial statements included in the preceding section of this report were performed for the purpose of forming an opinion on those statements taken as a whole. The supplemental material presented in the following section of this report is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audits of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

BDO USA, LLP

October 19, 2012

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Global Impact

Schedule of Functional Expenses (With Comparative Totals for the Year Ended June 30, 2011)

Years ended June 30, 2012 2011

	Program Services										Supporting Services		Total
	Distributed to Charities					Campaign Support					Management and General	Fundraising	
	Donor Advised Funds	Accelerator Fund Grants	National Capital Area Campaign	International Relief and Development	Global Reach	General Campaigns	Special Programmatic Services	Donor Advised Funds	Management and General	Fundraising			
Salaries - headquarters and field	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,097,780	\$ 79,492	\$ 28,930	\$ 1,597,882	\$ 31,844	\$ 2,835,928	\$ 2,509,513	
Employee fringe benefits	-	-	-	-	-	328,334	44,060	9,258	548,881	8,387	938,920	700,662	
Consulting services	-	-	-	-	-	227,489	46,855	-	248,243	6,120	528,707	418,920	
Campaign material and expenses	-	-	-	-	-	317,462	3,365	-	67,130	8,032	395,989	303,324	
Rent and occupancy	-	-	-	-	-	164,987	7,550	3,443	141,090	2,722	319,792	309,966	
Travel	-	-	-	-	-	163,314	2,079	-	100,018	9,427	274,838	250,927	
Office supplies and expenses	-	-	-	-	-	77,354	7,140	1,122	66,395	687	152,698	104,423	
Legal	-	-	-	-	-	-	-	-	146,800	-	146,800	147,250	
Data network operations	-	-	-	-	-	-	-	-	122,322	-	122,322	90,593	
Depreciation and amortization	-	-	-	-	-	-	-	-	103,769	-	103,769	81,665	
Conferences and seminars	-	-	-	-	-	-	-	-	90,481	-	99,148	30,902	
Telephone	-	-	-	-	-	8,667	-	-	35,040	-	56,748	50,779	
Accounting and auditing	-	-	-	-	-	21,708	-	-	48,906	-	48,906	48,748	
Insurance	-	-	-	-	-	-	-	-	45,449	-	45,449	48,691	
Distributions to members and others	8,175,386	585,000	206,545	149,441	135,630	77,354	7,140	1,122	66,395	687	9,252,002	9,945,048	
Total	\$ 8,175,386	\$ 585,000	\$ 206,545	\$ 149,441	\$ 135,630	\$ 2,407,095	\$ 190,541	\$ 42,753	\$ 3,362,406	\$ 67,219	\$ 15,322,016	\$ 15,041,411	

March 1, 2013

Ms. Angela Calvillo
Office of the Clerk
San Francisco Board of Supervisors
City Hall, Room 244
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO

2013 MAR -1 AM 11:59

Re: 2013 Combined Charities Campaign

Dear Ms. Calvillo:

The United Way of the Bay Area wishes to apply for participation in the 2013 San Francisco City and County Employees Combined Charities Campaign. I have attached all required materials in accordance with my understanding of the Administrative Code set forth by the Board of Supervisors in Section 16.93-2. You will find enclosed:

1. A list of 2013 United Way of the Bay Area Grantees and Certified Agencies, at least 50% of which are located in the 6 counties listed in Sec. 16.93-2. (Criteria A).
2. A copy of our IRS 501(c)(3) Tax Exempt letter (Criteria B).
3. A copy of the United Way of the Bay Area's 2010-2011 Annual Report (Criteria C-1).
4. A copy of United Way of the Bay Area's most recent Form 990 (Criteria C-2).
5. A copy of United Way of the Bay Area's most recent certified audit (Criteria D).

It was a pleasure to facilitate donor support through the City and County of San Francisco Charitable Campaign in 2012 and we look forward to 2013.

Thank you for your consideration of this application. If you require any additional information please contact Laura Marshall at (415) 808-4345 or lmarshall@uwba.org.

Sincerely,



Anne Wilson
Chief Executive Officer

AW/ajd
Enclosures: (5)
cc: Laura Marshall

2012 United Way of Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Project	211 (Fiscal Sponsor: United Way of the Bay Area)	211 phone service is free, confidential and available in over 150 languages to help people access community services 24 hours a day, 7 days a week.	221 Main Street, Suite 300	San Francisco	CA	94105
Project	Alameda Point Collaborative	APC is a supportive housing community, providing housing services and community programs to support our residents and families so that they need never know the struggles of homelessness again.	677 W. Ranger Avenue	Alameda	CA	94501
Grantee	American Canyon Family Resource Center	The American Canyon Family Resource Center hosts the SparkPoint American Canyon Center and serves as the hub of community services in the city of American Canyon, designed to enhance the quality of life for low-income individuals and families.	3431 Broadway, #A-5	American Canyon	CA	94503
Grantee	American Red Cross Bay Area	The American Red Cross, a humanitarian organization led by volunteers and guided by its Congressional Charter and the Fundamental Principles of the International Red Cross Movement, provides relief to victims of disasters and helps people prevent, prepare for, and respond to emergencies.	85 Second Street, 8th Floor	San Francisco	CA	94105
Grantee	CARD (Collaborating Agencies Responding to Disaster) of Alameda County	In partnership with traditional disaster relief agencies, CARD prepares local community groups to participate in coordinated response and recovery efforts for vulnerable and underserved populations in Alameda County.	1736 Franklin St. Suite #450	Oakland	CA	94612
Grantee	Children's Network of Solano County	For over twenty five years, the Children's Network has provided a united voice for children and their families in Solano County. This organization is a SparkPoint lead agency in Solano and Earn It! Keep It! Save It! partner providing their community with free tax preparation services.	2320 Courage Dr Ste 107	Fairfield	CA	94533
Grantee	Community Action Marin	Community Action Marin Serving Marin County since 1966, assists low-income residents in achieving a life of quality based on self-sufficiency. CAM serves as the lead agency for SparkPoint Marin - San Rafael.	29 Marin Street	San Rafael	CA	94901
Grantee	Contra Costa Co Employment and Human Services Department	The Contra Costa County EHSD is a SparkPoint Contra Costa partner, collaborating with local residents, school districts, community-based organizations, and other county departments to provide services that support and protect adults, children, families and the elderly, and promote personal responsibility, independence and self-sufficiency.	40 Douglas Drive	Martinez	CA	94553
Grantee	Dreamcatchers Empowerment Network	Dreamcatchers is a SparkPoint partner supporting education and employment skills training program in Solano and Napa counties for young people who have emotional or behavioral issues.	1320 Second Street	Napa	CA	94559

2012 United Way of the Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Project	Earn It! Keep It! Save It! (Fiscal Sponsor: United Way of the Bay Area)	EKS is a UWBA-led coalition that provides low to moderate-income families with free tax return preparation, assistance with filing tax credit claims, and access to asset building or income support resources.	221-Main Street, Suite 300	San Francisco	CA	94110
Grantee	East Bay Asian Local Development Corp	A SparkPoint Oakland Center partner, EBALDC is a community development corporation that develops affordable housing and community facilities with integrated services focused on diverse low income populations of the East Bay. This organization was also supported by United Way of the Bay Area through Earn It! Keep It! Save It! to provide their community with free tax preparation services.	310 - 8th Street, Suite 200	Oakland	CA	94607
SparkPoint (San Mateo)	Jewish Vocational Services	Jewish Vocational Service (JVS) supports people with barriers to employment build the skills needed to succeed in today's workplace – an important step on the road to self-sufficiency. JVS is a SparkPoint partner in San Mateo at Skyline College.	225 Bush Street, Suite 400	San Francisco	CA	94104
Grantee	Labor Community Services	Labor community services liaison staff positions at four labor councils assist people in need in various counties, supporting the growth of United Way programs, and furthering their own diverse and significant initiatives to cut poverty.	221 Main Street, Suite 300	San Francisco	CA	94105
Grantee	Low Income Families Empowerment-LIFETIME	LIFETIME's mission is to empower low-income parents to determine, pursue and achieve their goals for education, employment and economic security. In keeping with LIFETIME's mission, the majority of the staff and board of directors are single mothers who have completed college degrees while on public assistance.	PO Box 1953	San Leandro	CA	94577
Grantee	Marylin Avenue School	Marylin Avenue Elementary School, in Livermore, implements a school/community partnership strategy that links parents and students to community resources and a complementary strategy to improve teaching and administration. As a result, parents and children receive basic needs services and student achievement scores increase from year to year.	800 Marylin Avenue	Livermore	CA	94550
Project	MatchBridge (Fiscal Sponsor: United Way of the Bay Area)	MatchBridge is a community project of UWBA that seeks to augment and coordinate private sector participation in the youth employment system by providing San Francisco businesses with one-stop access to motivated and trained young people.	222 Main Street, Suite 300	San Francisco	CA	94106

2012 United Way o Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
SparkPoint SF - Plaza Adelante	Mission Economic Development Agency	For over 38 years MEDA has worked to improve economic and social conditions in the neighborhood by stimulating investment, enhancing the business environment, and creating jobs for area residents. MEDA is committed to maintaining the cultural identity and resources of the Mission District.	2301 Mission Street, Suite	San Francisco	CA	94110
Grantee	Oakland Army Base Workforce Development Collaborative	Incorporated in 2001, The Workforce Collaborative (TWC) enables homeless and low-income persons in Oakland to reach self-sufficiency through employment services designed to move individuals and families from dependence and poverty to higher levels of prosperity.	1433 Webster Street, Ste 100	Oakland	CA	94612
Grantee	Oakland School Foundation	The mission of The Oakland School Foundation secures and manages the resources that give Oakland schools the opportunities they need to achieve excellence. The Foundation is the fiscal sponsor for the Urban Promise Academy Family Resource Center, a UWBA grantee in our Community School Initiative.	1434 34th Avenue	Oakland,	CA	94601
Grantee	On The Move	OTM promotes vibrant communities by building and sustaining effective leaders and highly functional organizations within the public sector. Their work includes dynamic, youth-centered programming to support under-served youth transitioning from systems of care.	780 Lincoln Avenue	Napa	CA	94558
Grantee	Operation Hope, Inc	A SparkPoint Oakland Center partner, Operation HOPE seeks to make the development and privatization of inner-city and under-served communities a top priority, serving as a bridge and facilitator between mainstream and minority communities. The mission of HOPE is empowerment. The objective of HOPE's work is life-sustaining change, rooted in individual, vested interest.	707 Wilshire Blvd #3030	Los Angeles	CA	90017
Grantee	Redwood City 2020 (Fiscal Agent: Redwood City)	The mission of Redwood City 2020 is to build meaningful partnerships and provide a stable, caring environment to ensure children, youth, and families are safe and healthy, succeed in school, and are prepared for responsible adulthood.	P. O. Box 391	Redwood City	CA	94063
Grantee	Richmond Community Foundation	The Richmond Community Foundation is the lead agency for SparkPoint West Contra Costa centrally located in the heart of the city of Richmond's downtown civic center.	1014 Florida Avenue, Suite	Richmond	CA	94804
Grantee	San Francisco Community Agencies Responding to Disaster (SF CARD) (Fiscal Sponsor: Community Initiatives)	Established in 2005, SF CARD's mission is to ensure that nonprofit agencies serving San Francisco's vulnerable populations have the knowledge, support, capacity and partnerships needed to provide services to their clients following a disaster.	1675 California Street	San Francisco	CA	94109

2012 United Way of the Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Grantee	San Francisco School Alliance	The San Francisco Education Fund is dedicated to promoting excellent and equitable outcomes for San Francisco public school students so they can reach their full potential. They seek to increase the number of students who graduate from high school ready for college, meaningful work, and to actively participate in society.	727 Golden Gate Ave, 2nd Floor	San Francisco	CA	94102
Grantee	San Francisco Foundation	The San Francisco Foundation mobilizes resources and acts as a catalyst for change to build strong communities, foster civic leadership, and promote philanthropy.	225 Bush Street, Suite 500	San Francisco	CA	94104
Grantee	San Francisco School Alliance	The San Francisco School Alliance develops strategic partnerships, raises money, and advocates for policies to ensure that each student in San Francisco's public schools has access to world-class learning environments and is prepared for higher education, employment, and citizenship in the 21st century.	114 Sansome Street, Suite 8	San Francisco	CA	94108
SparkPoint	SparkPoint Center Initiative	The SparkPoint Initiative is a unique collaboration of Bay Area agencies committed to improving financial stability services and outcomes for low-income families and individuals. A SparkPoint Center is a "one-stop" center whereby multiple partners come together to integrate their services and systems to help families improve their credit score, reduce debt, build income and accumulate assets over a period of two to three years. Research shows that this is one of the most effective strategies for moving people out of poverty.	221 Main Street, Suite 300	San Francisco	CA	94109
Grantee	Star Vista	Belle Haven Elementary is a community school providing quality education with an array of vital in-house supports and services that promote children's learning, healthy families and positive student development.	610 Elm Street, Suite 212	San Carlos	CA	94070
Grantee	Stride Center	The Stride Center is working to empower economic self-sufficiency for individuals and communities in the Bay Area. They harnessing the power of technology and the digital economy to help men, women and families on the road to self-sufficiency and independence. They are the lead agency for SparkPoint East Contra Costa - Bay Point.	1212 Broadway, Suite 400	Oakland	CA	94612
Grantee	Thrive Alliance	Established in 2000, Thrive's mission is to support and promote a nonprofit sector that is a major contributor to the economic and social health in the community. It brings nonprofit organizations serving San Mateo County under one umbrella to provide a strong voice for and about the vital work they perform.	PO Box 132	San Carlos	CA	94070

2012 United Way of Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Grantee	Vallejo Fighting Back Partnership	Since 1988, Vallejo's Fighting Back Partnership has been partnering with businesses, residents, schools, and governments to improve neighborhood vitality, strengthen families, and support youth development, creating safe, healthy, and thriving communities in Vallejo. This organization was also supported by United Way of the Bay Area through Earn It! Keep It! Save It! to provide their community with free tax preparation services and our Community Schools Initiative.	505 Santa Clara Street, 3rd	Vallejo	CA	94590
Certified Agency	A Better Way, Inc.	A Better Way empowers children and families to develop the insights, life skills, and permanent relationships that promote their social, emotional, educational and economic well-being.	3200 Adeline Street	Berkeley	CA	94703
Certified Agency	Abode Services	We provide transitional shelter and housing and a wide range of support services to homeless families and individuals seeking to return to stable housing.	40849 Fremont Blvd	Fremont	CA	94538-
Certified Agency	Adult Day Services Network of Contra Costa	The Network supports adult day health care and social day services programs and provides referrals and resources to family members searching for services.	490 Golf Club Rd	Pleasant Hill	CA	94523-1553
Certified Agency	AIDS Emergency Fund	Since the beginning of the epidemic in 1982, AIDS Emergency Fund has been responding compassionately to the HIV/AIDS crisis by providing immediate, short-term financial assistance.	12 Grace Street, Ste. 300	San Francisco	CA	94103
Certified Agency	AIDS Legal Referral Panel of the San Francisco Bay Area	ALRP provides access to free and low-cost legal referral services, counseling and direct representation for people with HIV/AIDS in the San Francisco Bay Area.	1663 Mission St Ste 500	San Francisco	CA	94103-
Certified Agency	Alameda County Mental Health Association	Assists people with mental illness and their families in securing services and supports and advocates on their behalf. Educates the community about mental illnesses.	954 60th St Ste 10	Oakland	CA	94608-
Certified Agency	American Red Cross, Napa County Chapter	Caring hope and help in times of crisis, providing our community with local emergency preparedness, disaster response, safety training, and support for the armed forces.	1790 Third Street	Napa	CA	94559-
Certified Agency	AnewAmerica Community Corporation	Create jobs, promote self-sufficiency of low-income families, develop or expand green microenterprises integrating formal business planning-training, technical assistance over three years and social responsibility.	1918 University Ave. Ste 3A	Berkeley	CA	94704
Certified Agency	Arc of San Francisco, The	Provides services for adults with developmental disabilities: paid work, job placement, training and follow-up, independent living skills training, housing, advocacy and senior services.	1500 Howard Street	San Francisco	CA	94103
Certified Agency	Arc of San Francisco, The	Provides services for adults with developmental disabilities: paid work, job placement, training and follow-up, independent living skills training, housing, advocacy and senior services.	1500 Howard St	San Francisco	CA	94103-

2012 United Way of the Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	ARC-Solano, The	Living skills training, behavior management program, support groups, and workshops for people with developmental disabilities and their families who reside in Solano County.	3272 Sonoma Blvd Ste 4	Vallejo	CA	94590-
Certified Agency	Ark of Refuge Inc	Provides supportive housing, substance abuse support, case management, Food Pantry, counseling, HIV Rapid Testing, youth drop-in center/computer lab, on-site Clinic/Pharmacy and HIV Prevention/Education Programs.	1025 Howard St	San Francisco	CA	94103-
Certified Agency	Asian Community Mental Health Board	Leading provider of mental health, developmental disabilities, family support services in over 11 Asian languages to the Asian and Pacific Islander communities of the East Bay.	310 8th St Ste 201	Oakland	CA	94607-
Certified Agency	Asian Health Services	We are a community health center that provides comprehensive medical services, health education, insurance counseling, and client advocacy in ten languages to underserved Asian immigrants.	818 Webster St	Oakland	CA	94607-4220
Certified Agency	Asian Immigrant Women Advocates Inc.	Asian Immigrant Women Advocates (AIWA) empowers low-income Asian women and youth through education leadership development and civic participation programs and activities.	310 8th St Ste 301	Oakland	CA	94607-
Certified Agency	Avian Rescue Corporation	Rescue birds from abuse, neglect, or cruelty/mistreatment. Provide education and training as a community benefit. Provide birds a safe environment and necessary medical attention.	1212 Saint Elizabeth Ct	Concord	CA	94518-1624
Certified Agency	Axis Community Health, Inc.	Axis is a non-profit community health center that provides a wide range of medical, psychological and social support services to Tri-Valley residents.	4361 Railroad Ave	Pleasanton	CA	94566-
Certified Agency	BANANAS, Incorporated	To ensure that all families regardless of income have access to child care through a range of services tailored to support parents and providers.	5232 Claremont Ave	Oakland	CA	94618-
Certified Agency	Bayview-Hunters Point Center For Arts and Technology	We educate and employ low-income youth using digital media arts as the vehicle to engage them positively in their lives, in school, and in society.	2415 Third St Ste 230	San Francisco	CA	94107-
Certified Agency	Be A Mentor, Inc.	Provide caring adult mentors for children who need some extra attention. Children with caring adults in their lives become caring adults to their children.	414 B Street	Hayward	CA	94541-
Certified Agency	Berkeley Food and Housing Project	Provides free community meals, emergency, transitional and permanent housing and support services to homeless adults and children, including homeless Veterans and victims of domestic violence.	2362 Bancroft Wy	Berkeley	CA	94704-
Certified Agency	BEY Center	The mission of the BEY Center is to empower the youth by teaching, equipping, motivating and cultivating their hearts and minds through mentoring and guidance.	400 Rickover Drive	Vallejo	CA	94592

2012 United Way O. Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	Big Brothers Big Sisters of the North Bay Inc	Empowers vulnerable North Bay children to reach their potential and become confident, competent, and caring young adults through safe, professionally supported one-to-one mentoring relationships.	1618 Second St	San Rafael	CA	94901-
Certified Agency	Breakthrough San Francisco at SF Day School	Breakthrough provides academic enrichment to motivated San Francisco students with limited educational opportunities and trains outstanding high school and college students for education careers.	350 Masonic Avenue	San Francisco	CA	94118
Certified Agency	Breast Cancer Emergency Fund	Provides compassionate, emergency financial assistance to low-income people battling breast cancer to cover basic human needs, lessen financial burdens, and improve quality of life.	12 Grace St Suite 300	San Francisco	CA	94103
Certified Agency	Brighter Beginnings	Strengthens families by helping parents become self-sufficient so they can raise happy, healthy children.	2648 International Blvd Ste 801	Oakland	CA	94601-
Certified Agency	Building Skills Partnership	Building Skills Partnership (BSP) increases the skills, access to education, and opportunities for career and community advancement for low-wage building service workers in California.	3411 E. 12th Street, Ste. 200	Oakland	CA	94601
Certified Agency	California Advocates for Nursing Home Reform	Advocates for long-term care consumers, provides assistance on long term care issues and offers referral services through a statewide toll free line.	650 Harrison St 2nd Fl	San Francisco	CA	94107-
Certified Agency	California Pacific Medical Center Foundation	Develops resources for the Center, a nonprofit hospital. Donations assist in providing state of the art equipment, patient services, research and facility improvements.	2015 Steiner St	San Francisco	CA	94115-
Certified Agency	Catholic Charities CYO	Supporting families, aging and disabled adults and youth through social services and opportunities for healthy growth and development.	180 Howard St 1st Fl	San Francisco	CA	94105-1617
Certified Agency	Catholic Charities of the Diocese of Oakland	A multi-service agency providing social services and advocacy to people in need since 1934. Serving homeless families and children, immigrants, refugees, elderly, at-risk youth, etc.	433 Jefferson St	Oakland	CA	94607-3539
Certified Agency	Catholic Social Service of Solano County	Provides low-cost counseling and immigration services throughout Solano County, and emergency food and housing assistance to low-income and homeless families in Vallejo.	125 Corporate Place, Ste. A	Vallejo	CA	94590-6125
Certified Agency	Center for Domestic Peace	We provide 24-hour hotlines, housing, support groups, and advocacy for abused women and their children. Violence prevention programs for schools, businesses, state-wide initiatives, more.	734 A St	San Rafael	CA	94901-
Certified Agency	Center for Human Development	We offer a spectrum of services for at-risk youth, individuals, families, and communities. We provide wellness and prevention programs aimed at empowering people and promoting positive growth.	391 Taylor Blvd., Ste. 120	Pleasant Hill	CA	94523
Certified Agency	Center for Independent Living	CIL is a consumer-directed organization that provides services to people with disabilities of all ages to help them live independently and gain suitable employment.	3075 Adeline St Ste 100	Berkeley	CA	94703-

2012 United Way of the Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	Center for the Art of Translation	The Center for the Arts of Translation broadens cultural understanding through international literature and translation, with publishing, teaching, and public events programs.	582 Market Street, Ste. 700	San Francisco	CA	94104
Certified Agency	Center Point, Inc.	Center Point provides an integrated continuum of health and social rehabilitation and training services designed for high risk families, men, women, and women with dependent children.	135 Paul Drive	San Rafael	CA	94903
Certified Agency	Child Abuse Listening, Interviewing and Coordination (CALICO) Center	Provides a safe, welcoming space to interview abused children; coordinates investigations (collaboration among detectives, child welfare workers and prosecutors); and connects families with supportive services.	524 Estudillo Ave	San Leandro	CA	94577-
Certified Agency	Childhood Matters, Inc.	Our mission is to inform and inspire parents and all who care about children so that every child may be happy, healthy, and thrive.	221 Oak St Ste B	Oakland	CA	94607-
Certified Agency	Children In Need of Hugs	We are an organization that provides shelter, basic needs, counseling and referral services to runaway and homeless youth in Solano County.	274E Sunset Avenue #201	Suisun	CA	94585
Certified Agency	Children's Council of San Francisco	Children's Council is a child care resource and referral agency working to make quality child care/early education a reality for all children in San Francisco.	445 Church St	San Francisco	CA	94114-
Certified Agency	Children's Network of Solano County, The	Promotes programs supporting families, secures funding for children's services, influences state/federal policies, helps families access services and publishes data on the status of children.	2320 Courage Dr Ste 107	Fairfield	CA	94533-
Certified Agency	Chinatown Community Children's Center	Founded in 1972, is one of the oldest nonprofit Chinese bilingual/bicultural childcare centers in San Francisco. We provide quality services to low income, immigrant and bicultural families.	979 Clay St	San Francisco	CA	94108-
Certified Agency	Chinatown Community Development Center	Chinatown Community Development Center's goal is to build affordable housing, develop grassroots leadership, and empower low-income residents and youth for civic engagement in San Francisco.	1525 Grant Ave	San Francisco	CA	94133-3323
Certified Agency	Chinese Hospital	A unique health care provider with a long history of providing access to culturally and linguistically competent health care services for the Chinese community.	845 Jackson St	San Francisco	CA	94133-
Certified Agency	Coastside Adult Day Health Center	We provide comprehensive health care to the elderly and disabled in a structured day program that keeps people healthy, active and as independent as possible.	645 Correas St	Half Moon Bay	CA	94019-
Certified Agency	College Spring	College Spring offers high-impact SAT preparation and college counseling services to low-income high school students in the Bay Area and Los Angeles.	145 Natoma Street, 3rd Fl.	San Francisco	CA	94105
Certified Agency	Community Music Center (CMC)	Since 1921 we provided students access to low/no cost music education and performances. Serving a diverse constituency of children, seniors, inner-city youth.	544 Capp St	San Francisco	CA	94110-

2012 United Way of Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	Community Resources for Children	Resources for the early care and education of children: child care referrals, payment assistance, provider education, toy library and early learning center.	3299 Claremont Way Ste 1	Napa	CA	94558-3382
Certified Agency	Community Technology Network of the Bay Area	Community Technology Network unites organizations and volunteers to transform lives through digital literacy.	972 Mission Street, 5th Floor	San Francisco	CA	94103-
Certified Agency	Community Youth Center of San Francisco	Serving disadvantaged high need/at-risk Asian youth with age, cultural and language appropriate services; outreach, intervention, counseling, education, job training/placement, prevention, and leadership development.	1038 Post St	San Francisco	CA	94109-
Certified Agency	Contra Costa Child Care Council	Offers child care referrals, parent education, resources and innovative programs to serve families, child care programs and the community.	1035 Detroit Ave Ste 200	Concord	CA	94518-2478
Certified Agency	Cope Family Center	Family resource center that empowers families to create happy, healthy lives for children through child abuse prevention, home visitation, parent education and family support services.	1340 Fourth St	Napa	CA	94559-
Certified Agency	Diabetic Youth Foundation	Offers summer camps, weekend and one-day education programs and recreation activities to improve the lives of children and families affected by Type - 1 diabetes.	5167 Clayton Rd Ste F	Concord	CA	94521-
Certified Agency	Discovery Counseling Center of the San Ramon Valley, Inc.	Affordable, high quality counseling to individuals, couples, and families. We provide free school-based counseling as well as early intervention prevention services and community education.	115A Town and Country Dr	Danville	CA	94526-
Certified Agency	Early Childhood Mental Health Program	Provides mental health services to children ages 0 to 6, and their families, who have experienced abuse, neglect, or other childhood trauma.	4101 Macdonald Ave	Richmond	CA	94805-2333
Certified Agency	East Bay Asian Local Development Corporation	We serve low-income families by creating affordable housing opportunities, promoting neighborhood revitalization and teaching youth and working families the fundamentals of money management.	310 8th St Ste 200	Oakland	CA	94607-
Certified Agency	East Bay Community Law Center	Provides free legal services to low-income residents of the East Bay in the areas of housing, health care, immigration, income, community reentry, and economic justice.	2921 Adeline St	Berkeley	CA	94703-
Certified Agency	East Oakland Youth Development Center	Free services promoting a positive development of Youth and Individuals in need of educational assistance, job training placement and cultural recreational activities.	8200 International Blvd	Oakland	CA	94621-
Certified Agency	Emery Education Foundation	The Emery Ed Fund mobilizes local and regional resources to bring increased funding, innovative programs and strong partnerships to Emeryville's public schools.	P.O. Box 8926	Emeryville	CA	94662
Certified Agency	Episcopal Community Services of San Francisco	Providing services to 12,000 homeless people annually, including emergency shelter, permanent housing, counseling, adult education, vocational training and specialized programs for seniors and families.	165 Eighth St 3rd Fl	San Francisco	CA	94103-

2012 United Way of the Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	Family Bridges, Inc.	Our mission empowers the most vulnerable members of the Asian community, especially the elderly, newcomers. Providing them with assistance necessary to lead them to self-sufficiency.	168 11th St	Oakland	CA	94607-
Certified Agency	Family Emergency Shelter Coalition	We help homeless families with children become self-sufficient through comprehensive program services - food, shelter, counseling, life skills education, employment readiness, transitional housing, and aftercare.	21455 Birch St #5	Hayward	CA	94541-
Certified Agency	Family Paths, Inc.	We strengthen family relationships by providing mental health treatment and family support services, including a 24-hour Parent Support Hotline and child abuse treatment services.	1727 Martin Luther King Jr Wy Ste 109	Oakland	CA	94612-
Certified Agency	Family Service Agency of Marin County	Counseling, education and advocacy for distressed, at-risk children, adults and families. Crisis intervention, child abuse and domestic violence prevention, and substance abuse treatment.	555 Northgate Dr. Suite 100	San Rafael	CA	94903-
Certified Agency	Family Service of Napa Valley	A nonprofit mental health organization dedicated to providing affordable counseling services and community based transitional and permanent housing for mentally disabled adults.	709 Franklin St	Napa	CA	94559-
Certified Agency	Family Support Services of the Bay Area	Supportive services to strengthen families: childcare for children with special needs, life skills development, support for relative caregivers and mentoring for children with incarcerated parents.	401 Grand Ave Ste 500	Oakland	CA	94610-
Certified Agency	Filipino-American Development Foundation	We provide programs, information and resources to strengthen the social, physical and economic well-being of underserved Filipino Americans and surrounding California communities.	1010 Mission St	San Francisco	CA	94103-
Certified Agency	Filipinos Advocates for Justice	Provide services in employment and citizenship assistance, youth development, information and referral. Support and leadership to low-wage workers and home care workers, and civic participation.	310 8th St Ste 308	Oakland	CA	94607-
Certified Agency	Food Bank of Contra Costa and Solano	Alleviate hunger and reduce food waste in Contra Costa and Solano counties by distributing 13.7 million pounds of food annually to 132,000 hungry people monthly.	4010 Nelson Ave	Concord	CA	94520-1200
Certified Agency	Fraternite Notre Dame, Inc.	Religious and Humanitarian Organization offering a Soup-Kitchen and Food Pantry in Tenderloin, San Francisco, where hundreds of poor people are nourished and comforted. Meals-on-Wheels for the homeless.	54 Turk St	San Francisco	CA	94102-
Certified Agency	Friends for Youth, Inc.	Since 1979, Friends for Youth has been dedicated to changing the lives of youth in need through the power of mentoring.	1741 Broadway	Redwood City	CA	94063
Certified Agency	Friends of Alameda County CASA, Inc., The	CASA, Court Appointed Special Advocates are adults acting as the eyes, ears and voice in the court for neglected and abused children in the foster care system.	1000 San Leandro Blvd Ste 300	San Leandro	CA	94577-

2012 United Way of Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	George Mark Children's Fund	We provide end-of-life, respite and transitional care to children with life-threatening illnesses and their families.	2121 George Mark Ln	San Leandro	CA	94578-
Certified Agency	Girl Scouts of Northern California	Girl Scouting, from the Silicon Valley to the Oregon border, builds girls of courage, confidence and character who make the world a better place.	7700 Edgewater Dr Ste 340	Oakland	CA	94621-3019
Certified Agency	Girls Incorporated of Alameda County	Inspiring girls to be strong, smart and bold. Serving 7,000 girls ages five to eighteen with cutting edge programming, meeting academic/leadership/technology, health/sexuality, and mental health needs.	13666 E 14th St	San Leandro	CA	94578-
Certified Agency	Good Samaritan Family Resource Center of San Francisco	Help immigrant families access needed services, develop self-sufficiency and participate fully in the community.	1294 Potrero Ave	San Francisco	CA	94110-
Certified Agency	Golden Gate Basset Rescue	Foster based and breed specific animal rescue organization taking unwanted and stray basset hounds and repairing and rehoming them in approved forever homes.	P. O. Box 4958	Petaluma	CA	94539
Certified Agency	Greater Vallejo Recreation District	Mission Statement: Building community and enhancing quality of life through People, Parks and Programs.	395 Amador Street	Vallejo	CA	94590
Certified Agency	Habitat for Humanity Greater San Francisco	Habitat for humanity Greater San Francisco partners with hardworking families, communities volunteers and donors to build affordable ownership homes in Marin, and San Francisco.	645 Harrison St. Suite 201	San Francisco	CA	94107-
Certified Agency	Habitat For Humanity, International	We create successful homeownership opportunities for families with limited incomes by building sustainable housing and revitalizing neighborhoods.	2619 Broadway Ste 205	Oakland	CA	94612-
Certified Agency	Hayward Friends of Animals	Helps low-income pet owners feed and get medical care for their companion animals.	24982 Second St	Hayward	CA	94541-
Certified Agency	Hemophilia Foundation of Northern California	Our organization serves the needs of people affected by bleeding disorders by enhancing quality of life through support, education, outreach and advocacy.	6400 Hollis St Ste 6	Emeryville	CA	94608-
Certified Agency	Homeless Children's Network	We provide mental health, family support, parent education, advocacy, and consultation services to homeless children and families in collaboration with 30 shelters/agencies throughout San Francisco.	3265 17th St Ste 404	San Francisco	CA	94110-
Certified Agency	Homeless Prenatal Program, Inc.	Homelessness is ended for families and children as they become stable, healthy and self sufficient with professional and peer-to-peer supports and services.	2500 18th St	San Francisco	CA	94110-2109
Certified Agency	Homeward Bound of Marin	Marin's main provider of housing with supportive services for homeless adults and families. Thirteen facilities provide 441 beds with services including job training and counseling.	1385 N Hamilton Pkwy	Novato	CA	94949-
Certified Agency	Horizons Foundation	A social justice philanthropic organization serving the lesbian, gay, bisexual, and transgender community through grant making, leadership development, donor services/education, and philanthropic advocacy.	550 Montgomery St. Ste 700	San Francisco	CA	94111-

2012 United Way of the Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	Huckleberry Youth Programs	Huckleberry Youth Programs serves high-needs youth (11-24) in San Francisco and Marin County. Services include shelter, mental health, health education, college preparedness, juvenile justice.	3310 Geary Blvd.	San Francisco	CA	94118
Certified Agency	Interfaith Council of Solano County, The	Local faith-based groups working collaboratively to address issues of poverty and homelessness in Solano County. Operates Heather House Shelter / Transitional Housing Program.	724 Ohio St	Fairfield	CA	94533-
Certified Agency	Jewish Community Center of the East Bay	We provide a gathering place and programs created for families, singles, adults and seniors that celebrate Jewish values and culture. Open to all.	1414 Walnut St	Berkeley	CA	94709-
Certified Agency	Jewish Family and Children's Services	Compassionate, cost-effective preventative, therapeutic, educational and supportive professional and volunteer human services help 70,000 people - children, families, elderly - annually, relieving suffering and sustaining self-sufficiency.	2150 Post St	San Francisco	CA	94115-3508
Certified Agency	Jewish Family and Children's Services of the East Bay	Nonprofit, nonsectarian social services agency with a 130-year history of providing support to older adult, parents and youth, refugee and immigrants, and people with disabilities	2484 Shattuck Ave Ste 210	Berkeley	CA	94704-
Certified Agency	Jewish Vocational & Career Counseling Service	We build the skills needed to succeed in today's workplace. We assist individuals to achieve self-sufficiency through employment, and help businesses fulfill their employment goals.	225 Bush St Ste 400	San Francisco	CA	94104-
Certified Agency	Juma Ventures	Juma helps break the cycle of poverty by ensuring that young people complete a four-year college degree.	131 Steuart St Ste 201	San Francisco	CA	94105-
Certified Agency	Just Cause Education Fund	We are a multiracial, grassroots organization building community leadership to achieve justice for Low-income San Francisco and Oakland residents.	3268 San Pablo Avenue	Oakland	CA	94608
Certified Agency	La Casa de las Madres	Offering 24-hour crisis response, domestic violence intervention and prevention services for women, teens and children; emergency shelter and community-based services including counseling, advocacy and referrals.	1663 Mission St Ste 225	San Francisco	CA	94103-
Certified Agency	La Clinica de la Raza Inc	Dedicated to serving the entire needs of the family, La Clinica provides medical, dental, eye, mental health and health education services to low-income communities.	1515 Fruitvale Ave	Oakland	CA	94601-
Certified Agency	Larkin Street Youth Services	Shelter and supportive services for homeless and runaway youth to move beyond the streets, reach their full potential and contribute their best to the world.	701 Sutter St Fl 2	San Francisco	CA	94109-
Certified Agency	Legal Aid Society - Employment Law Center	With more than 95 years of uninterrupted service to the community, LAS-ELC enforces employment-related civil rights laws, enabling low-wage workers and their families to maintain economic self-sufficiency.	180 Montgomery St Ste 600	San Francisco	CA	94104-

2012 United Way of Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	Legal Aid Society of San Mateo Co.	Provides free civil legal advice and representation to low-income residents of San Mateo County and seeks systemic solutions to related community problems.	521 E 5th Ave	San Mateo	CA	94402-
Certified Agency	LIFE ElderCare Inc	Provides services to frail, homebound, and disabled seniors in the Tri-Cities. Programs include, Meals on Wheels, VIP Rides, Friendly Visitors, and Falls Prevention.	3300 Capital Ave	Fremont	CA	94538-
Certified Agency	Lilliput Children's Services	We partner with communities to ensure safety, permanence and well being for abused, neglected and at risk children and their families.	1330 Arnold Dr Ste 241	Martinez	CA	94553-
Certified Agency	Lincoln Child Center	Needs-driven mental health-focused programs ranging from residential treatment to community-based, enable vulnerable and emotionally troubled children/families to lead independent and fulfilling lives.	4368 Lincoln Ave	Oakland	CA	94602-
Certified Agency	Loaves and Fishes of Contra Costa	Our mission is to feed the hungry of Contra Costa County by providing free meals at dining facilities in local communities where there is need.	1985 Bonifacio St No 100	Concord	CA	94520-
Certified Agency	Love 4 Our Neighbors	We consistently package and ship at least 100 quality care packages per month to deployed American troops that are protecting the freedoms we enjoy today.	2025 Newton Drive	Brentwood	CA	94513
Certified Agency	Lyon-Martin Women's Health Service Inc.	We provide excellent healthcare to women and transgender people in a safe and compassionate environment with sensitivity to sexual and gender identity; services are provided regardless of ability to pay.	1748 Market St Ste 201	San Francisco	CA	94102-
Certified Agency	Marin Medical Reserve Corps Foundation	Activities include fundraising to support Marin Medical Reserve Corps in its efforts to supplement Marin County's responses to public health crises and disaster medical needs.	789 Hamilton Parkway	Novato	CA	94949
Certified Agency	Marin Services for Women	Full continuum of residential and outpatient chemical dependency recovery services for women and their children. Regional leader in providing gender-specific, trauma-informed, and strength-based recovery programs.	127 King Street	Larkspur	CA	94939-
Certified Agency	Maya's Music Therapy Fund	Music therapy engages the body, mind and spirit. We service, children, youth and adults with physical and developmental disabilities. Minds focus, muscles ease, communication improves.	1731 Carleton St	Berkeley	CA	94703-
Certified Agency	Meals on Wheels and Senior Outreach Services	MOWSOS serves over 5000 Contra Costa seniors each year. Our programs provide nutritious food, social companionship, case management, services to prevent falls, and more.	1300 Civic Drive	Walnut Creek	CA	94596
Certified Agency	Meals on Wheels of San Francisco	Our network of drivers, social workers, nutritionists, community partners, volunteers, donors and advocates are a formidable force against senior neglect and malnutrition. Meals On Wheels of San Francisco believes in delivering more than a meal-- we are nourishing the whole person.	1375 Fairfax Avenue	San Francisco	CA	94124

2012 United Way of the Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	Mental Health Association of San Francisco	Dedicated to improving mental health through advocacy, education, research and service for individuals and families affected by mental illness.	870 Market St Ste 928.	San Francisco	CA	94102-
Certified Agency	Mental Health Association of San Mateo County	Provides emergency/transitional/permanent housing; case management for mentally ill adults; socialization programs for 200 mentally ill persons; housing assistance for persons with HIV/AIDS.	2686 Spring St	Redwood City	CA	94063-
Certified Agency	Mentoring Center, The	Operates mentoring groups and programs for youth aged 14-25. Provides training and technical assistance to mentoring organizations. Develops policy on youth issues.	672 13th Street, Ste 200	Oakland	CA	94612-1240
Certified Agency	Mid-Peninsula Boys & Girls Club, Inc.	Offering youth-especially those from disadvantaged circumstances- challenging and interactive after-school programs within the following Enrichment Areas: Education; Technology; Multicultural Arts; Health/Life Skills; Sports/Fitness.	200 N Quebec St	San Mateo	CA	94401-
Certified Agency	Mothers Against Drunk Driver	The mission of Mothers Against Drunk Driving is to eliminate drunk and drugged driving, support the victims of this violent crime, and to prevent underage drinking.	7027 Dublin Blvd, Ste. 110	Dublin	CA	94568
Certified Agency	NAMI San Francisco	The mission of NAMI San Francisco is to provide education, resources and emotional support for individuals with serious mental illness (brain disorders) and their families.	1010 Gough Street	San Francisco	CA	94109
Certified Agency	Napa Valley Hospice & Adult Day Services	Provides community-based hospice, palliative care, chronic disease management, Alzheimer's specialty care, family caregiver support and community bereavement services.	414 S Jefferson St	Napa	CA	94559-
Certified Agency	NatureBridge	As the largest nonprofit residential environmental education partner in national parks, we inspire personal connections to the natural world and responsible actions to sustain it.	28 Geary St, Ste 650	San Francisco	CA	94108-
Certified Agency	Nihonmachi Little Friends	Provides subsidized high quality, Japanese bilingual, multicultural and educational childcare services to preschoolers through 5th graders, representing a diverse population of low to moderate income families.	2031 Bush St	San Francisco	CA	94115-
Certified Agency	North Bay Children's Center, Inc.	A childcare facility providing a nurturing environment for children from six weeks through twelve years. We also offer a full array of family support services.	932 C St	Novato	CA	94949-
Certified Agency	Northern California Council of Black Professional Engineers	We encourage underrepresented youth to pursue technical careers through educational activities. We conduct seminars, conferences to enhance professional development and community technical awareness.	4622 Meldon Ave	Oakland	CA	94619-
Certified Agency	Oakland Asian Students Educational Services	Our mission is to empower students with limited resources through education, mentorship and service to strengthen the Oakland community.	196 10th St	Oakland	CA	94607-
Certified Agency	Oakland Charter Academy Inc.	A free and public charter school authorized by Oakland Unified School District and West Contra Costa pending.	3001 International Boulevard	Oakland	CA	94601

2012 United Way of the Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	Omega Boys Club of San Francisco	Has taught over 10,000 youth in the Bay Area and beyond how to stay alive and free from violence and incarceration and succeed in school.	1060 Tennessee St	San Francisco	CA	94107-3016
Certified Agency	On Lok Senior Health Service	We provide comprehensive care for elders, including complete medical care, social services and more, enabling seniors to remain in their home and community.	1333 Bush St	San Francisco	CA	94109-
Certified Agency	Openhouse	Provides housing, direct services and community programs to help lesbian, gay, bisexual and transgender (LGBT) seniors overcome the unique challenges they face as they age.	870 Market St. Suite 458	San Francisco	CA	94102
Certified Agency	Opportunity Fund Northern California	We provide microloans to help local entrepreneurs build sustainable businesses and create jobs, and microsavings accounts to help local working families build financial stability.	111 W St John St Ste 800	San Jose	CA	95113-1121
Certified Agency	Opportunity Junction, Inc.	We fight poverty by helping low-income adults gain the skills and confidence to support themselves and their families.	3102 Delta Fair Blvd	Antioch	CA	94509-
Certified Agency	Partnership for Children and Youth	Our mission is to improve the health and well-being of young people by helping schools in low-income communities access public funding and implement youth programs.	1611 Telegraph Ave Ste 404	Oakland	CA	94612-
Certified Agency	Peninsula Jewish Community Center	We build community while serving thousands each year in preschool, camps, fitness and recreation programs, and youth, family, adult and senior programs.	800 Foster City Blvd	Foster City	CA	94404-
Certified Agency	Philippine International Aid	The organization provides assistance to disadvantaged Filipino youth in the San Francisco Bay Area and the Philippines. Staffed by Volunteers. Expenses are 20% of revenue.	5226 Diamond Heights Blvd	San Francisco	CA	94131-
Certified Agency	Portola Family Connections Center, Inc.	We exist to develop strong healthy families and to build thriving communities in the Portola and Excelsior neighborhoods, providing supportive services at the community's request.	2565 San Bruno Ave.	San Francisco	CA	94134-
Certified Agency	Project Pearls Inc.	The Mission is to help the poorest among the poor children in the Philippines to have a better life through our various outreach programs, feeding, scholarship, medical missions.	1044 Sycamore Drive	Millbrae	CA	94030
Certified Agency	Project Re Connect Inc	Offers free psych education and support services to youth, parents and families. Offers group family sessions, parenting classes and leadership programs for youth.	6939 MacArthur Blvd	Oakland	CA	94605-2532
Certified Agency	Raising A Reader San Francisco and Alameda Counties	Raising a Reader rotates great children's books through low-income families homes weekly. Staff provides training to parents on book sharing practices that build literacy.	470 3rd Street Ste 102	San Francisco	CA	94107-
Certified Agency	Reading Partners	Reading Partners recruits and trains community volunteers to tutor students from low-income families who have fallen behind in reading.	106 Linden Street Ste 202	Oakland	CA	94607-

2012 United Way of the Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	Regents of the University of California	Our mission is to eliminate breast cancer by leading innovation in research, communication, and collaboration in the California scientific and lay communities.	300 Lakeside Dr 6th Fl	Oakland	CA	94612-
Certified Agency	Rehabilitation Services of Northern California	Specialized multicultural, State licensed Alzheimer's, Adult Day Health Care, Multipurpose Senior Services Program (MSSP), transition services, and family support. Employment services for people with disabilities.	490 Golf Club Rd	Pleasant Hill	CA	94523-
Certified Agency	Richmond Community Foundation	A catalyzing force that strengthens our community through effective philanthropy and inclusively uniting people, institutions and resources, and producing significant, widely shared and lasting results.	1014 Florida Avenue, Suite 200	Richmond	CA	94804-
Certified Agency	San Francisco Adult Day Services Network	Conducts programs, services, and staff trainings for community-based centers providing health, therapeutic and social services for frail elderly and adults with physical or mental disabilities.	221 Main St Ste 300	San Francisco	CA	94105-1911
Certified Agency	San Francisco AIDS Fund	Since the beginning of the epidemic in we have been responding compassionately to the AIDS crisis by providing immediate, short-term financial assistance.	12 Grace Street, Ste. 300	San Francisco	CA	94103
Certified Agency	San Francisco Conservation Corps	We offer young people opportunities to develop themselves, their academic abilities and marketable job skills while addressing community needs through service work.	241 5th St	San Francisco	CA	94103-
Certified Agency	San Francisco Court Appointed Special Advocates (SFCASA)	SFCASA trains community volunteers to serve as officers of the court to advocate for the best interests of abused and neglected children in foster care.	100 Bush Street #650	San Francisco	CA	94104
Certified Agency	San Francisco Education Fund	The San Francisco Education Fund strengthens our city's public schools by designing and leading innovative programs.	727 Golden Gate Ave Second Floor	San Francisco	CA	94103-
Certified Agency	San Francisco Suicide Prevention Inc	For over 45 years, we have trained community volunteers to answer 24-hour crisis and support hotlines, educated community leaders and saved over 31,000 lives.	600 Market St	San Francisco	CA	94104-
Certified Agency	Second Harvest Food Bank of Santa Clara and San Mateo Counties	We provide food for people in need in our community.	1051 Bing St	San Carlos	CA	94070-
Certified Agency	Self-Help for the Elderly	We promote independence and dignity of all seniors by providing a comprehensive range of education, employment, housing, healthcare, nutrition and social services in Bay Area.	407 Sansome St	San Francisco	CA	94111-3123
Certified Agency	Seneca Residential and Day Treatment Center for Children	We help children and families through their most difficult times through the provision of nurturing and supportive counseling and education services.	6925 Chabot Road	Oakland	CA	94618-
Certified Agency	Senior Access	Marin county's favorite social club for folks with memory loss; daytime activities and personal care; caregiver support and respite.	70 Skyview Terrace	San Rafael	CA	94903

2012 United Way of Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	Senior Support Program of the Tri Valley	Senior Support Program provides service and assistance to seniors that Foster Independence. Promotes safety and well being, preserved dignity and improve quality of life.	5353 Sunol Blvd	Pleasanton	CA	94566-
Certified Agency	Shelter Network of San Mateo County	Provides shelter and support services for homeless families and individuals so they can re-establish self-sufficiency and return to long-term housing a place to call home.	1450 Chapin Ave 2nd Fl	Burlingame	CA	94010-
Certified Agency	Shelter, Inc. of Contra Costa County	Preventing homelessness, promoting self-sufficiency for homeless families through temporary housing and support services, and providing affordable housing for low-income Contra Costa residents.	1815 Arnold Drive	Martinez	CA	94553
Certified Agency	Shepherd's Gate	Shepherd's Gate provides Christ-centered services and housing to women and their children who are homeless because of abusive relationships, addictions, loss of financial support and other factors.	1660 Portola Avenue	Livermore	CA	94551
Certified Agency	Soar For Youth	In community partnership with UC Berkeley, we provide the intensive training, motivation and support that enables teen-aged foster youth to become independent members of our society.	4824 Calderwood Ct	Oakland	CA	94605-
Certified Agency	SHELTER, Inc. of Contra Costa County	Preventing homelessness, promoting self-sufficiency for homeless families through temporary housing and support services, and providing affordable housing for low-income Contra Costa residents.	1815 Arnold Drive	Martinez	CA	94553
Certified Agency	South of Market Child Care, Inc.	We provide quality early childhood education and family resource service to the families of SOMA in San Francisco.	790 Folsom St	San Francisco	CA	94107-
Certified Agency	St. Anthony Foundation	Serving people in need since 1950, we provide meals, medical care, clothing, computer and job skills training, counseling, drug/alcohol recovery and educational volunteer programs.	150 Golden Gate Avenue	San Francisco	CA	94102
Certified Agency	St. Mary's Center	Serves homeless, and homebound seniors with shelter, recovery, mental health, health care, senior meals, fall prevention, facilitates independent living; family emergency food; educational enrichment Preschool.	925 Brockhurst St	Oakland	CA	94608-
Certified Agency	St. Vincent de Paul Society of San Francisco	Our organization serves over 1,000 men, women, and children everyday through programs that work to break the cycles of homelessness, substance abuse and domestic violence.	1237 Van Ness Ave. Ste 200	San Francisco	CA	94109
Certified Agency	St. Vincent de Paul Society: Contra Costa County	We assists low-income people through direct services from conferences, thrift stores and our food pantry. Employment opportunities and job training for those experiencing employment barriers.	2210 Gladstone Dr	Pittsburg	CA	94565-5101
Certified Agency	STAND!	STAND! builds safe and strong families by serving victims of child abuse, and domestic violence with crucial counseling, support, shelter, crisis line and parent education.	1410 Danzig Plz Ste 200	Concord	CA	94520-

2012 United Way of the Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	SteppingStone	SteppingStone Adult Day Health Care (ADHC) has enabled adults and seniors to live independently at home while thriving in a community that promotes their health and happiness.	930 4th Street	San Francisco	CA	94158
Certified Agency	Streetside Stories	Through the power of storytelling, Streetside Stories cultivates young people's voices to develop literacy and arts skills, fosters educational equity, values diversity, and builds community.	3130 20th St Ste 311	San Francisco	CA	94110-
Certified Agency	Super Stars Literacy Inc	After-school program addressing the educational achievement gap by building early literacy skills for low-performing primary grade children living in underserved communities.	675 Hegenberger Rd Ste 244	Oakland	CA	94517
Certified Agency	Swords to Plowshares: Veterans Rights Organization	War causes wounds and suffering that last beyond the battlefield our mission is to heal the wounds, to restore dignity, hope, and self-sufficiency.	1060 Howard St	San Francisco	CA	94103-
Certified Agency	The Arc of Alameda County	Committed to helping people with intellectual and developmental disabilities lead rich, fulfilling lives by empowering them to fully utilize their abilities and community resources.	14700 Doolittle	San Leandro	CA	94577-
Certified Agency	Tony La Russa's Animal Rescue Foundation (ARF)	Our foundation saves dogs and cats who have run out of time at public shelters, and brings people and animals together to enrich each others' lives.	2890 Mitchell Dr	Walnut Creek	CA	94598-
Certified Agency	Tri-Valley Haven For Women	A program for women and their children who are victims of domestic violence, rape, homelessness and other crisis situations.	3663 Pacific Ave	Livermore	CA	94550-
Certified Agency	Utility Reform Network	Turn fights for your right to clean energy, quality phone service and affordable monthly bills by winning consumer protections at the CPUC and state legislature.	115 Sansome Street Ste 900	San Francisco	CA	94104-
Certified Agency	Viola Blythe Community Service Center of Newark	Predominately volunteer agency providing food and clothing to anyone in immediate need. Holiday programs include; food and toy collection, food basket distribution, and Adopt-a-Family Program.	P O Box 362	Newark	CA	94560-
Certified Agency	Wardrobe for Opportunity	We work in partnership with the community to assist low-income individuals to " find a job, keep a job, and build a career."	570 14th St. Suite 5	Oakland	CA	94612
Certified Agency	Weigh of Life	Weigh of Life helps limited income families enhance health & quality of life through improved eating habits, regular physical activity and social support.	968 23rd St.	Richmond	CA	94804-
Certified Agency	Wu Yee Children's Services	We create a nurturing environment for children and their families by advocating on their behalf, empowering parents and providing linguistically and culturally appropriate services.	706 Mission Street 6th Fl	San Francisco	CA	94103-
Certified Agency	Young Men's Christian Association of San Francisco	Providing financial assistance for low income kid's and families to participate in YMCA camps, childcare, afterschool and wellness programs.	631 Howard St Ste 500	San Francisco	CA	94105-

2012 United Way of Bay Area - Agency List

Affiliation	Agency Name	Description of Services	Address	City	State	Zip code
Certified Agency	Young Men's Christian Association of the East Bay	Since 1879, enriching lives of 30,000 people of all ages through programs that strengthen spirit, body, and mind in Alameda and West Contra Costa Counties.	2330 Broadway	Oakland	CA	94612-2415
Certified Agency	Young Women's Christian Association of Contra Costa Co	The YWCA provides childcare for children of low-income families, women's empowerment and elimination of racism workshops, and mental health services for families and individuals.	1320 Arnold Dr Ste 170	Martinez	CA	94553-
Certified Agency	Youth Alive!	The mission of Youth ALIVE! is to prevent youth violence and generate youth leadership in California communities with high rates of violence.	3300 Elm St	Oakland	CA	94609-
Certified Agency	Youth Homes, Inc	We serve traumatized foster children and adolescents throughout the region who have been removed from their homes by the Superior court for their own protection.	1855 Olympic Blvd. Ste 225	Walnut Creek	CA	94596
Certified Agency	Youth Leadership Institute	We train Bay Area youth on civic engagement and leadership skills. Over 70% of our youth are low-income and over 90% are people of color.	28 Second Street, Ste 400	San Francisco	CA	94105

Internal Revenue Service

Date: October 17, 2006

UNITED WAY OF THE BAY AREA
221 MAIN ST STE 300
SAN FRANCISCO CA 94105-1911 757

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Person to Contact:
MS. K. HILSON ID# 31-07340
Customer Service Representative
Toll Free Telephone Number:
877-829-5500
Federal Identification Number:
94-1312348

Dear Sir or Madam:

This is in response to your request of October 17, 2006, regarding your organization's tax-exempt status.

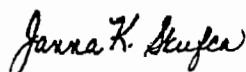
In October 1956 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Janna K. Skufca, Director, TE/GE
Customer Account Services



United Way of the Bay Area

2010 ANNUAL 2011 REPORT



OUR 10-YEAR GOAL

CUT BAY AREA
POVERTY
IN HALF
BY 2020

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Dear Friends,

It has been a tough year: poverty numbers are growing, unemployment is up, and the cost of living is soaring. This has created a perfect storm for low-wage families, pushing many into dire economic straits.

With poverty at such a rising tide, United Way's work has never been more urgent. Fortunately, people like you are standing up, lending a hand, and working to turn around our community. Thousands have joined United Way's movement to cut Bay Area poverty in half by 2020.

With your support, we continue to make progress toward our goal. We're making a difference for people like Sylvia, a SparkPoint client who got the support she needed to earn her college degree after more than 26 years. Read Sylvia's story on page 9.

In 2010-11, generous donors gave \$32.7 million through the United Way campaign, thousands of volunteers gave their time, and hundreds of organizations partnered to move Bay Area families out of poverty. Your generosity touched the lives of more than a quarter-million people through United Way's programs, including:

- ▶ 59,984 LOW-WAGE RESIDENTS RECEIVED FREE TAX PREPARATION AND CLAIMED \$63.8 MILLION IN TAX REFUNDS THROUGH OUR EARN IT! KEEP IT! SAVE IT! PROGRAM.
- ▶ MORE THAN 185,000 CALLS WERE ANSWERED BY THE 211 BAY AREA HELPLINE.
- ▶ \$3.4 MILLION IN FEDERAL FUNDS WERE DISTRIBUTED BY UNITED WAY TO LOCAL SAFETY-NET ORGANIZATIONS, WHICH SERVED 3 MILLION MEALS AND PROVIDED 129,996 NIGHTS OF SHELTER.
- ▶ MORE THAN 2,000 RESIDENTS MOVED FORWARD ON THE PATHWAY OUT OF POVERTY WITH THE HELP OF OUR SPARKPOINT FINANCIAL COACHES. LAST YEAR, 4 NEW SPARKPOINT CENTERS OPENED IN THE BAY AREA, FOR A TOTAL OF 8 SITES.
- ▶ MORE THAN 130 YOUNG PEOPLE SECURED PROFESSIONAL JOBS AND INTERNSHIPS THROUGH OUR MATCHBRIDGE YOUTH-EMPLOYMENT PROGRAM.

United Way cannot achieve our goal to cut poverty in half alone. This year, we hosted more than 30 community conversations—bringing together leaders from business, nonprofit, government, faith, and labor organizations, and people who live in poverty—to discuss how we can achieve this goal together. More than 500 Bay Area residents shared their voices.

This shaped our thinking to draft a *Roadmap to Cut Poverty*. Shown on pages 2-3, the Roadmap is our proposed action plan to fight poverty. It outlines the strategies, roles and responsibilities for the diverse stakeholders in our community.

We are now in the process of taking the draft Roadmap into our community—to revise and refine it, ensuring it becomes a working document to guide hundreds of partners and thousands of individuals to work together to transform the Bay Area.

We invite you to learn more about the Roadmap and share your thoughts. Visit www.uwba.org/cut-poverty.

Thank you for continuing to LIVE UNITED.

BETH COBERT

United Way of the Bay Area Board Chair

Director, McKinsey & Company

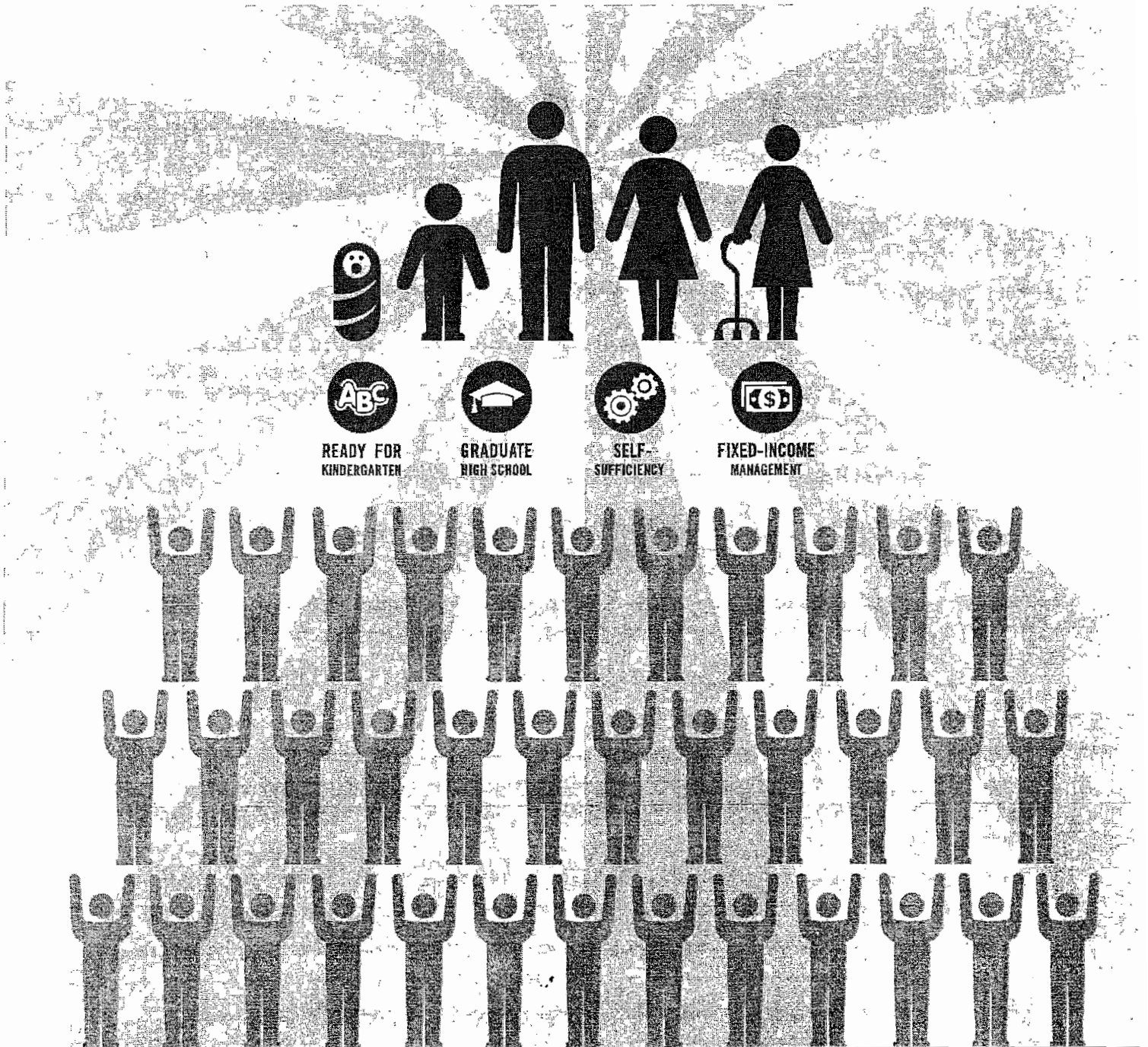
ANNE WILSON

Chief Executive Officer

United Way of the Bay Area

ROAD MAP TO CUT POVERTY

2010-11



POVERTY

ROADMAP TO CUT POVERTY

OUR GOAL IS TO CUT BAY AREA POVERTY IN HALF BY 2020. THIS DRAFT ACTION PLAN IS BASED ON INPUT FROM HUNDREDS OF PEOPLE IN OUR COMMUNITY. SHARE YOUR THOUGHTS AT WWW.UWBA.ORG/CUT-POVERTY.



(0-5) EARLY CHILDHOOD

OUTCOME

- Ready for kindergarten

START STRONG

- Increase quality childcare slots available
- Preschool for all
- Improve prenatal care/support for pregnant and parenting teens
- Home visits for new mothers

METRICS

- Access to childcare
- Access to healthcare



(6-24) CHILDREN/YOUTH

OUTCOME

- Graduate high school and enroll in post-secondary education

DEVELOP LIFELONG SKILLS

- Expand Community School model for parents and students
- Link education to labor market
- Create alternative pathways for youth who don't succeed in mainstream schools
- Increase parental engagement
- Close achievement gap through data-driven reforms

METRICS

- Academically on track (math and reading scores)
- Access to healthcare



(25-64) ADULTS

OUTCOME

- Self-sufficient income

REACH FINANCIAL INDEPENDENCE

- Increase bundling of needed services
- Sector-based workforce development
- Address specific barriers (e.g., ESL, literacy)
- Improve access to services
- Meet basic needs through wraparound services (e.g. hunger, mental health)
- Personal empowerment and "mobility networks"

METRICS

- 3 months of savings/assets
- Debt less than 40% of individual monthly income
- Credit score of 650+
- Access to healthcare



(65+) SENIORS

OUTCOME

- Fixed income management

PRESERVE AND SUSTAIN

- Asset preservation, including foreclosure prevention
- Income supplements
- Safety net services to meet basic needs
- Financial education for fixed-income budget management

METRICS

- Sufficient income/support to meet basic needs
- Access to healthcare

ROAD MAP TO CUT POVERTY

2010–11

UNITED WAY OF THE BAY AREA IS BUILDING THE MOVEMENT TO CUT BAY AREA POVERTY IN HALF BY 2020, BRINGING TOGETHER CROSS-SECTOR PARTNERS TO TACKLE SOME OF THE BAY AREA'S TOUGHEST CHALLENGES. OUR RELATIONSHIPS IN THE BUSINESS, NONPROFIT, GOVERNMENT AND LABOR SECTORS GUIDE OUR EFFORTS TO CO-CREATE A ROADMAP THAT WILL DIRECT OUR COLLECTIVE ACTIONS AND IMPACT.

THE POWER OF COLLECTIVE IMPACT

United Way has drafted a Roadmap to Cut Poverty. Right now we are going to the best community leaders we know and asking them to help finish the Roadmap and sign up to do the work with us.

The Roadmap emerged from a series of 30 local community conversations convened this year, which brought together more than 500 corporate, government, labor and nonprofit leaders, as well as concerned residents, volunteers and donors. Participants shared their thoughts, concerns, challenges and solutions for tackling poverty. We also talked with local and national experts and are utilizing the “Collective Impact” model to incorporate best practices into the Roadmap.

The Roadmap asks leaders who are fighting poverty to work together to make decisions, define metrics, measure progress, and communicate with the public. It will ensure we stay on track to achieve our goal to cut Bay Area poverty in half by 2020. Learn how you can play a role: visit www.uwba.org/cut-poverty.

30 LOCAL COMMUNITY CONVERSATIONS

500 CORPORATE, GOVERNMENT, LABOR,
NONPROFIT LEADERS CONVENED

WHAT IS COLLECTIVE IMPACT?

In a Collective Impact approach, a critical mass of stakeholders commit their organizations in substantial ways to a common agenda—dedicating resources, changing the way in which they operate, prioritizing the common agenda over their individual agendas.

These many stakeholders perform strategic, complementary activities—not necessarily doing the same things—but measuring their success using shared metrics. A central organization often acts as the ‘backbone,’ facilitating the work by providing leadership, ensuring consistent communication, managing the implementation of strategies, and meeting administrative needs.

The idea of collaboration is not new. Collective Impact means many more partners get together with greater alignment in order to solve a big, tough problem like poverty. This is the approach the Bay Area needs, to capitalize on the good work going on and take it further.

“Collective Impact” was coined by John Kania & Mark Kramer, directors at FSG social impact consultants. It is explained in the Stanford Social Innovation Review Winter 2011 issue, in the article “Collective Impact.”

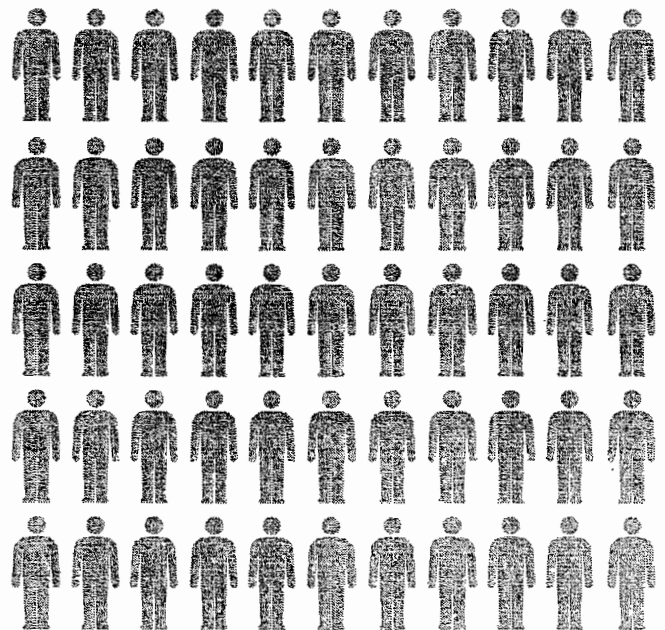


MAKE IT BE

A key piece of the Roadmap is United Way's MAKE IT BE movement, which enables every Bay Area resident to join in the fight against poverty. This army of champions, comprised of thousands of volunteers, is rolling up its sleeves and attacking the problems in our community head on. MAKE IT BE is about growing our volunteer movement and putting it into action www.makeitbe.org.

TOGETHER WE CAN DO MORE.

WHEN IT COMES TO CHANGING LIVES, EVERYONE HAS A ROLE TO PLAY AND SOMETHING THEY CAN DO. HELP UNITED WAY ACHIEVE OUR GOAL OF CUTTING BAY AREA POVERTY IN HALF BY 2020.



YEAR IN REVIEW

2010-11

UNITED WAY HOSTED MORE THAN 30 COMMUNITY CONVERSATIONS THROUGHOUT THE REGION THIS YEAR, BRINGING TOGETHER LEADERS FROM BUSINESS, NONPROFIT, GOVERNMENT, FAITH, AND LABOR ORGANIZATIONS, AS WELL AS PEOPLE WHO LIVE IN POVERTY. MORE THAN 500 BAY AREA RESIDENTS SHARED THEIR VOICES. THESE CONVERSATIONS PLAYED A PIVOTAL ROLE IN SHAPING OUR THINKING TO DRAFT A ROADMAP TO 2020. LEARN MORE AT WWW.UWBA.ORG/CUT-POVERTY.

FALL

RALLY FOR 211

U.S. Representative Anna Eshoo and United Way gathered business and community leaders to urge Congress to approve the Calling for 211 Act (H.R.211/S.211), which proposed expanding the 211 helpline to all Americans.

BACKPACK DRIVE

United Way distributed 1,000+ backpacks to needy children, thanks to generous donations and volunteers from Bay Area companies.

CAMPAIGN KICKOFF

United Way's 2010-11 fundraising season began with more than 100 corporate leaders and Employee Campaign Coordinators gathering at UCSF Mission Bay for an inspiring rally, followed by training for running a successful workplace campaign. Eleven campaign fellows and five loaned executives joined our fundraising staff to support our outreach to more than 500 Bay Area workplaces.

WEEK OF CARING

United Way mobilized thousands of employees from 60 companies. Volunteers helped local nonprofits complete hundreds of projects that they might not otherwise tackle without this burst of volunteer support. Learn more and register at www.weekofcaring.org.

WINTER

211 SAN MATEO LAUNCH

San Mateo became the final county in the region to receive 211, completing the 211 Bay Area network. Learn more at www.211BayArea.org.

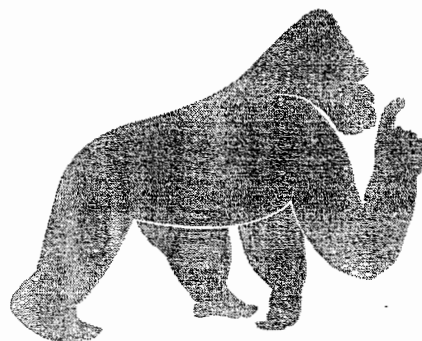
PREPARING FOR DISASTER

AT&T made a \$250,000 contribution to United Way to strengthen the 211 helpline and ensure local nonprofits are ready for disaster.

KOKO CHALLENGE

Bay Area law firms raised \$1.5 million in United Way's Koko Challenge, up 7% over 2009.

**\$1,500,000 RAISED BY BAY AREA LAW FIRMS
DURING KOKO CHALLENGE**



**KOKO
CHALLENGE
UP 7%
OVER 2009**

SPRING**NONPROFIT PULSE SURVEY**

United Way's 9th annual survey confirmed local nonprofits cut staff and services in order to survive.

MAKE IT BE LAUNCH

United Way launched MAKE IT BE, a movement of Bay Area residents and organizations committed to cutting poverty in half by 2020 and building thriving communities. Declare your vision at www.makeitbe.org.

SPIRIT OF THE BAY AWARDS

Dodge & Cox and UPS won United Way's highest awards, which recognize employers that exceed all others in community involvement. United Way also presented Community Impact Awards to recognize several of our other top corporate partners, which are highlighted on page 16.

SPRING CLOTHING DRIVE & DRESS TO IMPRESS

Several companies collected professional attire for United Way's spring clothing drive. Thirty MatchBridge youth participated in mock interviews with volunteers before selecting two work appropriate outfits at our second annual Dress to Impress event.

SUMMER**WOMEN'S LEADERSHIP COUNCIL FORMS**

More than 75 women leaders from a wide variety of backgrounds came together to create our women's leadership group dedicated to United Way's poverty-cutting goal. Learn more at www.uwba.org/wlc.

SPARKPOINT WEST CONTRA COSTA LAUNCH

The doors opened at our eighth SparkPoint Center, in the city of Richmond, thanks to a generous \$1 million gift provided by Chevron, the founding sponsor and partner. Learn more at www.sparkpointcenters.org.

8 SPARKPOINT CENTERS OPEN IN 6 BAY AREA COUNTIES

60+ NONPROFIT AND GOVERNMENT PARTNERS

2,000+ CLIENTS MOVED FORWARD ON THE PATH OUT OF POVERTY

THREE NEW SPARKPOINT CENTERS

Our SparkPoint regional network added three new centers in Fairfield, Vallejo and Bay Point. Learn more at www.sparkpointcenters.org.

ANOTHER BANNER YEAR

During the 2011 tax season, 212 Earn It! Keep It! Save It! tax sites, powered by more than 3,600 volunteers, returned \$63.8 million in tax refunds to 59,984 Bay Area households and to the local economy. Learn more at www.earnitkeepitsaveit.org.

212 EARN IT! KEEP IT! SAVE IT! FREE TAX SITES IN THE BAY AREA

300 NONPROFIT AND GOVERNMENT PARTNERS WORKING TOGETHER

3,600+ VOLUNTEERS

59,984 LOW-WAGE TAX FILERS SERVED

\$63.8 MILLION RETURNED TO THE LOCAL ECONOMY

RECORD YEAR FOR RE4TA

It was a record year for MatchBridge's Real Estate 4 Tomorrow's Adults, with 19 employers providing internships for 39 youth. Interns learned about the real estate sector, getting hands-on experience, which can jumpstart their careers.

92% OF RE4TA INTERNSHIPS COMPLETED

100% OF INTERNS FELT THEY BENEFITED FROM THE EXPERIENCE

92% OF INTERNS BETTER UNDERSTAND WHAT CAREER PATH THEY WOULD LIKE TO PURSUE

OUR PROGRAMS

2010–11

OUR POVERTY-FIGHTING COMMUNITY PROGRAMS ARE A KEY COMPONENT OF THE ROADMAP TO CUT POVERTY. THEY BRING TOGETHER THE REGION'S TOP-PERFORMING ORGANIZATIONS TO **FOCUS EFFORTS AGAINST A COLLECTIVE GOAL**, MAKING THE BEST USE OF LIMITED RESOURCES. THIS REPORT HIGHLIGHTS THE RESULTS ACHIEVED DURING THE 2010-11 FISCAL YEAR BY EACH OF THESE EFFORTS.

SPARKPOINT

United Way doubled the number of SparkPoint Centers in the Bay Area last year, adding new centers in Bay Point, Fairfield, Richmond and Vallejo. More than 60 nonprofit and government organizations collaborate to deliver services at eight SparkPoint Centers in our region. These family-friendly centers help struggling local residents

increase income, build assets and manage credit. Last year, more than 2,000 people improved their finances and moved forward on the pathway out of poverty with the help of SparkPoint financial coaches. Learn more at www.sparkpointcenters.org.



SparkPoint Client Earns Her Degree – 26 Years in the Making!

Sylvia is a single mother with two daughters and a grandchild living at home. After losing her job two years ago, the family was forced to move into a cramped, one-room apartment in Daly City. At times, providing for her family has been a struggle, and obtaining a college degree has seemed out of reach.

Sylvia has attended classes at Skyline College “off and on” since 1985, juggling evening and weekend classes with work over the years, as she strived to build a better future for her family.

Things changed when Sylvia connected with SparkPoint and enrolled at Skyline College last year. Through SparkPoint, Sylvia learned better ways to manage her money and save, and gained a better understanding of her credit. SparkPoint at Skyline College provided both financial support and guidance to help her get back on her feet and complete her education.

Given Sylvia's busy schedule, having multiple programs located at SparkPoint has made accessing services easy. With a renewed sense of hope, hard work and savings, Sylvia completed her associate degree this summer and enrolled in the San Francisco State School of Social Work. She and her family recently moved to a larger apartment. With SparkPoint's support, she continues to invest not only in herself, but also in her family's future.

“Sparkpoint not only helped me financially, but I also got extra support from other scholars and Sparkpoint staff that I needed to accomplish my goals.”

— SparkPoint client Sylvia G.



\$1 MILLION FROM CHEVRON HELPED UNITED WAY LAUNCH SPARKPOINT IN RICHMOND. 2,000+ SPARKPOINT CLIENTS MOVED FORWARD ON THE PATH OUT OF POVERTY. 8 SPARKPOINT SITES NOW SERVE THE BAY AREA.

▶ 2 NEW SPARKPOINT LOCATIONS PLANNED FOR 2012



OUR PROGRAMS

2010—11



LIVING UNITED means being a part of the change. Let's help everyone have the opportunity for a good life. UNITED WAY is growing an army of champions to make the Bay Area a thriving and successful community.

EARN IT! KEEP IT! SAVE IT!

United Way's free tax assistance program brings together more than 300 organizations and 3,600 volunteers every year to serve our community. It is an important local economic engine: during the last tax season, it helped 59,984 low-wage taxpayers claim \$63.8 million in refunds, including \$20 million in Earned Income Tax Credits. An estimated 80% of these refunds were spent locally, generating local sales, tax revenue, wages, and jobs. Learn more at www.earnitkeepitsaveit.org.

211

211 is an easy to remember phone number that connects people in need with community services. More than half the phone calls to 211 are for basic needs such as food, shelter and clothing. During fiscal year 2010-11, 185,323 calls were answered by the 211 Bay Area helpline, assisting residents in Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo and Solano Counties. We also partnered with 211 providers in Santa Clara, Santa Cruz and Sonoma counties, who answered an additional 43,976 calls. Learn more at www.211bayarea.org.

229,299 211 CALLS ANSWERED

50% OF CALLS WERE FOR BASIC NEEDS

10 COUNTIES WERE ASSISTED BY 211

INVESTING IN EDUCATION

Community Schools—Many students in our region's poorest neighborhoods go to school hungry, sick or otherwise not prepared for a productive day of learning. One effective strategy to address these issues that United Way supports is Community Schools, which bring services—such as health care, counseling, mentoring and parent leadership programs—directly onto school campuses in low-income neighborhoods providing the added support that students and their families need. More than 3,000 individuals and families have connected with services through our community-school grants over the last three years, and our investments are achieving results: test scores, reading levels, attendance rates and parental participation are increasing.

Youth in Transition—Research shows that when youth are provided with choices, such as job training or after-school programs, they are less likely to engage in dangerous activities and more likely to succeed in school and in life. United Way provides grants to programs that keep young people in school or their communities, while supporting academic achievement, cultivating youth leadership and providing opportunities to explore career and college pathways. Last year, our grants helped youth organizations reach more than 5,000 young people. Learn more at www.uwba.org/community-schools.



39 YOUNG ADULTS KICK-STARTED THEIR CAREERS THROUGH MATCHBRIDGE'S (RE4TA) REAL ESTATE FOR TOMORROW'S ADULTS PROGRAM. 4 YEARS OF

STRONG SUPPORT FROM BRE PROPERTIES ENABLED RE4TA TO PLACE 130 YOUTH WITH 31 DIFFERENT COMPANIES.

► 50+ RE4TA SUMMER INTERNSHIPS PLANNED FOR 2012

MATCHBRIDGE

United Way's youth employment program served more than 250 youth, ages 16-24, with workshops and job-search support and placed 138 young people in jobs. The program coaches and supports youth throughout the job-search process, building their résumés and job skills and helping them gain exposure to careers and a positive future. This, in turn, builds motivation to complete high school and go on to college. Since 2005, MatchBridge has connected more than 1,200 young adults to entry-level jobs, professional development, career counseling, and internships across industries in San Francisco. Learn more at www.matchbridge.org.

EMERGENCY FOOD AND SHELTER

Since 1983, United Way has managed the distribution of FEMA (Federal Emergency Management Agency) emergency food and shelter funds, which ensure struggling families can feed their children and have a roof over their heads. Last year, we coordinated volunteer boards in seven Bay Area counties, which distributed more than \$3.4 million to safety-net organizations. These nonprofits served an estimated three million meals to needy local residents, provided 129,996 nights of shelter, and helped people pay 316 rent bills and 192 utility bills.

LABOR COMMUNITY SERVICES

United Way funds labor liaisons in four Bay Area Counties: San Mateo, Contra Costa, Alameda and San Francisco. These liaisons help displaced union members and other workers with food, shelter, job training and retention, and workforce development. The program provided assistance to more than 40,000 individuals and families in the Bay Area last year.

\$3.4 MILLION RAISED AND DISTRIBUTED TO SAFETY-NET ORGANIZATIONS

3 MILLION MEALS

129,996 NIGHTS OF SHELTER

40,000 INDIVIDUALS AND FAMILIES ASSISTED



ADVOCACY HIGHLIGHTS

2010–11

MOVING PEOPLE OUT OF POVERTY REQUIRES NOT ONLY STRONG PROGRAMS TO SERVE INDIVIDUALS, BUT POLICY CHANGES THAT HELP ENTIRE COMMUNITIES. FOR THE LAST FIVE YEARS, WE HAVE INCREASED OUR ADVOCACY AROUND KEY ISSUES THAT AFFECT THE MOST VULNERABLE PEOPLE IN THE BAY AREA AND CREATE OPPORTUNITIES FOR PEOPLE IN POVERTY. AS WITH OUR PROGRAMS, WE DO OUR MOST EFFECTIVE POLICY WORK IN PARTNERSHIP WITH OTHER OUTSTANDING ADVOCATES.

BETTER HEALTH CARE FOR NEEDY FAMILIES

We did it! Thanks to dozens of advocates, we succeeded in improving health care for needy kids and their families. United Way staff, board members and partners campaigned hard for California Assembly Bill 1296, which passed in May. The bill streamlines the Medi-Cal and Healthy Families application process for low-income children and their families. In early October, Governor Brown signed the bill into law, establishing a single application for all existing state health-coverage.

FIRST 5 IS PRESERVED!

United Way advocated strongly this year to defeat California Senate Bill 486. Had it become law, it would have eliminated state and county Children and Families Commissions (also known as First 5), redirecting all funding to the state's general fund.

First 5's dedicated funds for children ages 0-5 years are critical to our seven Bay Area counties, providing critical resources—such as preschool and maternal/child health programs—that support more than a million low-income children and their families. United Way joined other agencies to fight this bill, which was pulled from Committee by its author, who realized it would not have the support to be voted into law. Join our advocacy efforts. Start now at www.uwba.org.



ADVOCATING FOR LOCAL JOBS

Billions of dollars from the federal government influence and impact job development in the Bay Area. That's why United Way has taken a leadership role in making recommendations to the White House and Congress to strengthen and reauthorize the Workforce Investment Act, which provides more than \$1 billion annually for local job training.

**\$1 BILLION FROM WORKFORCE INVESTMENT ACT
IMPACT JOB DEVELOPMENT IN THE BAY AREA**

BILL 486 DEFEATED, *FIRST 5* SAVED

**BILL 1296 PASSED, STREAMLINING *MEDI-CAL* AND
*HEALTHY FAMILIES***

VOLUNTEERISM: LAST YEAR, COMPANIES AND THEIR VALUED EMPLOYEES SUPPORTED OUR COMMUNITY THROUGH VOLUNTEERISM. THEY ROLLED UP THEIR SLEEVES AND PITCHED IN AT DOZENS OF VOLUNTEER OPPORTUNITIES ORGANIZED BY UNITED WAY. DURING UNITED WAY'S WEEK OF CARING, A PARTNERSHIP WITH THE VOLUNTEER CENTERS OF THE BAY AREA, THOUSANDS OF VOLUNTEERS FROM MORE THAN 60 COMPANIES COMPLETED HUNDREDS OF PROJECTS AT BAY AREA NONPROFITS. LEARN MORE AT WWW.UWBA.ORG/VOLUNTEER.

WOMEN'S LEADERSHIP COUNCIL

In March, United Way launched the Women's Leadership Council, inviting powerful, passionate Bay Area women to invest their time, talent, and resources to help us achieve our poverty-cutting goal. The group offers members opportunities to make a meaningful difference through advocacy, volunteering, networking, and professional development. The group already has more than 80 founding members with nearly \$200,000 raised thus far. Current projects include a year-long lecture series about the need for more women in leadership roles, collaborating with United Way staff to refine our public-policy agenda, and a long-term partnership with a local Community School. Learn more at www.uwba.org/wlc.

80+ FOUNDING MEMBERS

\$200,000 RAISED SINCE MARCH 2011

EMERGING LEADERS

United Way's Emerging Leaders is a network of philanthropic young professionals who support United Way's work. Members came together throughout the year for exclusive networking, volunteering, and professional development opportunities. Highlights from this year included mentoring youth at MatchBridge events, joining United Way's public policy team at Capitol Day, and professional clothing drives to benefit young job seekers. Learn more at www.uwba.org/el.

KOKO CHALLENGE

Each year, United Way teams up with the Bay Area General Counsel Group and local law firms to raise money through the Koko Challenge to support poverty-fighting programs. The Challenge provides Bay Area lawyers—who are known to be highly competitive and generous—a unique way to give back to the local community. Over the last 23 years, more than 50 Bay Area law firms have raised more than \$26 million through the Koko Challenge. This year, the Challenge raised \$1.5 million, the largest amount in its history.

2010 Koko Challenge Top Honors:

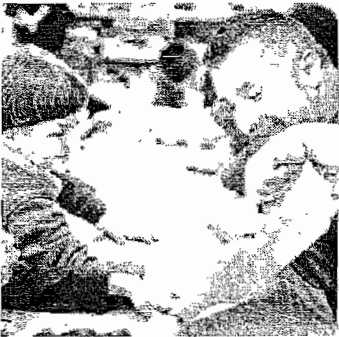
- Baby Koko: Shook, Hardy and Bacon LLP
- Little Koko: SNR Denton
- Big Koko: Pillsbury Winthrop Shaw Pittman LLP

REAL ESTATE FOR TOMORROW'S ADULTS

In 2007, a group of veteran real-estate industry leaders founded Real Estate 4 Tomorrow's Adults (RE4TA) in partnership with United Way's MatchBridge program. Their vision was to make a difference in the lives of local youth by giving them a chance to enter the workforce and experience firsthand what their futures can look like. To date, 131 San Francisco youth have been placed in 6-week, paid internships at local real-estate firms, including 39 internships this past summer. Each year since its inception, RE4TA has seen increases in both the number of youth and real estate companies participating.

RECOGNITION

2010-11



COMMUNITY IMPACT AWARDS

SPIRIT OF THE BAY Congratulations to UPS and Dodge & Cox, winners of United Way's 2011 Spirit of the Bay Award. This prestigious award recognizes two workplace partners that exceed all others in the depth of their community involvement through their relationship with United Way.

Dodge & Cox has steadily grown its fundraising campaign every year, coupled with increased volunteerism by their employees and management. Actively involved with United Way for over 70 years, Dodge & Cox is a valued partner, raising more than \$790,000 in 2010.

UPS surpassed the one-billion dollar mark in total donations through their nationwide United Way workplace campaigns,

which began in 1982. Here in the Bay Area, UPS is a strong partner of United Way, engaging in a wide variety of ways — through their Neighbor to Neighbor volunteer program, employee giving, event sponsorship, and corporate gifts. For example, they sponsored and volunteered at our MatchBridge “Dress to Impress” event this spring and at last fall’s Hometown Huddle. UPS’s Women’s Leadership Development group was actively involved in the formation of United Way’s Women’s Leadership Council this year. Their 2010 campaign raised more than \$775,000 for community services in the Bay Area.



Deloitte

\$50,000 FROM DELOITTE HELPED UNITED WAY EXPAND OUR EDUCATION WORK, MOTIVATING MORE YOUTH TO GRADUATE AND ENROLL IN COLLEGE. 150 YOUNG PEOPLE GOT JOBS THROUGH UNITED WAY'S MATCHBRIDGE YOUTH-EMPLOYMENT PROGRAM, STRONGLY SUPPORTED BY DELOITTE VOLUNTEERS.

▶ 3-5 MORE COMMUNITY SCHOOLS PLANNED FOR 2012



RECOGNITION

2010-11

WE THANK THE FOLLOWING COMPANIES FOR THEIR GENEROUS SUPPORT:



Bank of America



Deloitte



In 2010-2011, United Way presented several awards to recognize the many ways companies partner with us.

AT&T's senior leadership serves on United Way's Board of Directors, and AT&T California President Ken McNeely is serving as our 2011-12 Campaign Chair. The company generously sponsors our Campaign Fellows program and supports our Community Schools initiative. AT&T is an exemplary partner at the national level, working with United Way chapters across the country to improve our communities and ranking fifth in national giving. The company was recognized with a Silver Campaign Achievement Award for demonstrating best practices that United Way uses as examples for other corporate campaigns.

Bank of America generously supports United Way's SparkPoint initiative, with a significant gift that helped us launch SparkPoint East Contra Costa in Bay Point. Their senior leadership serves on United Way's Board of Directors. The company was recognized with our Seven-County Collaboration Award for exemplary community leadership in our region.

BRE Properties received a Gold Campaign Achievement Award for its deep engagement with United Way on multiple levels. In addition to a strong employee giving campaign and new heights in volunteer participation during Week of Caring, BRE partook in each of our quarterly volunteer activities and continued its generous

support and advocacy for MatchBridge's Real Estate 4 Tomorrow's Adults program, which connects youth with paid internships at Bay Area real estate companies.

Winner of our *Collaboration Award*, **Chevron** continues its leadership role in our community with its \$1 million gift to United Way's SparkPoint West Contra Costa center in Richmond and presenting sponsorship of Week of Caring. Chevron also generously provided a Loaned Executive to work on our fundraising team for a full year, and a senior leader serves on our Board of Directors. Chevron is also a strong supporter of 211.

Longtime United Way partner **Deloitte** received our *Partnership Award* for their outstanding work on education. This workplace partner generously supported United Way's Community Schools initiative, as well as our MatchBridge youth employment program.

Winner of our *New Partnership Award*, **Franklin Templeton** is a strong supporter of SparkPoint at Skyline College in San Mateo County and financial stability in our community.

Our *New Campaign Award* was presented to **Sidley Austin**, which raised more than \$132,000 in the Koko Challenge, United Way's annual campaign for Bay Area law firms to celebrate community giving.



Winner of a *Silver Campaign Achievement Award*, **Target** partnered with United Way to make the holidays brighter for low-income families in the Bay Area through their Share-A-Tree program and our Adopt-a-Nonprofit program. And, as part of their United Way campaign, more than 250 Target team members, representing all 26 stores in the Bay Area, volunteered at Bay Area Food Banks. Target executives are also active members of United Way's Women's Leadership Council.

Winner of our *Community Volunteerism Award*, **Wells Fargo** continues to champion United Way's efforts to improve financial stability for low-wage families. The bank supports our Earn It! Keep It! Save It! program through a generous corporate gift as well as by providing numerous volunteers to help out at our free tax sites. In 2010, 3,800 employees volunteered for Week of Caring. Their senior leadership displays a strong volunteer ethic as well, with representation on United Way's Board of Directors, Tocqueville Committee, Koko Cabinet, and Campaign Cabinet.

3,800 WELLS FARGO EMPLOYEE VOLUNTEERS

\$132,000 RAISED BY SIDLEY AUSTIN

EXEMPLARY LEADERSHIP WITHIN GEOGRAPHIC AREA

For each of the seven counties United Way serves, an award was given to organizations displaying exemplary leadership within their geographic areas.

The winners are:

Alameda County – **Oakland Housing Authority**

Contra Costa County – **Bay Area News Group**

Marin County – **Bank of Marin**

Napa County – **AT&T**

San Francisco County – **KGO Television**

San Mateo County – **SamTrans**

Solano County – **Alza**

Seven-County Collaboration Award – **Bank of America**

Other Community Impact Award winners included ACCO Engineered Systems, Bloomingdales, Bryan Cave, Caltrans, Comcast, Enterprise Holdings, FedEx, Frito-Lay, Gordon & Rees LLP, Macy's, Matson Navigation Company, Natixis, Neiman Marcus, Nordstrom, Pillsbury Winthrop Shaw Pittman LLP, PwC, Reed Smith, Shook, Hardy & Bacon LLP, The Dow Chemical Company, US Bank, and Valero.

RECOGNITION

2010–11

The *Individual Leadership Award* was presented to **Len Almalech** of **Enterprise Holdings** for his tremendous support of United Way campaigns in and out of his own workplace. As a multi-year member of our Board and Campaign Cabinet, Len offered early and heartfelt support for Emerging Leaders, and he is a stalwart partner of United Way's work in the community.

Special Recognition was given to **Connie Moore** of **BRE Properties** for her pivotal role in the establishment and ongoing success of Real Estate for Tomorrow's Adults (RE4TA), a unique summer internship program in

the real estate sector run by our MatchBridge program. Last year saw record numbers of both youth and companies participating. As Chair of the RE4TA Steering Committee, as well as member of our Campaign Cabinet, Connie is an important partner in United Way's efforts to move people—especially youth—on the path to financial stability.

The E. Morris Cox Lifetime Achievement Award was presented to **Lucretia Weiner** of **Chevron**, **Cindy Strong** of **SamTrans**, and **Ricky Howard** of **Anheuser-Busch**. We wish them all the best in their retirement!



THANK YOU

to the following organizations for their generous corporate and foundation gifts of \$50,000 or more to United Way:

ALZA CORPORATION (A JOHNSON & JOHNSON CO.)

ANHEUSER-BUSCH, INC.

ANNIE E. CASEY FOUNDATION

AT&T CORPORATION

BANK OF AMERICA

BNY MELLON

CARGILL SALT

CHEVRON CORPORATION

CHINATOWN FUNDRAISING DINNER

CITIGROUP

COMCAST

CORPORATION FOR NATIONAL
AND COMMUNITY SERVICE

COSTCO

DAN AND STACEY CASE
FAMILY FOUNDATION

DELOITTE

DODGE & COX

EDWIN CALLAN

CHARITABLE LEAD UNITRUST

ENTERPRISE HOLDINGS

FRANKLIN TEMPLETON INVESTMENTS

GERSON AND BARBARA BAKAR
PHILANTHROPIC FUND

GORDON & REES, LLP

IRS, STAKEHOLDER PARTNERSHIPS,
EDUCATION

KAISER PERMANENTE

KOHLBERG KRAVIS ROBERTS & CO
- SF OFFICE

LEVI STRAUSS & COMPANY

PAUL HASTINGS LLP

PILLSBURY WINTHROP SHAW PITTMAN LLP

RICHARD & RHODA GOLDMAN FUND

SAN FRANCISCO CITY AND COUNTY

S.G. COWELL FOUNDATION

SHELL MARTINEZ REFINERY

SILICON VALLEY COMMUNITY
FOUNDATION

S. D. BECHTEL, JR. FOUNDATION

TE CONNECTIVITY

TESORO GOLDEN EAGLE REFINERY

THE ROCK FOUNDATION

UNION BANK NA

UPS

VALERO BENICIA REFINERY

WALKER FAMILY FUND

WALTER & ELISE HAAS FUND

WELLS FARGO BANK

WESTERN DIGITAL

Y & H SODA FOUNDATION

UNITED WAY OF THE BAY AREA ALSO GRATEFULLY
RECOGNIZES ITS LONGSTANDING PARTNERSHIPS WITH
CITY, STATE, AND FEDERATED ORGANIZATIONS.

TRIBUTE: MORT FLEISHHACKER III

The Bay Area lost a great leader in 2011 with the passing of Mort Fleishhacker III. We at United Way are grateful to Mr. Fleishhacker for his deep, passionate commitment to social causes and unflagging support of United Way.

He was a valued member of the United Way of the Bay Area family of contributors. A visionary philanthropist, he reached a broad range of community cornerstones, from the arts, to education and beyond. He was a tremendous local leader, helping organizations like United Way of the Bay Area and so many others anticipate and meet the needs of the community.

He will be sadly missed, but fondly remembered and honored for his tireless and generous approach to philanthropy.

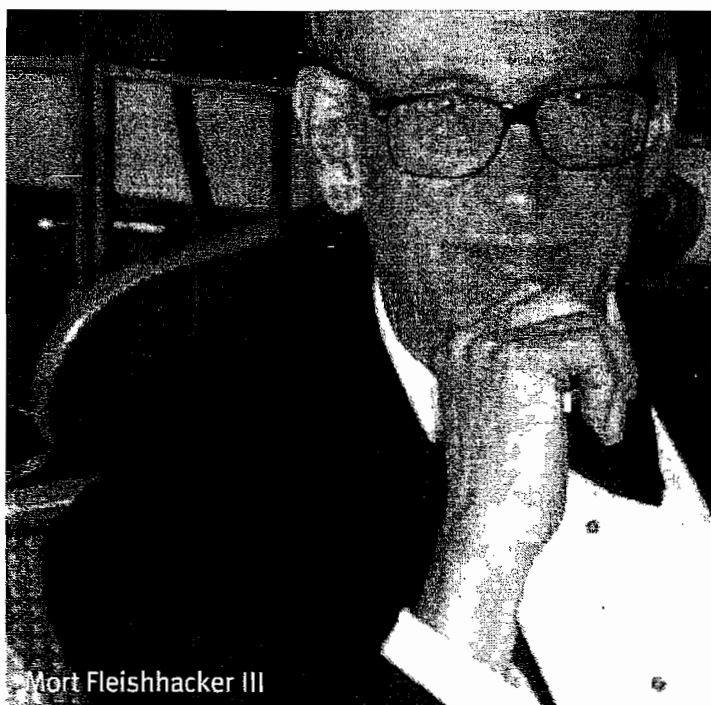
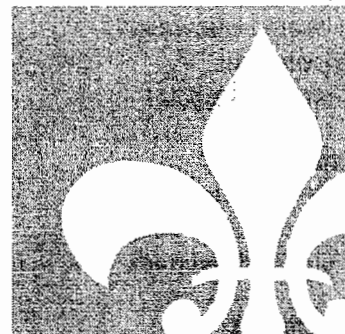
1932-2011: VISIONARY PHILANTHROPIST

FOUNDING MEMBER OF THE COMMUNITY CHEST

TOCQUEVILLE MEMBER SINCE 2001

BOARD MEMBER, FLEISHHACKER FOUNDATION

PRESIDENT, TEMPLE EMANUEL



Mort Fleishhacker III



UNITED WAY OF THE BAY AREA BOARD MEMBERS

Fiscal Year 2010–11

CHAIRMAN OF THE BOARD

BETH COBERT
Director
McKinsey & Company

CHIEF EXECUTIVE OFFICER

ANNE WILSON
Chief Executive Officer,
United Way of the Bay Area

IMMEDIATE PAST CHAIR

MICHAEL SCANLON
General Manager & CEO,
San Mateo County Transit
District

GENERAL COUNSEL AND CHIEF ETHICS OFFICER

JEFFREY WOHL
Partner, Employment
Department
Paul Hastings LLP

TREASURER

GWENDOLYN J. WONG
Senior Credit Officer
Silicon Valley Bank

SECRETARY

CHARLES CUSTER
Partner
Gordon & Rees LLP

ASSISTANT SECRETARY

LORETTA WALKER
Vice President - External
Affairs, Bay Area
AT&T California

AUDIT

MARGARET BAKER
Partner
Ernst & Young LLP

COMMUNITY INVESTMENT

SUSAN PORTUGAL
Senior Vice President
CSR Philanthropy Dir.
Global Corporate Social
Responsibility
Bank of America

DEVELOPMENT

RONALD D. PEYTON
Chairman & CEO
Callan Associates, Inc.

GOVERNANCE

RONALD A. CATON
Executive Vice President,
Area Head - Americas Global
Financial Institutions
Wells Fargo Bank

LABOR

TIM PAULSON
Executive Director
The San Francisco Labor
Council

LEONARD H. ALMALECH
Vice President/General
Manager, Enterprise
Holdings Operating - Alamo,
Enterprise, National

J. EDWARD BLAKEY
Executive Vice President
Wells Fargo - Commercial
Mortgage Group

MICHAEL C. DORSEY
Managing Partner
The Westly Group

PATRICK O. DUTERTE

Director
Solano County Health &
Social Services Department

WALTER L. JOHNSON

Director/Emeritus
(Ret), The San Francisco
Labor Council

SHELLEY KESSLER

Executive Secretary,
Treasurer,
San Mateo County Central
Labor Council

JOE W. LAYMON

Vice President, Human
Resources,
Chevron

NOAH LICHTENSTEIN

Head of Partnerships
homerun.com

ARTHUR LOUIE

CPA, Partner,
Louie & Wong, LLP

CHRISTANN MARTIN

President of Operations
UPS North California District

ALFRED MOORE

Attorney

TERRY S. SCHWAKOPF

Senior Advisor, Regulatory
and Capital Markets,
Deloitte & Touche LLP

STEPHEN SEYMOUR

Managing Director,
District Operations,
FedEx Express

VALARI STAAB

President & General
Manager, KGO-TV, ABC, Inc.

REGINA STANBACK STROUD, ED.D.

President
Skyline College

J. MICHAEL STEDMAN

Senior Executive Vice
President, Real Estate
Industries,
Union Bank NA

SUSAN A. SUTHERLAND

Senior Vice President and
Director, Office of Minority &
Women Inclusion
Federal Reserve Bank of
San Francisco

SHERRY TENNYSON

Executive Director,
American Canyon Family
Resource Center

ROBERT B. THOMPSON

Vice President & Investment
Manager,
Dodge & Cox, Inc.


FINANCIAL STATEMENTS

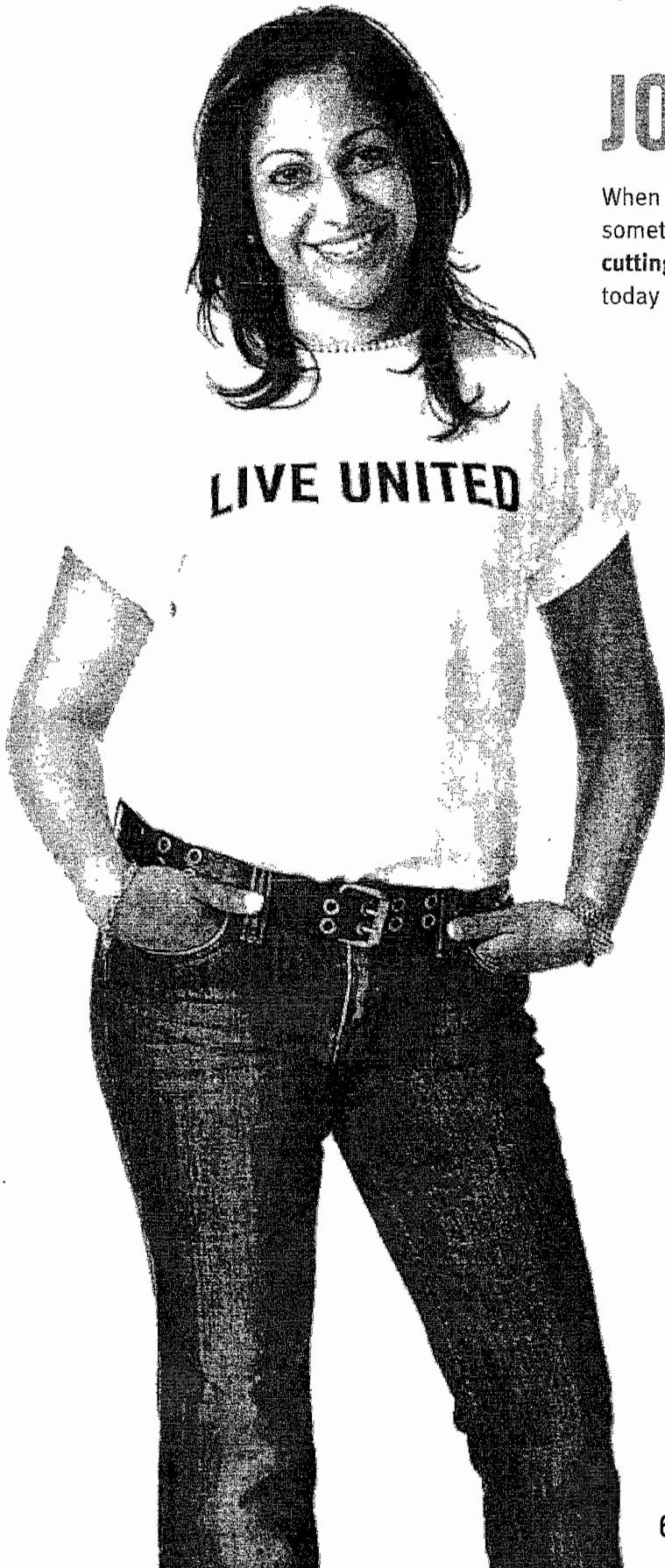
2010-11

STATEMENTS OF FINANCIAL POSITION (as of June 2011)	2010	2011
Total Assets	\$26,594,048	\$23,294,930
Total Liabilities	\$12,863,976	\$8,229,196
Total Net Assets	\$13,730,072	\$15,065,734
Total Liabilities and Net Assets	\$26,594,048	\$23,294,930

STATEMENTS OF ACTIVITIES	2010	2011
Total Amount Raised	\$29,280,769	\$29,584,879
Less Donor Designations	\$(18,737,307)	\$(18,984,209)
Provision for Uncollectible Pledges	\$(833,812)	\$(608,249)
Other Income	\$8,549,052	\$5,738,548
Total Revenue	\$18,258,702	\$15,730,969
Grants and Programs	\$10,262,591	\$9,621,785
Fundraising and Management & General	\$7,100,302	\$6,339,081
Non-recurring Expenses	\$838,667	\$(1,565,559)
Total Grants and Expenses	\$18,201,560	\$14,395,307
Change in Net Assets	\$57,142	\$1,335,662
Net Assets— Beginning of Year	\$13,672,930	\$13,730,072
Net Assets— End of Year	\$13,730,072	\$15,065,734

The complete financial statements for United Way of the Bay Area for fiscal years 2010 and 2011 audited by Moss Adams LLP are available at www.uwba.org.

2020
GOAL

CUT BAY AREA
POVERTY
IN HALF



JOIN US.

When it comes to changing lives, everyone has a role to play and something they can do. Help United Way achieve our goal of **cutting Bay Area poverty in half by the year 2020**. Take action today at www.uwba.org/mobilize.

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www.facebook.com/unitedwaybayarea

Follow us on Twitter
www.twitter.com/Bay_Area_UW

Join our MAKE IT BE movement
www.makeitbe.org



United Way of the Bay Area

221 Main Street, Suite 300
San Francisco, CA 94105
415.808.4300
www.uwba.org

Form **990**

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning **JUL 1, 2011** and ending **JUN 30, 2012**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization UNITED WAY OF THE BAY AREA		D Employer identification number 94-1312348
	Doing Business As		E Telephone number 415-808-4300
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 38,423,879.
	221 MAIN STREET	300	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or country, and ZIP + 4 SAN FRANCISCO, CA 94105	F Name and address of principal officer: ANNE WILSON SAME AS C ABOVE	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number ▶
J Website: ▶ WWW.UWBA.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1922	M State of legal domicile: CA

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO BE THE CATALYST THAT ENABLES PEOPLE TO STRENGTHEN THEIR COMMUNITIES BY INVESTING IN ONE ANOTHER.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	34
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	33
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	111
	6 Total number of volunteers (estimate if necessary)	6	43835
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	31,958,389.	32,748,141.
	9 Program service revenue (Part VIII, line 2g)	456,283.	390,753.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	845,363.	583,826.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	-3,369.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	33,260,035.	33,719,351.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	21,521,438.
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		9,285,509.	8,925,281.
16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,913,267.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		3,952,204.	3,870,876.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	34,759,151.	33,750,978.	
19 Revenue less expenses. Subtract line 18 from line 12	-1,499,116.	-31,627.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 23,294,930.	End of Year 22,688,895.
	21 Total liabilities (Part X, line 26)	8,229,196.	12,260,304.
	22 Net assets or fund balances. Subtract line 21 from line 20	15,065,734.	10,428,591.

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

Sign Here	Signature of officer	Date
	JOAN CATHERINE BRAUN, SR VP, FINANCE & ADMIN. Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name TRACY PAGLIA	Preparer's signature <i>Tracy Paglia</i>	Date 2/12/13	Check <input type="checkbox"/> PTIN if self-employed P00366884
	Firm's name ▶ MOSS ADAMS LLP	Firm's EIN ▶ 91-0189318	Phone no. (209)955-6100	
	Firm's address ▶ 3121 WEST MARCH LANE, SUITE 100 STOCKTON, CA 95219			

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: TO BE THE CATALYST THAT ENABLES PEOPLE TO STRENGTHEN THEIR COMMUNITIES BY INVESTING IN ONE ANOTHER.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

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

4a (Code:) (Expenses \$ 17,254,836. including grants of \$ 17,254,836.) (Revenue \$ 370,653.) GROSS FUNDS AWARDED/ALLOCATED TO AGENCIES

4b (Code:) (Expenses \$ 4,836,220. including grants of \$ 3,060,737.) (Revenue \$ 0.)

SPARKPOINT - FOR DECADES UWBA HAS PARTNERED AND CONVENED ACROSS SECTORS, CONTRIBUTED TO POLICY, AND MANAGED PROGRAMS THROUGH THE BAY AREA COMMUNITY FUND. UWBA HAS IDENTIFIED AND INVESTED - BOTH FINANCIALLY AND THROUGH TECHNICAL ASSISTANCE - IN MORE THAN 250 HIGH-PERFORMING LOCAL PROGRAMS THAT CREATE, PROMOTE, OR PROTECT FINANCIAL STABILITY BY SUPPORTING CHILDREN AND YOUTH, WORKING FAMILIES, AND COMMUNITIES. THE RELATIONSHIPS, EXPERIENCE, AND SYNERGY STEMMING FROM THIS WORK, AID THE GROUNDWORK FOR UNITED WAY TO BUILD THE SPARKPOINT INITIATIVE. SPARKPOINT CENTERS OFFER A RANGE OF SERVICES IN ONE LOCATION FOR PEOPLE IN POVERTY TO MOVE THEMSELVES TO ECONOMIC SUCCESS. IN FY12, SPARKPOINT SERVED APPROXIMATELY 5,000 INDIVIDUALS IN TOTAL FROM THE SEVEN COUNTIES. THE SPARKPOINT CENTER OFFERS MULTIPLE

4c (Code:) (Expenses \$ 2,045,799. including grants of \$ 300,000.) (Revenue \$)

211 - 211 BAY AREA STRENGTHENS THE COMMUNITY BY ADDRESSING THE CHALLENGES PEOPLE FACE OBTAINING NEEDED HEALTH AND HUMAN SERVICES IN EVERYDAY LIFE AND IN TIMES OF PERSONAL CRISIS. IN TIMES OF DISASTER, 211 BECOMES AN ESSENTIAL PART OF OUR RESPONSE AND RECOVERY. AS AN EASY-TO-REMEMBER PHONE NUMBER, 211 PROVIDES CALLERS WITH INFORMATION ABOUT AND REFERRALS TO ESSENTIAL SERVICES. TRAINED STAFF ANSWERS CALLS 24 HOURS-A-DAY, SEVEN DAYS A WEEK, WITH THE ABILITY TO RESPOND IN THE CALLER'S LANGUAGE THROUGH BILINGUAL STAFF AND TELE-INTERPRETING SERVICES. IN FY12, 211 RECEIVED 196,520 CALLS IN THE 7 COUNTIES OF THE BAY AREA.

4d Other program services (Describe in Schedule O.) (Expenses \$ 3,810,371. including grants of \$ 339,248.) (Revenue \$ 20,100.)

4e Total program service expenses 27,947,226.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Main form area containing questions 1a through 14b with input fields and a Yes/No grid.

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

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (34); 1b Enter the number of voting members included in line 1a, above, who are independent (33); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? (X); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (X); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (X); 6 Did the organization have members or stockholders? (X); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (X); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (X); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? (X); b Each committee with authority to act on behalf of the governing body? (X); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (X); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (X); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (X); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (X); 13 Did the organization have a written whistleblower policy? (X); 14 Did the organization have a written document retention and destruction policy? (X); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official (X); b Other officers or key employees of the organization (X); If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X); 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: JOAN CATHERINE BRAUN - 415-808-4465
211 MAIN ST., STE. 300, SAN FRANCISCO, CA 94105

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

Check if Schedule O contains a response to any question in this Part VII

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) BETH COBERT CHAIR OF THE BOARD	3.00	X		X			0.	0.	0.
(2) MICHAEL SCANLON IMMEDIATE PAST CHAIR	0.50	X					0.	0.	0.
(3) JEFFREY WOHL GENERAL COUNSEL/CHIEF ETHICS OFFICER	0.80	X		X			0.	0.	0.
(4) GWENDOLYN WONG TREASURER	0.80	X		X			0.	0.	0.
(5) CHARLES CUSTER SECRETARY	0.80	X		X			0.	0.	0.
(6) SUSAN SUTHERLAND VICE CHAIR & CHAIR-ELECT	4.00	X		X			0.	0.	0.
(7) LORETTA WALKER ASSISTANT SEC./CHAIR GOVERNANCE COMM	0.50	X		X			0.	0.	0.
(8) MARGARET BAKER CHAIR, AUDIT COMMITTEE	0.80	X					0.	0.	0.
(9) SUSAN PORTUGAL CHAIR COMMUNITY INVESTMENT COMMITTEE	1.00	X					0.	0.	0.
(10) RONALD PEYTON CHAIR DEVELOPMENT COMMITTEE	0.80	X					0.	0.	0.
(11) TIMOTHY PAULSON LABOR REPRESENTATIVE	0.10	X					0.	0.	0.
(12) LEONARD ALMALECH DIRECTOR AT LARGE	0.10	X					0.	0.	0.
(13) MICHELLE BANKS DIRECTOR AT LARGE	0.50	X					0.	0.	0.
(14) EDWARD BLAKEY DIRECTOR AT LARGE	0.30	X					0.	0.	0.
(15) RONALD CATON DIRECTOR AT LARGE	0.30	X					0.	0.	0.
(16) WILLIAM CROTEAU DIRECTOR AT LARGE	0.10	X					0.	0.	0.
(17) MICHAEL DORSEY DIRECTOR AT LARGE	0.50	X					0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) CASSIE DOYLE DIRECTOR AT LARGE	0.50	X						0.	0.	0.
(19) PATRICK DUTERTE DIRECTOR AT LARGE	0.30	X						0.	0.	0.
(20) LANCE FOX DIRECTOR AT LARGE	0.30	X						0.	0.	0.
(21) TODD GALLOWAY DIRECTOR AT LARGE	0.20	X						0.	0.	0.
(22) TIMOTHY GERAGHTY DIRECTOR AT LARGE	0.50	X						0.	0.	0.
(23) WALTER JOHNSON DIRECTOR EMERITUS	0.10	X						0.	0.	0.
(24) SHELLEY KESSLER DIRECTOR AT LARGE	1.00	X						0.	0.	0.
(25) JOE LAYMON DIRECTOR AT LARGE	0.20	X						0.	0.	0.
(26) NOAH LICHTENSTEIN DIRECTOR AT LARGE	0.50	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								1,416,047.	0.	248,657.
d Total (add lines 1b and 1c)								1,416,047.	0.	248,657.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **13**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply):						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) ARTHUR LOUIE DIRECTOR AT LARGE	0.30	X						0.	0.	0.
(28) CHRISTANN MARTIN DIRECTOR AT LARGE	0.10	X						0.	0.	0.
(29) ALFRED MOORE DIRECTOR AT LARGE	0.50	X						0.	0.	0.
(30) NISH NADARAJA DIRECTOR AT LARGE	0.50	X						0.	0.	0.
(31) JAMES OLSON DIRECTOR AT LARGE	0.30	X						0.	0.	0.
(32) TERRY SCHWAKOPF DIRECTOR AT LARGE	1.20	X						0.	0.	0.
(33) STEPHEN SEYMOUR DIRECTOR AT LARGE	0.20	X						0.	0.	0.
(34) REGINA STANBACK STROUD DIRECTOR AT LARGE	0.50	X						0.	0.	0.
(35) SHERRY TENNYSON DIRECTOR AT LARGE	0.50	X						0.	0.	0.
(36) ROBERT THOMPSON DIRECTOR AT LARGE	0.80	X						0.	0.	0.
(37) ANNE WILSON CEO	55.00	X		X				276,914.	0.	72,810.
(38) MICHAEL STEDMAN DIRECTOR AT LARGE	0.10	X						0.	0.	0.
(39) ERIC MCDONNELL COO	55.00			X				231,998.	0.	39,022.
(40) JOAN BRAUN SR. VP, FINANCE & ADMIN	55.00			X				114,217.	0.	20,761.
(41) STUART CANNING CHIEF DEVELOPMENT OFFICE	55.00				X			182,499.	0.	16,145.
(42) LORNE NEEDLE CHIEF COMMUNITY INVESTMENT OFFICER	55.00					X		135,025.	0.	24,333.
(43) DEBRA REISENTHAL VP, DEVELOPMENT	37.50					X		124,535.	0.	25,800.
(44) SONALI JOSHI SR. VP, STRATEGY & OPERATIONS	37.50					X		121,761.	0.	7,652.
(45) HELEN ROSEN EXECUTIVE DIRECTOR, HELPLINK	37.50					X		121,186.	0.	22,928.
(46) JOHN SCHAUER VP, INFORMATION TECHNOLOGY	37.50					X		107,912.	0.	19,206.
Total to Part VII, Section A, line 1c								1,416,047.		248,657.

Part VIII Statement of Revenue

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	3,726.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	626,453.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	32117962.				
	g	Noncash contributions included in lines 1a-1f: \$		787,676.				
	h	Total. Add lines 1a-1f		32748141.				
	Program Service Revenue	2 a	PLEDGE PROCESSING FEES	Business Code 900099	370,653.	370,653.		
		b	OFFICE SPACE RENTAL	900099	20,100.	20,100.		
c								
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f		390,753.				
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts)		454,635.			454,635.
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real (ii) Personal					
		Less: rental expenses						
		Rental income or (loss)						
		Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other	4808639.				
		Less: cost or other basis and sales expenses		4679448.				
		Gain or (loss)		129,191.				
		Net gain or (loss)			129,191.			129,191.
	8 a	Gross income from fundraising events (not including \$ 3,726. of contributions reported on line 1c). See Part IV, line 18	a	21,711.				
		Less: direct expenses	b	25,080.				
		Net income or (loss) from fundraising events			-3,369.			-3,369.
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
Less: direct expenses		b						
Net income or (loss) from gaming activities								
10 a	Gross sales of inventory, less returns and allowances	a						
	Less: cost of goods sold	b						
	Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a								
	b							
	c							
	d	All other revenue						
	e	Total. Add lines 11a-11d						
12	Total revenue. See instructions.			33719351.	390,753.	0.	580,457.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	20,954,821.	20,954,821.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,320,036.	323,781.	494,208.	502,047.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	5,816,647.	3,541,554.	1,036,420.	1,238,673.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	199,372.	199,372.		
9 Other employee benefits	1,116,310.	626,603.	241,718.	247,989.
10 Payroll taxes	472,916.	257,406.	108,100.	107,410.
11 Fees for services (non-employees):				
a Management				
b Legal	3,610.		3,610.	
c Accounting	152,480.		152,480.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	45,316.		45,316.	
g Other	1,049,966.	713,663.	121,695.	214,608.
12 Advertising and promotion	369,028.	261,371.	30,061.	77,596.
13 Office expenses	525,005.	266,136.	182,873.	75,996.
14 Information technology				
15 Royalties				
16 Occupancy	992,618.	428,104.	269,632.	294,882.
17 Travel	143,451.	74,666.	33,742.	35,043.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	203,199.	153,935.	14,952.	34,312.
20 Interest				
21 Payments to affiliates	283,343.	126,087.	75,086.	82,170.
22 Depreciation, depletion, and amortization	93,561.	13,441.	79,162.	958.
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a				
b				
c				
d				
e All other expenses	9,299.	6,286.	1,430.	1,583.
25 Total functional expenses. Add lines 1 through 24e	33,750,978.	27,947,226.	2,890,485.	2,913,267.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1	Cash - non-interest-bearing	1,687,990.	1	1,396,743.
	2	Savings and temporary cash investments	421,256.	2	371,455.
	3	Pledges and grants receivable, net	6,020,669.	3	9,011,340.
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	96,251.	9	188,354.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,504,950.		
	b	Less: accumulated depreciation	10b 1,263,087.	10c 157,148.	241,863.
	11	Investments - publicly traded securities	14,821,418.	11	11,354,430.
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	90,198.	15	124,710.
16	Total assets. Add lines 1 through 15 (must equal line 34)	23,294,930.	16	22,688,895.	
Liabilities	17	Accounts payable and accrued expenses	4,983,241.	17	9,122,827.
	18	Grants payable	3,066,489.	18	3,060,563.
	19	Deferred revenue	179,466.	19	76,914.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26	Total liabilities. Add lines 17 through 25	8,229,196.	26	12,260,304.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	10,102,514.	27	5,249,473.
	28	Temporarily restricted net assets	1,074,245.	28	1,290,143.
	29	Permanently restricted net assets	3,888,975.	29	3,888,975.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	15,065,734.	33	10,428,591.	
34	Total liabilities and net assets/fund balances	23,294,930.	34	22,688,895.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	33,719,351.
2	Total expenses (must equal Part IX, column (A), line 25)	2	33,750,978.
3	Revenue less expenses. Subtract line 2 from line 1	3	-31,627.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	15,065,734.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-4,605,516.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	10,428,591.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization **UNITED WAY OF THE BAY AREA** Employer identification number **94-1312348**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? 11g(i)		
(ii) A family member of a person described in (i) above? 11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? 11g(iii)		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	40399463.	35658988.	33822506.	31958389.	32748141.	174587487
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3	40399463.	35658988.	33822506.	31958389.	32748141.	174587487
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						5998271.
6 Public support. Subtract line 5 from line 4.						168589216

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	40399463.	35658988.	33822506.	31958389.	32748141.	174587487
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	921,001.	452,718.	262,795.	484,408.	454,635.	2575557.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	830,680.	25,236.	649,558.			1505474.
11 Total support. Add lines 7 through 10						178668518
12 Gross receipts from related activities, etc. (see instructions)					12	2,714,285.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	94.36	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	94.82	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

MISCELLANEOUS INCOME

SETTLEMENT FUNDS

Multiple horizontal lines for providing detailed explanations for the income items listed above.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2011

Name of the organization

Employer identification number

UNITED WAY OF THE BAY AREA

94-1312348

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization UNITED WAY OF THE BAY AREA	Employer identification number 94-1312348
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ <u>1,312,300.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
2		\$ <u>750,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
3		\$ <u>2,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
4		\$ <u>1,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Employer identification number

UNITED WAY OF THE BAY AREA

94-1312348

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

Employer identification number

UNITED WAY OF THE BAY AREA

94-1312348

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2011

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

Open to Public Inspection

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization UNITED WAY OF THE BAY AREA Employer identification number 94-1312348

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ▶ \$ _____
3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
4a Was a correction made? Yes No
b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
4 Did the filing organization file Form 1120-POL for this year? Yes No
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2011

LHA

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01-27-12

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	14,500.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	19,958.													
c	Total lobbying expenditures (add lines 1a and 1b)	34,458.													
d	Other exempt purpose expenditures	33,716,520.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	33,750,978.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period						
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total	
2a	Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b	Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c	Total lobbying expenditures	298,842.	164,277.	101,675.	34,458.	599,252.
d	Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f	Grassroots lobbying expenditures	1,759.	1,759.	37,471.	14,500.	55,489.

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

Supplemental Financial Statements

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

Name of the organization **UNITED WAY OF THE BAY AREA** Employer identification number **94-1312348**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	46	0
2 Aggregate contributions to (during year)	2,228,072.	0.
3 Aggregate grants from (during year)	2,157,709.	0.
4 Aggregate value at end of year	748,720.	0.

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements.

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply):
- Preservation of land for public use (e.g., recreation or education)
 - Protection of natural habitat
 - Preservation of open space
 - Preservation of an historically important land area
 - Preservation of a certified historic structure
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	4,687,566.	4,049,390.	3,763,716.	4,406,300.	
b Contributions		13,344.			
c Net investment earnings, gains, and losses	115,298.	154,089.	27,875.	-142,189.	
d Grants or scholarships					
e Other expenditures for facilities and programs	457,392.	-470,743.	-257,799.	500,395.	
f Administrative expenses					
g End of year balance	4,345,472.	4,687,566.	4,049,390.	3,763,716.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment .00 %
- b Permanent endowment 89.49 %
- c Temporarily restricted endowment 10.51 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations		<input checked="" type="checkbox"/>
(ii) related organizations		<input checked="" type="checkbox"/>
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		48,736.	20,870.	27,866.
d Equipment		595,581.	486,285.	109,296.
e Other		860,633.	755,932.	104,701.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				241,863.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered 1 through 10.

Part IX Other Assets. See Form 990, Part X, line 15.

Table with 2 columns: (a) Description, (b) Book value. Rows numbered 1 through 10.

Part X Other Liabilities. See Form 990, Part X, line 25.

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes, followed by rows 2-11.

132053 01-23-12 FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	33,719,351.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	33,750,978.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-31,627.
4	Net unrealized gains (losses) on investments	4	-541,334.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-4,064,182.
9	Total adjustments (net). Add lines 4 through 8	9	-4,605,516.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-4,637,143.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	11,034,010.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-541,334.
b	Donated services and use of facilities	2b	754,443.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	-4,064,182.
e	Add lines 2a through 2d	2e	-3,851,073.
3	Subtract line 2e from line 1	3	14,885,083.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	45,316.
b	Other (Describe in Part XIV.)	4b	18,788,952.
c	Add lines 4a and 4b	4c	18,834,268.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	33,719,351.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	15,671,153.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	754,443.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	25,080.
e	Add lines 2a through 2d	2e	779,523.
3	Subtract line 2e from line 1	3	14,891,630.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	45,316.
b	Other (Describe in Part XIV.)	4b	18,814,032.
c	Add lines 4a and 4b	4c	18,859,348.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	33,750,978.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4: ENDOWMENTS ARE USED FOR TEMPORARILY AND UNRESTRICTED

PURPOSES ACCORDING TO THE INTENT OF THE DONOR.

PART X, LINE 2: UWBA ADOPTED THE PROVISIONS OF FASB ACCOUNTING

STANDARDS CODIFICATION (ASC) 740-10, INCOME TAXES, RELATING TO ACCOUNTING

FOR UNCERTAIN TAX POSITIONS ON JULY 1, 2009. UWBA EVALUATES UNCERTAIN TAX

POSITIONS IN ACCORDANCE WITH ACCOUNTING FOR CONTINGENCIES WHEREBY THE

EFFECT OF THE UNCERTAINTY WOULD BE RECORDED IF THE OUTCOME WAS CONSIDERED

Part XIV Supplemental Information (continued)

PROBABLE AND REASONABLY ESTIMABLE. UWBA HAD NO UNRECOGNIZED TAX BENEFITS AT JUNE 30, 2012 OR 2011. UWBA FILES EXEMPT ORGANIZATION RETURNS IN THE U.S. FEDERAL AND CALIFORNIA JURISDICTIONS. WITH FEW EXCEPTIONS, UWBA IS NO LONGER SUBJECT TO UNITED STATES FEDERAL OR STATE/LOCAL INCOME TAX EXAMINATIONS BY TAX AUTHORITIES FOR FISCAL YEARS BEFORE 2007.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

CHANGE IN PENSION LIABILITY IN EXCESS OF INTANGIBLE PENSION

ASSETS -4,064,182.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN PENSION LIABILITY IN EXCESS OF INTANGIBLE PENSION

ASSETS -4,064,182.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

DONOR DESIGNATED PLEDGES 18,793,932.

RENTAL INCOME RECLASSIFIED FROM EXPENSES TO REVENUE 20,100.

FUNDRAISING EXPENSES RECLASSIFIED FROM EXPENSES TO REVENUE -25,080.

TOTAL TO SCHEDULE D, PART XII, LINE 4B 18,788,952.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES RECLASSIFIED FROM EXPENSES TO REVENUE 25,080.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

DONOR DESIGNATED PLEDGES 18,793,932.

RENTAL INCOME RECLASSIFIED FROM EXPENSES TO REVENUE 20,100.

TOTAL TO SCHEDULE D, PART XIII, LINE 4B 18,814,032.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		LIGHT THE SPARK (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	25,437.		25,437.
	2	Less: Charitable contributions	3,726.		3,726.
	3	Gross income (line 1 minus line 2)	21,711.		21,711.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	1,000.		1,000.
	7	Food and beverages	16,641.		16,641.
	8	Entertainment	887.		887.
	9	Other direct expenses	6,552.		6,552.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			(25,080)
11	Net income summary. Combine line 3, column (d), and line 10			-3,369.	

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

Employer identification number
94-1312348

UNITED WAY OF THE BAY AREA

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ▶

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ABODE SERVICES 40849 FREMONT BOULEVARD FREMONT, CA 94538.	943087060	501(C)(3)	5,580.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ADVENT LUTHERAN CHURCH 2504 BROADWAY AT 93RD STREET NEW YORK, NY 10025	131635264	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
AIDS LEGAL REFERRAL PANEL 1663 MISSION STREET, STE 500 SAN FRANCISCO, CA 94103	943111738	501(C)(3)	10,343.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
AIM HIGH FOR HIGH SCHOOL 2030 HARRISON STREET, 3RD FL SAN FRANCISCO, CA 94141	943296338	501(C)(3)	12,242.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ALAMEDA COUNTY COMMUNITY FOOD BANK INC - 7900 EDGEWATER DRIVE - OAKLAND, CA 94621	942960297	501(C)(3)	9,256.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ALZHEIMERS ASSOCIATION NORTHERN 1060 LA AVENIDA STREET MOUNTAIN VIEW, CA 94043	942897949	501(C)(3)	7,381.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 211.

3 Enter total number of other organizations listed in the line 1 table 0.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2011)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN CANCER SOCIETY, INC. CALIFORNIA - 601 MONTGOMERY STREET, SUITE 650 - SAN FRANCISCO, CA 94111	941170350	501(C)(3)	29,365.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
AMERICAN HEART ASSOCIATION 100 MONTGOMERY STREET #1650 SAN FRANCISCO, CA 94104	135613797	501(C)(3)	21,389.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
AMERICAN LEGION AUXILIARY 470 CAPISTRANO ROAD, PO BOX 826 HALF MOON BAY, CA 94019	946131367	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
AMERICAN RED CROSS, BAY AREA CHAPTER - 85 SECOND STREET, 8TH FLOOR - SAN FRANCISCO, CA 94105	943045430	501(C)(3)	77,538.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
69 69 CANCER OF SAN FRANCISCO 1500 HOWARD STREET SAN FRANCISCO, CA 94103	941415287	501(C)(3)	13,959.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ASIAN HEALTH SERVICES 818 WEBSTER STREET OAKLAND, CA 94607	942235908	501(C)(3)	6,679.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ASSOCIATED PARENT CLUBS OF PIEDMONT - 760 MAGNOLIA AVENUE - OAKLAND, CA 94611	942960998	501(C)(3)	12,300.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
AVALON ACADEMY 818 MAHLER ROAD BURLINGAME, CA 94010	201651912	501(C)(3)	11,840.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BAR ASSOCIATION OF SAN FRANCISCO 301 BATTERY STREET, THIRD FLOOR SAN FRANCISCO, CA 94111	943049980	501(C)(3)	6,450.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Schedule I (Form 990)

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part I)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BARNES FOUNDATION 230 NORTH 21ST STREET, 1ST FLOOR EAST PHILADELPHIA, PA 19103	236000149	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BAY AREA COUNCIL FOUNDATION 201 CALIFORNIA STREET, SUITE 1450 SAN FRANCISCO, CA 94111	201826827	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BAY AREA DISCOVERY MUSEUM 557 MCREYNOLDS ROAD SAUSALITO, CA 94965	680033227	501(C)(3)	20,500.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BAY AREA LEGAL AID 1035 MARKET STREET, 6TH FLOOR SAN FRANCISCO, CA 94103	941631316	501(C)(3)	14,450.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BAY AREA WOMEN'S & CHILDREN'S CENTER - 318 LEAVENWORTH STREET - SAN FRANCISCO, CA 94102	942722718	501(C)(3)	5,442.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BAY OAKS SOCCER CLUB 5940 COLLEGE AVENUE, SUITE C OAKLAND, CA 94618	200489332	501(C)(3)	5,250.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BENICIA COMMUNITY ACTION COUNCIL 480 MILITARY EAST BENICIA, CA 94510	680294153	501(C)(3)	5,789.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BENICIA EDUCATION FOUNDATION PO BOX 1611 BENICIA, CA 94510	680173278	501(C)(3)	6,998.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BERKELEY REPERTORY THEATRE 999 HARRISON STREET BERKELEY, CA 94710	941679756	501(C)(3)	9,200.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHERS/SISTERS OF THE BAY AREA - 649 MISSION STREET, 5TH FLOOR - SAN FRANCISCO, CA 94105	942897683	501(C)(3)	8,923.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BLIND BABIES FOUNDATION 1814 FRANKLIN ST, 11TH FLOOR OAKLAND, CA 94612	941156630	501(C)(3)	5,600.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BOSTON COLLEGE 140 COMMONWEALTH AVENUE, MORE HALL R CHESTNUT HILL, MA 02467	042103545	501(C)(3)	11,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BOY SCOUTS MARIN COUNCIL 225 WEST END AVE. SAN RAFAEL, CA 94901	941156323	501(C)(3)	5,220.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BOYS & GIRLS CLUB MARTINEZ/RODEO 1301 ALHAMBRA AVENUE MARTINEZ, CA 94553	941333618	501(C)(3)	5,184.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BOYS & GIRLS CLUB SAN FRANCISCO 55 HAWTHORNE STREET, STE 600 SAN FRANCISCO, CA 94105	941156608	501(C)(3)	22,824.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BOYS & GIRLS CLUBS OF AMERICA 5 HANOVER SQUARE, 3RD FLOOR NEW YORK, NY 10005	135562976	501(C)(3)	15,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BOYS AND GIRLS HARBOR ONE EAST 104TH STREET, ROOM 544 NEW YORK, NY 10029	136015256	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BRANSON SCHOOL 39 FERNHILL AVENUE ROSS, CA 94957	940338330	501(C)(3)	8,200.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BREAKTHROUGH COLLABORATIVE 545 SANSOME STREET, SUITE 700 SAN FRANCISCO, CA 94111	943140620	501(C)(3)	40,200.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
BUILDON PO BOX 16741 STAMFORD, CT 06905	223128648	501(C)(3)	6,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CABRILLO EDUCATION FOUNDATION PO BOX 354 HALF MOON BAY, CA 94019	942976402	501(C)(3)	50,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CALGUNS FOUNDATION 3200 BRIDGE PARKWAY, SUITE 202C REDWOOD CITY, CA 94065	262794094	501(C)(3)	8,823.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CALICO CENTER 524 ESTUDILLO AVE SAN LEANDRO, CA 94577	943256781	501(C)(3)	13,225.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CALIFORNIA FORWARD 1107 9TH STREET, SUITE 650 SACRAMENTO, CA 95814	260566540	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CALVARY PRESBYTERIAN CHURCH 2515 FILLMORE SAN FRANCISCO, CA 94115	941337635	501(C)(3)	11,050.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CALVARY TEMPLE CHURCH CONCORD 4725 EVORA RD CONCORD, CA 94520	941598217	501(C)(3)	6,647.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CAMP AUGUSTA 17530 LAKE VERA ROAD NEVADA CITY, CA 95959	941265033	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CAMP TAYLOR 5424 PIRRONE ROAD SALIDA, CA 95368	043709177	501(C)(3)	12,407.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CANAL ALLIANCE 91 LARKSPUR STREET SAN RAFAEL, CA 94901	942832648	501(C)(3)	6,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CATHEDRAL SCHOOL FOR BOYS 1275 SACRAMENTO ST SAN FRANCISCO, CA 94108	941156846	501(C)(3)	21,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CATHOLIC CHARITIES CYO SF ARCHDIOCESE - 180 HOWARD STREET, SUITE 100 - SAN FRANCISCO, CA 94105	941498472	501(C)(3)	12,163.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CATHOLIC CHARITIES OF THE EAST BAY 433 JEFFERSON STREET OAKLAND, CA 94607	942677202	501(C)(3)	38,835.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CHILDREN NOW 1212 BROADWAY #530 OAKLAND, CA 94612	943059243	501(C)(3)	15,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CHILDRENS DISCOVERY MUSEUM OF SAN JOSE - 180 WOZ WAY - SAN JOSE, CA 95110	942870828	501(C)(3)	11,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CHILDRENS HOSPITAL & RESEARCH CENTER FDN - 2201 BROADWAY, SUITE 600 - OAKLAND, CA 94612	941657474	501(C)(3)	11,828.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CHINESE HOSPITAL 845 JACKSON ST SAN FRANCISCO, CA 94133	940382780	501(C)(3)	5,978.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

UNITED WAY OF THE BAY AREA

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHRONICLE SEASON OF SHARING FUND 901 MISSION STREET SAN FRANCISCO, CA 94144	943019992	501(C)(3)	35,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CHURCH OF JESUS CHRIST LDS 50 E NORTH TEMPLE STREET SALT LAKE CITY, UT 84150	237300405	501(C)(3)	17,615.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CITY TEAM MINISTRIES OF OAKLAND 722 WASHINGTON STREET OAKLAND, CA 94607	941501265	501(C)(3)	5,100.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CITY TEAM MINISTRIES OF SAN FRANCISCO - 164 6TH STREET - SAN FRANCISCO, CA 94103	510163302	501(C)(3)	7,800.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
COLLEGE PREPARATORY SCHOOL OAKLAND 6100 BROADWAY OAKLAND, CA 94618	941492272	501(C)(3)	6,750.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
COMMITTEE FOR ECONOMIC DEVELOPMENT 2000 L STREET, N.W., SUITE 700 WASHINGTON, DC 20036	131623973	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
COMMON CAUSE EDUCATION FUND 1133 19TH STREET NW, 9TH FLOOR WASHINGTON, DC 20036	311705370	501(C)(3)	10,075.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
COMMONWEALTH CLUB OF CALIFORNIA 595 MARKET STREET, 2ND FLOOR SAN FRANCISCO, CA 94105	940399260	501(C)(3)	14,850.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
COMPASS FAMILY SERVICES 49 POWELL STREET, 3RD FLOOR SAN FRANCISCO, CA 94102	941156622	501(C)(3)	24,691.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

UNITED WAY OF THE BAY AREA

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CONSERVATION CORPS NORTH BAY 27 LARKSPUR ST SAN RAFAEL, CA 94901	942831592	501(C)(3)	7,500.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CORNELL UNIVERSITY 55 BROWN ROAD ITHACA, NY 14850	150532082	501(C)(3)	7,100.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CORNERSTONE FELLOWSHIP 348 W CANYONS PKWY LIVERMORE, CA 94551	943178882	501(C)(3)	19,487.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
CREEKSIDE OPEN BIBLE CHURCH 444 FIG TREE LANE MARTINEZ, CA 94553	942541096	501(C)(3)	9,390.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SPRINTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	043391621	501(C)(3)	5,450.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
DE LA SALLE HIGH SCHOOL 1130 WINTON DR (DEVELPMNT OFC) CONCORD, CA 94518	680311262	501(C)(3)	17,081.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
DIABETIC YOUTH FOUNDATION 5167 CLAYTON ROAD, STE F CONCORD, CA 94521	946003673	501(C)(3)	7,140.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
DOCTORS WITHOUT BORDERS HEADQUARTER - 333 7TH AVENUE, 2ND FLOOR - NEW YORK, NY 10016	133433452	501(C)(3)	13,404.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
DOMINICAN UNIVERSITY OF CALIFORNIA 50 ACACIA AVENUE SAN RAFAEL, CA 94901	941156525	501(C)(3)	13,250.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

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EAST BAY COMMUNITY LAW CENTER 2921 ADELINE STREET BERKELEY, CA 94703	943042565	501(C)(3)	7,706.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
EAST BAY SPCA 8323 BALDWIN ST OAKLAND, CA 94621	941322202	501(C)(3)	5,002.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
EAST OAKLAND YOUTH DEVELOPMENT CENTER - 8200 INTERNATIONAL BLVD. - OAKLAND, CA 94621	237334590	501(C)(3)	10,460.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
EDUCATIONAL FOUNDATION OF ORINDA 21 'C' ORINDA WAY #123 ORINDA, CA 94563	942623617	501(C)(3)	19,606.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
EXPLORATORIUM 3601 LYON STREET SAN FRANCISCO, CA 94123	941696494	501(C)(3)	7,200.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
FAMILIES HELPING FAMILIES 3101 BUSCH DRIVE FAIRFIELD, CA 94535	680148410	501(C)(3)	14,110.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
FESCO-FAMILY EMERGENCY SHELTER COALITION - 21455 BIRCH STREET, SUITE 5 - HAYWARD, CA 94541	943029991	501(C)(3)	7,131.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
FIRST CONGREGATIONAL CHURCH OF SAN JOSE - 1980 HAMILTON AVENUE - SAN JOSE, CA 95125	941170420	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
FIRST COVENANT CHURCH 4000 REDWOOD ROAD OAKLAND, CA 94619	501(C)(3)	501(C)(3)	11,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

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FIRST PLACE FOR YOUTH 519 - 17TH STREET, SUITE 600 OAKLAND, CA 94612	943341034	501(C)(3)	5,800.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
FIRST PRESBYTERIAN CHURCH OF CONCORD - 1965 COLFAX ST - CONCORD, CA 94520 FLORIDA STATE UNIVERSITY FOUNDATION - 2010 LEVY AVENUE, BLDG B STE 300 - TALLAHASSEE, FL 32306	941510160	501(C)(3)	13,650.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
FOOD BANK OF CONTRA COSTA AND SOLANO - 4010 NELSON AVENUE - CONCORD, CA 94520	596152180	501(C)(3)	8,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
FOUNDATION FOR THE FUTURE 555 MIDDLEFIELD AVE ATHERTON, CA 94027	942418054	501(C)(3)	105,237.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
FRIENDS OF SAN FRANCISCO ANIMAL CARE - 1200 15TH STREET - SAN FRANCISCO, CA 94103	943181333	501(C)(3)	25,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
GIRLS INC OF ALAMEDA COUNTY 13666 EAST 14TH STREET SAN LEANDRO, CA 94578	943371620	501(C)(3)	6,100.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
GIRLS ON THE RUN OF THE BAY AREA 3543 18TH STREET #31 SAN FRANCISCO, CA 94110	941558073	501(C)(3)	6,066.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
GLADWYNE MONTESSORI SCHOOL 920 YOUNGFSORD ROAD GLADWYNE, PA 19035	710890558	501(C)(3)	5,489.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
	231628684	501(C)(3)	50,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

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GLAUCOMA RESEARCH FOUNDATION 251 POST STREET #600 SAN FRANCISCO, CA 94108	942495035	501(C)(3)	6,100.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
HAAS SCHOOL OF BUSINESS 2080 ADDISON STREET #4200 BERKELEY, CA 94720	946002123	501(C)(3)	15,100.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
HABITAT FOR HUMANITY EAST BAY 2619 BROADWAY #205 OAKLAND, CA 94612	943053687	501(C)(3)	21,127.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
HALF MOON BAY HIGH SCHOOL LEWIS FOSTER DRIVE 5 8 1/2 MOON BAY, CA 94019		CABRILLO UNIFIED	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
HAMILTON FAMILY CENTER 1631 HAYES STREET SAN FRANCISCO, CA 94117	943055602	501(C)(3)	5,152.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
HAMLIN SCHOOL 2120 BROADWAY SAN FRANCISCO, CA 94115	941393894	501(C)(3)	9,400.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
HARVARD BUSINESS SCHOOL TEELE HALL, SOLDIERS FIELD BOSTON, MA 02163	042103580	501(C)(3)	15,500.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
HARVARD UNIVERSITY 124 MT AUBURN STREET CAMBRIDGE, MA 02138	530199180	501(C)(3)	23,500.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
HILLSBOROUGH SCHOOLS FOUNDATION 300 EL CERRITO HILLSBOROUGH, CA 94010	942403888	501(C)(3)	12,600.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

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HUNTER COLLEGE HIGH SCHOOL 695 PARK AVENUE, BOX 373 NEW YORK, NY 10021	133953396	501(C)(3)	6,500.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
IMMIGRANT LEGAL RESOURCE CENTER 1663 MISSION ST #602 SAN FRANCISCO, CA 94103	942939540	501(C)(3)	6,583.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
JENNYS LIGHT 5021 VERNON AVENUE, SUITE 107 MINNEAPOLIS, MN 55436	261909216	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
JEWISH COMMUNITY CENTER OF SAN FRANCISCO - 3200 CALIFORNIA STREET - SAN FRANCISCO, CA 94118	943227260	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
70 JEWISH COMMUNITY FEDERATION 121 STEUART STREET, 7TH FLOOR SAN FRANCISCO, CA 94105	941156533	501(C)(3)	5,238.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
JEWISH FAMILY & CHILDRENS SERVICES 2150 POST STREET SAN FRANCISCO, CA 94115	941156528	501(C)(3)	19,420.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
JUNIOR ACHIEVEMENT NORTHERN CALIFORNIA - 3003 OAK ROAD, SUITE 109 - WALNUT CREEK, CA 94597	941322179	501(C)(3)	11,125.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
JUVENILE DIABETES RESEARCH FOUNDATION - 49 STEVENSON STREET, STE 1200 - SAN FRANCISCO, CA 94105	231907729	501(C)(3)	6,087.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
KEEN SAN FRANCISCO PO BOX 223 GUALALA, CA 95445	521767631	501(C)(3)	9,050.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

UNITED WAY OF THE BAY AREA

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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KENTFIELD SCHOOL FOUNDATION 750 COLLEGE AVENUE KENTFIELD, CA 94904	942665683	501(C)(3)	9,500.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
KIPP BAY AREA SCHOOLS 426 17TH STREET, STE 200 OAKLAND, CA 94612	205010766	501(C)(3)	19,675.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
KIPP FOUNDATION 135 MAIN STREET, SUITE 1700 SAN FRANCISCO, CA 94105	943362724	501(C)(3)	9,355.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
KQED INC 2601 MARIPOSA ST SAN FRANCISCO, CA 94110	941241309	501(C)(3)	10,551.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
LA CASA DE LAS MADRES 1663 MISSION STREET, SUITE 225 SAN FRANCISCO, CA 94103	942330864	501(C)(3)	19,540.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
LARKIN STREET YOUTH SERVICES 1138 SUTTER STREET SAN FRANCISCO, CA 94109	942917999	501(C)(3)	31,997.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
LAWYERS COMMITTEE FOR CIVIL RIGHTS- SF - 131 STEUART ST, STE 400 - SAN FRANCISCO, CA 94105	942581415	501(C)(3)	12,650.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
LEGAL AID SOCIETY- EMPLOYMENT LAW CENTER - 180 MONTGOMERY STREET, SUITE 600 - SAN FRANCISCO, CA 94104	942783401	501(C)(3)	26,830.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
LOAVES & FISHES OF CONTRA COSTA 1985 BONFACIO ST., SUITE 100 CONCORD, CA 94520	680018077	501(C)(3)	9,209.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

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MAKE A WISH FOUNDATION GREATER BAY AREA - 55 HAWTHORNE STREET, SUITE 800 - SAN FRANCISCO, CA 94105	942958481	501(C)(3)	13,613.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
MARIN BRAIN INJURY NETWORK 1132 MAGNOLIA AVENUE LARKSPUR, CA 94939	680105213	501(C)(3)	5,120.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
MEALS ON WHEELS OF SAN FRANCISCO 1375 FAIRFAX AVENUE SAN FRANCISCO, CA 94124	941741155	501(C)(3)	5,490.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
MEDIA MATTERS 455 MASSACHUSETTS AVENUE NW, SUITE WASHINGTON, DC 20001	470928008	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
MENLO PARK ATHERTON EDUCATION FDN PO BOX 584 MENLO PARK, CA 94026	942871701	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
MENLO PARK PRESBYTERIAN CHURCH 950 SANTA CRUZ AVE. MENLO PARK, CA 94025	941167435	501(C)(3)	13,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
MISSION SOLANO RESCUE MISSION 740 E TRAVIS BLVD FAIRFIELD, CA 94533	611431375	501(C)(3)	13,929.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
MORAGA EDUCATIONAL FOUNDATION PO BOX 34 MORAGA, CA 94556	942791659	501(C)(3)	24,325.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
NATURAL RESOURCES DEFENSE COUNCIL 111 SUTTER STREET, FLOOR 20 SAN FRANCISCO, CA 94104	132654926	501(C)(3)	5,500.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

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NEW AMERICA FOUNDATION 921 11TH STREET, SUITE 901 SACRAMENTO, CA 95814	522096845	501(C)(3)	25,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
NEW LEADERS COUNCIL 8837 VILLA LA JOLLA ROAD, #13465 LA JOLLA, CA. 92039	562581640	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
NEW SCHOOLS VENTURE FUND 49 STEVENSON, SUITE 575 SAN FRANCISCO, CA 94105	943281780	501(C)(3)	25,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
OAKLAND MUSEUM OF CALIFORNIA FOUNDATION - 1000 OAK STREET, DEVELOPMENT - OAKLAND, CA 94607	943094513	501(C)(3)	110,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
OLANA PARTNERSHIP PO BOX 199 HUDSON, NY 12534	141828430	501(C)(3)	100,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
OMEGA BOYS CLUB 1060 TENNESSEE STREET SAN FRANCISCO, CA 94107	943171846	501(C)(3)	6,624.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ON LOK SENIOR HEALTH SERVICES 1333 BUSH STREET SAN FRANCISCO, CA 94109	942162549	501(C)(3)	23,206.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
OPPORTUNITY INTERNATIONAL 2122 YORK RD STE 150 OAK BROOK, IL 60523	540907624	501(C)(3)	15,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ORINDA BASEBALL ASSOCIATION PO BOX 1822 ORINDA, CA 94563	943016824	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

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OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	237069110	501(C)(3)	8,831.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
PENNSYLVANIA ACADEMY OF FINE ARTS 128 N BROAD STREET PHILADELPHIA, PA 19102	231352256	501(C)(3)	16,500.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
PHILADELPHIA MUSEUM OF ART 26TH & BEN FRANKLIN PKWY PHILADELPHIA, PA 19130	231365388	501(C)(3)	25,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
PHILIPPINE INTERNATIONAL AID 5226 DIAMOND HEIGHTS BLVD SAN FRANCISCO, CA 94131	943008383	501(C)(3)	12,229.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
PHYSICIANS COMMITTEE FOR 5100 WISCONSIN AVE NW STE 400 WASHINGTON, DC 20016	521394893	501(C)(3)	9,060.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
PIEDMONT RECREATIONAL FACILITIES ORG. - 111 HILLSIDE AVENUE - PIEDMONT, CA 94611	263671348	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
POINTS OF LIGHT INSTITUTE 600 MEANS STREET, SUITE 210 ATLANTA, GA 30318	650206641	501(C)(3)	50,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
POMONA COLLEGE-OFFICE OF ANNUAL GIVING - 550 N. COLLEGE WAY, ROOM 245 - CLAREMONT, CA 91711	951664112	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
RAPHAEL HOUSE OF SAN FRANCISCO 1065 SUTTER STREET SAN FRANCISCO, CA 94109	943141608	501(C)(3)	11,749.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

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REDWOOD DAY SCHOOL 3245 SHEFFIELD AVE OAKLAND, CA 94602	942289521	501(C)(3)	6,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ROBERT A TOIGO FOUNDATION 180 GRAND AVENUE, SUITE 450 OAKLAND, CA 94612	133565420	501(C)(3)	5,400.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SACRED HEART SCHOOLS 150 VALPARAISO ATHERTON, CA 94027	941170355	501(C)(3)	62,815.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SALVATION ARMY NATIONAL CORP PO BOX 269 ALEXANDRIA, VA 22313	222406433	501(C)(3)	10,086.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SALVATION ARMY-EAST BAY & MARIN COUNTY - PO BOX 348000 - SACRAMENTO, CA 95834	941156347	501(C)(3)	5,400.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SAN FRANCISCO BALLET ASSOCIATION 455 FRANKLIN STREET SAN FRANCISCO, CA 94102	941415298	501(C)(3)	15,400.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVE SAN FRANCISCO, CA 94107	943041517	501(C)(3)	40,822.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SAN FRANCISCO GIRLS CHORUS 44 PAGE STREET STE 200 SAN FRANCISCO, CA 94102	942711726	501(C)(3)	5,100.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVE, DEV DEPT SAN FRANCISCO, CA 94102	940836240	501(C)(3)	6,144.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

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UNITED WAY OF THE BAY AREA

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SAN FRANCISCO SPCA 201 ALABAMA STREET SAN FRANCISCO, CA 94103	940836580	501(C)(3)	9,590.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SAN FRANCISCO SYMPHONY 201 VAN NESS AVE SAN FRANCISCO, CA 94102	941156284	501(C)(3)	42,400.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	060726487	501(C)(3)	5,610.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SCHOOL OF THE MADELEINE 1225 MILVIA STREET BERKELEY, CA 94709	942955397	501(C)(3)	15,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SCHOOLS OF THE SACRED HEART 2222 BROADWAY SAN FRANCISCO, CA 94115	941156671	501(C)(3)	8,082.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SECOND HARVEST FOOD BANK-SANTA CLARA AND - 750 CURTNER AVE - SAN JOSE, CA 95125	942614101	501(C)(3)	12,713.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SELF HELP FOR THE ELDERLY 407 SANSOME STREET, SUITE 300 SAN FRANCISCO, CA 94111	941750717	501(C)(3)	6,854.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SEVEN HILLS SCHOOL 975 N SAN CARLOS DRIVE WALNUT CREEK, CA 94598	941628213	501(C)(3)	6,700.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SEVENTH DAY ADVENTIST OF PLEASANT HILL - 800 GRAYSON ROAD - PLEASANT HILL, CA 94523		501(C)(3)	7,129.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Schedule I (Form 990)

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SHELTER NETWORK 1450 CHAPIN AVENUE, SUITE 2 BURLINGAME, CA 94010	770160469	501(C)(3)	9,350.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SHELTER, INC OF CONTRA COSTA COUNTY - 1815 ARNOLD DRIVE - MARTINEZ, CA 94553	680117241	501(C)(3)	8,643.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SHEPHERD OF THE HILLS CHURCH 580 TRINITY DRIVE VACAVILLE, CA 95687	942669448	501(C)(3)	21,138.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
SMILE TRAIN INC 41 MADISON AVENUE, FLOOR 28 NEW YORK, NY 10010	133661416	501(C)(3)	5,419.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ST ANDREWS PRESBYTERIAN CHURCH 1601 MARY DRIVE PLEASANT HILL, CA 94523	941587120	501(C)(3)	18,525.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ST DOMINICS CHURCH 475 EAST I STREET BENICIA, CA 94510	941451515	501(C)(3)	8,540.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ST IGNATIUS COLLEGE PREPARATORY 2001 37TH AVE SAN FRANCISCO, CA 94116	941451515	501(C)(3)	24,457.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ST JUDE CHILDRENS RESEARCH HOSPITAL - 501 ST JUDE PLACE - MEMPHIS, TN 38105	620646012	501(C)(3)	11,524.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ST MARYS COLLEGE OF CALIFORNIA-MORAGA - 1928 ST MARYS ROAD - MORAGA, CA 94556	941156599	501(C)(3)	6,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Schedule I (Form 990)

Part II CONTINUATION OF GRANTS AND OTHER ASSISTANCE TO GOVERNMENTS AND ORGANIZATIONS IN THE UNITED STATES (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ST MARY-VIRGIN EPISCOPAL CHURCH 2325 UNION STREET SAN FRANCISCO, CA 94123	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS	
ST STEPHENS EPISCOPAL CHURCH-ORINDA - 66 ST STEPHENS DRIVE - ORINDA, CA 94563	941399270	501(C)(3)	54,987.	0.		DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS	
ST VINCENT DE PAUL SOCIETY MARIN COUNCIL - PO BOX 150527 - SAN RAFAEL, CA 94901	941207701	501(C)(3)	12,500.	0.		DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS	
ST. ANTHONY FOUNDATION 150 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	941513140	501(C)(3)	13,293.	0.		DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS	
STAND! AGAINST DOMESTIC VIOLENCE 1410 DANZIG PLAZA, SUITE 200 CONCORD, CA 94520	942476576	501(C)(3)	5,433.	0.		DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS	
STANFORD UNIVERSITY 326 GALVEZ STREET, GIFT PROCESSING STANFORD, CA 94305	941156365	501(C)(3)	99,290.	0.		DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS	
SUMMER SEARCH FOUNDATION 500 SANSOME STREET, SUITE 350 SAN FRANCISCO, CA 94111	680200138	501(C)(3)	99,000.	0.		DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS	
SUSTAINABLE CONSERVATION 98 BATTERY STREET, SUITE 302 SAN FRANCISCO, CA 94111	943232437	501(C)(3)	5,500.	0.		DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS	
SYRACUSE UNIVERSITY-NY 820 COMSTOCK AVE SYRACUSE, NY 13210	150532081	501(C)(3)	25,000.	0.		DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS	

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TEACH FOR AMERICA BAY AREA 22 FOURTH STREET, 7TH FLOOR SAN FRANCISCO, CA 94103	133541913	501(C)(3)	16,800.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
TEAM UP FOR YOUTH 310 8TH STREET, SUITE 300 OAKLAND, CA 94607	943310845	501(C)(3)	7,500.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
THE FATHERS HOUSE 126 PEABODY RD VACAVILLE, CA 95687	680408159	501(C)(3)	5,566.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
TONY LA RUSSA'S ANIMAL RESCUE FOUNDATION - 2890 MITCHELL DRIVE - WALNUT CREEK, CA 94598	680240341	501(C)(3)	25,091.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
TRI VALLEY HAVEN FOR WOMEN, INC. 3663 PACIFIC AVENUE LIVERMORE, CA 94550	942462357	501(C)(3)	19,719.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
TRIPS FOR KIDS 610 4TH STREET SAN RAFAEL, CA 94901	680159458	501(C)(3)	8,583.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
TUFTS UNIVERSITY PO BOX 3306 BOSTON, MA 02241	042103634	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
UC BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720	946090626	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
UC REGENTS/UC BERKELEY 2080 ADDISON STREET #4200 BERKELEY, CA 94720	946002123	501(C)(3)	20,950.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UC SANTA BARBARA FOUNDATION UNIV OF CA AT SANTA BARBARA SANTA BARBARA, CA 93106	237314834	501(C)(3)	5,234.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
UCLA LAW SCHOOL 405 HIGARD LOS ANGELES, CA 90024	953688236	501(C)(3)	5,500.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
UNITED WAY SILICON VALLEY 1400 PARKMOOR AVENUE, SUITE 250 SAN JOSE, CA 95126	941450153	501(C)(3)	24,564.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
UNIVERSITY CORPORATION 1600 HOLLOWAY AVENUE, ROOM 361 SAN FRANCISCO, CA 94132	941384645	501(C)(3)	9,788.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
UNIVERSITY OF MICHIGAN LAW SCHOOL/ 109 E MADISON STREET, SUITE 3000 ANN ARBOR, MI 48104	386006309	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
UNIVERSITY OF SOUTHERN CALIFORNIA 3551 TROUSDALE PKWY, STE 252 LOS ANGELES, CA 90089	951642394	501(C)(3)	5,053.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726	390743975	501(C)(3)	8,100.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
VALLEY BIBLE CHURCH-HERCULES 1477 WILLOW AVENUE HERCULES, CA 94547	942208487	501(C)(3)	16,750.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
VALLEY CHRISTIAN CHURCH 7500 INSPIRATION DRIVE DUBLIN, CA 94568		501(C)(3)	20,016.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Schedule I (Form 990)

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE, PMB 407727 NASHVILLE, TN 37240	620476822	501(C)(3)	26,650.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
VOLUNTEER LEGAL SERVICES PROGRAM 301 BATTERY STREET, THIRD FLOOR SAN FRANCISCO, CA 94111	942931349	501(C)(3)	5,400.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
WALNUT CREEK CHURCH OF CHRIST 500 MINERT ROAD WALNUT CREEK, CA 94598	942659678	501(C)(3)	30,350.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
WE CARE SERVICES FOR CHILDREN 2191 KIRKER PASS ROAD CONCORD, CA 94521	946050466	501(C)(3)	5,863.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
WELLSPRING CHURCH 5674 STONERIDGE DRIVE, SUITE 110 PLEASANTON, CA 94588	131789318	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVENUE AT 7TH STREET NEW YORK, NY 10021	042104847	501(C)(3)	5,200.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
WILLIAMS COLLEGE 75 PARK STREET WILLIAMSTOWN, MA 01267	060646973	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
WORLD AFFAIRS COUNCIL OF NORTHERN CA - 312 SUTTER ST STE 200 - SAN FRANCISCO, CA 94108	060646973	501(C)(3)	5,350.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
YALE UNIVERSITY PO BOX 2038/DEVELOPMENT OFFICE NEW HAVEN, CT 06521	060646973	501(C)(3)	10,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
YMCA OF SAN FRANCISCO 50 CALIFORNIA STREET, SUITE 650 SAN FRANCISCO, CA 94111	940997140	501(C)(3)	9,302.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
ZION LUTHERAN CHURCH PIEDMONT 5201 PARK BLVD PIEDMONT, CA 94611	946003242	501(C)(3)	12,000.	0.			DESIGNATED BY DONOR TO AGENCY FOR GENERAL OPERATIONS
AMERICAN RED CROSS BAY AREA CHAPTER - 85 - 2ND STREET, 8TH FLOOR - SAN FRANCISCO, CA 94105	943045430	501(C)(3)	12,500.	0.			COMMUNITY READINESS INITIATIVE
ON THE MOVE 1801 OAK STREET NAPA, CA 94559	753149095	501(C)(3)	12,000.	0.			MCPHERSON COMMUNITY SCHOOL INITIATIVE
SAN FRANCISCO SCHOOL ALLIANCE 114 SANSOME STREET, SUITE 800 SAN FRANCISCO, CA 94104	943222869	501(C)(3)	17,000.	0.			SAN FRANCISCO BEAON INITIATIVE
STAR VISTA 610 ELM STREET, SUITE 212 SAN CARLOS, CA 94070	943094966	501(C)(3)	12,000.	0.			BELLE HAVEN ELEMENTARY FULL-SERVICE SCHOOL PROJECT
VALLEJO FIGHTING BACK PARTNERSHIP 505 SANTA CLARA STREET, 3RD FLOOR VALLEJO, CA 94590	680298092	501(C)(3)	12,000.	0.			VALLEJO FULL-SERVICE COMMUNITY SCHOOL PROJECT

Part II Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: FUNDING ALLOCATED TO AGENCIES AS DIRECTED BY DONORS:

UNITED WAY OF THE BAY AREA RESPONSIBLY FULFILLS DONOR INTENT, INCLUDING REQUESTS TO FUND SPECIFIC NONPROFITS THAT MEET THE IRS QUALIFICATIONS OF A TAX EXEMPT CHARITABLE ORGANIZATION UNDER SECTION 170(C). ELIGIBLE ORGANIZATIONS ARE ALSO REQUIRED TO BE IN COMPLIANCE WITH THE SPIRIT AND INTENT OF THE USA PATRIOT ACT AND OTHER COUNTER TERRORISM LAWS.

FUNDING AGENCIES THROUGH UWBA FUNDS:

Part IV Supplemental Information

ONCE THE GRANT IS APPROVED BY UWBA BOARD, A MEMORANDUM OF UNDERSTANDING IS SIGNED BY AN AUTHORIZED UWBA REPRESENTATIVE AND THE GRANTEE. UWBA STAFF MAINTAINS REGULAR CONTACT WITH GRANTEES INCLUDING AT LEAST ONE PHONE CALL, ONE FORMAL SITE VISIT MID-TERM AND RECEIVES A FINAL REPORT BASED ON AGREED UPON OUTCOMES.

Multiple horizontal lines for supplemental information.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

UNITED WAY OF THE BAY AREA

Employer identification number

94-1312348

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |
- b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain
- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?
- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.
- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |
- 4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:
- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.
- Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**
- 5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:
- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.
- 6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:
- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.
- 7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III
- 8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III
- 9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a	X	
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 ANNE WILSON	(i) 264,800.	(ii) 4,050.	(iii) 8,064.	69,904.	2,906.	349,724.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
2 ERIC MCDONNELL	(i) 222,491.	(ii) 3,439.	(iii) 6,068.	19,605.	19,417.	271,020.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
3 STUART CANNING	(i) 179,099.	(ii) 2,764.	(iii) 636.	5,538.	10,607.	198,644.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
4 LORNE NEEDLE	(i) 132,334.	(ii) 1,864.	(iii) 827.	7,481.	16,852.	159,358.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
5 DEBRA REISENTHAL	(i) 121,770.	(ii) 1,939.	(iii) 826.	7,723.	18,077.	150,335.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							

Part II Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4A: DEBRA REISENTHAL, VP OF DEVELOPMENT RECEIVED SEVERANCE PAY OF \$67,500, IN FY12 ON APRIL, 2012. HELEN ROSEN, EXECUTIVE DIRECTOR, HELPLINK, RECEIVED SEVERANCE PAY OF \$33,819, IN FY12 ON FEBRUARY, 2012. BOTH OF THE SEVERANCE PAYS WILL BE REPORTED ON NEXT YEAR'S FORM 990, SCHEDULE J, PART II, COLUMN (B) (III) AND ON 2012 W2S.

SCHEDULE J, PART II, COLUMN (C): THE IRS DEFINES OTHER COMPENSATION (COLUMN C) AS REPORTED ON SCHEDULE J TO INCLUDE THE ANNUAL INCREASE IN THE ACTUARIAL VALUE OF A DEFINED BENEFIT PLAN. THREE CURRENT DIRECTORS, OFFICERS OR KEY EMPLOYEES WERE PART OF THE DEFINED BENEFITS PLAN - THE CEO, COO & VP, IT. FOR UWBA'S PURPOSES, BOTH THE COMPANY PORTION OF THE CEO'S 401K EXPENSE (\$20,166) AS WELL AS THE ANNUAL INCREASE IN THE ACTUARIAL VALUE OF THE (NOW FROZEN) DEFINED BENEFIT PLAN (\$49,738), HAVE BEEN INCLUDED TO ARRIVE AT \$69,904.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization: **UNITED WAY OF THE BAY AREA**
Employer identification number: **94-1312348**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1a	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	22	785,604.	PROCEEDS FROM SALE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (BEVERAGES)	X	3	1,572.	FMV FROM DONOR
26 Other ▶ (GIFT CARDS)	X	1	500.	FMV FROM DONOR
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 0

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

UNITED WAY OF THE BAY AREA

Employer identification number
94-1312348

FORM 990, PART I, LINE 6

VOLUNTEERS

VOLUNTEER NUMBER INCLUDES VOLUNTEERS WHO PROVIDE DIRECT SERVICE TO
UNITED WAY OF THE BAY AREA AS BOARD MEMBERS, VOLUNTEER TAX PREPARERS,
FUNDRAISERS AND CAMPAIGN COORDINATORS, ADVOCACY AND PUBLIC POLICY
VOLUNTEERS, AND VOLUNTEERS IN OTHER UNITED WAY OF THE BAY AREA
PROGRAMS, AS WELL AS VOLUNTEER MATCHING REFERRALS THAT MATCH AND
MOBILIZE VOLUNTEERS STRATEGICALLY TO MEET IDENTIFIED COMMUNITY NEEDS.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

SERVICES IN ONE LOCATION FOR A PERSON OR FAMILY TRYING TO MOVE OUT OF
POVERTY. EXAMPLES OF SERVICES INCLUDE JOB PLACEMENT, WORKFORCE
DEVELOPMENT, CREDIT REPAIR, FINANCIAL EDUCATION AND COUNSELING, AND
ACCESS TO PUBLIC BENEFITS LIKE HEALTH COVERAGE OR CHILD CARE.

THE EARN IT! KEEP IT! SAVE IT! (EKS) PROGRAM IS AVAILABLE AT EACH
SPARKPOINT CENTER. IN ADDITION, UWBA AND PARTNERS OFFER EKS AROUND THE
BAY AREA AT OVER 200 FREE TAX SITES AND INVOLVING ALMOST 2,000
VOLUNTEERS. IRS CERTIFIED TAX PREPARERS HELP INDIVIDUALS AND FAMILIES
CLAIM THEIR MAXIMUM BENEFIT AND REFUND, INCLUDING THE EARNED INCOME TAX
CREDIT, THE CHILD TAX CREDIT AND OTHERS. EKS PARTNERS WITH HUNDREDS OF
COMMUNITY ORGANIZATIONS. IN FY12, EKS HELPED OVER 63,000 HOUSEHOLDS
WHO RECEIVED MORE THAN \$65 MILLION IN CREDITS AND REFUNDS, WHICH CAN
AMOUNT TO AS MUCH AS \$ 5,751 PER FAMILY.

Name of the organization

UNITED WAY OF THE BAY AREA

Employer identification number
94-1312348

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

OTHER UNITED WAY OF THE BAY AREA COMMUNITY PROJECTS - UWBA OPERATES OTHER PROGRAMS WHOSE INDIVIDUAL EXPENSES DO NOT EXCEED 20% OF THE TOTAL FOR THIS CATEGORY. THESE PROJECTS TARGET AND SUPPORT BAY AREA COMMUNITIES TO MEET THEIR NEEDS ACROSS OUR ISSUE AREAS. EXPENSES INCLUDE THE COSTS OF PROGRAM-DEDICATED STAFF, CONSULTANTS, AND GRANTS TO NONPROFIT ORGANIZATIONS THAT PROVIDE SERVICES TO THE COMMUNITY PURSUANT TO THE PROGRAMS' CRITERIA AND OBJECTIVES. ONE EXAMPLE IS MATCHBRIDGE.

MATCHBRIDGE HELPS YOUNG PEOPLE SUCCEED BY CONNECTING THEM WITH JOBS AND INTERNSHIPS IN THE PRIVATE SECTOR. THROUGH THEIR EXPERIENCE WITH MATCHBRIDGE, YOUNG PEOPLE LEARN THE IMPORTANCE OF COMPLETING HIGH SCHOOL AND COLLEGE OR POST-SECONDARY TRAINING, WHILE LEARNING VALUABLE SKILLS. MATCHBRIDGE PARTNERS WITH BUSINESSES, SCHOOLS, AND LOCAL YOUTH-SERVING CBO'S TO HELP CREATE A WORKFORCE FOR THE 21ST CENTURY. IN 2011-2012 THE PROGRAM PLACED 220 YOUTHS IN JOBS AND INTERNSHIPS, AND THROUGH ITS SUMMER JOBS PLUS PARTNERSHIP WITH THE CITY OF SAN FRANCISCO HELPED ENSURE OPPORTUNITIES FOR MORE THAN 5,000 YOUTH AND YOUNG ADULTS. EXPENSES \$ 3,810,371. INCLUDING GRANTS OF \$ 339,248. REVENUE \$ 20,100.

FORM 990, PART VI, SECTION B, LINE 11: SENIOR VICE PRESIDENT OF FINANCE AND ADMINISTRATION AND CONTROLLER REVIEW FINAL DRAFT OF 990 BEFORE PRESENTING TO ALL VOTING MEMBERS OF THE BOARD FOR INFORMATIONAL REVIEW PRIOR TO SUBMISSION. BOARD MEMBERS HAVE UP TO A WEEK TO RESPOND WITH QUESTIONS, AFTER THAT, THE 990 IS SUBMITTED TO THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: THE UWBA IS COMMITTED TO THE

Name of the organization UNITED WAY OF THE BAY AREA	Employer identification number 94-1312348
--	--

HIGHEST STANDARDS OF ETHICAL COMPLIANCE. OUR CORPORATE COMPLIANCE POLICY, OUR CODE OF ETHICAL CONDUCT, AND OUR CONFLICT OF INTEREST POLICY ARE POSTED ON OUR INTRANET AND ON OUR ORGANIZATION'S PUBLIC FACING WEB SITE. TAKEN TOGETHER, THEY OUTLINE THE EXPECTATIONS THE UWBA HAS OF ITS EMPLOYEES, VOLUNTEERS, AND REPRESENTATIVES. THE CONFLICT OF INTEREST POLICY CONTAINS SPECIFIC INJUNCTIONS AGAINST ANY PRACTICE OR ACT WHICH CONFLICTS WITH OR APPEARS TO CONFLICT WITH THE INTERESTS OF THE UWBA, BOTH ON AND OFF THE JOB. IT GOES ON TO EXPLICITLY STATE THAT NO EMPLOYEE, VOLUNTEER, OR REPRESENTATIVE SHALL USE HER/HIS POSITION OR INFLUENCE OR INFORMATION TO WHICH THEY HAVE ACCESS TO AS A RESULT OF THEIR ASSOCIATION OR ANY ASSETS OR RESOURCES OF THE UWBA FOR HER/HIS OWN PERSONAL GAIN, FOR TRADING OR FOR THE IMPROPER BENEFIT OF OTHERS.

THE POLICY PROHIBITS PERFORMING COMPENSATED SERVICES FOR OR HAVING A BENEFICIAL INTEREST IN, OR BEING SUBSTANTIALLY OBLIGATED TO (OR A SIMILAR RELATIONSHIP FOR ANY FAMILY MEMBER OR CLOSE RELATIVE), ANY OF UWBA'S SUPPLIERS OF GOODS OR SERVICES OR ANY OTHER ORGANIZATION DOING BUSINESS WITH UWBA UNLESS SUCH FACT HAS BEEN PROPERLY DISCLOSED TO UWBA'S CEO AND TO UWBA'S BOARD, AND SUCH RELATIONSHIP HAS BEEN SPECIFICALLY APPROVED BY THE BOARD ON THE BASIS OF A FULL DISCLOSURE OF THE FACTS.

THE CODE OF ETHICAL CONDUCT SPECIFICALLY REQUIRES THE REPORTING OF VIOLATIONS AND THE PROTECTION OF THOSE WHO REPORT VIOLATIONS. OUR CORPORATE COMPLIANCE POLICY LAYS OUT A CLEARLY DEFINED PROCESS FOR EMPLOYEES AND VOLUNTEERS TO FOLLOW IN ORDER TO DISCLOSE ANY REASONABLE BELIEF THAT ANOTHER EMPLOYEE OR VOLUNTEER HAS VIOLATED LEGAL OR INTERNAL POLICY STANDARDS, WHETHER IN THE WORKPLACE OR OTHERWISE AS PART OF UWBA'S ACTIVITIES. INCLUDED IN THAT PROCEDURE IS A REPORT TO BE MADE TO THE BOARD

Name of the organization

UNITED WAY OF THE BAY AREA

Employer identification number

94-1312348

ANNUALLY REGARDING ITEMS BROUGHT TO THE ATTENTION OF THE CORPORATE COMPLIANCE TASKFORCE, THE RESULTS OF THE INVESTIGATION THE TASKFORCE DID, AND THE STEPS TAKEN TO ADDRESS THE CONCERNS RAISED, IF STEPS WERE MERITED. THE TASKFORCE IS COMPOSED OF THE CHIEF EXECUTIVE OFFICER, THE CHIEF OPERATING OFFICER, THE SENIOR VICE PRESIDENT OF FINANCE AND ADMINISTRATION, AND THE CHIEF ETHICS OFFICER.

THE UNITED WAY OF THE BAY AREA HAS AN ANNUAL PROCESS FOR RE-AFFIRMING ITS CONFLICT OF INTEREST, ITS CODE OF ETHICAL CONDUCT, ITS CORPORATE COMPLIANCE AND DIVERSITY POLICIES.

FORM 990, PART VI, SECTION B, LINE 15: PROCESS FOR DETERMINING COMPENSATION OF TOP MANAGEMENT AND OFFICERS/KEY EMPLOYEES IS THE SAME - UNITED WAY OF THE BAY AREA HAS A CONTRACTUAL RELATIONSHIP WITH AN INDEPENDENT SALARY CONSULTANT WHO CONSIDERS INDUSTRY, POSITION, EXPERIENCE AND MARKET BEFORE MAKING RECOMMENDATIONS TO UNITED WAY OF THE BAY AREA'S COMPENSATION COMMITTEE. THE COMPENSATION COMMITTEE MEETS AT LEAST TWICE A YEAR TO REVIEW CURRENT DATA, ANALYZE BUDGET ISSUES AND MAKE RECOMMENDATIONS TO THE BOARD OF DIRECTORS. MINIMALLY, THE BOARD APPROVES THE COMPENSATION OF THE CEO, CFO AND OTHER KEY EMPLOYEES ON AN ANNUAL BASIS.

FORM 990, PART VI, SECTION C, LINE 19: THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE ON THE UNITED WAY OF THE BAY AREA WEBSITE AS WELL AS BY REQUEST.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS: -541,334.

CHANGE IN PENSION LIABILITY IN EXCESS OF INTANGIBLE PENSION

132212
01-23-12722₆₆

Schedule O (Form 990 or 990-EZ) (2011)

Name of the organization

UNITED WAY OF THE BAY AREA

Employer identification number

94-1312348

ASSETS

-4,064,182.

TOTAL TO FORM 990, PART XI, LINE 5

-4,605,516.

FORM 990, PART XII, LINE 2C

AUDIT COMMITTEE AND OVERSIGHT

THERE HAVE BEEN NO CHANGES TO THIS PROCESS FROM PRIOR YEAR.

FORM 990, PART VIII AND PART IX

UNITED WAY STANDARD OVERHEAD CALCULATION

MANAGEMENT AND GENERAL EXPENSES

\$2,890,485

FUNDRAISING EXPENSES

\$2,913,267

TOTAL SUPPORT SERVICES EXPENSES

\$5,803,752

TOTAL REVENUE

\$33,719,351

OVERHEAD PERCENTAGE

17.21%

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. UNITED WAY OF THE BAY AREA	Employer identification number (EIN) or <input checked="" type="checkbox"/> 94-1312348
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 221 MAIN STREET, NO. 300	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94105	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JOAN CATHERINE BRAUN

- The books are in the care of ▶ **211 MAIN ST., STE. 300 - SAN FRANCISCO, CA 94105**

Telephone No. ▶ **415-808-4465** FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

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

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2012)

Report of Independent Auditors and
Financial Statements



United Way of the Bay Area

June 30, 2012 and 2011

MOSS ADAMS LLP

Certified Public Accountants | Business Consulting

Acumen. Agility. Answers.

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MOSS ADAMS LLP
Certified Public Accountants | Business Consultants

REPORT OF INDEPENDENT AUDITORS

To the Board of Directors
United Way of the Bay Area

We have audited the accompanying statements of financial position of United Way of the Bay Area (UWBA) as of June 30, 2012 and 2011, and the related statements of activities, functional expenses, and cash flows for the years then ended. These financial statements are the responsibility of the management of UWBA. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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 Organization'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 financial statements referred to above present fairly, in all material respects, the financial position of UWBA as of June 30, 2012 and 2011, 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 of America.

Moss Adams LLP

San Francisco, California
November 29, 2012

FINANCIAL STATEMENTS

UNITED WAY OF THE BAY AREA
STATEMENTS OF FINANCIAL POSITION
June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Cash and cash equivalents	\$ 1,528,299	\$ 2,105,215
Pledges receivable, net of provision for uncollectible pledges of \$558,000 and \$862,000, at June 30, 2012 and 2011, respectively	6,918,831	5,098,613
Grants receivable, net of discount	2,092,510	922,056
Investments	11,594,329	14,825,449
Prepays and other receivables	313,063	186,450
Property and equipment, net	<u>241,864</u>	<u>157,147</u>
Total assets	<u>\$ 22,688,896</u>	<u>\$ 23,294,930</u>
LIABILITIES AND NET ASSETS		
LIABILITIES		
Donor designations payable	\$ 2,908,065	\$ 3,023,989
Allocations payable	152,500	42,500
Operating payables and accruals	1,587,392	788,265
Accrued vacation and related costs	477,019	512,293
Deferred rent	76,914	179,466
Accrued pension costs	<u>7,058,415</u>	<u>3,682,683</u>
Total liabilities	<u>12,260,305</u>	<u>8,229,196</u>
NET ASSETS		
Unrestricted		
Undesignated	9,385,233	9,037,423
Board designated	3,809,890	4,946,559
Pension liability in excess of intangible pension assets	<u>(7,945,650)</u>	<u>(3,881,468)</u>
Total unrestricted net assets	5,249,473	10,102,514
Temporarily restricted	1,290,143	1,074,245
Permanently restricted	<u>3,888,975</u>	<u>3,888,975</u>
Total net assets	<u>10,428,591</u>	<u>15,065,734</u>
Total liabilities and net assets	<u>\$ 22,688,896</u>	<u>\$ 23,294,930</u>

UNITED WAY OF THE BAY AREA
STATEMENT OF ACTIVITIES
Year ended June 30, 2012

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
PUBLIC SUPPORT AND REVENUE				
Public Support:				
Gross campaign results	\$ 28,044,781	\$ 1,196,360	\$ -	\$ 29,241,141
Less donor designations	(18,793,932)	-	-	(18,793,932)
Campaign revenue	9,250,849	1,196,360	-	10,447,209
Less provision for uncollectible pledges (net)	(235,388)	-	-	(235,388)
Net Campaign Revenue	9,015,461	1,196,360	-	10,211,821
Grants	913,000	2,086,084	-	2,999,084
Miscellaneous contributions	388,578	923,557	-	1,312,135
Planned giving	84,115	-	-	84,115
Net assets released from restrictions	3,964,528	(3,964,528)	-	-
Total public support	14,365,682	241,473	-	14,607,155
Service fees	370,653	-	-	370,653
Investment income, net	277,929	131,390	-	409,319
Net realized and unrealized gains (losses) on investments	(173,777)	(238,365)	-	(412,142)
Other Income	41,807	81,400	-	123,207
Total Public Support and Revenue	14,882,294	215,898	-	15,098,192
ALLOCATIONS AND EXPENSES				
Program services				
Gross funds awarded/allocated to agencies	17,254,836	-	-	17,254,836
Less donor designations	(18,793,932)	-	-	(18,793,932)
Net funds awarded/allocated to agencies	(1,539,096)	-	-	(1,539,096)
2-1-1 initiative	2,045,799	-	-	2,045,799
SparkPoint initiative	4,836,220	-	-	4,836,220
Other community services	3,015,010	-	-	3,015,010
Community capacity building	955,273	-	-	955,273
Labor community services	450,877	-	-	450,877
Total program services	9,764,083	-	-	9,764,083
Support services				
Management and general	2,787,291	-	-	2,787,291
Fundraising	3,119,779	-	-	3,119,779
Total support services	5,907,070	-	-	5,907,070
Total allocations and expenses	15,671,153	-	-	15,671,153
CHANGE IN NET ASSETS BEFORE PENSION RELATED CHANGES	(788,859)	215,898	-	(572,961)
PENSION RELATED CHANGES OTHER THAN NET PERIODIC PENSION COST	(4,064,182)	-	-	(4,064,182)
CHANGE IN NET ASSETS	(4,853,041)	215,898	-	(4,637,143)
NET ASSETS, beginning of year	10,102,514	1,074,245	3,888,975	15,065,734
NET ASSETS, end of year	\$ 5,249,473	\$ 1,290,143	\$ 3,888,975	\$ 10,428,591

See accompanying notes.

UNITED WAY OF THE BAY AREA
STATEMENT OF ACTIVITIES
Year ended June 30, 2011

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
PUBLIC SUPPORT AND REVENUE				
Public Support:				
Gross campaign results	\$ 26,830,360	\$ 2,750,519	\$ 4,000	\$ 29,584,879
Less donor designations	(18,984,209)	-	-	(18,984,209)
Campaign revenue	7,846,151	2,750,519	4,000	10,600,670
Less provision for uncollectible pledges (net)	(608,249)	-	-	(608,249)
Net Campaign Revenue	7,237,902	2,750,519	4,000	9,992,421
Grants	315,500	2,080,761	-	2,396,261
Miscellaneous contributions	377,101	52,494	9,344	438,939
Planned giving	258,245	(2,808)	-	255,437
Net assets released from restrictions	5,563,864	(5,563,864)	-	-
Total public support	13,752,612	(682,898)	13,344	13,083,058
Service fees	440,233	-	-	440,233
Investment income, net	466,396	1,400	-	467,796
Net realized and unrealized gains (losses) on investments	1,630,174	-	-	1,630,174
Other Income	57,108	52,600	-	109,708
Total Public Support and Revenue	16,346,523	(628,898)	13,344	15,730,969
ALLOCATIONS AND EXPENSES				
Program services				
Gross funds awarded/allocated to agencies	18,424,501	-	-	18,424,501
Less donor designations	(18,984,209)	-	-	(18,984,209)
Net funds awarded/allocated to agencies	(559,708)	-	-	(559,708)
2-1-1 initiative	1,928,742	-	-	1,928,742
SparkPoint initiative	3,745,747	-	-	3,745,747
Other community services	3,039,339	-	-	3,039,339
Community capacity building	1,075,498	-	-	1,075,498
Labor community services	392,167	-	-	392,167
Total program services	9,621,785	-	-	9,621,785
Support services				
Management and general	3,052,033	-	-	3,052,033
Fundraising	3,287,048	-	-	3,287,048
Total support services	6,339,081	-	-	6,339,081
Total allocations and expenses	15,960,866	-	-	15,960,866
CHANGE IN NET ASSETS BEFORE PENSION RELATED CHANGES	385,657	(628,898)	13,344	(229,897)
PENSION RELATED CHANGES OTHER THAN NET PERIODIC PENSION COST	1,565,559	-	-	1,565,559
CHANGE IN NET ASSETS	1,951,216	(628,898)	13,344	1,335,662
NET ASSETS, beginning of year	8,151,298	1,703,143	3,875,631	13,730,072
NET ASSETS, end of year	\$ 10,102,514	\$ 1,074,245	\$ 3,888,975	\$ 15,065,734

**UNITED WAY OF THE BAY AREA
STATEMENT OF FUNCTIONAL EXPENSES
Year ended June 30, 2012**

	Program Services					Support Services			Total	
	Funds Awarded/ Allocated to Agencies	211 Initiative	SparkPoint Initiative	Other Community Services	Community Capacity Building	Labor Community Services	Total Program Services	Management and General		Fundraising
ALLOCATIONS AND EXPENSES										
Salaries	\$ -	\$ 912,505	\$ 867,329	\$ 1,205,696	\$ 445,679	\$ 304,048	\$ 3,735,257	\$ 1,358,480	\$ 1,586,136	\$ 2,944,616
Payroll taxes and employee benefits	-	320,597	276,685	365,207	151,721	111,248	1,225,458	514,642	511,357	1,025,999
Subtotal	-	1,233,102	1,144,014	1,570,903	597,400	415,296	4,960,715	1,873,122	2,097,493	3,970,615
Professional services	-	208,987	271,261	714,804	131,357	6,144	1,332,553	227,230	400,716	627,946
Supplies	-	2,709	25,440	29,837	8,681	129	66,796	25,239	32,319	57,558
Telephone	-	39,214	12,411	49,500	5,988	3,925	111,038	50,016	21,091	71,107
Postage, warehouse, and delivery	-	2,163	2,082	8,934	1,335	198	14,712	8,893	11,113	20,006
Occupancy	-	142,685	96,411	57,074	104,636	7,198	408,004	269,632	294,882	564,514
Property and equipment	-	11,485	3,591	48,543	2,328	106	66,053	46,119	10,719	56,838
Media and printing	-	38,392	108,436	75,444	37,512	1,587	261,371	30,061	77,596	107,657
Travel	-	8,224	27,595	25,957	10,738	2,152	74,666	33,742	35,043	68,785
Conference, training, and meetings	-	11,866	44,431	74,296	22,052	1,290	153,935	14,952	59,392	74,344
Bank interest, merchant, and other fees	-	2,247	2,261	1,507	1,507	15	7,537	68,589	754	69,343
Miscellaneous	-	504	1,631	2,970	1,132	49	6,286	1,431	1,583	3,014
United Way Worldwide dues	-	39,668	31,168	14,167	28,334	12,750	126,087	75,086	82,170	157,256
Depreciation and amortization expense, loss on sale/abandonment of property and equipment	-	4,553	4,751	1,826	2,273	38	13,441	79,162	958	80,120
Cost recovery reimbursements	-	-	-	-	-	-	-	(15,983)	(6,050)	(22,033)
Total	-	1,745,799	1,775,483	2,675,762	955,273	450,877	7,603,194	2,787,291	3,119,779	5,907,070
Allocations/awards	17,254,836	300,000	3,060,737	339,248	-	-	20,954,821	-	-	-
Less donor designations	(18,793,932)	-	-	-	-	-	(18,793,932)	-	-	-
TOTAL ALLOCATIONS AND EXPENSES	\$ (1,539,096)	\$ 2,045,799	\$ 4,836,220	\$ 3,015,010	\$ 955,273	\$ 450,877	\$ 9,764,083	\$ 2,787,291	\$ 3,119,779	\$ 5,907,070
										\$ 15,671,153

See accompanying notes.

UNITED WAY OF THE BAY AREA
STATEMENT OF FUNCTIONAL EXPENSES
Year ended June 30, 2011

	Program Services					Support Services					Total	
	Funds Awarded/ Allocated to Agencies	211 Initiative	SparkPoint Initiative	Other Community Services	Community Capacity Building	Labor Community Services	Total Program Services	Management and General	Fundraising	Total Support Services		
ALLOCATIONS AND EXPENSES												
Salaries	\$ -	\$ 835,065	\$ 511,488	\$ 1,512,518	\$ 546,160	\$ 275,184	\$ 3,680,415	\$ 1,247,777	\$ 1,884,703	\$ 3,132,480	\$ 6,812,895	
Payroll taxes and employee benefits	-	282,562	145,957	393,858	181,731	90,727	1,094,835	844,968	539,411	1,384,379	2,479,214	
Subtotal	-	1,117,627	657,445	1,906,376	727,891	365,911	4,775,250	2,092,745	2,424,114	4,516,859	9,292,109	
Professional services	-	234,794	318,577	315,613	40,685	-	909,669	359,446	272,984	632,430	1,542,099	
Supplies	-	7,677	31,890	21,411	12,262	14	73,254	17,515	38,344	55,859	129,113	
Telephone	-	50,259	6,041	34,852	26,933	3,485	123,570	36,889	40,713	77,602	201,172	
Postage, warehouse, and delivery	-	1,434	534	7,724	3,178	181	13,051	7,247	13,979	21,226	34,277	
Occupancy	-	84,940	39,800	226,919	157,214	15,048	523,921	228,742	195,338	424,080	948,001	
Property and equipment	-	6,345	437	29,620	23,088	-	59,490	34,103	28,772	62,875	122,365	
Media and printing	-	17,366	88,072	82,127	29,258	3,391	220,214	19,512	101,685	121,197	341,411	
Travel	-	12,454	21,523	42,292	9,837	2,685	88,791	31,627	39,765	71,392	160,183	
Conference, training, and meetings	-	20,153	40,722	48,308	9,511	1,452	120,146	33,015	54,770	87,785	207,931	
Bank, interest, merchant, and other fees	-	1,862	-	4,859	3,574	-	10,295	59,697	1,492	61,189	71,484	
Miscellaneous	-	223	490	2,215	1,023	-	3,951	3,184	3,338	6,522	10,473	
United Way Worldwide dues	-	-	-	112,616	25,988	-	138,604	75,078	75,078	150,156	288,760	
Depreciation and amortization expense, loss on sale/abandonment of property and equipment	-	7,608	2,981	9,705	5,056	-	25,350	79,699	2,276	81,975	107,325	
Cost recovery reimbursements	-	-	-	2,844,637	1,075,498	392,167	7,085,556	3,052,033	(6,600)	(33,066)	13,423,637	
Total	-	1,562,742	1,210,512	2,844,637	1,075,498	392,167	7,085,556	3,052,033	3,286,048	6,338,081	13,423,637	
Allocations/awards	18,424,501	366,000	2,535,235	194,702	-	-	21,520,438	-	1,000	1,000	21,521,438	
Less donor designations	(18,984,209)	-	-	-	-	-	(18,984,209)	-	-	-	(18,984,209)	
TOTAL ALLOCATIONS AND EXPENSES	\$ (559,708)	\$ 1,928,742	\$ 3,745,747	\$ 3,039,339	\$ 1,075,498	\$ 392,167	\$ 9,621,785	\$ 3,052,033	\$ 3,287,048	\$ 6,339,081	\$ 15,960,866	

UNITED WAY OF THE BAY AREA
STATEMENTS OF CASH FLOWS
Years ended June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ (4,637,143)	\$ 1,335,662
Adjustments to reconcile change in net assets to net cash from operating activities		
Provision for uncollectible pledges (net)	235,388	608,249
Change in discount on grants receivable	(3,337)	(17,162)
Depreciation and amortization	93,561	107,325
Loss on abandonment/sale of property and equipment, net		-
Net realized and unrealized (gains) losses on investments	412,142	(1,630,174)
Pension related changes other than net periodic pension costs	4,064,182	(1,565,559)
Changes in assets and liabilities		
Pledges receivable	(2,055,604)	1,010,349
Grants receivable	(1,167,116)	757,903
Prepays and other receivables	(126,613)	70,052
Donor designations and allocations payable	(5,924)	(1,551,250)
Operating payables and accruals	799,127	(812,427)
Accrued vacation and related costs	(35,274)	(105,390)
Deferred rent	(102,552)	(102,552)
Accrued pension costs	(688,450)	(497,602)
Net cash from operating activities	<u>(3,217,613)</u>	<u>(2,392,576)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments	(1,941,025)	(1,364,087)
Proceeds from sale of investments	4,760,000	4,125,062
Purchases of property and equipment	(178,278)	(64,991)
Net cash from investing activities	<u>2,640,697</u>	<u>2,695,984</u>
CHANGE IN CASH AND CASH EQUIVALENTS	(576,916)	303,408
CASH AND CASH EQUIVALENTS, beginning of year	<u>2,105,215</u>	<u>1,801,807</u>
CASH AND CASH EQUIVALENTS, end of year	<u>\$ 1,528,299</u>	<u>\$ 2,105,215</u>

See accompanying notes.

NOTE 1 – ORGANIZATION AND PURPOSE

United Way of the Bay Area (UWBA), incorporated in California in 1955, is an independent, locally managed nonprofit organization. It has been granted tax-exempt status under Section 501(c)(3), of the Internal Revenue Code and Section 23701(d), of the California Revenue and Taxation Code. Accordingly, no provision for income taxes is included in the financial statements.

As UWBA approaches its centennial, it is proud to be continuing a long tradition of leadership in the local nonprofit community by encouraging philanthropy and investing those dollars in programs to serve the health and human services needs of Bay Area residents. UWBA currently serves Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, and Solano Counties.

The Bay Area Community Fund (BACF), is comprised of the unrestricted funds donated to UWBA to support the achievement of its Community Impact goals. UWBA is committed to creating community change by positioning itself as an inclusive community leader in the seven Bay Area counties served, while honoring donors' philanthropic interests. UWBA's five-year Community Impact goals were identified in 2008 through a process of staff and partner research, community input sessions, and board and constituent discussion.

In response to the needs of the community, UWBA focuses its goals and its use of resources. In doing so, it may, from time to time, discontinue the management of specific programs. Discontinuance may include closing, merging, or establishing the independence of programs. When such transitions take place, the purpose has been and will continue to be enhancing the ability of the UWBA to concentrate its efforts on helping to cut the number of families living in poverty. The organization does this by pursuing programs and strategies in three areas: survival, stability, and prosperity.

Survival

UWBA undertakes prevention and intervention strategies to help people meet their basic needs like food, shelter, health care, and child care. Initiatives and programs offered in this category include the 211 Information and Referral System, the Earn It! Keep It! Save It! Program, and the Emergency Food and Shelter Program.

Stability

UWBA seeks to help every individual and household achieve financial stability in order to get beyond just trying to survive. The flagship program in this category is SparkPoint.

Prosperity

UWBA believes that every member of the Bay Area community deserves economic success. Initiatives and programs supported by UWBA in this category include MatchBridge, and Impact Grant-Making.

Impact Grant-Making - UWBA has learned that, in certain situations, the best way to help people improve their lives is to make grants to outstanding organizations providing high-impact services. In general, UWBA grant-making focuses on financial stability, education, the needs of children and youth, volunteerism, and disaster preparedness.

Grant proposals are evaluated on the basis of their alignment with UWBA's strategic plan as well as the agency's ability to demonstrate high standards in fiscal and programmatic operations, and overall organizational strength. Grants and the focus of grant-making activities are reported to and approved by UWBA's Board of Directors.

The following are specific programs and strategies managed by United Way of the Bay Area:

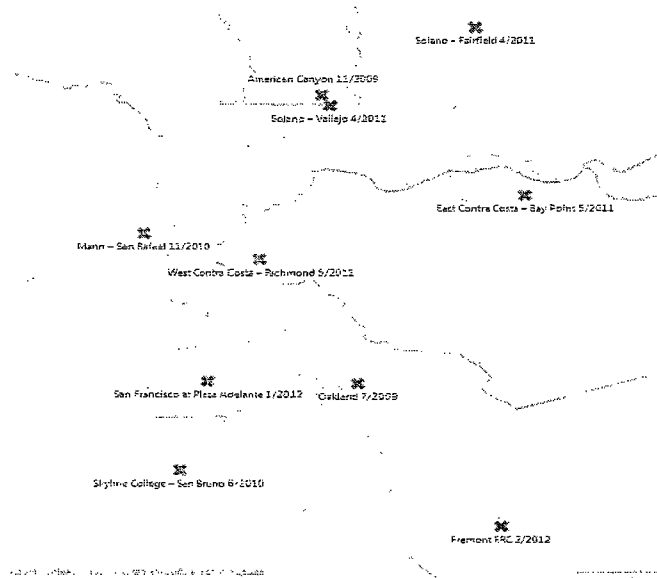
211 Initiative – 211 Bay Area strengthens the community by addressing the challenges people face obtaining needed health and human services in everyday life and in times of personal crisis. In times of disaster, 211 becomes an essential part of our response and recovery. As an easy-to-remember phone number, 211 provides callers with information about and referrals to essential services. Trained staff answers calls twenty-four hours a day, seven days a week, with the ability to respond in the caller's language through bilingual staff and tele-interpreting services.

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

SparkPoint – For decades, UWBA has partnered and convened across sectors, contributed to policy, and managed programs. Through the Bay Area Community Fund, UWBA has identified and invested in—both financially and through technical assistance – more than 250 high-performing local programs that create, promote, or protect financial stability by supporting children and youth, working families, and communities. The relationships, experience, and synergy stemming from this work have created the fertile ground on which UWBA is building its SparkPoint program.

United Way of the Bay Area has opened at least one SparkPoint Center in each of the seven counties it serves. The SparkPoint Center offers multiple services in one location for a person or family trying to move out of poverty. Examples of services include job placement, workforce development, credit repair, financial education and counseling, and access to public benefits like health coverage or child care.

As of June 2012, UWBA has launched ten SparkPoint Centers across the Bay Area. One more is currently in the planning stage. The UWBA is also proud to see the program being replicated in other cities and states and is pleased to share its learnings. Each SparkPoint Center is developed organically accordingly to local needs and assets. Partner organizations at each SparkPoint provide services and share a commitment to seven central concepts: (1) to offer an array of services in three areas – credit, income, and assets; (2) to seamlessly integrate service delivery, appropriately “bundled” and sequenced; (3) to provide financial counseling for all clients and motivate and support them with culturally competent staff; (4) to promote and provide access to public and private benefits and mainstream financial services; (5) to commit to continued engagement with clients over two-three years; (6) to evaluate, learn from and share data, supported by a user-friendly IT system that demonstrates results; and (7) to promote SparkPoint through the power of a common brand and marketing. The partners have also committed to pursue common goals and develop new indicators to measure success.



The Earn it! Keep it! Save it! (EKS) program is available at each SparkPoint Center, and strives to enroll EKS participants in the other services offered by the Centers. In addition UWBA and partners offer EKS around the Bay Area at approximately 200 free tax sites. IRS-certified volunteer tax preparers help individuals and families claim their maximum benefit and refund. EKS partners with hundreds of community organizations and other free tax preparation providers such as Tax-Aid and AARP Tax-Aide to process over 60,000 tax returns each year. EKS provides low to moderate income households with free, quality tax return preparation and access to asset building or income support resources such as public benefits, low or no cost bank accounts or financial education. EKS also ensures eligible taxpayers claim the Earned Income Tax Credit (EITC) which can amount to as much as \$5,751 per family.

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

Other community services – Community services represent the costs of eight UWBA community projects whose individual expenses do not exceed more than 30% of the total for this category. These projects target and support Bay Area communities to meet their needs across the stated issue areas. Expenses include the costs of program-dedicated staff, consultants, and grants to nonprofit organizations that provide services to the community pursuant to the programs’ criteria and objectives. One example is MatchBridge. MatchBridge contributes to the development of San Francisco’s workforce by connecting qualified young people age 16 to 24 to entry level jobs and internships in business. MatchBridge focuses on employment opportunities in the private/public sector and partners with schools and local youth-serving, community-based organizations to help achieve the goal of creating a workforce that is prepared, educated and ready to work in 21st century jobs. By working closely with its nonprofit, governmental, and for-profit partners, the program enabled over 1,000 youth to find employment. The MatchBridge program grew significantly this year as a result of joining forces with the City of San Francisco Summer Jobs+ program.

Community capacity building – Community capacity building represents UWBA staff and other operating costs in developing and managing UWBA programs, conducting appropriate and legal public policy advocacy, and engaging in other community activities in partnership with nonprofit and public sector organizations and labor councils.

Labor community services – Labor community services primarily represent the cost of UWBA staff, who are also members of Bay Area Labor Councils, and who provide assistance to union members and other people in need of basic welfare support. Historically, the Labor community service program provides direct assistance to thousands of individuals throughout the Bay Area each year.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting – The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and with the financial statement standards of United Way Worldwide. United Way Worldwide standards are required for membership and fully comply with U.S. Statements of Financial Accounting Standards applicable for not-for-profit organizations.

Use of estimates – Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and contingencies at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from management’s estimates. Significant estimates include the provision for uncollectible pledges, useful lives of property and equipment, allocation of functional expenses, and the unfunded pension liabilities. The fair value of investments and pension assets are subject to material volatility based on market conditions. This could have a significant effect on these financial statements.

Classes of net assets – The accompanying financial statements are presented on the basis of unrestricted, temporarily restricted, and permanently restricted net assets.

Unrestricted net assets – Unrestricted net assets include resources available to support UWBA operations and temporarily restricted resources which become available for use by UWBA in accordance with the intentions of the donors. Unrestricted net assets are designated by UWBA’s Board of Directors for specified purposes as follows:

	2012	2011
Future grants and programs	\$ 3,295,000	\$ 4,500,000
General use	514,890	446,559
	\$ 3,809,890	\$ 4,946,559

As of June 30, 2012, the Board of Directors approved a full year’s grants allocation as had been the practice in years prior.

Temporarily restricted net assets – Temporarily restricted net assets include resources with donor-imposed restrictions that will be fulfilled by actions of UWBA and/or become unrestricted by the passage of time. UWBA’s temporarily restricted net assets include multi-year pledges as well as grants restricted for specific UWBA community projects. When the donor or time restriction is fulfilled, temporarily restricted net assets are released to unrestricted net assets and are reported in the accompanying statements of activities as net assets released from restrictions. Temporarily restricted contributions received in the same period as the restrictions are met are reported as temporarily restricted support and net assets released from restrictions in that period.

UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS

Permanently restricted net assets – Permanently restricted net assets are comprised of the historical dollar value of contributions that were received with donor restrictions requiring the assets be maintained in perpetuity and that only the income generated from these assets is made available for grants, programs or support services in accordance with the donor restrictions.

Cash and cash equivalents – All highly liquid investments, with an original maturity of three months or less when purchased and not held through the investment account, are considered to be cash equivalents. Substantially all of the cash equivalent balances held in financial institutions at June 30, 2012 and 2011, exceeded federal depository insurance coverage. UWBA has not experienced any losses in such accounts.

Pledges receivable – Pledges receivable consist of unconditional promises to give by donors and are recorded at fair value. Pledges receivable are net of provisions for uncollectible pledges.

Provisions for uncollectible pledges – The provision for uncollectible pledges is computed based upon historical averages and management's consideration of current economic factors that could affect pledge collections. Using this criteria, the provision as of June 30, 2012 and 2011, was determined to be 5% and 8% of gross campaign pledges, respectively. For fiscal years ended June 30, 2012 and 2011 there are bad debt recoveries of \$322,612 and \$253,751, respectively, as a result of closing out the prior year campaigns. These recoveries are netted against the gross provision for uncollectible pledges on the statements of activities.

Grants receivable – Grants receivable consist of unconditional promises to give by granting organizations. Unconditional promises to give that are expected to be collected during the following fiscal year are recorded at the amount contributed. Unconditional promises to give that are expected to be collected in future years are recorded at the fair value of their estimated future cash flows. The discounts on those amounts are computed using risk-free interest rates applicable in the years in which those promises are received. The discount rates range from 0.22% to 4.91%. Grants receivable are net of discounts of \$2,923 and \$6,260 at June 30, 2012 and 2011, respectively.

Investments – UWBA's investments are stated at estimated fair value based on quoted market prices at fiscal year-end. Investments include money market funds and marketable securities held principally for investment purposes. Unrealized gains and losses that result from market fluctuations are recognized in the period such fluctuations occur in the statements of activities. Realized gains and losses that result from sales or maturities of securities during the year are calculated on an adjusted cost basis and are reflected in the statements of activities. Marketable securities received as donations are recorded at estimated fair value at the date of the donation, and are generally sold as soon as practical after receipt.

Fair value of assets and liabilities – Fair Value Measurements define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of input that may be used to measure fair value:

- Level 1 Quoted prices in active markets for identical assets or liabilities.
- Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying statements of financial position, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Where quoted market prices are available in an active market, investments are classified within Level 1 of the valuation hierarchy. Level 1 investments include cash and cash equivalents, fixed income securities, and exchange traded equities. Level 2 investments include investments held in pooled income funds and are valued at market price as provided by the custodian of the funds.

Property and equipment – Property and equipment are stated at cost, if purchased, or if donated, at fair value at the date of the donation for items exceeding \$5,000. Depreciation is computed on a straight-line basis over the estimated useful lives of the assets, ranging from three to ten years. Total depreciation expense amounted to \$93,561 and \$107,325 for the years ended June 30, 2012 and 2011, respectively.

Deferred rent – Certain leases of UWBA contain lease incentives and fixed escalations. UWBA recognizes the related rent expense on a straight-line basis over the life of the lease. For the years ended June 30, 2012 and 2011, deferred rent relates only to the current San Francisco office lease.

Gross campaign results – Gross campaign results consist of cash and unconditional promises to give to UWBA during the annual fundraising campaigns and include contributions processed by third-party processors. Donor designations and the provision for uncollectible pledges are deducted from gross campaign results to arrive at campaign revenue.

Donor designations and service fee revenue – Donor designations, contributions that are designated by the donor to nonprofit organizations other than UWBA including contributions processed by third-party processors, are deducted from gross campaign results to arrive at net campaign revenue. Donor designations are paid to the designated organizations on a monthly basis, by electronic funds transfer (EFT) as information allows and on a quarterly basis by check for all others, as pledges are collected. Proportionate shares of the receipts are distributed out to the agencies net of service fees. Service fee revenue is reported in the statements of activities. This designation processing is inclusive of pledges and payments processed as part of UWBA's role as a federation for the Combined Federal Campaign as well as other state and local government-sponsored fundraising campaigns.

Planned gifts – Planned gifts that are irrevocable are recognized as a receivable when amounts due to UWBA can be reasonably estimated. As of June 30, 2012 and 2011, UWBA has only one type of planned gift – pooled income funds. Assets associated with these gifts total \$160,665 and \$155,382 for 2012 and 2011, respectively, at fair value and are included in investments. Liabilities associated with these gifts total \$29,477 and \$30,794 as of June 30, 2012 and 2011, respectively, at fair value and are included in operating payables and accruals.

Donated goods and services – UWBA recognizes the value of donated equipment and/or supplies at the fair value for similar items. Donated goods and services for the years ended June 30, 2012 and 2011, of \$756,514 and \$218,588, respectively, were reflected as "Miscellaneous contributions" in the accompanying statements of activities. UWBA will recognize the fair value of donated services if the services meet the recognition criteria which include a) requiring specialized skills; b) provided by someone with those skills; and c) would have to be purchased if they were not donated. Although UWBA receives a significant amount of contributed time from volunteers, this time does not meet the recognition criteria. Accordingly, the value of this contributed time is not reflected in the accompanying financial statements.

Gross funds awarded/allocated to agencies – The amount shown on the statements of activities includes grants to fund local community partners, UWBA initiatives and programs which amounted to \$4,205,000 and \$3,350,000 during the years ended June 30, 2012 and 2011, respectively. These grants have been recommended by staff working with a sub-committee of the Board of Directors and have been approved by the Board. However, to comply with financial statement presentation requirements, these grants are shown net of an offset amount to prevent revenue duplication between unrestricted and temporarily restricted accounts.

Functional allocation of expenses – The majority of expenses can be directly identified with the program or supporting services to which they relate and are charged accordingly. Other expenses have been allocated among program and supporting services classification based on the average number of full-time employees, the time study allocation method, and on a direct cost basis. This is consistent with the standards for allocation of functional expenses in accordance with accounting principles generally accepted in the United States of America and United Way Worldwide.

Concentrations of risk – UWBA receives approximately 46% of its gross campaign revenue from five employers. Four of these employers are nationally aligned through United Way Worldwide; therefore, the risk of loss of these employers by UWBA is remote.

Income taxes – UWBA adopted the provisions of FASB Accounting Standards Codification (ASC) 740-10, Income Taxes, relating to accounting for uncertain tax positions on July 1, 2009. UWBA evaluates uncertain tax positions in accordance with *Accounting for Contingencies* whereby the effect of the uncertainty would be recorded if the outcome was considered probable and reasonably estimable. UWBA had no unrecognized tax benefits at June 30, 2012 or 2011. UWBA files exempt organization returns in the U.S. federal and California jurisdictions. With few exceptions, UWBA is no longer subject to United States federal or state/local income tax examinations by tax authorities for fiscal years before 2007.

UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS

Subsequent events – Subsequent events are events or transactions that occur after the statement of financial position date but before financial statements are issued. UWBA recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statements of financial position, including the estimates inherent in the process of preparing the financial statements. UWBA's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statements of financial position but arose after the statement of financial position date and before the financial statements are available to be issued.

UWBA has evaluated subsequent events through November 29, 2012, which is the date the financial statements are available to be issued. See Note 13.

NOTE 3 – GRANTS RECEIVABLE

UWBA expects to receive grants receivable as follows:

	<u>2012</u>	<u>2011</u>
Amount due:		
In the next year	\$ 1,449,600	\$ 530,731
Between two and five years	645,833	397,585
	<u>2,095,433</u>	<u>928,316</u>
Discount	(2,923)	(6,260)
Grants receivable, net	<u>\$ 2,092,510</u>	<u>\$ 922,056</u>

NOTE 4 – INVESTMENTS

Investments consist of the following at June 30:

	<u>2012</u>	<u>2011</u>
Balanced fund	\$ 758,501	\$ 879,201
Domestic equities	2,634,165	3,300,972
Commodities/natural resources fund	435,672	550,959
International equity	1,915,994	2,210,645
Low duration and intermediate bonds	4,566,417	7,724,379
International global bonds	883,015	-
Cash and cash equivalents	239,900	4,031
Pooled income funds	160,665	155,262
Total	<u>\$ 11,594,329</u>	<u>\$ 14,825,449</u>

Net unrealized and realized gains are as follows for the years ended June 30:

	<u>2012</u>	<u>2011</u>
Unrealized gains (losses)	\$ (541,334)	\$ 1,269,219
Realized gains	129,192	360,955
Total unrealized and realized gains (losses)	<u>\$ (412,142)</u>	<u>\$ 1,630,174</u>

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

Investment income is as follows for the years ended June 30:

	2012	2011
Interest and dividend income	\$ 454,635	\$ 484,409
Less investment management fees	(45,316)	(16,613)
Total investment income, net	\$ 409,319	\$ 467,796

UWBA's long term asset allocation policy was developed by staff and approved by the Board to manage market fluctuations over time. UWBA is aware there are challenges in the current financial markets and continues to monitor related volatility.

The following tables present the investments carried at fair value on the accompanying Statements of Financial Position as of June 30, 2012 and 2011, by valuation hierarchy:

Fair Value Measurement Inputs	June 30, 2012		
	Level 1	Level 2	Total
Equities	\$ 5,744,332	\$ -	\$ 5,744,332
Fixed income securities	5,449,432	-	5,449,432
Cash and cash equivalents (held for investment)	239,900	-	239,900
Pooled income funds	-	160,665	160,665
Total	\$ 11,433,664	\$ 160,665	\$ 11,594,329

Fair Value Measurement Inputs	June 30, 2011		
	Level 1	Level 2	Total
Equities	\$ 6,941,777	\$ -	\$ 6,941,777
Fixed income securities	7,724,379	-	7,724,379
Cash and cash equivalents (held for investment)	4,031	-	4,031
Pooled income funds	-	155,262	155,262
Total	\$ 14,670,187	\$ 155,262	\$ 14,825,449

NOTE 5 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at June 30:

	2012	2011
Computer software and equipment	\$ 788,986	\$ 772,586
Office furniture	475,049	470,634
Equipment	167,940	159,657
Leasehold improvements	48,736	36,584
Vehicles	24,240	24,240
Total	1,504,951	1,463,701
Less accumulated depreciation and amortization	(1,263,087)	(1,306,554)
Total property and equipment, net	\$ 241,864	\$ 157,147

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

NOTE 6 – MISCELLANEOUS CONTRIBUTIONS

Miscellaneous contributions are comprised of the following:

	<u>2012</u>	<u>2011</u>
Unrestricted		
Donated goods and services	\$ 84,756	\$ 168,588
Non-campaign donations	163,088	78,433
Prior year campaign revenue	42,527	14,667
Revenue - other United Ways	93,671	90,413
Special events income	2,036	-
Sponsorship fees	2,500	25,000
	<u>388,578</u>	<u>377,101</u>
Temporarily restricted		
Donated goods and services	671,758	50,000
Non-campaign donations & Miscellaneous income	181,796	1,776
Special events income	8,003	-
Sponsorship fees	62,000	718
	<u>923,557</u>	<u>52,494</u>
Permanently restricted		
Non-campaign donations	-	9,344
	<u>-</u>	<u>9,344</u>
Total Miscellaneous contributions	<u>\$ 1,312,135</u>	<u>\$ 438,939</u>

NOTE 7 – COMMITMENTS

UWBA leases office space under noncancelable operating leases expiring at various dates through March 31, 2013. Lease agreements generally provide for both renewal options and escalation clauses for increased operating expenses and real estate taxes. UWBA subleases a portion of its San Francisco office space to other nonprofit organizations on a month-to-month basis. Sublease income for the years ended June 30, 2012 and 2011, was \$20,100 and \$16,050, respectively. UWBA is also committed under noncancelable operating leases for various office equipment. On July 30, 2012, UWBA signed an amendment to its existing lease the with Eastmont Towne Center, Oakland, that extended the term to 7 years and reduced both the square footage and the rent for its Oakland SparkPoint Center. Revised terms are slated to commence on or about December 14, 2012.

Future minimum commitments under noncancelable operating leases having lease terms in excess of one year as of June 30, 2012, are as follows:

<u>Years Ending June 30,</u>	
2013	\$ 734,119
2014	139,216
2015	128,667
2016	112,500
2017	114,750
Thereafter	57,375
Total	<u>\$ 1,286,627</u>

Rent expense for the years ended June 30, 2012 and 2011, was \$987,059 and \$964,511, respectively.

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

NOTE 8 - PENSION PLAN

The Pension Plan of United Way of the Bay Area (the Plan) is a single employer defined benefit pension plan with UWBA as plan sponsor.

The Plan was amended to freeze participation and benefit accruals under the Plan effective December 31, 2006. Accordingly, no employees will become participants after the December 1, 2006 entry date, and participants' Plan benefits will not increase after December 31, 2006. In no event will the accrued benefit of any participant be less than that calculated as of December 31, 2006.

Accrued pension costs consist of the following at June 30:

	<u>2012</u>	<u>2011</u>
Defined benefit pension plan liabilities	\$ 6,961,736	\$ 3,566,669
Defined early retirement medical benefits plan	96,679	116,014
Total accrued pension costs	<u>\$ 7,058,415</u>	<u>\$ 3,682,683</u>

The following information sets forth the Plan's projected benefit obligation, fair value of plan assets, unfunded status and accumulated benefit obligation as of June 30:

	<u>2012</u>	<u>2011</u>
Projected benefit obligation		
Beginning of year	\$ 14,470,264	\$ 14,365,544
Service cost	180,234	205,335
Interest costs	785,797	748,118
Actuarial (gain) loss	3,595,836	(218,891)
Benefits paid	(439,575)	(459,763)
Administrative expenses paid	(127,074)	(170,079)
End of year	<u>\$ 18,465,482</u>	<u>\$ 14,470,264</u>
Fair value of plan assets		
Beginning of year	\$ 10,903,595	\$ 8,735,038
Actual return on plan assets	234,133	1,797,697
Employer contributions	932,667	1,000,702
Benefits paid	(439,575)	(459,763)
Administrative expenses paid	(127,074)	(170,079)
End of year	<u>\$ 11,503,746</u>	<u>\$ 10,903,595</u>
Funded status of the Plan at year-end (underfunded)	<u>\$ (6,961,736)</u>	<u>\$ (3,566,669)</u>

Amounts recognized for the defined pension plan only in the accompanying statements of financial position are as follows as of June 30:

	<u>2012</u>	<u>2011</u>
Prepaid benefit cost	\$ 983,914	\$ 314,799
Additional accrued pension liability for pension plans with a benefit obligation in excess of plan assets	<u>(7,945,650)</u>	<u>(3,881,468)</u>
Defined benefit pension liabilities	<u>\$ (6,961,736)</u>	<u>\$ (3,566,669)</u>
Unrestricted net assets, pension liability in excess of intangible pension assets	<u>\$ 7,945,650</u>	<u>\$ 3,881,468</u>

UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS

Amounts reflected in the accompanying statements of activities are as follows for the years ended June 30:

	2012	2011
Service cost	\$ 180,234	\$ 205,335
Interest cost	785,797	748,118
Expected return on assets	(876,635)	(701,684)
Amortization loss	174,156	250,655
Net periodic pension cost	<u>\$ 263,552</u>	<u>\$ 502,424</u>

The projected unit credit cost method was utilized for measuring net periodic pension cost over the employee's estimated service life. The following table summarizes the assumptions used in computing the present value of projected benefit obligations and net periodic cost as of June 30:

	2012	2011
Assumptions used in computing benefit obligation		
Discount rate	3.85%	5.40%
Rate of compensation increase	N/A	N/A
Assumptions used in computing the net periodic pension costs		
Discount rate	5.40%	5.30%
Expected return on assets	8.00%	8.00%
Rate of compensation increase	N/A	N/A

The investment objective for the Plan is to maximize total return within reasonable and prudent levels of risk. The Plan's weighted-average asset allocations are as follows as of June 30:

	2012	2011
Asset category		
Common and collective trusts		
Equity	60.8%	60.8%
Debt	36.8%	35.9%
Cash and cash equivalents	2.4%	3.3%
Total	<u>100.0%</u>	<u>100.0%</u>

The fair values of the UWBA's defined benefit plan assets at June 30, 2012 by asset category are as follows:

Fair Value Measurement Inputs	Level 1	Level 2	Total
Cash and cash equivalents	\$ 278,313	\$ -	\$ 278,313
Large cap equities fund	-	4,187,383	4,187,383
Small cap equities fund	-	1,054,773	1,054,773
International equities fund	-	1,753,708	1,753,708
Bond fund	-	4,229,569	4,229,569
Total	<u>\$ 278,313</u>	<u>\$ 11,225,433</u>	<u>\$ 11,503,746</u>

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

The fair values of the UWBA's defined benefit plan assets at June 30, 2011 by asset class are as follows:

<u>Fair Value Measurement Inputs</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Cash and cash equivalents	\$ 358,696	\$ -	\$ 358,696
Large cap equities fund	-	3,970,032	3,970,032
Small cap equities fund	-	992,227	992,227
International equities fund	-	1,668,250	1,668,250
Bond fund	-	3,914,391	3,914,391
Total	<u>\$ 358,696</u>	<u>\$ 10,544,899</u>	<u>\$ 10,903,595</u>

The estimated minimum benefit payments which reflect expected future service, as appropriate, to be paid by UWBA are as follows:

<u>Year Ending June 30.</u>	
2013	\$ 679,271
2014	717,864
2015	820,300
2016	828,026
2017	866,274
2018 - 2020	<u>4,868,063</u>
	<u>\$ 8,779,798</u>

UWBA contributed \$932,667 and \$1,000,702 to the Plan during the years ended June 30, 2012 and 2011, respectively.

Effective January 1, 2007, UWBA established the UWBA 401(k) Plan. Eligible employees become 401(k) Plan participants on the first day of the calendar quarter following date of hire. 401(k) Plan participants may elect to reduce their compensation by a specific percentage or dollar amount and have that amount contributed to the 401(k) Plan on a pre-tax basis as a salary deferral. UWBA matches 100% of participants' salary deferral contributions, up to a maximum of 2% of compensation (temporarily suspended during the period January 1 - December 31, 2010, according to the Collective Bargaining Agreement dated April 1, 2009 to March 31, 2012). In addition, UWBA makes an employer "nonelective" contribution according to a formula that is based on a participant's age plus service. For employees hired before January 1, 2010, matching and employer nonelective contributions will be 100% vested after two years of service (or age 65, if earlier). Employees hired after January 1, 2010 will be 50% vested after two years of service and 100% vested after four years of service (or age 65, if earlier).

UWBA had a defined benefit early retirement medical benefits plan that covered certain full-time employees who retired as of June 30, 1993. UWBA does not contribute to this plan except to reimburse certain medical and other costs submitted by the Plan's retirees as defined within the agreement. The estimated cost of future medical and other payments as of June 30, 2012 and 2011, is \$96,679 and \$116,014, respectively, and is included in accrued pension costs.

UWBA also has a defined contribution retirement plan under Section 403(b) of the Internal Revenue Code (the "Code"), available to those employees who are not eligible to participate in the 401(k). UWBA does not provide any matching contributions to this plan.

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

NOTE 9 – TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets were available for the following purposes as of June 30:

	2012	2011
UWBA community projects		
Prosperity	\$ 104,697	\$ 254,563
Stability	534,816	230,476
Survival	650,630	589,206
Total	\$ 1,290,143	\$ 1,074,245

NOTE 10 – NET ASSETS RELEASED FROM RESTRICTIONS

Net assets are released from restrictions by the incurrence of expenses satisfying the restricted purposes specified by the donors or by the passage of time are as follows during the years ended June 30:

	2012	2011
UWBA community projects		
Prosperity	\$ 1,228,079	\$ 873,942
Stability	2,048,083	3,865,826
Survival	688,366	824,096
Total	\$ 3,964,528	\$ 5,563,864

NOTE 11 – ENDOWMENT DISCLOSURES

Interpretation of relevant law – The Board of Directors of UWBA has interpreted the California Prudent Management of Institutional Funds Act (CPMIFA) as requiring the preservation of the fair value of the original gift as of the date of the donor restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, UWBA classifies as permanently restricted net assets (a) the original value of the gifts donated to the permanent endowment; (b) the original value of the subsequent gifts to the permanent endowment; and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the UWBA Board of Directors in a manner consistent with the standard prudence prescribed by CPMIFA. In accordance with CPMIFA, UWBA considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- a. The duration and preservation of the fund
- b. The purposes of UWBA and the donor-restricted endowment fund
- c. General economic conditions
- d. The possible effect of inflation and deflation
- e. The expected total return from income and the appreciation of investments
- f. Other resources of UWBA
- g. The investment policies of UWBA

Spending policy and how the investment objectives relate to spending policy – The endowment fund has a spending policy of appropriating all of the net income earned on the investment of these funds for distribution according to the instructions of the donor at the time the gift is made. The original value of the gifts donated to the permanent endowment is to be classified as permanently restricted and any earnings are classified as temporarily restricted until appropriated for expenditure.

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

Aggregate amount of deficiencies for donor-restricted endowments – From time to time, the fair value for assets associated with individual donor-restricted endowment funds may fall below the level that the donor requires UWBA to retain as a fund of perpetual duration. In accordance with generally accepted accounting principles, deficiencies of this nature that are reported in unrestricted net assets were \$88,763 and \$0 as of June 30, 2012 and 2011, respectively. These deficiencies resulted from unfavorable market fluctuations that occurred during the period.

The composition and changes in the endowment net assets as of June 30, 2012 and 2011 are as follows:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total Net Assets
Endowment net assets, June 30, 2010	\$ (68,631)	\$ 242,390	\$ 3,875,631	\$ 4,049,390
Contributions	-	-	13,344	13,344
Investment income	68,631	85,458	-	154,089
Net appreciation	-	634,725	-	634,725
Reclassification	-	(163,982)	-	(163,982)
Endowment net assets, June 30, 2011	-	798,591	3,888,975	4,687,566
Investment income	-	115,298	-	115,298
Net appreciation	-	(290,204)	-	(290,204)
Amounts appropriated for expenditure	-	(167,188)	-	(167,188)
Endowment net assets, June 30, 2012	\$ -	\$ 456,497	\$ 3,888,975	\$ 4,345,472

NOTE 12 – RELATED PARTY TRANSACTIONS

UWBA's volunteer members of the Board of Directors participate in fundraising events, activities and by making private contributions. UWBA may also have board members that have other direct transactions with the organization. All related parties of UWBA are annually required to read and sign a conflict of interest policy which covers any relationship with board members, volunteers, and staff.

NOTE 13 – SUBSEQUENT EVENTS

On October 15, 2012, UWBA signed a 10 year lease for new San Francisco offices to be located at 550 Kearny Street, San Francisco, commencing on or about March 31, 2013. On September 4, 2012, UWBA signed a 2 year lease extension for the Vallejo office, located at 401 Amador Street, Vallejo. As indicated above in Note 7, on July 30, 2012, UWBA signed an amendment to its existing lease with Eastmont Towne Center, Oakland, that extended the term to 7 years and reduced both the square footage and the rent for its Oakland SparkPoint Center. Revised terms are slated to commence on or about December 14, 2012.

Member Charities

AIDS Research Foundation amfAR
Alisa Ann Ruch Burn Foundation
ALS Association
Alzheimer's Association
AMC Cancer Research Center
American Diabetes Association
American Liver Foundation
American Lung Association
Arthritis Foundation
Autism Speaks
California Hospice Foundation
Cancer Research Institute
Children's Tumor Foundation
Christopher and Dana Reeve Foundation
City of Hope
Crohn's & Colitis Foundation of America
Cystic Fibrosis Foundation
Cystic Fibrosis Research, Inc. (CFRI)
Easter Seals
Epilepsy Foundation
Families of Spinal Muscular Atrophy
Firefighters Burn Institute
Hemophilia Council of California
Hemophilia Foundation of Northern California
Hemophilia Foundation of Southern California
Hospice Foundation
Huntington's Disease Society of America
Hydrocephalus Association
Juvenile Diabetes Research Foundation International
Leukemia & Lymphoma Society
Lupus Foundation of America
Lupus Foundation of Southern California
March of Dimes
Mission Hospice of San Mateo County
Myasthenia Gravis Foundation
National Alliance on Mental Illness (NAMI)
National Kidney Foundation
National Multiple Sclerosis Society
National Reye's Syndrome Foundation
New Horizons-SFVAR
Pancreatic Cancer Action Network
Parkinson's Institute
Planned Parenthood Mar Monte
Prevent Blindness Northern California
Ronald McDonald House Charities
of Southern California
San Jose Firefighters Burn Foundation
Sickle Cell Disease Foundation of California
St. Jude Children's Research Hospital
Susan G. Komen for the Cure
Team of Advocates for Special Kids "TASK"
United Cerebral Palsy
Membership varies by County

February 27, 2013

Ms. Angela Calvillo
Clerk of the Board
Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102

Subject: 2013 Annual Joint Fundraising Drive

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2013 MAR -1 PM 2:19

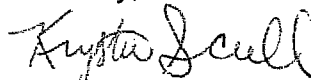
Dear Ms. Calvillo,

Enclosed you will find the following items in order to qualify for the City/County of San Francisco Annual Joint Fundraising Drive:

- Audited financial statement for fiscal year ending June 2012
- Current agency membership list for the 2013 campaign year
- Copy of the 501(c)3 IRS determination letter

If you should require any further information, please do not hesitate to contact me.

Sincerely,



Krystie Scull
Executive Director

Enclosures

MEMBER CHARITIES 2013-14

AIDS Research Foundation (amfAR), Chatsworth, CA 91311 818-700-0426
**Alisa Ann Ruch Burn Foundation, San Francisco, CA
Alliance for a Healthier Generation- Portland, OR 503-972-5829
**ALS Association, San Francisco, CA 94105 415-904-2572
**Alzheimer's Association, San Rafael, CA 94093 415-472-4340
AMC Cancer Research Center, Valley Village, CA 91602 818.508.8534
**American Diabetes Association, Emeryville, CA 94608 510-654-4499
**American Liver Foundation, San Francisco, CA 94102 415-248-1060
**American Lung Association, Oakland, CA 94608 510-893-5474
**Arthritis Foundation, San Francisco, CA 415-356-1230
**Autism Speaks, Los Angeles, CA 90036 323-549-0500
California Hospice Foundation, Sacramento, CA 95834 916-925-3770
Cancer Research Institute, Palo Alto, CA 94301 650-365-6441
Children's Tumor Foundation, Los Angeles, CA 90045 310.216.9570
Christopher and Dana Reeve Foundation Newport Beach, CA 92661 949-673-8474
**City of Hope, San Francisco, CA
** Crohn's & Colitis Foundation, San Francisco, CA 91405 415-356-2232
**Cystic Fibrosis Foundation, San Francisco CA 415-331-0650
**Cystic Fibrosis Research Inc., Mountain View, CA 94025 650.404.9975
**Easter Seals, Oakland, CA 94612 510-835-2131
**Epilepsy Foundation, Pleasanton, CA 94588 925-224-7760
Families of Spinal Muscular Atrophy, Santa Rosa, CA 95405 707-571-8990
Firefighters Burn Institute 916-739-8525
**Hemophilia Foundation, Emeryville CA
Hospice Foundation Monterey CA 831-333-9023
Huntington's Disease Society of America, Sacramento, CA 95833 916-927-4400
**Hydrocephalus Association, San Francisco, CA 94102 415-732-7040
**Leukemia and Lymphoma Society, San Francisco, CA 94102 415-625-1115
**Lupus Foundation of America
**March of Dimes, San Francisco, CA 94111 415-288-2202
**Mission Hospice of San Mateo, San Mateo, CA 94403 650.554.1000
Myasthenia Gravis Foundation, Los Angeles, CA 90040 323.887.0056
**National Kidney Foundation, San Francisco, CA 94105 415-543-3303
**National Multiple Sclerosis Society, San Francisco CA 800-344-4867
National Reye's Syndrome Foundation, Vacaville, CA 95688 707-448-8084
National Psoriasis Foundation, Portland OR 503-244-7404
New Horizons- North Hills, CA 91343 818.894.9301
The Painted Turtle – Santa Monica, CA 310-451-1353
Pancreatic Cancer Action Network, El Segundo, CA 90245 310-725-0025
**Parkinson's Institute, Sunnyvale, CA 94089 408-542-5663
**Prevent Blindness-Northern California, San Francisco, CA 415-567-7500
Ronald McDonald House Charities of So. California, Loma Linda, CA 92354 909.558.8338
San Jose Firefighters Burn Foundation, San Jose, CA
Sickle Cell Disease Foundation of California, Culver City, CA 90230 310-693-0247
**St. Jude Children's Research Hospital, Emeryville CA
**Susan G. Komen for the Cure San Francisco, CA 94108 415-397-8812

Located in the counties of San Francisco, San Mateo, Santa Clara, Alameda, Contra Costa and Marin. **26 out of 47 = 55.3%

Internal Revenue Service

Department of the Treasury

**P. O. Box 2508
Cincinnati, OH 45201**

Date: January 27, 2000

Person to Contact:
Tonya Martin 31-03017
Customer Service Representative
Telephone Number:
877-829-5500
Fax Number:
513-263-3756
Federal Identification Number:
94-1732873

Community Health charities of California
Natl. Voluntary Hlth Agencies of Cal.
530 Bercut Drive, Ste. C
Sacramento, CA 95814

Dear Sir or Madam:

This letter is in response to your letter dated December 16, 1999 requesting a change of address.

Our records indicate that a determination letter issued in September 1971 granting your organization exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code. That letter is still in effect.

Based on information subsequently submitted, we classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because it is an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

This classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's sources of support, or its character, method of operations, or purposes have changed, please let us know so we can consider the effect of the change on the exempt status and foundation status of your organization.

Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of \$20 a day, up to a maximum of \$10,000, when a return is filed late, unless there is reasonable cause for the delay.

All exempt organizations (unless specifically excluded) are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more paid to each employee during a calendar year. Your organization is not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, these organizations are not automatically exempt from other federal excise taxes.

Donors may deduct contributions to your organization as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to your organization or for its use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Community Health Charities of California
(A California Nonprofit Corporation)

FINANCIAL STATEMENTS

JUNE 30, 2012

Stroub & Company, CPA's
1555 River Park Drive Suite 201
Sacramento, CA 95815

Community Health Charities of California

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JUNE 30, 2012

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STATEMENT OF CASH FLOWS	7
NOTES TO FINANCIAL STATEMENTS	8

Stroub & Company, CPAs

1555 River Park Drive Suite 106 Sacramento, CA 95815

916.774.4675 Fax 916.218.6282 Email paul@mytaxrefund.com

INDEPENDENT AUDITORS' REPORT

Board of Directors
Community Health Charities of California
Sacramento, CA

We have audited the accompanying statement of financial position of Community Health Charities of California, (A California Nonprofit Corporation) as of June 30, 2012, and the related statement of activities, functional expenses, and cash flows for the year then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Community Health Charities of California as of June 30, 2012, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Stroub and Company

Stroub & Company, CPAs

October 18, 2012

Community Health Charities of California

STATEMENT OF FINANCIAL POSITION

June 30, 2012

ASSETS

Current assets:		
Cash and cash equivalents		\$ 2,219,086
Pledges receivable	\$ 3,542,907	
Less allowance for uncollectable pledges	<u>(387,985)</u>	3,154,922
Accounts receivable		62,861
Prepaid expenses		<u>30,574</u>
Total current assets		\$ 5,467,443
Property and equipment, at cost:		
Office equipment	\$ 48,340	
Less accumulated depreciation	<u>(42,147)</u>	6,193
Other assets:		
Investments		<u>301,557</u>
		<u>\$ 5,775,193</u>

LIABILITIES AND NET ASSETS

Current liabilities:		
Distributions payable	\$ 4,537,376	
Less allowance for uncollectable pledges	<u>(387,985)</u>	\$ 4,149,391
Accounts payable		27,770
Accrued expenses		<u>51,269</u>
Total liabilities (All current)		\$ 4,228,430
Net assets:		
Unrestricted		<u>1,546,763</u>
Total liabilities and net assets		<u>\$ 5,775,193</u>

The accompanying notes to financial statements are an integral part of this statement.

Community Health Charities of California

STATEMENT OF ACTIVITIES

For the year ended June 30, 2012

Public support and contributions:		
Campaign pledges:		
Total amounts raised	\$ 4,648,040	
Less provision for uncollectable pledges	<u>(578,199)</u>	
Total amounts raised (net)		\$ 4,069,841
Less amounts retained by National CHC		(142,812)
Less amounts raised on behalf of others		<u>(3,106,924)</u>
		\$ 820,105
Other revenue:		
Interest income		4,977
Administrative fees		570,343
Other income		<u>39,383</u>
Total public support and revenue		\$ <u>1,434,808</u>
Expenses:		
Program services:	\$ 1,297,642	
Fund raising	164,149	
Management and general	<u>291,255</u>	
Total expenses		\$ <u>1,753,046</u>
Decrease in unrestricted net assets		\$ (318,238)
Net assets, beginning of year		<u>1,865,001</u>
Net assets, end of year		\$ <u>1,546,763</u>

The accompanying notes to financial statements are an integral part of this statement.

Community Health Charities of California

STATEMENT OF FUNCTIONAL EXPENSES

For the year ended June 30, 2012

	Management and General	Program Services	Fund Raising	Total
Salaries	\$ 140,800	\$ 703,998	\$ 93,866	\$ 938,664
Payroll taxes	11,943	59,717	7,962	79,622
Retirement benefits	9,616	48,079	6,411	64,106
Employee benefits	12,877	64,386	8,585	85,848
Workers compensation	456	2,281	304	3,041
Auto & travel	6,690	53,524	6,690	66,904
Bank charges	6,448	0	0	6,448
Campaign promotion	0	47,994	5,333	53,327
Depreciation	2,710	5,419	903	9,032
CHC national dues	5,272	37,861	4,793	47,926
Dues & subscriptions	108	867	108	1,083
Equipment rentals	2,890	4,541	826	8,257
Insurance	2,587	9,054	1,293	12,934
Legal Fees	5,106	1,702	0	6,808
Meetings & training	9,529	20,604	5,028	35,161
Miscellaneous	6,117	0	0	6,117
Office expense	12,535	19,698	3,581	35,814
Postage	1,941	10,354	647	12,942
Printing	3,939	74,842	0	78,781
Professional Fees	19,924	2,125	0	22,049
Rent	25,132	87,960	12,566	125,658
Telephone	4,635	16,224	2,318	23,177
Professional Fees-Marketing	<u>0</u>	<u>26,412</u>	<u>2,935</u>	<u>29,347</u>
	<u>\$ 291,255</u>	<u>\$ 1,297,642</u>	<u>\$ 164,149</u>	<u>\$ 1,753,046</u>

The accompanying notes to financial statements are an integral part of this statement.

Community Health Charities of California

STATEMENT OF CASH FLOWS

For the year ended June 30, 2012

Cash flows from operating activities:		
Increase in unrestricted net assets		\$ (318,238)
Adjustments to reconcile change in net assets to net cash used by operating activities:		
Depreciation	\$ 9,032	
Decrease in pledges receivable	426,421	
Increase in accounts receivable	(22,447)	
Increase in prepaid expenses	(6,574)	
Decrease in distributions payable	(437,105)	
Increase in accounts payable and accrued liabilities	<u>5,811</u>	<u>(24,862)</u>
Net cash used by operating activities		\$ <u>(343,100)</u>
Cash flows from financing activities		
Investment in Certificate of Deposits		<u>(1,534)</u>
Net decrease in cash and cash equivalents		\$ (344,634)
Cash and cash equivalents, beginning of year		<u>2,563,720</u>
Cash and cash equivalents, end of year		\$ <u><u>2,219,086</u></u>

The accompanying notes to financial statements are an integral part of this statement.

Community Health Charities of California

NOTES TO FINANCIAL STATEMENTS

June 30, 2012

NOTE 1 NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of activities:

Community Health Charities of California (CHC) was organized to provide employers and employees, on a statewide basis an effective, economical and convenient method to give financial support to CHC charitable member agencies and non-member agencies through cash donations and payroll deductions.

The accounting policies of CHC conform to those recommended by the Committee on Voluntary Health and Welfare Organizations of the American Institute of Certified Public Accountants.

Recognition of pledges, revenues and expenses:

Pledges and revenue are accounted for on the accrual basis of accounting. Statewide campaigns for support and contributions are conducted annually. Pledges obtained from campaigns run during the current period are recognized in full as support during the current accounting period. Fund-raising expenses are deducted in the period incurred.

Public support and contributions:

Donors may designate their support to either a specific member agency, a non-member agency, a local non-participating agency, or indicate that their contribution is undesignated. Designated support is presented on the statement of activities as "amounts raised on behalf of others". Undesignated support, which includes pledges not designated to a specific agency, is presented as contributions. All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support. When a temporary restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restriction.

The statement of financial position for CHC reflects the effect on assets and liabilities of both designated and undesignated support receivable and distributions payable.

Cash and cash equivalents:

Cash equivalents are considered to be short-term, highly liquid investments with original maturities of three months or less.

Pledges receivable and allowance for uncollectable pledges:

Pledges receivable represent pledges from the 2011 campaign which have not been collected as of June 30, 2012.

Community Health Charities of California

NOTES TO FINANCIAL STATEMENTS (Continued)

June 30, 2012

The allowance for uncollectable pledges represents an estimate of total campaign pledges receivable which will ultimately not be collected. Management's determination of the allowance is based on historical collection experience.

Property and equipment:

CHC follows the practice of capitalizing all expenditures for property and equipment in excess of \$500 and the fair value of any similar assets donated. Depreciation is provided over the estimated useful lives of the assets (primarily 3 years) using a straight-line basis.

Agency distributions:

Agency allocations represent distributions of available funds to member agencies. Distributions are allocated to member agencies based on the member's proportion of the total designated support.

Distributions payable and allowance for uncollectable pledges:

Distributions payable represent designated support received and receivable from the 2011 campaign which is to be distributed to specific agencies. An allowance was established to give effect to the reduction in net distributions payable for those designated pledges receivable which are estimated to be uncollectable.

Functional expenses:

CHC allocates its support service expenses on a functional basis according to time records and estimates made by management. Expenses which can be identified with a specific purpose are allocated directly according to their natural expenditure classification. Other expenses that are common to several functions are allocated on various statistical bases.

Combined Federal Campaign:

In March of 2009, CHC was appointed to serve as the Principal Combined Fund Organization (PCFO) for the 2010 So Cal Tri County Combined Federal Campaign (CFC), a fundraising campaign conducted among federal government employees. The So Cal Tri County CFC was completed during fiscal year ended June 30, 2012. The expenses incurred by CHC in its capacity as PCFO are under the budgetary control of the So Cal Tri County Local Federal Coordinating Committee for the CFC. In accordance with CFC guidelines, CHC is honoring all employee designations.

In March of 2011, CHC was appointed to serve as the Principal Combined Fund Organization (PCFO) for the 2012 California Gold Coast Combined Federal Campaign (CFC), a fundraising campaign conducted among federal government employees. The expenses incurred by CHC in its capacity as PCFO are under the budgetary control of the California Gold Coast Local Federal Coordinating Committee for the CFC. In accordance with CFC guidelines, CHC is honoring all employee designations.

Community Health Charities of California

NOTES TO FINANCIAL STATEMENTS (Continued)

June 30, 2012

Income Taxes:

CHC has received a notice of exemption from income taxes under Section 501(c)(3) of the Internal Revenue Code

The Organization uses a loss contingencies, approach for evaluating uncertain tax positions and continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax and new authoritative rulings. The Organization believes that it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are material to the financial statements.

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Concentration of Credit Risk:

Financial instruments that potentially subject CHC to concentrations of credit risk consist principally of pledges receivable. Pledges receivable are due from a large number of donor organizations across different industry and geographic areas, primarily in California.

Subsequent Events:

Management has evaluated subsequent events through October 18, 2012, the date which the financial statements were available to be issued.

NOTE 2 INVESTMENTS

Investments consist of bank certificates of deposit and are stated at fair value based on quoted prices in active markets (all Level 1 measurements). Certificates with an original investment of \$300,000. The certificates of deposit have interest rates from 1.05% to 1.50% and maturities from June, 2013 to January, 2015.

NOTE 3 EMPLOYEE BENEFIT PROGRAM

CHC contributes 7% of eligible compensation to a 403(b) plan for employees. Employees vest in the balance after three (3) years. Contributions to the program were \$64,105 for the year ended June 30, 2012 .

Community Health Charities of California

**NOTES TO FINANCIAL STATEMENTS
(Continued)**

June 30, 2012

NOTE 4 LEASE COMMITMENTS

CHC leases office space in various locations within California. Future minimum annual lease payments are as follows:

Year Ended June 30,		
2013	\$	88,648
2014		74,681
2015		67,318
2016		41,550
2017		0
2018 and thereafter		<u>0</u>
	\$	<u>272,197</u>

Rental expense for the year ended June 30, 2012 amounted to \$125,658.

NOTE 5 OTHER CASH FLOWS DISCLOSURES

The Organization did not pay any income taxes or interest expense for the year ended June 30, 2012.