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February 14, 2014

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Managing Principal Consultant
SciTech Commercialization &
Licensing Consultant

Keith M. Spears
Hamilton Lane

Laura M. Wright,
PR & Marketing Consultant
Avid Exposure

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 2014 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)
I have attached our 2011 audit, because our 2012 audit is in the process of being completed by the middle March 2014; and when it is completed I will forward a copy to your office.
5. Other relevant information
 - A. Mission Statement
 - B. Overheard 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 640, Oakland, California 94612
Tel. (510) 763-7270 . Fax (510) 763-3625 . www.babuf.org
An affiliate of the National Black United Fund, Inc.

**Bay Area Black United Fund, Inc. (BABUF)
Member Agencies Listing
2013 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
203	Center for Elders Independence	(510) 433-1150	www.cei.eldersrg
109	Center For Family Counseling	(510) 562-3731	www.cffc.biz
110	Center On Juvenile And Criminal Justice (CJCJ)	(415) 621-5661	www.cjej.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	

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- 141 Member Agencies**
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- 277 Hope 4 the Heart (The Believers' Gathering)**
- 227 Housing Rights Inc.**
- 121 Ingleside Community Center Inc.**
- 181 JUMP/PREP**
- 165 Leadership Excellence**
- 182 Lend A Hand Foundation**
- 247 Mission Dignity**
- 107 Network For Elders**
- 209 Oakland Youth Orchestra**
- 268 Priority Africa Network**
- 207 Standing Ovation Perform Arts**
- 131 The Solid Foundation**
- 900 United Negro College Fund**
- 134 Wee Poets**
- 135 Westside Community Services**
- 136 Whitney Young Child Development Center, Inc.**

Telephone #

Website Address

- (510) 581-4673**
- (510) 548-8776**
- (415) 587-5513**
- (415) 359-0059**
- (510) 267-9770**
- (510) 553-1262**
- (415) 641-7114**
- (415) 647-5353**
- (510) 832-7710**
- (510) 527-3917**
- (510) 910-5310**
- (510) 482-6490**
- (415) 956-1018**
- (510) 848-6905**
- (415) 431-9000**
- (415) 821-7550**

- www.hope4theheart.org**
- www.housingrights.org**
- www.inglesidecc.org**
- www.leadershipexcellence.org**
- www.lendahandfoundation.org**
- www.missiondignity.org**
- www.networkforelders.org**
- www.oyo.org**
- www.priorityafrica.org**
- www.uncf.org**
- www.westside-health.org**
- www.whitneyyoungcdc.org**

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CRITERIA (B)

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.

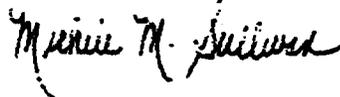
In October 1979 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

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

Board of Trustees

L.J. Jennings, Chairperson
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Senior Quality Analyst
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Keith B. Nickens
Legacy & Seven, LLC

Scott Taper,
Managing Principal Consultant
SciTech Commercialization &
Licensing Consultant

Keith M. Spears
Hamilton Lane

Laura M. Wright,
PR & Marketing Consultant
Avid Exposure

February 14, 2014

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 2013 campaign. Although agencies must reapply each year, we anticipated that the majority of agencies BABUF represented in 2013 would return to the federation 2014 campaign. BABUF application deadline is June 15, 2014.

Signed

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

CRITERIA D

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

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

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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
	PROGRAM SERVICES				Other	General & Administrative	TOTAL	
	Workplace	Community Outreach	Critical Mass	Total				
EXPENSES								
Salaries & Wages	\$ 33,267	\$ 10,359	\$ 4,000	\$ 47,626	\$ -	\$ 5,317	\$ 52,943	\$ 65,325
Payroll Processing Fees	50			50		1,151	1,201	1,082
Taxes- Payroll Related	1,191	2,523	1,000	4,714		466	5,180	6,352
Taxes-Non Payroll Related					3,600		3,600	210
Bad Debt						96,427	96,427	
Bank Charges						335	335	725
Employee Benefits	10,175	8,500	2,500	21,175			21,175	20,480
Accounting & Legal	6,900	1,500	1,500	9,900	10,709	6,285	26,894	20,335
Advertising	1,134	2,100		3,234			3,234	377
Conference & Meeting	764			764	17,791		18,555	50
Consultants		745		745	89,875	1,950	92,570	52,502
Depreciation						728	728	742
Donation/Contribution								2,500
Dues & Subscriptions								
Equipment Rental	56			56	125	1,000	1,181	1,111
Insurance-Employee	4,824			4,824			4,824	3,215
Insurance-Others						1,984	1,984	2,775
Interest Expense	1,964			1,964		9,258	11,222	11,140
Grant/Award					2,644		2,644	36,868
Meals & Entertainment								
Postage & Delivery	829			829		378	1,207	1,895
Office Supplies	3,380			3,380		196	3,576	4,659
Printing & Copying	3,601			3,601			3,601	6,965
Public Relations & Outreach								
Research & Development								
Repair & Maintenance Equipmen	198			198		1,005	1,203	356
Rent & Property Expense	7,028		3,000	10,028		1,050	11,078	11,818
Software System Report	398			398			398	795
Telephone	1,600	1,852	413	3,865		1,836	5,701	8,367
Temporary Services			6,084	6,084		750	6,834	2,325
Travel/Local Parking	2,170			2,170			2,170	2,521
Refunds	1,649			1,649			1,649	
Website Development					15,892		15,892	
Miscellaneous						2,610	2,610	3,445
TOTAL EXPENSES	\$ 81,178	\$ 27,579	\$ 18,497	\$ 127,254	\$ 140,636	\$ 132,726	\$ 400,616	\$ 268,935

See accompanying notes.

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:

	<u>Cost</u>	<u>Market Value</u>
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		40,513
		<hr/>
Total	\$	201,312

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		15,892
		<hr/>
Total	\$	188,688

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)

"Harnessing the Power of the Bay Area Black Community Since 1979"



Charity Code: 100

www.babuf.org

(510) 763-7270

*Mission Statement – We lead the Bay Area **Black** Community and our partners in a unified effort to build financial resources that improve individual and institutional capacity.*

BABUF's Guiding Principles

BABUF invests in a set of community assets that create pathways of opportunity regardless of religion, nationality, gender, sexual orientation or economic status that facilitate the advancement of the "self" in the built environment.

BABUF is an advocate for solutions that foster the development of programs and services that lead to community empowerment.

BABUF is the hub that utilizes research and data to change community deficits to assets.

BABUF is a focused funder that directs our donors' investment in a collaborative and responsible manner to ensure an impact towards measurable outcomes.

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 too many people throughout 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 50 member agencies.

Overhead Cost 14%

94-2602958

BABUF is a focused

impact towards

The Bay Area

donations

your support

assets



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

Keith M. Spears
Hamilton Lane

Laura M. Wright,
PR & Marketing Consultant
Avid Exposure

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

- **A Safe Place**
- **AAHS Critical Mass Health Conductors**
- **Ariel Outreach & Mission**
- **Asian Women's Shelter**
- **Berkeley Youth Alternatives**
- **Black Coalition on AIDS**
- **Building Opportunities for Self-Sufficiency (BOSS)**
- **Center for Elders Independence**
- **Family and Child Empowerment Services San Francisco (FACESSF)**
- **Family Counseling**
- **Family Builders by Adoption**
- **Hope 4 the Heart (The Belivers Gathering)**
- **Lend A Hand Foundation**
- **Oakland Youth Orchestra**
- **Priority Africa Network**
- **The Solid Foundation**
- **Wee Poets**
- **Westside Community Service**
- **Whitney Young Child Development Center, Inc. Youth Alive**

"It's not about charity . . . it's about change"
1212 Broadway, Suite 640, Oakland, California 94612
Tel. (510) 763-7270 . Fax (510) 763-3625 . www.babuf.org
An affiliate of the National Black United Fund, Inc.

Critical Mass Health Conductors 2013

The Critical Mass Health Conductors (HC) program is the preeminent behavioral health modification strategy created by and for the Black community. HC Program begun in 2005, HC recruits, educates and trains volunteers during a four month "class" utilizing an afro-centric curriculum. During the process, participants become empowered through self-awareness, group support and guidance from a trained "Conductor" to embrace a personalized behavioral health modification strategy that becomes the framework for a life changing experience. Upon graduation, each participant receives a Health Conductor number that designates their "passage" into an empowered life individual and community health advocacy. Over 900 Bay Area residents are Health Conductors. Check out our website at www.babuf.org or call us at (510) 763-7270 to find out how to join the next Health Conductor class.

Youth Health Conductors 2014

Based upon the Health Conductor model, the new curriculum will focus on engaging a young generation, 18-30 years old, in a behavioral health modification with a health intervention and community leadership component. The goal of this Conductor model is to develop life changing behaviors and attitudes earlier to avert potential chronic disease conditions. The behavior modification will focus on both face to face and online strategies. Look for the Youth Health Conductors program in the fall of 2014.

Affordable Care Act (ACA Outreach)

In collaboration with the California Black Healthcare Network and eleven statewide partners, BABUF staff and volunteers will be conducting outreach to the Bay Area Black community for the Affordable Care Act beginning late summer 2013. The purpose of the outreach is to educate residents on their options for enrolling in health care which will be required by law effective January 2014. Look for a BABUF table at a community event beginning late summer 2013 or call us at (510) 763-7270 if you have an event you want us to attend.

2014 African American Health and Wellness Summit

The health and wellness of the Black community is the health of every community. The African American Health and Wellness Summit, scheduled for October 2014 will empower, educate and galvanize attendees. With representatives from local, state and national institutions, this three day Summit will focus on the needs of youth, strategies to empower and improve our health and wellness and create an agenda to drive community change. Visit our website at www.babuf.org to learn more about the 2014 Summit.

**BLACK UNITED FUND, INC. (BABUF) MEMBER AGENCIES LISTING
2013 WORKPLACE CAMPAIGNS**

<i>Member Agencies</i>	<i>Telephone #</i>
Bay Area Black United Fund, Inc. (BABUF)	(510) 763-7270
African American Health Summit	(510) 763-7270
Critical Mass Health Conductors	
African American Calworks Coalition Options	(510) 893-4357
African American Parent Center	(510) 562-1283
AIDS Project East Bay	(510) 669-7979
Allen Temple Health & Social Service Ministries	(510) 544-3939
Alta Bates Medical Center, Health Ministries/Parish	(510) 204-1667
Ariel Outreach & Mission	(510) 978-5844
A Foot In The Door Exchange	(510) 868-8500
A Safe Place	(510) 986-8600
Asian Women's Shelter	(415) 751-7110
Bayview Hunters Point Multipurpose Senior Services, Inc.	(415) 822-1444
Berkeley Youth Alternatives	(510) 845-9010
Big Brothers Big Sisters of the East Bay	(415) 503-4396
Black Adoption Placement and Research Center	(510) 430-3615
Black Coalition on AIDS	(415) 615-9945
Boys & Girls Club of Oakland	(510) 444-8211
Building Opportunities for Self-Sufficiency (BOSS)	(510) 649-1930
California Prostitutes Educational Project	(510) 874-7850
Carnales Unidos Reformando Adictos, Inc.	(510) 713-3204
Casa Vincentia	(510) 729-0316
Center for Elders Independence	(510) 433-1150
Center For Family Counseling	(510) 562-3731
Center On Juvenile And Criminal Justice (CJCJ)	(415) 621-5661
Children Hospital Medical Center (Sickle Cell Program)	(510) 428-3772
Continental of Omega Boys and Girls Club of Vallejo	(707) 643-1728
East Bay Performing Arts - Oakland	(510) 444-0801
Family and Child Empowerment Services SF	(415) 567-2357
Family Builders By Adoption	(510) 272-0204
Free At Last	(650) 462-6999
Girls Incorporated of West Contra Costa County	(510) 232-5440
Harbor House Ministries	(510) 536-7368
Health & Human Resource Education Center	(510) 549-5990
Healthy Oakland Resource Center	(510) 444-9655
Higher Learning Educational Planning	(510) 562-4926
Hope 4 the Heart	(510) 581-4673
Ingleside Community Center Inc.	(415) 587-5513
JUMP/PREP	(415) 359-0059
Leadership Excellence	(510) 267-9770
Lend A Hand Foundation	(510) 553-1262
Motivating Inspiring Supporting and Servicing Sexually Exploited Youth, Inc.	(510) 261-2070
Network For Elders	(415) 647-5353
Oakland Youth Orchestra	(510) 832-7710
Priority Africa Network	(510) 527-3917
Standing Ovation Perform Arts	(510) 388-7588
The Solid Foundation	(510) 482-6490
The G.R.E.E.N. Foundation	(714) 507-0338
Wee Poets	(510) 848-6905
Westside Community Services	(415) 431-9000
Whitney Young Child Development Center, Inc.	(415) 821-7550
YOUTH ALIVE	(510) 594-2588

**Bay Area Black United Fund (BABUF)
Black in the Bay**

BABUF for 2013 is a revitalized and refocused organization. As an intermediary, BABUF connects the community—you, churches, CBO's to funders—businesses, foundations, and government agencies. Through that connection, we ensure much needed services are available to Black residents in the nine county regions.

We have reprioritized our service to the Bay Area Black community by focusing on the critical issues that define the health and vitality of our region. We focus on five key areas of development and represent organizations that are successfully delivering high quality services to communities of color.

What are the community development areas we prioritize?

- **Education**--It's the cornerstone of economic and social advancement
- **Health and Wellness**--Physical and emotional health is the foundation of a long life
- **Violence Elimination**--No community should live with neighborhood violence and it's traumatic effect on the human condition
- **Black men and boys**--We cannot stand on the sidelines and watch social genocide happen
- **Workforce Development and Economic Viability**--Local businesses, grocery stores, training programs, etc. are essential to building our communities from within.

**Improving the quality of life in the Black community,
improves the quality of life in every community.**

Our strategies for achieving community impact prioritize results over activities.

- **Advocacy**--leading and promoting the causes, issues and solutions
- **Convening**-- creating the space to keep the issues out front
- **Direct Services**--revising Health Conductors and bringing it to a younger generation
- **Strategic Partnerships**--collaborating with institutions at the forefront of change
- **Provides capacity enhancing services** that address the fiscal and administrative needs of community based organizations
- **Communicating**--utilizing both on-line and traditional media strategies to ensure the Black issues stay relevant



ASIAN PACIFIC FUND

A Community Foundation

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO

2014 FEB 20 PM 1:01

AK

February 20, 2014

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 2014 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 2012-13 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)

Any additional information we can present in order to support this application, please let us know.

Best regards,

Audrey Yamamoto
President & Executive Director

Board of Directors

Emerald Yeh - Chair
Journalist

Andrew Cuyugan McCullough - Treasurer
General Counsel, Synify Enterprises

Nelson Ishiyama - Secretary
President, Ishiyama Corporation

Laura Ching
Founder, Tiny Prints

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Peter Y. Chung
Managing Director, Summit Partners

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President & CEO, Sugar Bowl Bakery

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Satish Rishi
Chief Financial Officer, Rambus

Leo Soong
Co-Founder, Crystal Geyser Water Company

Thuy Vu
Host, KOED Newsroom and LinkAsia

Board Emeritus
Jerry Yang

President & Executive Director

Audrey Yamamoto

Asian Pacific Fund Affiliate Organizations

Organization	Address	City	State	Zip Code
APA Family Support Services	10 Nottingham Place	San Francisco	CA	94133
Asian & Pacific Islander American Health Forum	450 Sutter Street	San Francisco	CA	94108
Asian & Pacific Islander Wellness Center	730 Polk Street	San Francisco	CA	94109
Asian American Recovery Services	1115 Mission Road	South San Francisco	CA	94080
Asian Americans for Community Involvement, Inc.	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	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 Center	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	268 Grand Avenue	Oakland	CA	94610
Community Youth Center, San Francisco	1038 Post Street	San Francisco	CA	94109
CRDC Maintenance Training Corporation (Maintrain)	777 Stockton Street	San Francisco	CA	94108
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 Av	San Francisco	CA	94110
Family Bridges, Inc.	168 - 11th Street	Oakland	CA	94607
Filipino Community Center	4681 Mission Street	San Francisco	CA	94112
Filipino Advocates for Justice	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
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 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 Center	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
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,	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
Vietnamese American Community Center of the East Bay	655 International Blvd.	Oakland	CA	94606
Vietnamese Community Center of San Francisco	766 Geary Street	San Francisco	CA	94109
Vietnamese Voluntary Foundation	2260 Quimby Road	San Jose	CA	95122
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

OGDEN UT 84201-0038

In reply refer to: 0437874133
June 27, 2012 LTR 4168C 0
94-3201522 000000 00
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BODC: TE

ASIAN PACIFIC FUND
225 BUSH ST STE 590
SAN FRANCISCO CA 94104-4294

11/20/02

248

Employer Identification Number: 94-3201522
Person to Contact: M. Pritchett
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This is in response to your June 18, 2012, request for information regarding your tax-exempt status.

Our records indicate that you were recognized as exempt under section 501(c)(3) of the Internal Revenue Code in a determination letter issued in December 1994.

Our records also indicate that you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section(s) 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.

Please refer to our website www.irs.gov/eo for information regarding filing requirements. Specifically, section 6033(j) of the Code provides that failure to file an annual information return for three consecutive years results in revocation of tax-exempt status as of the filing due date of the third return for organizations required to file. We will publish a list of organizations whose tax-exempt status was revoked under section 6033(j) of the Code on our website beginning in early 2011.

0437874133

June 27, 2012 LTR 4168C 0

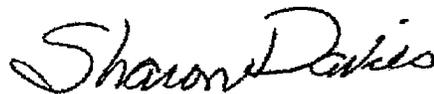
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ASIAN PACIFIC FUND
225 BUSH ST STE 590
SAN FRANCISCO CA 94104-4294

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

Sincerely yours,



Sharon Davies
Accounts Management I



**ASIAN
PACIFIC
FUND**

Community Foundation

he Asian Pacific Fund



BOARD OF DIRECTORS

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Strategy, Intuit*

Satish Rishi
*Chief Financial Officer,
Rambus*

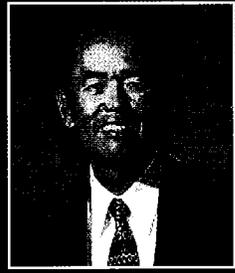
David Chun
*Chief Executive Officer & Founder,
Equilar*

Thuy Vu
*Host, KQED Newsroom
and LinkAsia*

Peter Y. Chung
Managing Director, Summit Partners

Jerry Yang
Emeritus

In Their Own Words



Robert Lee
Founding board member of Asian Pacific Fund
Board Chairman, Blue Shield of California

"Like a little acorn, we are growing into quite a large oak tree. Initially, we began with modest impact and reach. Today we reach over 70 agencies through grants and other support services, manage 14 scholarship programs, and our Growing Up Asian in America program is the largest of its kind in the country."

Thuy Vu
Board member of Asian Pacific Fund
Host, KQED Newsroom and LinkAsia

"As a Vietnamese immigrant, I'm proud of my ethnic heritage, but I'm also keenly aware of the need to unite all Asian Americans to build a strong, thriving Asian community in the Bay Area. The Asian Pacific Fund plays a key role by identifying and addressing problems that affect our community, and is at the forefront of tackling the challenges with commitment and cultural sensitivity."



GRANTS AND SCHOLARSHIPS

Over the past year, our grants went to community-based organizations working to keep at-risk Asian American youth off the streets, out of gangs, and safe from substance abuse and domestic violence. We are grateful for their work and proud of their accomplishments:

- Monthly intergenerational activities and community safety workshops for **20 youth** and **350 senior tenants** in San Francisco Chinatown's **single room occupancy housing**
- Low-cost **music and art classes** to develop hidden talents in **237 children with autism** and other disabilities
- Life skills and **substance abuse prevention** training for **167 students**
- Services for **25 children** and their **mothers** at a **domestic violence shelter**, including a bookmaking project to help families communicate
- **Counseling** and case management for **23 East Bay gang-impacted juvenile offenders**, over half of whom successfully completed probation
- Workshops for **30 South Asian teens** on recognizing **healthy and unhealthy relationships**; training for **2 teens** to lead future workshops
- Case management and training to help **62 high-need Tenderloin youth** strengthen their family dynamics, **complete high school**, get into college and find employment
- The Asian Pacific Fund also distributed nearly **\$200,000** in scholarships to **77 students**, and over **\$210,000** to **community organizations** through donor advised funds



2012-13 Grant Recipients: Asian Women's Shelter, Chinatown Community Development Center, Community Health for Asian Americans, D Cameron House, East Bay Asian Youth Center, Friends of Children with Special Needs, Japanese Community Youth Council, Maitri, Asian Cultural Center, Vietnamese Youth Development Center

Community Spotlight:

FRIENDS OF CHILDREN WITH SPECIAL NEEDS



"My life changed dramatically 20 years ago when my son was diagnosed with autism," says Anna Wang, co-founder and Vice President of Local Programs at Friends of Children with Special Needs (FCSN). "I thought I was tough enough to handle it. I thought if I had love and patience for my child, everything would be all right. I was wrong. I felt helpless and burnt out and alone in my struggle."

Three years later, her family found a group of friends who shared a passion for special needs children, although many of them did not have special needs children of their own.

FCSN started in 1996 as a small community of 10 families, and today has grown into an 800-family organization, serving a primarily Asian American base living with autism, Down syndrome,

cerebral palsy, and other developmental disabilities. Their mission is to help special needs children and their families find love, hope, and respect through integrated community involvement.

Anna says, "The cultural stigma and the pressures of caring for a child with special needs are tremendous. Asian families often isolate themselves from the rest of the community, feeling hopeless, helpless, and lonely. FCSN's work is changing that mindset, restoring hope, and building a better future for this Asian special needs community.

The Asian Pacific Fund's grant helped make it possible for FCSN to provide linguistically and culturally competent programs to our Asian special needs children. These after-school enrichment programs use art, sports, music, drama and life skills training to nurture the children's potential, promote independence and mutual support."

Pathways to Citizenship



There are over 100,000 residents eligible for citizenship in San Francisco, 60 per cent of whom are Asian. In response, we launched the three-year \$1.2 million Pathway to Citizenship Initiative to promote citizen and civic engagement in partnership with Mayor Edwin M. Lee's Office of Civic Engagement & Immigrant Affairs, the Francisco Foundation, Haas Jr. Fund, the Sr. Fund and other local funders. The Asian Pacific Fund is investing \$150,000 toward this important effort.

Our affiliate, Self-Help for the Elderly, is the lead agency of a coalition of service providers working to inform and support residents eligible to apply for citizenship.

Raising Awareness of API Needs

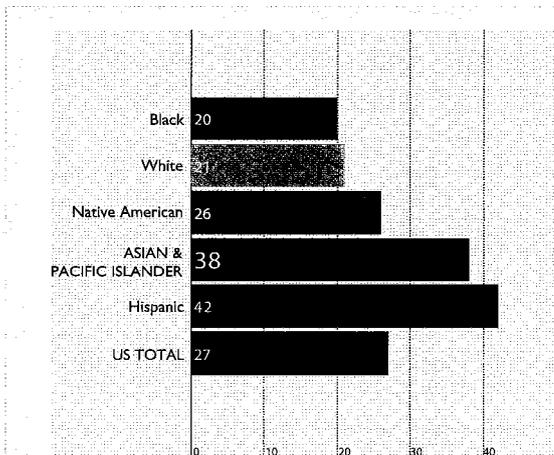
The widespread perception that Asian Americans are well-educated and successful masks the fact that **between 2007 and 2011, the number of Asians and Pacific Islanders (APIs) in poverty grew by 38 percent, the second highest increase of any other racial group. Over 60 percent of this increase is among native-born APIs—**contrary to typical patterns of immigration where poverty is concentrated among the newly arrived.

In the Bay Area, home to one of the largest populations of APIs in the US, the growing poverty—and associated challenges—are tangible. Yet, **lack of awareness about these hidden needs means that the organizations who serve our most vulnerable often struggle to find enough funding.** The Asian Pacific Fund works to fill these critical funding gaps, as well as to raise awareness of overlooked needs among APIs.

Shedding Light on Asian & Pacific Islanders in the Bay Area

POVERTY

APIs are the 2nd fastest growing poverty population in the US



GROWTH IN PEOPLE LIVING BELOW POVERTY 2007-2011 (%)

4 OF THE **FIVE**

ethnic groups facing the highest poverty rates in the Bay Area are **API**

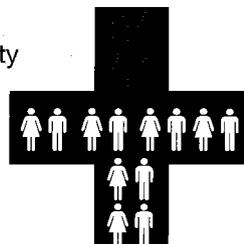
LANGUAGE

1 in 3 Asians in the Bay Area speak little to no English



HEALTH CARE

28% of Asians in Alameda County are uninsured, compared to 13% of the total population



HOUSING

APIs make up 33% of households living in subsidized housing in San Francisco County and 39% in Santa Clara County, the highest of any racial group



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 \$3.4 million, thanks in large part to gifts from our generous Leadership Circle donors.

DIAMOND (\$100,000-\$1M+)

Anonymous
Dado & Maria Banatao
Patricia & C.K. Chow
Betsy & Peter Chung
East West Bank
Kenneth Fong
Wells Fargo

GOLD (\$25,000-\$49,999)

Blue Shield of California
Yank Sing
Emerald Yeh

SILVER (\$10,000-\$24,999)

Sally Carlson & Karl Keesling
Naren & Vinita Gupta
Robert & Carolyn Lee

PLATINUM (\$50,000-\$99,999)

Laura Ching & Eric Chen
Kathy & Tom Chou
David & Lillian Chun
Pamela Fong
Ly Brothers Corporation/
Sugar Bowl Bakery
Raymond L. Ocampo Jr. &
Sandra O. Ocampo

Larry & Jeanne Lowe
Andrew Cuyugan McCullough &
Theresa Gschwind McCullough
Society of Asian Women Leaders
Sybase
Jan & Dick Yamagami
Audrey & Bruce Yamamoto
Mona Lisa Yuchengco

BRONZE (\$5,000-\$9,999)

Carol Izumi & Frank Wu
Maureen & Satish Rishi
Thuy Vu

CORPORATE AND FOUNDATION SUPPORTERS

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

AAA Insurance
Anderson Enterprises, Inc.
Audi San Francisco
Bank of America
Boston Properties
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The California Wellness Foundation
Carr, McClellan, Ingersoll,
Thompson & Horn
Deloitte & Touche / Anna W. Mok
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Equilar, Inc.
The GE Foundation
Google
H & N Foods, International
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Kaiser Permanente Financial
Services
Keynote Systems

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Northern California Planned Giving
Council
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PG&E
PricewaterhouseCoopers
Safeway Inc.
Sugar Bowl Bakery
Summit Partners, LP
Target
Tiffany & Co.
Union Bank of California
Vodafone Americas Foundation
Walgreens
The Wallace H. Coulter Foundation
Wells Fargo Bank
White & Case LLP

STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

	2013	2012
REVENUES AND SUPPORT	Total	Total
Contributions	\$ 566,831	\$ 466,695
Foundation and corporate grants	1,301,664	679,850
Net realized and unrealized gains (losses) on investments	426,902	(31,855)
Special event income	176,879	253,145
Interest and dividend income	129,528	112,027
Change in value of charitable remainder trusts	(66,793)	(7,112)
Total revenues and support	2,535,011	1,472,75
EXPENSES		
Program services	752,421	942,409
Management and general	133,526	143,590
Fundraising - special event expense	68,206	88,119
Total expenses	954,153	1,174,11
CHANGE IN NET ASSETS	1,580,858	298,632
NET ASSETS		
Beginning of year	9,543,557	9,244,92
End of year	\$ 11,124,415	\$ 9,543,5

The condensed financial information above has been derived from preliminary financial statements years ended June 30, 2012 and 2013 reported by PMB Helin Donovan, LLP. For a complete copy of final audit for fiscal year 2012-13, please contact us.

PROFESSIONAL ADVISORS

John Muranishi, OUM & Co. LLP
Jeff C. Nguyen, Manatt, Phelps & Phillips
Lawrence K.Y. Pon, Pon & Associates
Richard Pon, Morrison & Foerster
Salina W. Yeung, Hall Capital Partners LLC

GROWING UP ASIAN IN AMERICA COMMITTEE MEMBERS

Lance J. Lew, NBC Bay Area
Sandy Wee, San Mateo County Library
Vicky Wong, DAE Advertising, Inc.
Andrea Yamazaki Williamson, Multicultural Broadcasting
Radio, Inc.
Jennifer Yin, Asian Art Museum

The Asian Pacific Fund is a non-profit foundation dedicated to strengthening the Bay Area's Asian and Pacific Island communities. We help donors achieve their philanthropic goals, support organizations that serve our most vulnerable and raise awareness about pressing community needs.

STAFF

From left to right:
Joan Van, Corporate & Community Liaison
Sue May, Administrative Coordinator
Rod Kyle R. Paras, Program & Events Manager
Golda Marie A. Hernandez, Scholarship &



A Community Foundation

465 California Street, Suite 8
San Francisco, CA 94111



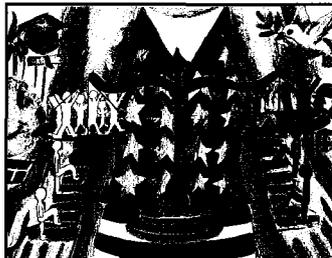
Growing Up Asian in America 2013: IF I WERE PRESIDENT

As we witnessed the historic second inauguration of our president, we asked K-12 students across the Bay Area to imagine they made history by becoming our very first Asian or Pacific Islander American president. Nearly 1,000 students who entered our 18th annual Growing Up Asian in America contest told us through art, essay, poetry, and—the very first year—video, what they would do to change things for the better. This is what a few winners shared with us:

"If I were President of United States, I would institute a National Hot Pot Day. People are always rushing around, busy with school, sports, or music. Hot pot would be a great way for Chinese-Americans to encourage their community to slow down and to build relationships." - Elisabeth K., Grade 5 | Burlingame



"Working Together to Build a Green Community"
- Abigail C., Grade 2 | San Francisco



"Equality in My Country"
- Rhona H., Grade 5 | Sunnyvale



"Fixing Environmental Woes"
- Hyunjun H., Grade 10 | Pleasanton

"We were learning about the ill treatment towards slaves, and a blunt boy shouted, 'It's a good thing you aren't living in that time, because otherwise you'd be a slave!' That day in second grade initially made me feel embarrassed about my skin color. I was humiliated. I spent time wishing I wasn't dark and was rather white like my friends. If I were president, I would focus on the problem of discrimination. Even though our nation has gotten rid of the inhumanity that was slavery, discrimination against people with different native backgrounds still exists." - Nikhita G., Grade 6 | Morgan Hill

CHANG-LIN TIEN EDUCATION LEADERSHIP AWARDS

In 2013, the Chang-Lin Tien Education Leadership Award recipient was Dr. Ellen Junn, Provost and Vice President for Academic Affairs at San José State University. She says, "While growing up as one of the only Asian families in our neighborhood was associated with many positive memories, sadly, even during the early 1960s, we witnessed and experienced the negative effects of stereotyping, racism, and sexism. I have tremendous respect for Chancellor Tien's tireless and pioneering commitment to promoting civility, fairness and consideration for everyone on his campus."

She was honored to receive this award bearing the name of Dr. Chang-Lin Tien, the former Chancellor of the University of California, Berkeley, and first Asian American head of a major US university. He was also a founding board director of the Asian Pacific Fund. In 2006, his family established the Chang-Lin Tien Education Leadership Awards to recognize rising Asian American leaders in higher education with a \$10,000 unrestricted grant.



Donor Spotlight:

LORETTA HUAHN

Loretta Huahn has dedicated her life to providing pioneering mental health and social services to the Asian community in the East Bay. Though she is active in the Bay Area's Asian community and has been philanthropic for many years, Loretta sought out further expertise to make informed decisions about her giving. The Asian Pacific Fund recently established a donor advised fund for her, providing guidance and introductions to organizations that fulfill her philanthropic goals.

This year, she directed her gift to Asian Women's Shelter (AWS), a Fund affiliate that we felt would be a good match to her interests. After a personal visit to the shelter where Loretta met with staff to learn about their urgent needs, she knew it was the right fit.

Elizabeth Kirton, executive director of AWS, says, "Like most non-profits, funding cuts from government sources, in addition to changing foundation priorities, have threatened Asian Women's Shelter's ability to maintain quality services to survivors of domestic violence, human trafficking, and other forms of violence. We were once again reminded of the importance of being an Asian Pacific Fund affiliate agency when they brought AWS to the attention of Ms. Huahn. Ms. Huahn's generous gift to AWS will not only fill an unexpected funding gap this year, but will also have a lasting effect on our programming."

Loretta says, "This is the kind of process which gives me great satisfaction and challenges me—it's not just about dishing money out. It's a process the donor is deeply involved in, with an aspiration to make an impact. In order to achieve impact, you need to find a match with an organization that's versatile, dynamic and



Message from the Chair

A 20-year journey...and we've just begun.



Dear Friends,

Twenty years ago, the Asian Pacific Fund was born. As one of the founding board members in 1993, I remember clearly our vision of catalyzing Asian American wealth for public good in a way not done before. Looking back, I feel great appreciation that our vision has become reality.

A recent exhibit, *Unbuilt San Francisco*, shows provocative ideas that never came to be—a United Nations at the foot of Twin Peaks, residences atop the Sutro Baths ruins, a casino on Alcatraz Island. This reminds me of the fragility of grand visions that can either become reality or be stillborn.

What ensured that our grand vision did come to life were the following: the Bay Area United Way for helping launch the Asian Pacific Fund; a great founding executive director, Gail Kong, who blended her deep community knowledge with a genuine care for the hearts as well as resources of our philanthropists; a stalwart founding board chair, Larry Lowe, who steered us forward for the first nine years; and deeply invested board members who believe in honoring our good fortunes by helping others find their path to well-being.

And where would we be today without the generous benefactors who put our organization on solid financial ground, an effervescent staff who approach each task with a sense of mission, and most of all, every single supporter who shares our vision and entrusts us with their precious dollars.

With your help, we are shaping a dynamic Asian philanthropic presence in the Bay Area, ensuring that overlooked needs in the Asian community are addressed through millions of grant and scholarship dollars. We give voice to our youth, empowering them to forge a powerful sense of identity, commitment and purpose through their personal challenges. We also recognize leaders in a profound way that catapults them toward even further achievement.

On behalf of the board of the Asian Pacific Fund, thank you for your support over the last 20 years. With the intelligent and energetic leadership of our executive director, Audrey Yamamoto, we look forward to our next 20 years as we continue to expand our philanthropic impact in the Bay Area.

Sincerely yours,

Emerald Yeh
Asian Pacific Fund Board Chair & Founding Board Member



Return of Organization Exempt From Income Tax

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 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

Part I Summary

1 Briefly describe the organization's mission or most significant activities: 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.

2 Check this box 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)	<u>3</u>	<u>13</u>
4 Number of independent voting members of the governing body (Part VI, line 1b)	<u>4</u>	<u>13</u>
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	<u>5</u>	<u>6</u>
6 Total number of volunteers (estimate if necessary)	<u>6</u>	<u>10</u>
7a Total unrelated business revenue from Part VIII, column (C), line 12	<u>7a</u>	<u>0.</u>
7b Net unrelated business taxable income from Form 990-T, line 34	<u>7b</u>	<u>0.</u>

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	<u>3,531,697.</u>	<u>1,344,524.</u>
9 Program service revenue (Part VIII, line 2g)		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<u>113,402.</u>	<u>93,182.</u>
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)	<u>3,645,099.</u>	<u>1,437,706.</u>

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<u>609,658.</u>	<u>488,580.</u>
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)	<u>263,880.</u>	<u>341,560.</u>
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)	<u>241,298.</u>	<u>288,812.</u>
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<u>1,114,836.</u>	<u>1,118,952.</u>
19 Revenue less expenses. Subtract line 18 from line 12	<u>2,530,263.</u>	<u>318,754.</u>

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	<u>10,248,560.</u>	<u>10,584,111.</u>
21 Total liabilities (Part X, line 26)	<u>1,003,635.</u>	<u>1,040,554.</u>
22 Net assets or fund balances. Subtract line 21 from line 20	<u>9,244,925.</u>	<u>9,543,557.</u>

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: _____

COPY

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 San Francisco, CA 94104 Phone no.: (415) 983-0200

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 <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions. Asian Pacific Fund	Employer identification number (EIN) or <input checked="" type="checkbox"/> 94-3201522
	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: []) (Expenses \$ 578,719. including grants of \$ 279,708.) (Revenue \$)

See Schedule O

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

See Schedule O

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 ▶ 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)? <i>If 'Yes,' complete Schedule A.</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (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? <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 (see instructions).</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If 'Yes,' complete Schedule G, Part II.</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III.</i>		X
20 a 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 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	

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		
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? Note. 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. 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11 Section 501(c)(12) organizations. Enter:			
a	Gross income from members or shareholders. 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b		
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. 12b		
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? Note. 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. 13b		
c	Enter the amount of reserves on hand. 13c		
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.		

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
1 a Enter the number of voting members of the governing body at the end of the tax year.	1 a	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.	1 b	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
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?	7 a		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?	7 b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8 a	X	
b Each committee with authority to act on behalf of the governing body?	8 b	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
10 a Did the organization have local chapters, branches, or affiliates?	10 a	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?	10 b	
11 a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11 a	X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O		
12 a Did the organization have a written conflict of interest policy? If 'No,' go to line 13.	12 a	X
b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12 b	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	12 c	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.	15 a	X
b Other officers of key employees of the organization. See Schedule O.	15 b	X
If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16 a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16 a	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?	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:
 ▶ 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

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) <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	Former			
(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? <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

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 (ii) Other	4,310,357.			
	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		1	
	2	550,911.	2	473,885.
	3	4,594,744.	3	3,791,000.
	4		4	
	5		5	
	6		6	
	7		7	
	8		8	
	9	6,341.	9	6,798.
	10a	10a 39,236.		
	b	10b 39,236.	10c	
	11	3,932,380.	11	4,805,220.
	12		12	
	13		13	
	14		14	
	15	1,164,184.	15	1,507,208.
16	10,248,560.	16	10,584,111.	
LIABILITIES	17	44,034.	17	48,186.
	18	658,729.	18	703,245.
	19		19	17,750.
	20		20	
	21		21	
	22		22	
	23		23	
	24		24	
	25	300,872.	25	271,373.
	26	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	-747,881.	27	-1,068,199.
	28	609,203.	28	658,963.
	29	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		30	
	31		31	
	32		32	
33	9,244,925.	33	9,543,557.	
34	10,248,560.	34	10,584,111.	

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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?		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.		

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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 Asian Pacific Fund	Employer identification number 94-3201522
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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.

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.

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.

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.

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.

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 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).

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 representatitve 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

Form 990-PF

Section:

- 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

- 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

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
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

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
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	Eguilar, 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

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
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"/> (Complete Part II if there is a noncash contribution.)
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"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Asian Pacific Fund

Employer identification number

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

(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 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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two questions about donor advised funds.

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

Form for Part II Conservation Easements. Includes questions about purpose of easements, number of easements, and monitoring details. Includes a small table for 'Held at the End of the Tax Year'.

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 about reporting requirements and amounts for art and historical treasures.

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?	<input type="checkbox"/>	<input type="checkbox"/>

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>

Schedule F
(Form 990)

Department of the Treasury
Internal Revenue Service

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.

OMB No. 1545-0047

2011

Open to Public
Inspection

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)			E 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

SCHEDULE I
(Form 990)

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

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.

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 Prgm
(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 12th 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	Life Skills Training curriculum
Maitri PO Box 697 Santa Clara, CA 95052	94-3132087	501 (c) (3)	20,000.		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	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	VYDC's case management services

**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

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?

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.

	Yes	No
30a		X
31		X
32a		X
33		

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

Schedule M (Form 990) 2011

Supplemental Information to Form 990 or 990-EZ

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

Employer identification number

Asian Pacific Fund

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 Mgtment

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
With Independent Auditors' Report
And Supplementary Information

June 30, 2013 and 2012

ASIAN PACIFIC FUND
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INDEPENDENT AUDITORS' REPORT

Board of Directors
Asian Pacific Fund
San Francisco, California

We have audited the accompanying financial statements of Asian Pacific Fund (a California nonprofit public benefit corporation) which comprise the statements of financial position as of June 30, 2013 and 2012, and the related statements of activities and changes in net assets and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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, 2013 and 2012, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 3 to the financial statements, the Asian Pacific Fund restated amounts previously reported as of and for the year ended June 30, 2012 to correct a misstatement. Our opinion is not modified with respect to this matter.

Other Matter

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 19 is presented for purposes of additional analysis and is 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 audit 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.

PMB Helin Donovan, LLP

PMB Helin Donovan, LLP
Walnut Creek, California
January 10, 2014

ASIAN PACIFIC FUND
STATEMENTS OF FINANCIAL POSITION
JUNE 30, 2013 AND 2012

	2013	2012 (restated)
ASSETS		
ASSETS		
Cash and cash equivalents	\$ 259,580	\$ 473,885
Prepaid expenses and other assets	40,052	6,798
Pledges receivable, net	3,424,653	3,991,000
Investments	7,497,022	5,812,935
Investments held in charitable remainder trusts	710,591	499,493
Property and equipment, net	12,087	-
Total assets	\$ 11,943,985	\$ 10,784,111
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable and accrued expenses	\$ 40,625	\$ 48,186
Scholarships and grants payable, net	408,429	703,245
Deferred revenue	21,250	17,750
Liabilities under charitable remainder trusts	319,015	240,014
Liabilities under split-interest agreements	30,251	31,359
Total liabilities	819,570	1,040,554
NET ASSETS		
Unrestricted	(2,545)	(1,068,199)
Temporarily restricted	890,661	858,963
Permanently restricted	10,236,299	9,952,793
Total net assets	11,124,415	9,743,557
Total liabilities and net assets	\$ 11,943,985	\$ 10,784,111

The notes are an integral part of these financial statements.

ASIAN PACIFIC FUND
STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

	2013				2012 (restated)			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
REVENUES AND SUPPORT								
Contributions	\$ 55,042	\$ 89,783	\$ 222,006	\$ 366,831	\$ -	\$ 500,005	\$ 166,690	\$ 666,695
Foundation and corporate grants	87,264	152,900	1,061,500	1,301,664	-	277,350	402,500	679,850
Net realized and unrealized gains (losses) on investments	16,768	389,242	-	406,010	24,563	(56,418)	-	(31,855)
Fundraising and special event income	176,879	-	-	176,879	253,145	-	-	253,145
Interest and dividend income	3,029	147,391	-	150,420	8,149	103,878	-	112,027
Change in value of charitable remainder trusts	-	(66,793)	-	(66,793)	-	(7,112)	-	(7,112)
Net assets released from restrictions	1,680,825	(680,825)	(1,000,000)	-	567,943	(567,943)	-	-
Total revenues and support	2,019,807	31,698	283,506	2,335,011	853,800	249,760	569,190	1,672,750
EXPENSES								
Program services	752,421	-	-	752,421	942,409	-	-	942,409
Management and general	133,526	-	-	133,526	143,590	-	-	143,590
Fundraising and special event expense	68,206	-	-	68,206	88,119	-	-	88,119
Total expenses	954,153	-	-	954,153	1,174,118	-	-	1,174,118
CHANGE IN NET ASSETS	1,065,654	31,698	283,506	1,380,858	(320,318)	249,760	569,190	498,632
NET ASSETS								
Beginning of year	(1,068,199)	858,963	9,952,793	9,743,557	(747,881)	609,203	9,383,603	9,244,925
End of year	<u>\$ (2,545)</u>	<u>\$ 890,661</u>	<u>\$ 10,236,299</u>	<u>\$ 11,124,415</u>	<u>\$ (1,068,199)</u>	<u>\$ 858,963</u>	<u>\$ 9,952,793</u>	<u>\$ 9,743,557</u>

The notes are an integral part of these financial statements.

ASIAN PACIFIC FUND
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

	2013	2012 (restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 1,380,858	\$ 498,632
Adjustments to reconcile change in net assets to net cash and cash equivalents provided by operating activities		
Depreciation	1,146	-
Net realized and unrealized gains on investments	(406,010)	31,855
Contributed securities	(248,465)	(9,268)
Accretion (amortization) of discount on pledges receivable	-	(99,242)
Change in value of charitable remainder trusts	(133,205)	7,112
Changes in operating assets and liabilities		
Prepaid expenses and other assets	(33,254)	(457)
Pledges receivable, net	566,347	702,986
Accounts payable and accrued expenses	(7,561)	4,152
Scholarships and grants payable, net	(294,816)	44,516
Deferred revenue	3,500	17,750
	<u>828,540</u>	<u>1,198,036</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sales of investments	1,327,003	4,310,357
Purchases of furniture and equipment	(13,233)	-
Purchases of investments	(2,356,615)	(5,585,419)
	<u>(1,042,845)</u>	<u>(1,275,062)</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	(214,305)	(77,026)
CASH AND CASH EQUIVALENTS		
Beginning of year	<u>473,885</u>	<u>550,911</u>
End of year	<u>\$ 259,580</u>	<u>\$ 473,885</u>

The notes are an integral part of these financial statements.

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 1 – 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.

NOTE 2 – 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
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 2 – 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, 2013 and 2012, one donor comprised approximately 59% and 82% 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 three 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 2% to 8%, for each of the years ended June 30, 2013 and 2012. 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
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 2 – 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. Estimated useful lives range from three to seven years.

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 sponsorships received in advance 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
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 2 – 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
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 2 – 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 \$784,710 and \$900,968 as of June 30, 2013 and 2012, 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. In the event that the Fund receives donated securities, the securities are liquidated shortly after receipt.

Major contributions – For the year ended June 30, 2013, one donor contributed amounts representing 54% of total contributions and 74% of foundation and corporate grants, respectively. For the year ended June 30, 2012, two donors contributed amounts representing 27% of total contributions and 61% of foundation and corporate grants, respectively.

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 2 – 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 as a reduction of grants and scholarship expense 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 files tax returns in the U.S. federal and California jurisdictions. With few exceptions, the Fund is no longer subject to federal tax examinations by tax authorities for tax years before 2009.

NOTE 3 – RESTATEMENT OF FINANCIAL STATEMENTS

The Fund has restated its fiscal year 2012 financial statements from the amounts previously reported. The restatements include adjustment (a) to increase pledges receivable and (b) to increase contributions, resulting in an increase to temporarily restricted net assets of approximately \$200,000. The restatement adjustment is to correct for a pledge receivable that should have been recorded in June 2012.

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 3 – RESTATEMENT OF FINANCIAL STATEMENTS *(continued)*

The following is a summary of the restatement adjustment.

**June 30, 2012 Summary
Statement of Financial Position**

	<u>As Reported</u>	<u>Adjustment</u>	<u>As Restated</u>
Current assets	\$ 480,683	\$ -	\$ 480,683
Pledges receivable, net	3,791,000	200,000	3,991,000
Investments	6,312,428	-	6,312,428
 Total assets	 <u>\$ 10,584,111</u>	 <u>\$ 200,000</u>	 <u>\$ 10,784,111</u>
 Total liabilities	 <u>\$ 1,040,554</u>	 <u>\$ -</u>	 <u>\$ 1,040,554</u>
 Net Assets			
Unrestricted	\$ (1,068,199)	\$ -	\$ (1,068,199)
Temporarily restricted	658,963	200,000	858,963
Permanently restricted	9,952,793	-	9,952,793
 Total net assets	 <u>\$ 9,543,557</u>	 <u>\$ 200,000</u>	 <u>\$ 9,743,557</u>

The major adjustment included.

- a. Increase in pledge receivable by \$200,000.
- b. Increase in temporarily restricted net assets by \$200,000.

**Fiscal Year 2012 Statement
of Activities**

	<u>As Reported</u>	<u>Adjustment</u>	<u>As Restated</u>
Revenue and support	\$ 1,472,750	\$ 200,000	\$ 1,672,750
Expenses			
Program services	942,409	-	942,409
Management and general	143,590	-	143,590
Fundraising	88,119	-	88,119
 Total expenses	 <u>1,174,118</u>	 <u>-</u>	 <u>1,174,118</u>
 Change in net assets	 <u>\$ 298,632</u>	 <u>\$ 200,000</u>	 <u>\$ 498,632</u>

The major adjustment included.

- a. Increase in revenue and support by \$200,000.
- b. Increase in change in net assets by \$200,000.

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 4 – 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, 2013 and 2012. 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>2013</u>	<u>2012</u> <u>(restated)</u>
Unconditional promise to give for endowment	\$ 3,421,274	\$ 3,854,607
Pledges receivable, net restricted for scholarships	-	123,000
Other	<u>20,000</u>	<u>30,014</u>
	3,441,274	4,007,621
Discount to present value	<u>(16,621)</u>	<u>(16,621)</u>
	<u>\$ 3,424,653</u>	<u>\$ 3,991,000</u>
	<u>2013</u>	<u>2012</u> <u>(restated)</u>
Due within one year	\$ 3,191,274	\$ 3,662,287
Due within two to five years	<u>250,000</u>	<u>345,334</u>
	3,441,274	4,007,621
Discount to present value	<u>(16,621)</u>	<u>(16,621)</u>
	<u>\$ 3,424,653</u>	<u>\$ 3,991,000</u>

NOTE 5 – 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>2013</u>	<u>Cost</u>	<u>Fair Value</u> <u>(Level 1)</u>	<u>Unrealized</u> <u>Gain (Loss)</u>
Fixed income			
Corporate obligations	\$ 1,560,554	\$ 1,566,509	\$ 5,955
Fixed income mutual funds	<u>1,128,942</u>	<u>1,116,153</u>	<u>(12,789)</u>
	2,689,496	2,682,662	(6,834)
U.S. equities	2,235,744	2,551,949	316,205
Non U.S. equities	1,268,017	1,376,021	108,004
Cash and cash equivalents	521,855	521,855	-
Real asset funds	143,597	185,200	41,603
Real estate investment trusts	<u>185,000</u>	<u>179,335</u>	<u>(5,665)</u>
	<u>\$ 7,043,709</u>	<u>\$ 7,497,022</u>	<u>\$ 453,313</u>

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 5 – INVESTMENTS AND FAIR VALUE MEASUREMENTS (continued)

<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>

NOTE 6 – PROPERTY AND EQUIPMENT

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

	<u>2013</u>	<u>2012</u>
Furniture	\$ 11,980	\$ 4,355
Equipment	<u>40,488</u>	<u>34,881</u>
	52,468	39,236
Accumulated depreciation	<u>(40,381)</u>	<u>(39,236)</u>
	<u>\$ 12,087</u>	<u>\$ -</u>

NOTE 7 – CHARITABLE REMAINDER TRUSTS AND FAIR VALUE DISCLOSURES

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

	<u>2013</u>	<u>2012</u>
Equities	\$ 372,297	\$ 235,247
Fixed income securities	268,269	220,581
Real estate investment trusts	45,872	33,733
Cash and cash equivalents	<u>24,153</u>	<u>9,932</u>
	<u>\$ 710,591</u>	<u>\$ 499,493</u>

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 7 – CHARITABLE REMAINDER TRUSTS AND FAIR VALUE DISCLOSURES
(continued)

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, 2013 and 2012.

<u>2013</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments held in charitable remainder trusts	\$ 710,591	\$ -	\$ -	\$ 710,591
Liabilities under charitable remainder trusts	\$ -	\$ -	\$ (319,015)	\$ (319,015)
Liabilities under split-interest agreements	\$ -	\$ -	\$ (30,251)	\$ (30,251)
<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)

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>2013</u>	<u>2012</u>
Beginning balance	\$ 240,014	\$ 267,425
Increase (decrease) in value due to change in actuarial life expectancy	<u>79,001</u>	<u>(27,411)</u>
Ending balance	<u>\$ 319,015</u>	<u>\$ 240,014</u>
<u>Liabilities under split-interest agreements</u>	<u>2013</u>	<u>2012</u>
Beginning balance	\$ 31,359	\$ 33,447
Decrease in liabilities due to change in value of liabilities under charitable remainder trusts	<u>(1,108)</u>	<u>(2,088)</u>
Ending balance	<u>\$ 30,251</u>	<u>\$ 31,359</u>

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 8 – SCHOLARSHIPS AND GRANTS PAYABLE

The Fund has commitments to various scholars to fund their education. A portion of scholarship expenses will be paid at various times in future years and are discounted at 2.8% as of June 30, 2013 and 2012. 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>2013</u>	<u>Scholarships</u>	<u>Grants</u>	<u>Total</u>
Due in less than one year	\$ 132,977	\$ 66,000	\$ 198,977
Due in two years	109,750	-	109,750
Due in three years	75,500	-	75,500
Due in four years	<u>34,000</u>	<u>-</u>	<u>34,000</u>
	352,227	66,000	418,227
Discount to reflect scholarships at present value	<u>(9,798)</u>	<u>-</u>	<u>(9,798)</u>
	<u>\$ 342,429</u>	<u>\$ 66,000</u>	<u>\$ 408,429</u>
<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>

NOTE 9 – TEMPORARILY RESTRICTED NET ASSETS

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

	<u>2013</u>	<u>2012</u> <u>(restated)</u>
Charitable remainder trusts	\$ 361,501	\$ 428,294
Donor advised funds	254,884	173,823
Health education and community programs	117,706	162,963
Endowment earnings	156,570	74,916
Scholarships, internships and education programs	<u>-</u>	<u>18,967</u>
	<u>\$ 890,661</u>	<u>\$ 858,963</u>

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 10 – ENDOWMENT FUNDS

Endowment funds consist of both donor-restricted and donor-advised endowment funds as of June 30, 2013 and 2012. During the years ended June 30, 2013 and 2012, 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, 2011	<u>\$ (729,980)</u>	<u>\$ 132,876</u>	<u>\$ 9,383,603</u>	<u>\$ 8,786,499</u>
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	-	(246,769)	-	(246,769)
Administration fees	-	(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	<u>(900,968)</u>	<u>74,916</u>	<u>9,952,793</u>	<u>9,126,741</u>
Contributions	-	-	1,283,506	1,283,506
Investment income (dividends and interest)	-	122,374	-	122,374
Net realized and unrealized losses	1,417	407,983	-	409,400
Total investment return	1,417	530,357	-	531,774
Appropriated for spending	-	(311,507)	-	(311,507)
Released from restriction	-	-	(1,000,000)	(1,000,000)
Administration fees	-	(22,355)	-	(22,355)
Net endowment activity	1,417	196,495	283,506	481,418
Reclassification of deficient endowment fund activity	114,841	(114,841)	-	-
Endowment net assets, June 30, 2013	<u>\$ (784,710)</u>	<u>\$ 156,570</u>	<u>\$10,236,299</u>	<u>\$ 9,608,159</u>

ASIAN PACIFIC FUND
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

NOTE 11 – 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.

NOTE 12 – COMMITMENTS

The Fund occupies its office facilities in San Francisco under an operating lease which expires in December 2017. Rent payments are payable monthly, and annually increase in January.

Future obligations to pay under the lease agreement for the years ended June 30 consists of the following.

2014	\$ 54,478
2015	55,893
2016	57,308
2017	58,723
2018	29,715

Rent expense for the years ended June 30, 2013 and 2012 was \$28,330 and \$44,080, respectively.

NOTE 13 – 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, 2013 and 2012 totaled \$1,000,000 and \$250,000, respectively.

NOTE 14 – SUBSEQUENT EVENTS

The Fund has evaluated subsequent events for potential recognition and/or disclosure through January 10, 2014, 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, 2013 AND 2012
(See notes to financial statements)

	2013						2012					
	Program Services			Supporting Services			Program Services			Supporting Services		
	Educational Programs	Grants and Services to Agencies	Program Services Total	Management and General	Fundraising	Total	Educational Programs	Grants and Services to Agencies	Program Services Total	Management and General	Fundraising	Total
EXPENSES												
Salaries	\$ 64,028	\$ 213,240	\$ 277,268	\$ 16,764	\$ 13,500	\$ 307,532	\$ 52,771	\$ 206,894	\$ 259,665	\$ 3,421	\$ 30,476	\$ 293,562
Payroll taxes	5,285	16,782	22,067	1,141	956	24,164	4,894	17,402	22,296	799	2,477	25,572
Employee benefits	4,525	13,342	17,867	1,700	-	19,567	5,223	13,792	19,015	3,411	-	22,426
Total salaries and related expenses	73,838	243,364	317,202	19,605	14,456	351,263	62,888	238,088	300,976	7,631	32,953	341,560
Grants and scholarships	64,665	223,078	287,743	-	-	287,743	208,872	279,708	488,580	-	-	488,580
Travel and hospitality	32,493	5,121	37,614	4,719	41,971	84,304	22,478	5,991	28,469	13,103	46,376	87,948
Occupancy	6,601	19,463	26,064	2,266	-	28,330	10,305	27,078	37,383	6,697	-	44,080
Investment expenses	-	-	-	47,141	-	47,141	-	244	244	38,908	-	39,152
Accounting fees	-	865	865	27,611	-	28,476	-	-	-	29,330	-	29,330
Website development	-	21,500	21,500	-	-	21,500	-	-	-	16,358	-	16,358
Advertising and promotion	1,780	33	1,813	-	-	1,813	29,829	-	29,829	-	-	29,829
Printing and production	13,718	2,110	15,828	241	6,315	22,384	14,784	3,666	18,450	1,863	4,486	24,799
Professional fees	12,451	400	12,851	13,013	685	26,549	5,250	-	5,250	16,621	685	22,556
Supplies	4,938	2,138	7,076	226	4,451	11,753	3,511	2,312	5,823	568	3,619	10,010
Equipment rental and maintenance	1,713	5,050	6,763	7,540	-	14,303	1,070	2,739	3,809	4,977	-	8,786
Legal fees	-	1,264	1,264	3,670	-	4,934	-	7,548	7,548	-	-	7,548
Postage	2,479	1,560	4,039	313	30	4,382	2,370	3,716	6,086	952	-	7,038
Telephone	1,637	4,827	6,464	562	-	7,026	1,543	4,076	5,619	1,008	-	6,627
Dues, licenses and fees	13	2,142	2,155	4,382	-	6,537	1	1,468	1,469	3,646	-	5,115
Insurance	731	2,155	2,886	251	-	3,137	789	2,085	2,874	516	-	3,390
Other	55	239	294	840	298	1,432	-	-	-	1,412	-	1,412
Depreciation	-	-	-	1,146	-	1,146	-	-	-	-	-	-
Total expenses	<u>\$ 217,112</u>	<u>\$ 535,309</u>	<u>\$ 752,421</u>	<u>\$ 133,526</u>	<u>\$ 68,206</u>	<u>\$ 954,153</u>	<u>\$ 363,690</u>	<u>\$ 578,719</u>	<u>\$ 942,409</u>	<u>\$ 143,590</u>	<u>\$ 88,119</u>	<u>\$ 1,174,118</u>



RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO

2014 FEB 26 AM 9:34

870 Market Street, Suite 703, San Francisco, CA 94102
T 800.368.1819 F 415.800.6592 earthshareca.org

February 26, 2014

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

Dear Ms. Calvillo,

EarthShare California hereby applies for inclusion in the 2014 Employee Joint Fundraising Drive.

EarthShare California is a charitable federation representing environmental and conservation nonprofits 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 half are located in the 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 Bay Area 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 501c3 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 2014 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
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.

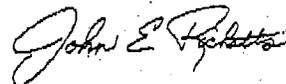
The law requires you to make your organization's annual return available for public inspection without charge for three years after the due date of the return. You are also required to make available for public inspection a copy of your organization's exemption application, any supporting documents and 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



October 28, 1982

In reply refer to
342:R:jl:g

Environmental Federation of
California
Building E, Fort Mason Center
San Francisco, CA 94123

Purpose : Charitable
Form of Organization : Corporation
Accounting Period Ending: December 31
Organization Number : 1118060

On the basis of the information submitted and provided your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

This exemption is granted on the express condition that the organization will secure federal exempt status with the Internal Revenue Service. The organization is required to furnish a copy of the final determination letter to the Franchise Tax Board within 9 months from the date of this letter.

This exemption effective as of July 26, 1982.

J. Kudo, Supervisor
Exempt Organizations
Telephone (800) 852-7050

cc: Morrison, et al
Registrar of Charitable Trusts

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 propoganda, 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 23, 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

EarthShare California	Located in
<u>Member Organizations 2014</u>	<u>Bay Area</u>
African Wildlife Foundation	
Alaska Conservation Foundation	
American Farmland Trust	
American Forests	
American River Conservancy	
American Rivers	X
Anza-Borrego Foundation	
Arbor Day Foundation	
Bat Conservation International	
Bay Area Ridge Trail Council	X
Beyond Pesticides\NCAMP	
Butte Environmental Council	
California Audubon Society Chapters	X
California Native Plant Society	X
Californians Against Waste Foundation	
Center for Health, Environment and Justice	X
Clean Water Fund	X
Communities for a Better Environment	X
The Conservation Fund	X
Conservation International	
Defenders of Wildlife	
Desert Tortoise Preserve Committee, Inc.	
Earth Day Network	
Earth Island Institute	X
EARTH University Foundation	
Earthjustice	X
EcoLogic Development Fund	
Ecology Center	X
Environment America Research and Policy Center	
Environmental & Energy Study Institute	
Environmental Defense Fund	X
Environmental Law Institute	
Food & Water Watch	
Forest Service Employees for Environmental Ethics	
Friends of the Earth	X
Friends of the River Foundation	X
Galapagos Conservancy	
Golden Gate National Parks Conservancy	X
Green Corps, Inc.	X
Greenbelt Alliance	X
Heal the Bay	
Institute for Transportation and Development Policy	
The Izaak Walton League of America	
Land Trust Alliance	
Marin Agricultural Land Trust	X

Marin Conservation League	X
Mountain Lion Foundation	
National Audubon Society	X
National Fish and Wildlife Foundation	
National Forest Foundation	
National Parks Conservation Association	X
National Wildlife Federation	
Natural Resources Defense Council	X
The Nature Conservancy of California	X
The Ocean Conservancy	
Oceana, Inc.	X
Organic Farming Research Foundation	X
Our City Forest	X
Pacific Environment	X
The Peregrine Fund	
Pesticide Action Network	X
Placer Land Trust	
Planning & Conservation League Foundation	
Rails-to-Trails Conservancy	X
Rainforest Action Network	X
Rainforest Alliance	
Restore America's Estuaries	
Rocky Mountain Institute	
Sacramento Tree Foundation	
San Diego Coastkeeper	
San Francisco Baykeeper	X
San Geronio Wilderness Association	
San Jose Conservation Corps	X
Save Our Shores	X
Save The Bay	X
Scenic America	
Sierra Club Foundation, The	X
Slide Ranch	X
Student Conservation Association	X
Surfrider Foundation	X
Sustainable Harvest Intl.	
The Jane Goodall Institute for Wildlife	
The Trust for Public Land	X
Union of Concerned Scientists	X
Urban Corps of San Diego County	
The Wilderness Society	X
Wildlife Conservation Society	
World Resources Institute	
World Wildlife Fund	
Xerces Society	

**ENVIRONMENTAL FEDERATION
OF CALIFORNIA, INC.
(Operating as EarthShare California)**

FINANCIAL STATEMENTS

**For the Years Ended
June 30, 2011 and 2010**

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Bregante Company LLP

CERTIFIED PUBLIC ACCOUNTANTS

Building Service Partnerships Since 1976

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

www.bcocpa.com

55 Hawthorne Street • Suite 910
San Francisco, CA 94105
T: 415 777 1001 • F: 415 546 0745

330 Ignacio Boulevard • Suite 201
Novato, CA 94949
T: 415 883.4262 • F: 415.883.4290

4309 Hacienda Drive • Suite 400
Pleasanton, CA 94588
T: 925 416.0550 • F: 925.416.0604

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
Total assets	\$ 1,273,319	\$ 1,445,122
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
Total liabilities	999,707	1,125,900
Net assets:		
Unrestricted	266,901	315,332
Temporarily restricted	6,711	3,890
Total net assets	273,612	319,222
Total liabilities and net assets	\$ 1,273,319	\$ 1,445,122

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	Total	Unrestricted	Temporarily restricted	Total
Support and revenue:						
Campaign revenue:						
Campaign results (gross)	\$ 1,456,484	\$ -	\$ 1,456,484	\$ 1,659,255	\$ -	\$ 1,659,255
Total shrinkage	(52,466)	-	(52,466)	(87,809)	-	(87,809)
Net total pledges	1,404,018	-	1,404,018	1,571,446	-	1,571,446
Less designations to others	(981,709)	-	(981,709)	(1,150,390)	-	(1,150,390)
Shrinkage on designated to others	36,045	-	36,045	62,817	-	62,817
Net designations to other	(945,664)	-	(945,664)	(1,087,573)	-	(1,087,573)
Net undesignated pledges	458,354	-	458,354	483,873	-	483,873
Other revenue:						
Administrative fees for raising funds on behalf of others	422,704	-	422,704	470,320	-	470,320
Contributions	36,895	-	36,895	69,768	-	69,768
Membership fees	5,000	-	5,000	-	-	-
Grants	2,864	6,000	8,864	1,552	-	1,552
Interest and dividend income	1,054	-	1,054	3,306	-	3,306
Net assets released from restrictions:						
Satisfaction of program restrictions	3,179	(3,179)	-	4,666	(4,666)	-
Total support and revenue	930,050	2,821	932,871	1,033,485	(4,666)	1,028,819
Expenses:						
Program services:						
Undesignated campaign proceeds distributions	458,354	-	458,354	483,873	-	483,873
Other program expenses	361,064	-	361,064	371,725	-	371,725
Total program services	819,418	-	819,418	855,598	-	855,598
General and administrative	104,466	-	104,466	102,936	-	102,936
Fundraising	54,597	-	54,597	70,284	-	70,284
Total expenses	978,481	-	978,481	1,028,818	-	1,028,818
Changes in net assets	(48,431)	2,821	(45,610)	4,667	(4,666)	1
Net assets, beginning of year	315,332	3,890	319,222	310,665	8,556	319,221
Net assets, end of year	\$ 266,901	\$ 6,711	\$ 273,612	\$ 315,332	\$ 3,890	\$ 319,222

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.

See accompanying notes and auditors' report.

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
Rent	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.

See auditors' report.

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.

See auditors' report.

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.

See auditors' report.

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.

See auditors' report.

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.

See auditors' report.

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:

Years Ending June 30,	
2012	\$ 25,639
2013	24,147
	\$ 49,786

See auditors' report.

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:

	<u>2011</u>	<u>2010</u>
Assets and liabilities as of June 30:		
Net campaign proceeds payable to national confederation	\$ 124,867	\$ 141,839
Affiliation fees payable to national confederation	<u>48,506</u>	<u>53,417</u>
Total due to national confederation	<u>\$ 173,373</u>	<u>\$ 195,256</u>
Revenue and expenses for the years ended June 30:		
Campaign proceeds distributions (net of fees)	\$ 91,887	\$ 107,578
Affiliation fees expense	<u>49,718</u>	<u>51,627</u>
	<u>\$ 141,605</u>	<u>\$ 159,205</u>

See auditors' report.

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.

See auditors' report.

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

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
H(c) Group exemption number ▶

K Form of organization: Corporation Trust Association Other ▶
L Year of Formation: 1982 **M** State of legal domicile: CA

Part I Summary

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.				
Activities & Governance	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.	
			Prior Year	Current Year
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) ▶	54,597.	
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 all 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 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

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.

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	

Statements Regarding Other IRS Filings and Tax Compliance

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

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

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?		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	Does the organization have members or stockholders?	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director 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
10a	X	
b	X	
11a	X	
b		
12a	X	
b	X	
c	X	
13	X	
14	X	
15		
a	X	
b	X	
16a		X
b		
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

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 (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)										
1b 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? 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.

(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.				

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	10a 46,618.		
	10b	Less: accumulated depreciation	10b 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.
RESTRICTED 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)

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.

Financial Statements and Reporting

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

1 Accounting method used to prepare the Form 990: Cash Accrual Other _____

If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant? Yes No

b Were the organization's financial statements audited by an independent accountant? Yes No

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? Yes No

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:

Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? Yes No

b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

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

Original Public Support

Name of the organization **ENVIRONMENTAL FEDERATION OF CALIFORNIA**
DEA EARTH SHARE CALIFORNIA

Employer identification number
94-2840364

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?

- (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
11 g (i)		
11 g (ii)		
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) 2010

Part III 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.

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.

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.

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.

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.

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

Name of the organization

Employer identification number

ENVIRONMENTAL FEDERATION OF CALIFORNIA
DBA EARTH SHARE CALIFORNIA

94-2840364

Part III 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 IIII 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 IIIII 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	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 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?	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 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.

BAA

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 X 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 XI 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 XII 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.

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.

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)

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

OMB No. 1545-0047

2010

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.

Name of the organization

ENVIRONMENTAL FEDERATION OF CALIFORNIA

Employer identification number

94-2840364

Part II 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 III 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

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

Name of the organization ENVIRONMENTAL FEDERATION OF CALIFORNIA	Employer identification number 94-2840364
--	--

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
CALIF. AUDUBON SOCIETY 2530 SAN PABLO AVE., SUIT BERKELEY, CA 94702	94-6086896		10,847.		BOOK	N/A	UNRESTRICTED
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

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 2 of 5

Name of the organization ENVIRONMENTAL FEDERATION OF CALIFORNIA	Employer identification number 94-2840364
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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
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

Continuation Sheet for Schedule I (Form 990)

2010

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Continuation Page 3 of 5

Name of the organization ENVIRONMENTAL FEDERATION OF CALIFORNIA	Employer identification number 94-2840364
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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 FLOO SAN FRANCISCO, CA 94104	13-2654926		37,572.		BOOK	N/A	UNRESTRICTED
NATURE CONSERVANCY CA 201 MISSION ST., 4TH FLOO 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

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
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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 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

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 ENVIRONMENTAL FEDERATION OF CALIFORNIA	Employer identification number 94-2840364
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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 SENTER 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 O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2010

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

Department of the Treasury
Internal Revenue Service

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.



RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO

2014 FEB 26 AM 10:16

BY BHB

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 2014 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 2014 campaign.

Sincerely,

A handwritten signature in black ink, appearing to read "Alison Iqbal", written in a cursive style.

Alison Iqbal
Senior Manager, Charity Partnerships and Outreach
Alison.iqbal@charity.org

SEC. 16.93. - ORGANIZATIONS FOR WHICH DEDUCTIONS CAN BE MADE.

Deductions and collections as provided by this Article shall be made for the organizations and the purposes designated in the following paragraphs:

- (a) Bona fide unions or employee organizations, for dues or assessments, and for premiums or membership fees for automobile, life, accident, health or disability insurance provided under a group plan by said bona fide unions or employee organizations; and when authorized by memorandum of understanding, voluntary political committee contributions.
- (b) San Francisco Firemen Federal Credit Union, for the payment of money to or the purchase of shares in.
- (c) San Francisco Police Department Federal Credit Union, for the payment of money to or the purchase of shares in.
- (d) Provident Central Credit Union, for the payment of money to or the purchase of shares in.
- (e) Recreation and Park Federal Credit Union, for the payment of money to or the purchase of shares in.
- (f) San Francisco Federal Credit Union, for the payment of money to or the purchase of shares in.
- (g) San Francisco Federated Teachers' Credit Union, for the payment of money to or the purchase of shares in.
- (h) San Francisco Railway Employees' Federal Credit Union for the payment of money to or the purchase of shares in.
- (i) San Francisco Municipal Shopmen's Credit Union, for the payment of money to or the purchase of shares in.
- (j) Golden One Credit Union, for dues or assessments.
- (k) San Francisco Bay Area Educators' Credit Union, for the payment of money to or the purchase of shares in.
- (l) San Francisco Civil Service Commission, for fees relating to the imprinting and processing of fingerprints.
- (m) Fire Department League Athletic Musical Events, for the payment of money to.
- (n) San Francisco Employees' Benevolent Association, for the payment of money to.
- (o) City and County of San Francisco, for payment to the San Francisco City Services Preservation Fund to reduce the City's deficit and preserve City Services.

(Amended by Ord. 485-82, App. 9/30/82; Ord. 429-88, App. 9/16/88; Ord. 162-92, App. 6/10/92; Ord. 146-00, File No. 000630, App. 6/30/2000; Ord. 165-04, File No. 040762, App. 7/22/2004)

SEC. 16.93-1. - CHARITABLE DEDUCTIONS AND THE ANNUAL JOINT FUNDRAISING DRIVE.

Deductions from employee pay warrants for charitable organizations shall only be withheld based upon authorizations made by employees in the Annual Joint Fundraising Drive. Each year the City and County of San

Francisco shall hold an Annual Joint Fundraising Drive ("Annual Drive") in which its officers and employees are encouraged to participate.

(Added by Ord. 429-88, App. 9/16/88)

SEC. 16.93-2. - SELECTION OF AGENCIES ELIGIBLE TO PARTICIPATE IN THE ANNUAL JOINT FUNDRAISING DRIVE.

Participation shall be limited to any Mayor's fund which is created to further social causes, those funds being the Mayor's Youth Fund, the Mayor's Homeless Fund, and the Mayor's Youth Employment Summer Program, and to all federated agencies that meet the following criteria, as determined by the Board of Supervisors:

- (a) An eligible charitable agency must be a federated agency representing 10 or more charitable organizations, of which at least 50 percent shall represent organizations located in the counties of San Francisco, San Mateo, Santa Clara, Alameda, Contra Costa, and Marin.
- (b) The federated agency or Mayor's fund must certify to the Board of Supervisors that the Federal Internal Revenue Service has determined that contributions to all of the represented charitable organizations or Mayor's funds are tax deductible.
- (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. Mayor's funds shall submit their most recent financial statement to the Board of Supervisors on an annual basis.
- (d) The federated agency must submit its most recent certified audit at the time of filing an application with the Board.
- (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 this Section.

(Added by Ord. 429-88, App. 9/16/88; amended by Ord. 244-97, App. 6/13/97)

SEC. 16.93-3. - DUTIES OF THE MAYOR, THE CONTROLLER AND THE DIRECTOR OF ADMINISTRATIVE SERVICES.

- (a) The Mayor shall designate the City's Annual Drive Chair. The Chair will be responsible for providing staff support for the Annual Drive that occurs during the Chair's tenure.
- (b) The Controller of the City and County of San Francisco shall provide the technical support necessary for the collection and donor designation process.
- (c) The Director of Administrative Services of the City and County of San Francisco shall review all applications to participate in the Annual Drives of the City and recommend to the Board of Supervisors whether applicants qualify to participate in the Annual Drive.

(Added by Ord. 429-88, App. 9/16/88; amended by Ord. 195-89, App. 6/5/89; Ord. 287-96, App. 7/12/96)

SEC. 16.93-4. - SCHEDULE OF THE ANNUAL DRIVE.

- (a) By March 1st of each year agencies that wish to participate in the upcoming Annual Drive shall submit their applications to participate with the Board of Supervisors. Provided that only for the 2002 Annual Drive, any Mayor's fund that wishes to participate in the 2002 Annual Drive shall submit their request to participate with the

Board of Supervisors by April 15, 2002. By March 1st the Mayor shall designate the Chair for the upcoming Annual Drive.

(b)

By March 1st of each year the Chair of the preceding Annual Drive shall report to the Mayor and the Board of Supervisors on the success of the concluded Annual Drive including the level of employee designations to each federated agency.

(c)

By May 1st of each year, the Board of Supervisors, by resolution, shall designate those agencies that qualify to participate in the City's Annual Drive for that year. Provided that only for the 2002 Annual Drive, the Board of Supervisors, by resolution, shall designate June 1, 2002, those agencies that qualify to participate in the City's Annual Drive for that year.

(Added by Ord. 429-88, App. 9/16/88; amended by Ord. 129-89, App. 4/26/89; Ord. 134-92, App. 5/21/92; Ord. 151-95, App. 5/5/95; Ord. 244-97, App. 6/13/97; Ord. 76-00, File No. 000479, App. 4/28/2000; Ord. 146-00, File No. 000630, App. 6/30/2000; Ord. 70-02, File No. 020551, App. 5/10/2002)

SEC. 16.93-5. - OBLIGATIONS OF PARTICIPATING AGENCIES.

All participating agencies shall have the following obligations and responsibilities:

(a)

All participating agencies will jointly prepare and print all Annual Drive materials, including directories and payroll deduction forms and other related documents, with a Bay Area printer that pays prevailing wages, and will provide adequate numbers of such materials as determined by the agencies. The Chair of the Annual Drive and the Controller will work with the participating agencies in the design of these materials, the design to be approved no later than August 1st. The Chair of the Annual Drive shall schedule the distribution of materials and associated promotional activities such that all employee payroll deduction authorizations are provided to the Controller no later than December 1st.

(b)

All participating agencies and the City and County shall jointly execute a Memorandum of Agreement concerning the payment of actual costs of the Annual Drive materials, and including any additional terms and conditions the Mayor or his or her designee determines, after consultation with the City Attorney, are in the best interest of the City. The memorandum shall also designate which of the participating agencies shall serve as the coordinating agency.

(c)

All warrants issued for Annual Drive payroll deductions shall be issued by the City and County to each participating agency based upon the percentage of cash, checks and pledges designated for each participating agency at the conclusion of the solicitation period of the Annual Drive. The distribution percentage shall be provided to the Controller by the coordinating agency. Distribution of funds to the participating agencies by the Controller of the City and County shall occur within five working days after each regular employee payday.

(d)

Employee payroll deductions to a given federated agency shall not be made for less than \$1.00 per pay period, and the authorization for any deduction shall be for 12 months. The sum of an employee's authorizations shall be withheld as a single Annual Drive deduction in the Controller's payroll system.

(e)

Payroll deduction privileges shall be reviewed annually to determine if all agencies accorded deduction privileges continue to meet the above criteria.

(f)

The City and County of San Francisco, after each pay period, shall charge a processing fee of six cents per employee who had an Annual Drive deduction in the payroll period to reimburse the City and County for the expenses incurred in processing payroll deductions as a part of the Annual Drive. The processing fee will be netted out of the warrant issued to the participating agencies following each payroll period. The Controller may change the processing fee each fiscal year in conformance with Section 16.92 of this Code.

(Added by Ord. 429-88, App. 9/16/88; amended by Ord. 146-00, File No. 000630, App. 6/30/2000; Ord. 70-05, File No. 050348, App. 4/15/2005)

GLOBAL IMPACT
2014 San Francisco City and County Annual Joint Fundraising Drive
Participating Member Charities

Global Impact	International Orthodox Christian Charities
Accion International	International Relief & Development
African Medical and Research Foundation (AMREF)	International Relief Teams
Africare	International Rescue Committee
Albert B. Sabin Vaccine Institute	International Youth Foundation
American Himalayan Foundation	Kickstart International
American Jewish World Service	Lutheran World Relief
American Near East Refugee Aid (ANERA)	Mercy Corps
American Refugee Committee	Millennium Promise
American Society of Hematology	Operation Smile
AmeriCares	Opportunity International
Ashoka	Oxfam America
Bill, Hilary, & Chelsea Clinton Foundation	Pact
CARE	Partners In Health
ChildFund International	PATH
Children International	Plan USA
Church World Service	Project HOPE
Counterpart International	Rotary Foundation of Rotary International
Doctors Without Borders/Medécins Sans Frontières USA	Salvation Army World Service Office (SAWSO)
ECHO	Save the Children
EngenderHealth	Sightlife
Episcopal Relief & Development	Somaly Mam Foundation
FINCA International	SOS Children's Villages- USA
Freedom from Hunger	TechnoServe
Handicap International	UNICEF, U.S. Fund for
Health Volunteers Overseas	Unitarian Universalist Service Committee
Heifer International	United Methodist Committee on Relief
Helen Keller International	United Seamen's Service
International Center for Research on Women	Water for People
International Eye Foundation	Women for Women International
International Medical Corps	World Relief
	World Renew

Global Impact
San Francisco Bay Area Members
2014 City and County of San Francisco Listing

Global Impact

Post Office Box 10081
Oakland, CA 94610
510-332-4179
James Hill, Regional Representative

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

American Himalayan Foundation

909 Montgomery Street
Suite 400
San Francisco, California 94133
415-288-7245
415-434-3130 FAX
Dan Gaff

American Jewish World Service

Renaissance Entrepreneurship Center
131 Stewart Street, Suite 200
San Francisco, CA 94105
415-541-8580
Sharon Miller

American Near East Refugee Aid (ANERA)

972 Mission Street
San Francisco, CA 94103
Mr. Kamel Ayoub, Director

American Refugee Committee

575 Cresta Vista
Portola Valley, CA 94028
650-854-1974
Holly Myers, Vice President

Ashoka – Silicon Valley

Darlene Damm
551 Ortega Avenue #9
Mountain View, CA 94040
ddamm@ashoka.org
(202) 210-8624

CARE

369 Pine Street, Suite 700
San Francisco, CA 94104
Phone: (415) 781-1585
Fax: (415) 781-7204
Amy Kakiza, Regional Director

Church World Service

2330 Durrant Ave
Berkeley, CA 94704
408-243-8707
Craig Leventon

**Doctors Without Borders/Medécins Sans
Frontières USA**

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

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

Heifer International

Connie George
531 29th Street
Suite 245
San Francisco California 94131
(415) 648-4668
connie.george@heifer.org

Helen Keller International

945 Green Street
San Francisco, CA 94133
Mr. Bruce E. Spivey, M.D., M.S., M.ED,
International Council of Ophthalmology

International Orthodox Christian Charities

Charities Metropolitan Committee
2754 Larkey Lane
Walnut Creek, CA 94596
707-654-1019
Steve Kreta

International Relief and Development

Harold Cranston- Advisory Council
141 11th Avenue
San Francisco, CA 94118
(415) 699-5947
hdcranston@aol.com

International Relief Teams

397 Arlington Street
San Francisco, CA 94131
415-584-9376
John Brown, M.D.

International Rescue Committee

1370 Mission Street, 4th floor
San Francisco, CA 94103
415-863-3777
415-863-9264 FAX
Don Climent, Director

KickStart International

c/o Sandbox Suites
567 Sutter St, 3rd floor
San Francisco, CA 94102
David Estrada

Opportunity International

1824 Constitution Court
San Jose, CA 95124

408-266-6481

Michelle Ruby

PATH

The Health Technology Center
524 Second Street, 2nd Floor
San Francisco, CA 94107-1427
Molly Joel Coye, MD, MPH

Rotary Foundation of Rotary International

The Rotary Club of San Francisco
C/o Merrill Lynch
600 California Street, 8th Floor
San Francisco, CA 94108
415-955-3780
Howard R. Waits, Club President

Salvation Army World Service Office (SAWSO)

832 Folsom Street
San Francisco, CA 94107
415-553-3500
Lt. Colonel Richard Love

Save the Children

432 Sequoia
Redwood City, CA 94601
650-369-0580
Michael Stoll

Sightlife

150 North Hill Dr, Ste 23
Brisbane, CA 94005
415-330-0900
california@sightlife.org

United Seamen's Service

4001 Seventh Street
Pier 40, Oakland, CA 44607
510-444-7885
510-839-8193
Bob Middleton, Director

United Unitarian Universalist Service Committee

First UU Society of San Francisco
8 Parsons Street
San Francisco, CA 94118
415-386-7216
Ms. Linda Harris

Water For People

Vicky Bhogal

Brown & Caldwell

201 N. Civic Drive, Suite 115

Walnut Creek, CA 94596

(925) 210-2226

vbhogal@waterforpeople.org

William Clinton Foundation

Alliance for a Healthier Generation- Healthy School Programs

A.P. Giannini Middle School

3151 Ortega St.

San Francisco, CA 94122

415-759-2770

World Relief

San Jose Regional Office

218 Kirk Ave

San Jose, CA 95127

Mai Pham

408-729-3786

Global Impact Federation
2014 San Francisco City & 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. <http://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. <http://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. <http://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.
<http://www.africare.org/>

Albert B. Sabin Vaccine Institute 202-842-5025

We are dedicated to reducing needless human suffering from vaccine preventable and neglected tropical diseases through advocacy, resource mobilization, research and vaccine development.
www.sabin.org

American Himalayan 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. <http://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. <http://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. <http://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. <http://www.arcrelief.org/>

American Society of Hematology 202-776-0544

The American Society of Hematology is dedicated to curing blood diseases worldwide by enabling doctors in developing countries to address local hematology issues such as sickle cell disease and pediatric and adult leukemia. <http://www.hematology.org/Foundation/What-We-Support/9179.aspx#global>

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. <http://www.americares.org/>

Ashoka 703-527-8300

Ashoka catalyzes the world's leading social entrepreneurs- men and women with system changing solutions- to ignite a generation of changemakers to help sustain and support large scale social change. <http://www.ashoka.org/>

Bill, Hillary, & Chelsea Clinton Foundation 646-775-9179

We convene businesses, governments, NGOs, and individuals to improve global health and wellness, increase opportunity for women and girls, reduce childhood obesity, create economic opportunity and growth, and help communities address the effects of climate. <http://www.clintonfoundation.org/>

CARE 800-422-7385

Fights root causes of poverty in 84 countries; special focus on empowering poor women to lift themselves, their families and communities out of poverty. <http://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. <http://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. <http://www.children.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. <http://www.churchworldservice.org/>

Counterpart International 571-447-5700

Working in partnership to empower people, communities and institutions to drive and sustain their own development. <http://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.

<http://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. <http://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. <http://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.

<http://www.episcopalrelief.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. <http://www.finca.org/>

Freedom From Hunger 800-708-6200

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.

<http://www.freedomfromhunger.org/>

Handicap International (301) 891-2138

Co-winner of the Nobel Peace Prize, we support people with disabilities and other vulnerable groups in situations of poverty, exclusion, conflict and disaster. <http://www.handicap-international.us/>

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. <http://www.hvousa.org/>

Heifer International 855-948-6437

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.

<http://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. <http://www.hki.org/>

International Center for Research on Women (ICRW) 202-797-0007

Create a brighter, more equitable future for women and girls. ICRW empowers women, advances gender equality and fights poverty through research, capacity building and advocacy. <http://www.icrw.org/>

International Eye Foundation 240-290-0263

A global leader in sustainability programming changing how eye care is delivered in the developing world through training, technical assistance, and investments in capacity building. <http://www.iefusa.org/>

International Medical Corps 800-481-4462

Global humanitarian organization saving lives and building self-reliance by providing vital medical care; training healthcare providers; rebuilding clinics; and improving water & sanitation. <http://www.internationalmedicalcorps.org/>

International Orthodox Christian Charities 877-803-4622

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. <http://www.iocc.org/>

International Relief & Development 703-248-0161

Working to reduce the suffering of the world's most vulnerable groups and provide the tools and resources needed to increase their self-sufficiency. www.ird.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. <http://www.irteams.org/>

International Rescue Committee 855-973-7283

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. <http://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. <http://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. <http://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. <http://www.lwr.org/>

Mercy Corps 888-747-7440

Providing lifesaving aid worldwide following a disaster or conflict, and helping local populations design and implement sustainable programs to promote health and economic development. <http://www.mercycorps.org/>

Millennium Promise 212-870-2490

Our mission is to provide the operational platform and resource mobilization for the Millennium Villages Project, which empowers communities to lift themselves out of extreme poverty <http://www.millenniumpromise.org/>

Operation Smile 888-677-6453

Provide free surgery for children with clefts worldwide, and train local doctors to build medical capacity and increase access to safe surgery for vulnerable populations. <http://www.operationsmile.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. <http://www.opportunity.org/>

Oxfam America 800-776-9326

Oxfam America is a global organization working to right the wrong of poverty. <http://www.oxfamamerica.org/>

Pact, Inc. (202) 466-5666

Pact enables systemic solutions that allow those who are poor and marginalized to earn a dignified living, be healthy, and take part in the benefits that nature provides. Pact accomplishes this by strengthening local capacity, forging effective governan <http://pactworld.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. <http://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. <http://www.path.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. <http://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. <http://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. <http://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. <http://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. <http://www.savethechildren.org/>

SightLife 800-847-5786

Our mission is to be a leader and partner to eliminate corneal blindness worldwide. <http://www.sightlife.org/>

Somaly Mam Foundation 347.766.2595 (SOMALY5)

a nonprofit organization committed to ending modern slavery and empowering its survivors as part of the solution. <http://www.somaly.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. <http://www.sos-usa.org/>

TechnoServe 800-999-6757

We work with enterprising people in the developing world to build competitive farms, businesses and industries. <http://www.technoserve.org/>

Unitarian Universalist Service Committee 800-388-3920

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.

<http://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. <http://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, US government military and civilian personnel and other persons engaged in the international maritime industry. <http://www.unitedseamensservice.org/>

United States Fund for UNICEF 800-367-5437

We believe in a world where ZERO children die from causes we can prevent. Join us, and we can get there. <http://www.unicefusa.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.

<http://www.waterforpeople.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.

<http://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. <http://www.worldrelief.org/>

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. <http://www.worldrenew.net/>

**Internal Revenue Service
Director, Exempt Organizations
Rulings and Agreements**

Date: MAR 12 2007

Global Impact
66 Canal Center Square, Ste 310
Alexandria, VA 22314

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

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 2012, or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

2012

Department of the Treasury Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

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.

1a Form 990 check here [X] b Total revenue, if any (Form 990, Part VIII, column (A), line 12) 1b 99609283
2a Form 990-EZ check here [] b Total revenue, if any (Form 990-EZ, line 9) 2b
3a Form 1120-POL check here [] b Total tax (Form 1120-POL, line 22) 3b
4a Form 990-PF check here [] b Tax based on investment income (Form 990-PF, Part VI, line 5) 4b
5a Form 8868 check here [] 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.

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 2012 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete.

Sign Here: Signature of officer, Date: 2/12/2014, Title: SECRETARY/TREASURER

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.

ERO's Use Only: ERO's signature: [Signature], Date: 2/12/2014, Check if also paid preparer [X], ERO's SSN or PTIN: P00022361, Firm's name: BDO USA, LLP, address: 7101 WISCONSIN AVE., SUITE 800, BETHESDA, MD 20814-4827, EIN: 13-5381590, Phone no.: (301) 654-4900

Under penalties of perjury, I declare that I have examined the 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 is 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 if self-employed, 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)

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning JUL 1, 2012 **and ending** JUN 30, 2013

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 GLOBAL IMPACT		D Employer identification number 52-1273585
	Doing Business As		E Telephone number 703-717-5200
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 100,197,302.
	66 CANAL CENTER PLAZA	310	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)
City, town, or post office, state, and ZIP code ALEXANDRIA, VA 22314		H(c) Group exemption number	
F Name and address of principal officer: SCOTT JACKSON SAME AS C ABOVE			
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			
J Website: WWW.CHARITY.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: 1981
			M State of legal domicile: DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: ASSURING HELP FOR THE WORLD'S MOST VULNERABLE PEOPLE.		
	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	17
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	16
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	75
	6 Total number of volunteers (estimate if necessary)	6	16
	7 a 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	Current Year
	9 Program service revenue (Part VIII, line 2g)	100,508,279.	98,081,574.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	596,234.	1,489,327.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	24,045.	38,382.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0.	0.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	101,128,558.	99,609,283.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	87,277,768.	85,790,069.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	6,531,636.	7,312,386.
	b Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	453,617.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,650,020.	6,336,090.
19 Revenue less expenses. Subtract line 18 from line 12	100,459,424.	99,438,545.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	669,134.	170,738.
	21 Total liabilities (Part X, line 26)	Beginning of Current Year	End of Year
	22 Net assets or fund balances. Subtract line 21 from line 20	21,524,752.	19,809,362.
		16,057,002.	14,140,425.
		5,467,750.	5,668,937.

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			
	JAMES B. KANUCH, CPA, SECRETARY/TREASURER Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name JOYCE M. UNDERWOOD	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00022361
	Firm's name BDO USA, LLP	Firm's EIN 13-5381590	Phone no. (301) 654-4900		
	Firm's address 7101 WISCONSIN AVE., SUITE 800 BETHESDA, MD 20814-4827				

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:

GLOBAL IMPACT RAISES FUNDS TO MEET CRITICAL HUMANITARIAN NEEDS AROUND THE WORLD. THE ORGANIZATION PROVIDES FUNDING TO MORE THAN 80 OF THE MOST RESPECTED U.S.-BASED INTERNATIONAL CHARITIES, INCLUDING CARE, (CONTINUED ON 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 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 \$ 84,218,609. including grants of \$ 75,969,652.) (Revenue \$) CAMPAIGN SOLUTIONS. (SEE SCHEDULE O FOR CONTINUATION.)

4b (Code:) (Expenses \$ 9,881,690. including grants of \$ 9,820,417.) (Revenue \$ 421,025.) PROGRAM SUPPORT SERVICES. (SEE SCHEDULE O FOR CONTINUATION.)

4c (Code:) (Expenses \$ 962,306. including grants of \$) (Revenue \$ 1,068,302.) PARTNER SOLUTIONS. (SEE SCHEDULE O FOR CONTINUATION.)

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

4e Total program service expenses 95,062,605.

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>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2 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>	3	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>	4 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>	5	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>	6 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>	7	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>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; 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>	9	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>	10	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>	11a 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>	11b	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>	11c	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>	11d	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>	11e 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>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a 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 and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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>	14b 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>	15 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>	16	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>	17	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>	18	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>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

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, highest 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, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b If "Yes" to line 35a, 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 11b 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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding Form 1096, Form W-2G, Form W-3, and various IRS forms.

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 questions about voting members, family relationships, management delegation, significant changes, asset diversions, members, and governance decisions.

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 questions about local chapters, written policies, Form 990 distribution, conflict of interest policies, whistleblower policies, document retention, compensation review, joint ventures, and participation in joint ventures.

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. Indicate how you made these available. Check all that apply.
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

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 (list any hours for related organizations below line)	(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) STEVE POLO BOARD CHAIRMAN	1.00	X		X				0.	0.	0.
(2) NANCY KELLY BOARD VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(3) JAMES KANUCH, CPA BOARD SECRETARY/TREASURER	1.00	X		X				0.	0.	0.
(4) TIMOTHY BLOECHL BOARD MEMBER	1.00	X						0.	0.	0.
(5) JOSEPH CRUPI BOARD MEMBER	2.00	X						0.	0.	0.
(6) KENNETH FLEISHMAN BOARD MEMBER	1.00	X						0.	0.	0.
(7) MOUHAMED DJALO BOARD MEMBER	1.00	X						0.	0.	0.
(8) PETER GRANT BOARD MEMBER	2.00	X						0.	0.	0.
(9) STAN HARRELL BOARD MEMBER	1.00	X						0.	0.	0.
(10) KAREN JOHNSON BOARD MEMBER	1.00	X						0.	0.	0.
(11) MARYON DAVIES LEWIS BOARD MEMBER	1.00	X						0.	0.	0.
(12) DARIUS MANS, PHD. BOARD MEMBER	1.00	X						0.	0.	0.
(13) RABIH TORBAY BOARD MEMBER	1.00	X						0.	0.	0.
(14) SUZANNE TURNER BOARD MEMBER	1.00	X						0.	0.	0.
(15) MAURICIO VIVERO BOARD MEMBER	1.00	X						0.	0.	0.
(16) CAPTAIN EDWARD ZELLEM BOARD MEMBER	1.00	X						0.	0.	0.
(17) RENEE ACOSTA FORMER PRESIDENT	39.00	X		X				467,921.	0.	31,168.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(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) SCOTT JACKSON PRESIDENT AND CEO	40.00	X		X				314,733.	0.	40,818.
(19) STANLEY BERMAN CHIEF FINANCIAL OFFICER	40.00				X			214,465.	0.	35,075.
(20) MARK OLIPHANT CHIEF INFORMATION/OPERATING OFFICER	40.00				X			186,375.	0.	35,081.
(21) TERESA CONNOR VP FOR PARTNERSHIPS	40.00					X		151,090.	0.	28,056.
(22) MARK MILLIGAN CONTROLLER	40.00					X		121,661.	0.	18,480.
(23) VICTORIA ADAMS EXECUTIVE DIRECTOR, CFC-OVERSEAS	40.00					X		115,212.	0.	18,059.
(24) JAMES FRANCAVILLA FORMER DEPUTY DIRECTOR, CFCNCA	40.00					X		111,358.	0.	22,249.
(25) JOHN LAZAR FORMER EXECUTIVE DIRECTOR, CFCNCA	40.00					X		109,690.	0.	13,529.
1b Sub-total								1,792,505.	0.	242,515.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,792,505.	0.	242,515.

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 **16**

	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	236,417.
MCARDLE PRINTING COMPANY, 800 COMMERCE DRIVE, UPPER MARLBORO, MD 20774	PRINTING	224,876.
SCHANER & LUBITZ, PLLC 6931 ARLINGTON ROAD, BETHESDA, MD 20814	LEGAL	209,314.
RACKSPACE MANAGED HOSTING P.O. BOX 730759, DALLAS, TX 75373	INTERNET HOSTING/SERVER MAINTENANCE	150,919.
ARMED FORCES COMMUNICATIONS 10 ABEEL ROAD, CRANBURY, NJ 08512	ADVERTISING	147,344.

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 **8**

Part VIII Statement of Revenue

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

		(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 87,970,166.				
	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 10,111,408.				
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f		98,081,574.			
Program Service Revenue	2 a ADVISORY SERVICES	Business Code 900099	563,768.	563,768.		
	b PROGRAM GRANTS AND REL	900099	504,534.	504,534.		
	c MEMBER REGISTRATION	900099	274,841.	274,841.		
	d COOPERATIVE ADVERTISIN	900099	146,184.	146,184.		
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		1,489,327.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		22,078.		22,078.	
	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	604,323.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	588,019.			
		c Gain or (loss)	16,304.			
	d Net gain or (loss)		16,304.		16,304.	
	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						
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					
	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					
	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.		99,609,283.	1,489,327.	0.	38,382.	

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).

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	85,519,025.	85,519,025.		
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	271,044.	271,044.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,588,808.	641,284.	837,448.	110,076.
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	4,305,542.	2,861,624.	1,298,483.	145,435.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	325,695.	196,842.	112,496.	16,357.
9 Other employee benefits	759,941.	506,230.	239,232.	14,479.
10 Payroll taxes	332,400.	199,559.	118,894.	13,947.
11 Fees for services (non-employees):				
a Management	1,134,863.	897,266.	169,236.	68,361.
b Legal	180,000.		174,500.	5,500.
c Accounting	111,426.	56,500.	54,926.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	8,171.		8,171.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	390,290.	390,290.		
12 Advertising and promotion	1,355,060.	1,314,253.	40,807.	
13 Office expenses	829,187.	697,737.	111,247.	20,203.
14 Information technology	273,350.	137,924.	135,426.	
15 Royalties				
16 Occupancy	958,683.	840,304.	106,370.	12,009.
17 Travel	405,106.	291,286.	73,134.	40,686.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	206,748.	180,584.	19,600.	6,564.
20 Interest	60,853.	60,853.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	376,479.		376,479.	
23 Insurance	45,874.		45,874.	
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	99,438,545.	95,062,605.	3,922,323.	453,617.
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

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

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	200.	1	200.
	2	Savings and temporary cash investments	5,974,738.	2	4,798,762.
	3	Pledges and grants receivable, net	12,065,483.	3	12,288,147.
	4	Accounts receivable, net	133,550.	4	277,859.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other 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 instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	149,934.	9	160,027.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,577,222.		
	b	Less: accumulated depreciation	10b 863,933.		
			1,066,050.	10c	713,289.
	11	Investments - publicly traded securities	765,877.	11	799,470.
	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	1,368,920.	15	771,608.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	21,524,752.	16	19,809,362.	
Liabilities	17	Accounts payable and accrued expenses	1,448,933.	17	604,763.
	18	Grants payable		18	
	19	Deferred revenue	24,274.	19	17,028.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other 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	651,119.	23	673,601.
	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	13,932,676.	25	12,845,033.
	26	Total liabilities. Add lines 17 through 25	16,057,002.	26	14,140,425.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	5,430,627.	27	5,668,937.
	28	Temporarily restricted net assets	37,123.	28	0.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), 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	5,467,750.	33	5,668,937.	
34	Total liabilities and net assets/fund balances	21,524,752.	34	19,809,362.	

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	99,609,283.
2	Total expenses (must equal Part IX, column (A), line 25)	2	99,438,545.
3	Revenue less expenses. Subtract line 2 from line 1	3	170,738.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,467,750.
5	Net unrealized gains (losses) on investments	5	30,449.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	5,668,937.

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
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2b	Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited 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			
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?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
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		

Form 990 (2012)

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

2012

Open to Public Inspection

Name of the organization **GLOBAL IMPACT** Employer identification number **52-1273585**

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 - Non-functionally integrated
- 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 monetary 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) 2012

232021 12-04-12

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	127,427,953.	104,868,838.	102,042,793.	100,508,279.	98,081,574.	532,929,437.
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	127,427,953.	104,868,838.	102,042,793.	100,508,279.	98,081,574.	532,929,437.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						532,929,437.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	127,427,953.	104,868,838.	102,042,793.	100,508,279.	98,081,574.	532,929,437.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	67,175.	22,229.	36,094.	24,045.	22,078.	171,621.
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						533,101,058.
12 Gross receipts from related activities, etc. (see instructions)					12	3,717,985.
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 2012 (line 6, column (f) divided by line 11, column (f))	14	99.97	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	99.68	%
16a 33 1/3% support test - 2012. 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 - 2011. 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 - 2012. 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 - 2011. 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. 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 - 2011. 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

2012

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) (2012)

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/>	\$ 61,616,748.	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/>	\$ 13,646,352.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<hr/> <hr/> <hr/>	\$ 2,023,000.	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/> <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/> <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/> <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/> <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
---	--

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

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2012

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

Open to Public Inspection

▶ **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 GLOBAL IMPACT	Employer identification number 52-1273585
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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) 2012

LHA

232041
01-07-13

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.													
1b	Total lobbying expenditures to influence a legislative body (direct lobbying)	0.													
1c	Total lobbying expenditures (add lines 1a and 1b)	0.													
1d	Other exempt purpose expenditures	99,430,374.													
1e	Total exempt purpose expenditures (add lines 1c and 1d)	99,430,374.													
1f	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) 2009	(b) 2010	(c) 2011	(d) 2012	(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) 2012

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?	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 (affiliated group list); Part II-A, line 2; 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

2012

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.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	9	
2 Aggregate contributions to (during year)	9,775,193.	
3 Aggregate grants from (during year)	9,775,193.	
4 Aggregate value at end of year	697,547.	
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 checked="" 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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- Preservation of land for public use (e.g., recreation or 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 XIII, 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 XIII, 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 XIII.

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 XIII 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 XIII. Check here if the explanation has been provided in Part XIII

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 XIII 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.	58,309.	258.
d Equipment		428,185.	352,726.	75,459.
e Other		1,090,470.	452,898.	637,572.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				713,289.

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)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

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	12,110,639.
(3) DONOR ADVISED FUNDS PAYABLE	697,547.
(4) OTHER DISTRIBUTIONS PAYABLE	36,847.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	12,845,033.

2. FIN 48 (ASC 740) Footnote. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII

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

1	Total revenue, gains, and other support per audited financial statements	1	17,482,011.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	30,449.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	30,449.
3	Subtract line 2e from line 1	3	17,451,562.
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	8,171.
b	Other (Describe in Part XIII.)	4b	82,149,550.
c	Add lines 4a and 4b	4c	82,157,721.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	99,609,283.

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

1	Total expenses and losses per audited financial statements	1	17,280,824.
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 XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	17,280,824.
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	8,171.
b	Other (Describe in Part XIII.)	4b	82,149,550.
c	Add lines 4a and 4b	4c	82,157,721.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	99,438,545.

Part XIII 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, lines 2d and 4b; and Part XII, 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, 2013 AND 2012, 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 2010 FORWARD.

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

PART XI, LINE 4B - OTHER ADJUSTMENTS:

CFCNCA OVERALL CONTRIBUTION - \$56,012,164

CFC-O OVERALL CONTRIBUTION - \$11,131,859

RECLASS NET DISTRIBUTIONS TO MEMBER CHARITIES TO EXPENSE -

\$15,005,527

PART XII, LINE 4B - OTHER ADJUSTMENTS:

CFCNCA DISTRIBUTION EXPENSE - \$51,447,693

CFCNCA EXPENSES - \$4,564,471

CFC-O DISTRIBUTION EXPENSE - \$9,462,891

CFC-O EXPENSES - \$1,668,968

GLOBAL IMPACT DISTRIBUTIONS TO MEMBER CHARITIES -

\$15,005,527

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. 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	18,046.	CHECK	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	GENERAL SUPPORT	53,597.	CHECK	0.		
		NORTH AMERICA	GENERAL SUPPORT	9,250.	CHECK	0.		
		NORTH AMERICA	GENERAL SUPPORT	9,000.	CHECK	0.		
		NORTH AMERICA	GENERAL SUPPORT	6,250.	CHECK	0.		
		NORTH AMERICA	GENERAL SUPPORT	6,250.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	8,500.	CHECK	0.		
		NORTH AMERICA	GENERAL SUPPORT	6,750.	CHECK	0.		

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 29

3 Enter total number of other organizations or entities 0

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

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)
		NORTH AMERICA	GENERAL SUPPORT	6,000.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	5,250.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	7,250.	CHECK	0.		
		SOUTH AMERICA	GENERAL SUPPORT	5,500.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	10,500.	CHECK	0.		
		SOUTH AMERICA	GENERAL SUPPORT	5,250.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	11,500.	CHECK	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	GENERAL SUPPORT	5,170.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	7,200.	CHECK	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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)
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	5,500.	CHECK	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	GENERAL SUPPORT	12,002.	CHECK	0.		
		SOUTH AMERICA	GENERAL SUPPORT	5,250.	CHECK	0.		
		SOUTH AMERICA	GENERAL SUPPORT	9,250.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	7,500.	CHECK	0.		
		NORTH AMERICA	GENERAL SUPPORT	8,500.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	5,030.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	9,250.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	5,750.	CHECK	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

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)
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	6,500.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	8,750.	CHECK	0.		
		NORTH AMERICA	GENERAL SUPPORT	6,500.	CHECK	0.		

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) 2012

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 A 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

2012

**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. 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
ACCION INTERNATIONAL 56 ROLAND STREET SUITE 300 BOSTON, MA 02129	132535763	501(C)(3)	37,775.	0.			GENERAL SUPPORT
AFRICAN MEDICAL AND RESEARCH FOUNDATION (AMREF) - 4 WEST 43RD STREET 2ND FLOOR - NEW YORK, NY 10036	131867411	501(C)(3)	65,725.	0.			GENERAL SUPPORT
AFRICARE 440 R STREET NW WASHINGTON, DC 20001	237116952	501(C)(3)	148,608.	0.			GENERAL SUPPORT
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET NEW YORK, NY 10018	222584370	501(C)(3)	79,049.	0.			GENERAL SUPPORT
AMERICAN NEAR EAST REFUGEE AID (ANERA) - 1522 K STREET, NW SUITE 600 - WASHINGTON, DC 20005	520882226	501(C)(3)	49,894.	0.			GENERAL SUPPORT
AMERICAN REFUGEE COMMITTEE 430 OAK GROVE STREET SUITE 204 MINNEAPOLIS, MN 55403	363241033	501(C)(3)	43,676.	0.			GENERAL SUPPORT

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 759.
- 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) (2012)

Form 990 6/30/2013

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 87 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.

**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

2012

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. 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
ACCION INTERNATIONAL 56 ROLAND STREET SUITE 300 BOSTON, MA 02129	132535763	501(C)(3)	37,775.	0.			GENERAL SUPPORT
AFRICAN MEDICAL AND RESEARCH FOUNDATION (AMREF) - 4 WEST 43RD STREET 2ND FLOOR - NEW YORK, NY 10036	131867411	501(C)(3)	65,725.	0.			GENERAL SUPPORT
AFRICARE 440 R STREET NW WASHINGTON, DC 20001	237116952	501(C)(3)	148,608.	0.			GENERAL SUPPORT
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET NEW YORK, NY 10018	222584370	501(C)(3)	79,049.	0.			GENERAL SUPPORT
AMERICAN NEAR EAST REFUGEE AID (ANERA) - 1522 K STREET, NW SUITE 600 - WASHINGTON, DC 20005	520882226	501(C)(3)	49,894.	0.			GENERAL SUPPORT
AMERICAN REFUGEE COMMITTEE 430 OAK GROVE STREET SUITE 204 MINNEAPOLIS, MN 55403	363241033	501(C)(3)	43,676.	0.			GENERAL SUPPORT

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 759.
- 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) (2012)

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

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

SCHEDULE I, PART I, LINE 2: THE ORGANIZATION USES A COMBINATION OF AN
ANNUAL RECERTIFICATION PROCESS AND A THIRD PARTY VENDOR TO ENSURE
COMPLIANCE.

**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

2012

Open to Public Inspection

Name of the organization

GLOBAL IMPACT

Employer identification number

52-1273585

Part I Questions Regarding Compensation

	Yes	No
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"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <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	1b	
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?	2	
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, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations <input checked="" type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <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.	4a 4b 4c	 X X X
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.	5a 5b	 X X
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.	6a 6b	 X X
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	7	X
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	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

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 and Title		(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 FORMER PRESIDENT	(i)	308,509.	148,254.	11,158.	25,000.	6,168.	499,089.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) SCOTT JACKSON PRESIDENT AND CEO	(i)	272,150.	28,183.	14,400.	25,000.	15,818.	355,551.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) STANLEY BERMAN CHIEF FINANCIAL OFFICER	(i)	177,867.	18,398.	18,200.	22,140.	12,935.	249,540.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) MARK OLIPHANT CHIEF INFORMATION/OPERATING OFFICER	(i)	162,494.	15,000.	8,881.	19,263.	15,818.	221,456.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) TERESA CONNOR VP FOR PARTNERSHIPS	(i)	143,820.	6,250.	1,020.	15,226.	12,830.	179,146.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

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

2012

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:

(CONTINUED)

DOCTORS WITHOUT BORDERS, HEIFER INTERNATIONAL, SAVE THE CHILDREN, THE

UNITED STATES FUND FOR UNICEF AND WORLD VISION. THROUGH THESE

PARTNERSHIPS, GLOBAL IMPACT HELPS AN ESTIMATED 400 MILLION VULNERABLE

PEOPLE EACH YEAR BY SUPPORTING PROGRAMS FOCUSED ON WOMEN AND CHILDREN,

HEALTH AND NUTRITION, CLEAN WATER, FOOD SECURITY, DISASTER RELIEF,

ECONOMIC DEVELOPMENT, EDUCATION, AND ENVIRONMENTAL SUSTAINABILITY.

IN PARTNERSHIP WITH NEARLY 100 MAJOR CORPORATIONS AND MORE THAN 300

PUBLIC SECTOR ENTITIES, GLOBAL IMPACT CONNECTS DONORS WITH PEOPLE IN

NEED THROUGH INNOVATIVE PARTNERSHIPS AND EMPLOYEE GIVING PROGRAMS. IN

ADDITION, THE ORGANIZATION PROVIDES ADVISORY SERVICES AND SOLUTIONS TO

MEET THE UNIQUE GIVING NEEDS OF ORGANIZATIONS AND DONORS. GLOBAL

IMPACT SERVES AS THE SECRETARIAT OF THE GLOBAL HEALTH COUNCIL AND THE

HILTON HUMANITARIAN PRIZE LAUREATES COLLABORATIVE, AS WELL AS

ADMINISTRATOR FOR ONE OF THE WORLD'S LARGEST WORKPLACE GIVING

CAMPAIGNS, THE COMBINED FEDERAL CAMPAIGN-OVERSEAS.

SINCE 1956, GLOBAL IMPACT HAS GENERATED MORE THAN \$1.6 BILLION TO HELP

THE WORLD'S MOST VULNERABLE PEOPLE.

Name of the organization GLOBAL IMPACT	Employer identification number 52-1273585
---	--

FORM 990, PART III, LINE 4A:

DESCRIPTION OF PROGRAM SERVICE ACCOMPLISHMENTS (CONTINUED)

CAMPAIGN SOLUTIONS. GLOBAL IMPACT CREATES AND IMPLEMENTS A FULL SUITE

OF WORKPLACE FUNDRAISING CAMPAIGN SOLUTIONS THAT INCLUDES CAMPAIGN

DESIGN, THE OVERALL AND ONGOING MANAGEMENT OF A CAMPAIGN, AND ONGOING

REPRESENTATION WITH EMPLOYEES, DONORS AND INSTITUTIONS. DURING THIS

YEAR, GLOBAL IMPACT ADMINISTERED BOTH THE COMBINED FEDERAL CAMPAIGN OF

THE NATIONAL CAPITAL AREA AND THE COMBINED FEDERAL CAMPAIGN-OVERSEAS,

WHICH TOGETHER RAISED OVER \$75 MILLION IN GROSS PLEDGES. AS A

FUNDRAISING INTERMEDIARY FOR MORE THAN 60 YEARS, ON BEHALF OF ITS

ALLIANCE OF 80+ INTERNATIONALLY-FOCUSED CHARITIES, GLOBAL IMPACT

ENGAGED NEARLY 500 PUBLIC AND PRIVATE-SECTOR WORKPLACE GIVING

CAMPAIGNS, WHICH COLLECTIVELY RAISED OVER \$18 MILLION IN GROSS PLEDGES.

GLOBAL IMPACT ALSO PROVIDES IMPACT FUNDS, WHICH CURRENTLY ARE BUILT

AROUND SEVEN THEMATIC AREAS: DISASTER RELIEF, ECONOMIC DEVELOPMENT,

EDUCATION, ENVIRONMENTAL SUSTAINABILITY, FOOD AND WATER, HEALTH AND

NUTRITION, AND WOMEN AND GIRLS. THESE FUNDS ARE DESIGNED FOR THE DONOR

WHO IS CONCERNED ABOUT A PARTICULAR ISSUE, AND CAN BE PROVIDED AS A

GIVING OPTION WITHIN AN EXISTING WORKPLACE GIVING CAMPAIGN OR CAN BE

TAILORED TO THE SPECIFIC PHILANTHROPIC NEEDS OF A CORPORATION OR

PRIVATE OR COMMUNITY FOUNDATION. BY LEVERAGING A BROAD AND

LONG-STANDING NETWORK OF MEDIA ALLIANCES, GLOBAL IMPACT PROVIDE

CHARITIES A MEANS OF PARTICIPATING IN PRINT AND ELECTRONIC COOP

ADVERTISING CAMPAIGNS.

FORM 990, PART III, LINE 4B:

DESCRIPTION OF PROGRAM SERVICE ACCOMPLISHMENTS (CONTINUED)

232212
01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

15570212 755908 132569

127
2012.05030 GLOBAL IMPACT

132569_1

Name of the organization GLOBAL IMPACT	Employer identification number 52-1273585
---	--

PROGRAM SUPPORT SERVICES. FOR NEARLY 10 YEARS GLOBAL IMPACT HAS SERVED AS FIDUCIARY FOR DONOR ADVISED FUNDS ON BEHALF OF CORPORATE FOUNDATIONS AND FOR TEMPORARILY RESTRICTED CHARITABLE FUNDS CREATED FOR CORPORATIONS. THROUGH THESE EFFORTS, ABOUT \$10 MILLION WAS RAISED AND DISTRIBUTED TO CHARITIES DURING THE YEAR. THROUGH ITS WORK TO ANNUALLY RECERTIFY THE 80+ MEMBERS OF ITS CHARITY ALLIANCE, GLOBAL IMPACT USES ITS EXTENSIVE EXPERIENCE TO VET AND CERTIFY BOTH DOMESTIC AND INTERNATIONAL CHARITABLE ORGANIZATIONS. USING ITS PROPRIETARY MODEL, GLOBAL IMPACT HAS BUILT A SUCCESSFUL CHARITY VETTING, CERTIFICATION AND STATE REGISTRATION PRACTICE AREA THAT INCORPORATES IRS REQUIREMENTS, FINANCIAL ANALYSIS AND MONITORING. GLOBAL IMPACT AUGMENTS, LEVERAGES OR CREATES STAND-ALONE PRIVATE LABEL PLATFORM THAT CAN BE EASILY LAUNCHED WITH MINIMAL SETUP AND A SEAMLESS USER EXPERIENCE TO MEET PHILANTHROPIC NEEDS.

FORM 990, PART III, LINE 4C:

DESCRIPTION OF PROGRAM SERVICE ACCOMPLISHMENTS (CONTINUED)

PARTNER SOLUTIONS. BUILDING ON ITS 60 YEARS OF EXPERIENCE IN WORKPLACE FUNDRAISING, GLOBAL IMPACT PROVIDES COUNSEL TO CORPORATIONS ON THE FULL SCOPE OF STRATEGY DEVELOPMENT AROUND GLOBAL PHILANTHROPY AND CORPORATE SOCIAL RESPONSIBILITY (CSR), TO INCLUDE THE DEVELOPMENT OF ISSUES-ORIENTED GIVING FUNDS AND MATCHING GIFT PROGRAMS, DEVELOPING CSR MARKETING, VISIBILITY AND REPORTING STRATEGIES AND CSR BENCHMARKING. IT HELPS CORPORATIONS PARTNER WITH LIKE-MINDED ORGANIZATIONS AND TO IMPROVE THEIR EMPLOYEE ENGAGEMENTS STRATEGIES. ADDITIONALLY, WORKING WITH CHARITIES AND OTHER NGOS, GLOBAL IMPACT ASSISTS IN STRATEGIC PLANNING AND ORGANIZATIONAL DEVELOPMENT WITH A FOCUS IDENTIFYING

REVENUE SOURCES AND STRATEGIES, DEVELOPING BOARD AND DONOR ENGAGEMENT

232212
01-04-13

Name of the organization

GLOBAL IMPACT

Employer identification number

52-1273585

AND TRAINING AND BENCHMARKING FUNDRAISING PROGRAMS. AS NEEDED, GLOBAL

IMPACT PROVIDES SECRETARIAT LEVEL SUPPORT TO CHARITIES AND PROGRAMS, TO

INCLUDE AIDING EXISTING BOARDS OR PROGRAM MANAGERS WITH STRATEGIC

PLANNING AND ORGANIZATIONAL DEVELOPMENT SERVICES, DEVELOPING AND

IMPLEMENTING MEMBERSHIP AND FUNDRAISING PROGRAMS AND PROVIDING

ADMINISTRATIVE SUPPORT.

FORM 990, PART VI, SECTION B, LINE 11: FORM 990 IS REVIEWED BY THE AUDIT

COMMITTEE PRIOR TO A BOARD MEETING. THE FORM IS PRESENTED TO THE BOARD BY

THE AUDIT COMMITTEE CHAIR OR THE CFO. 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.

AN INDEPENDENT FIRM WAS CONTRACTED TO CONDUCT A COMPENSATION REVIEW AND TO

PRESENT COMPARABLE SALARIES FOR EACH POSITION. THE BOARD CHAIR AND

INDEPENDENT MEMBERS OF THE BOARD MAKE DECISIONS ON EXECUTIVE COMPENSATION.

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

232212
01-04-13

Name of the organization

GLOBAL IMPACT

Employer identification number

52-1273585

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 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.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization: GLOBAL IMPACT
Employer identification number: 52-1273585

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
GLOBAL REACH - 26-3265577 66 CANAL CENTER PLAZA, SUITE 310 ALEXANDRIA, VA 22314	CONNECTOR LINKING ORGANIZATIONS TO DELIVER MORE HELP TO PEOPLE.	DISTRICT OF COLUMBIA	501(C)(3)	170(B)(1)(A) (VI)	N/A	X	

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
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?		
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 Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)	X	
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

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-s)	(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 **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.

Type or print	Name of exempt organization or other filer, see instructions. GLOBAL IMPACT	Employer identification number (EIN) or 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)
	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) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 M. BERMAN, CPA, CGMA, CFO

- 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, 2014**, 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, 2012**, and ending **JUN 30, 2013**

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. 1-2013)



Global Impact

Financial Statements and Supplemental Material

Years Ended June 30, 2013 and 2012

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.



Global Impact

**Financial Statements
and Supplemental Material**
Years Ended June 30, 2013 and 2012



Global Impact

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Tel: 301-654-4900
Fax: 301-654-3567
www.bdo.com

7101 Wisconsin Avenue, Suite 800
Bethesda, MD 20814-4827

Independent Auditor's Report

opinion

To the Board of Directors

Global Impact

Alexandria, Virginia

Report on the Financial Statements

We have audited the accompanying financial statements of **Global Impact**, which comprise the statements of financial position as of June 30, 2013 and 2012, and the related statements of activities, changes in net assets, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.



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, 2013 and 2012, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

BDO USA, LLP

October 2, 2013

Financial Statements

Global Impact

Statements of Financial Position

<i>June 30,</i>	2013	2012
Assets		
Cash and cash equivalents	\$ 4,766,712	\$ 5,969,012
Pledges receivable (net of shrinkage for uncollectible pledges of \$809,968 and \$720,870, respectively)	12,288,147	12,065,483
Accounts receivable	277,859	133,550
Charitable lead trust receivable	-	43,351
Due from Combined Federal Campaigns	771,608	1,316,703
Due from Global Reach	-	8,866
Investments	831,720	771,803
Property and equipment, net	713,289	1,066,050
Other assets	160,027	149,934
Total assets	\$ 19,809,362	\$ 21,524,752
Liabilities and Net Assets		
Liabilities		
Lines-of-credit	\$ 673,601	\$ 651,119
Accounts payable	93,326	776,852
Accrued expenses	511,437	672,081
Campaign funds payable to member charities	12,110,639	13,095,369
Donor advised funds payable	697,547	792,855
Other distributions payable	36,847	44,452
Deferred rent	17,028	24,274
Total liabilities	14,140,425	16,057,002
Commitments and Contingencies		
Net Assets		
Unrestricted		
Available for general use	4,579,384	4,046,298
Microsoft gift fund	589,553	884,329
Opportunity fund	500,000	500,000
Total unrestricted net assets	5,668,937	5,430,627
Temporarily restricted	-	37,123
Total net assets	5,668,937	5,467,750
Total liabilities and net assets	\$ 19,809,362	\$ 21,524,752

See accompanying notes to financial statements.

Global Impact

Statements of Activities

Years ended June 30,	2013	2012
Amounts Raised in Campaigns (Net of campaign expense and shrinkage)		
Managed Combined Federal Campaigns		
National Capital Area	\$ 2,679,733	\$ 2,826,179
Overseas	283,462	314,442
Total Managed Combined Federal Campaigns	2,963,195	3,140,621
Non-managed Combined Federal Campaigns	3,645,547	3,953,796
State government employee	1,999,613	2,279,045
Private sector employee	3,365,328	3,496,614
Employee campaigns - indirect payments	3,436,880	2,797,015
Local government employee	672,182	626,061
Total Raised in Campaigns	16,082,745	16,293,152
Less: distributions to member charities	15,005,527	15,188,397
Public support designated to Global Impact	1,077,218	1,104,755
Revenue, gains and other support		
Donor advised funds	9,775,193	8,175,386
Administrative charges for raising funds on behalf of others	4,680,961	4,615,717
In-kind contributions	-	884,329
Contributions	43,024	51,756
Non-recurring giving for international relief and development	130,256	156,227
Cost share reimbursements	205,678	343,851
Investment return (loss)	60,212	(31,559)
Advisory services, program grants and related revenue	1,068,303	268,391
Program support services	421,025	362,843
Other revenue	20,141	4,229
Net assets released from time restriction	37,123	-
Total revenue, gains and other support	16,441,916	14,831,170
Total public support, revenue, gains and other support	17,519,134	15,935,925
Expenses		
Program Services		
Distribution to charities		
Donor advised funds	9,775,193	8,175,386
International relief and development	87,339	149,441
CFC campaigns	11,426	206,545
Accelerator fund grants	-	585,000
Global Reach	-	135,630
Total distributions to charities	9,873,958	9,252,002
Campaign Support		
General campaigns	1,970,294	2,407,095
Special programmatic services	962,306	190,541
Donor advised funds	106,497	42,753
Total campaign support	3,039,097	2,640,389
Total program services	12,913,055	11,892,391
Supporting Services		
Management and general	3,914,152	3,362,406
Fundraising	453,617	67,219
Total supporting services	4,367,769	3,429,625
Total expenses	17,280,824	15,322,016
Change in unrestricted net assets	238,310	613,909
Change in temporarily restricted net assets		
Change in value of split interest trust agreement	-	(1,744)
Less: net assets released from time restriction	(37,123)	-
Change in temporarily restricted net assets	(37,123)	(1,744)
Change in net assets	\$ 201,187	\$ 612,165

See accompanying notes to financial statements.

Global Impact

Statements of Changes in Net Assets

	Unrestricted				Temporarily Restricted	Total
	General Use	Microsoft Gift Fund	Opportunity Fund	Total		
Net assets, June 30, 2011	\$ 4,316,718	\$ -	\$ 500,000	\$ 4,816,718	\$ 38,867	\$ 4,855,585
Change in net assets	613,909	-	-	613,909	(1,744)	612,165
Transfers	(884,329)	884,329	-	-	-	-
Net assets, June 30, 2012	4,046,298	884,329	500,000	5,430,627	37,123	5,467,750
Change in net assets	238,310	-	-	238,310	(37,123)	201,187
Transfers	294,776	(294,776)	-	-	-	-
Net assets, June 30, 2013	\$ 4,579,384	\$ 589,553	\$ 500,000	\$ 5,668,937	\$ -	\$ 5,668,937

See accompanying notes to financial statements.

Global Impact

Statements of Cash Flows

Years ended June 30,	2013	2012
Cash flows from operating activities		
Change in net assets	\$ 201,187	\$ 612,165
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Net unrealized (gains) losses on investments	(38,582)	55,224
Change in value of beneficial interest in charitable lead trust	-	1,744
Depreciation and amortization	376,479	103,769
In-kind contributions	-	(884,329)
(Increase) decrease in assets		
Pledges receivable	(222,664)	625,931
Accounts receivable	(144,309)	(42,552)
Charitable lead trust receivable	43,351	-
Due from Combined Federal Campaigns	545,095	183,077
Due from Global Reach	8,866	(1,238)
Other assets	(10,093)	(7,994)
Increase (decrease) in liabilities		
Accounts payable	(683,526)	432,591
Accrued expenses	(160,644)	(677,934)
Campaign funds payable to member charities	(984,730)	(1,059,929)
Donor advised funds payable	(95,308)	(132,252)
Other distributions payable	(7,605)	(170,694)
Deferred rent	(7,246)	917
Net cash used in operating activities	(1,179,729)	(961,504)
Cash flows from investing activities		
Purchases of investments	(625,658)	(779,448)
Proceeds from sales of investments	604,323	756,579
Purchases of property and equipment	(23,718)	(61,698)
Net cash used in investing activities	(45,053)	(84,567)
Cash flows from financing activities		
Repayments on lines-of-credit	(5,563,275)	(7,544,035)
Borrowings on lines-of-credit	5,585,757	7,054,962
Net cash provided by (used in) financing activities	22,482	(489,073)
Net decrease in cash and cash equivalents	(1,202,300)	(1,535,144)
Cash and cash equivalents, beginning of year	5,969,012	7,504,156
Cash and cash equivalents, end of year	\$ 4,766,712	\$ 5,969,012

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 69 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, advisory 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 had received an interest in a charitable lead trust. Global Impact was not the trustee for this agreement. The charitable lead trust was 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. In October 2012, Global Impact received the final distribution from the trust and the trust was eventually terminated.

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 is reduced by the amount of the annual depreciation expense pertaining to the software.

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, 2013 and 2012, Global Impact received in-kind contributions of \$0 and \$884,329, 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. Non-recurring giving for international relief and development are non-recurring contributions made for disaster response and other programs from sources other than annual workplace giving campaigns. 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. As described in Note 14, CFC campaigns expense consists of amounts distributed to CFC of the National Capital Area charities in 2012 as required by OPM as a result of the OPM/OIG audit of Fall 2009, 2008 and 2007 campaigns; and amounts distributed to CFC Overseas charities in 2013 as required by OPM as a result of the OPM/OIG audit of Fall 2010 and 2009 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 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, 2013, Global Impact had deposits in a single financial institution totaling approximately \$5.3 million in excess of the Federal Depository Insurance limit. Global Impact has never experienced any losses related to these balances and believes it is not exposed to any significant credit risk on its cash balances. 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, 2013 and 2012.

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, 2013 and 2012, 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 2010 forward.

Reclassification

Certain amounts in the 2012 financial statements have been reclassified to conform to the current year financial statement presentation.

2. Charitable Lead Trust Receivable

Charitable lead trust receivable consists of the following beneficial interest at:

<i>June 30,</i>	2013	2012
Benefit interest in a charitable lead trust		
before unamortized discount	\$ -	\$ 59,344
Less unamortized discount	-	(15,993)
Net benefit interest in a charitable lead trust	\$ -	\$ 43,351

The discount was calculated using a rate of 8% for the year ended June 30, 2012. The charitable lead trust receivable was collected and settled in 2013.

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 from funds collected. Amounts due to Global Impact from the Overseas Campaign for unreimbursed expenditures totaled \$406,598 and \$675,682 as of June 30, 2013 and 2012, respectively. Amounts due to Global Impact from the National Capital Area Campaign for unreimbursed expenditures and advances totaled \$365,010 and \$641,021 as of June 30, 2013 and 2012, 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 shared resources with Global Reach through an agreement between the two organizations up to June 30, 2012. Starting 2013, Global Reach's operations were minimized and its remaining program activities were transferred to Global Impact. During the years ended June 30, 2013 and 2012, Global Impact provided contributions of both funds and resources of \$0 and \$135,630, respectively, which is recorded as expense in the statements of activities. Global Reach owed Global Impact the amount of \$0 and \$8,866 as of June 30, 2013 and 2012, respectively.

Management has determined that the activities of Global Reach are insignificant to these financial statements and therefore have not been consolidated.

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.

Global Impact

Notes to Financial Statements

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.

Investments measured at fair value on a recurring basis consist of the following based on the fair value hierarchy noted above:

June 30, 2013

	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, 2013
Mutual funds - equities	\$ 484,499	\$ -	\$ -	\$ 484,499
Mutual funds - fixed income	314,971	-	-	314,971
Money market fund	32,250	-	-	32,250
Total assets at fair value	\$ 831,720	\$ -	\$ -	\$ 831,720

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

6. Investments

Investments consist of the following:

June 30,	2013	2012
Mutual funds - equities	\$ 484,499	\$ 427,812
Mutual funds - fixed income	314,971	338,065
Money market	32,250	5,926
	\$ 831,720	\$ 771,803

Global Impact

Notes to Financial Statements

Investment return (loss) consists of the following:

<i>Years ended June 30,</i>	2013	2012
Interest and dividends	\$ 21,630	\$ 23,665
Net unrealized gains (losses)	38,582	(55,224)
	\$ 60,212	\$ (31,559)

7. Property and Equipment

Property and equipment consists of the following at:

<i>June 30,</i>	2013	2012
Office furniture and equipment	\$ 428,185	\$ 574,778
Leasehold improvements	58,567	58,567
Software	1,090,470	1,090,470
	1,577,222	1,723,815
Less accumulated depreciation and amortization	(863,933)	(657,765)
	\$ 713,289	\$ 1,066,050

Depreciation and amortization expense for the years ended June 30, 2013 and 2012 was \$376,479 and \$103,769, respectively.

8. Lines-of-Credit

Global Impact maintains two revolving line-of-credit arrangements in order to administer the CFC Programs. The first agreement had a tiered borrowing structure based on the life cycle of the related CFC campaign that expired on June 30, 2013. This was renewed in July 2013 and has a maximum borrowing amount of \$500,000 and will expire in March 2014. 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 which will expire in January 2014. The interest rate is based on the 30 day LIBOR rate plus 2.375% for both borrowings. The interest rate was 2.57% and 2.61% as of June 30, 2013 and 2012, respectively. 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 \$673,601 and \$651,119 as of June 30, 2013 and 2012, respectively. Interest expense incurred and paid for the years ended June 30, 2013 and 2012 was \$86,121 and \$55,218, 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, 2013 and 2012.

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, 2013:

	Gross Pledges	Shrinkage	Campaign Expenses	Net Pledges
CFC - NCA	\$ 3,030,852	\$ (126,598)	\$ (224,521)	\$ 2,679,733
CFC - Overseas	392,514	(61,047)	(48,005)	283,462
Non-managed - CFC	4,372,658	(215,119)	(511,992)	3,645,547
State government employee	2,274,694	(90,599)	(184,482)	1,999,613
Private sector employee	3,765,041	(300,038)	(99,675)	3,365,328
Employee campaigns - indirect payments	3,442,798	(3,014)	(2,904)	3,436,880
Local government employee	725,248	(13,553)	(39,513)	672,182
	\$ 18,003,805	\$ (809,968)	\$ (1,111,092)	\$ 16,082,745

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

Global Impact

Notes to Financial Statements

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.

During the years ended June 30, 2013 and 2012, 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, 2013 and 2012, contributions totaled \$284,655 and \$406,839, 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, 2013 and 2012, contributions totaled \$185,523 and \$162,694, 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 2017.

Future annual commitments under these leases are as follows:

Years Ending June 30,

2014	\$ 316,947
2015	37,784
2016	5,327
2017	888
	<hr/>
	\$ 360,946

Rent expense for the years ended June 30, 2013 and 2012 was \$313,912 and \$303,613, respectively.

13. Commitments and Contingencies

Employment Agreement

Global Impact has a long-term contract with an employee that extends through April 2018. If the agreement is terminated without cause, the employee shall continue to receive base salary and full benefits for twenty-four months or until April 2018, whichever comes first.

Global Impact

Notes to Financial Statements

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.

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 statement of activities for the year ended June 30, 2012, and the amount of \$102,275 is included as Due From Combined Federal Campaigns in the statement of financial position as of June 30, 2012.

In February 2012, the OIG/OPM began audits of the Overseas' Fall 2010 and 2009 campaigns. On March 18, 2013, the OIG/OPM issued its final report of the Overseas' audit and OPM required Global Impact to reimburse the Overseas a total of \$11,426 for what it deemed as unreasonable, unallowable or unsupported expenditures. Global Impact made this reimbursement on May 2013.

15. Subsequent Events

Global Impact evaluated subsequent events through October 2, 2013 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 Auditor's Report on Supplemental Material

To the Board of Directors
Global Impact
Alexandria, Virginia

Our audits of the financial statements included in the preceding section of this report were conducted 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 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 taken as a whole.

BDO USA, LLP

October 2, 2013

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Global Impact

Schedule of Functional Expenses (With Comparative Totals for the Year Ended June 30, 2012)

Years ended June 30,	2013									2012
	Program Services					Supporting Services				
	Distribution to Charities			Campaign Support						
	Donor Advised Funds	International Relief and Development	CFC Campaigns	General Campaigns	Special Programmatic Services	Donor Advised Funds	Management and General	Fundraising	Total	Total
Salaries - headquarters and field	\$ -	\$ -	\$ -	\$ 831,525	\$ 281,455	\$ 19,536	\$ 1,937,130	\$ 232,601	\$ 3,302,247	\$ 2,835,928
Employee fringe benefits	-	-	-	264,017	76,488	6,005	669,422	67,693	1,083,625	938,920
Consulting services	-	-	-	184,650	501,845	-	160,271	47,617	894,383	528,707
Campaign material and expenses	-	-	-	397,830	19,142	-	40,897	23,892	481,761	395,989
Rent and occupancy	-	-	-	130,403	12,394	2,210	161,031	12,009	318,047	319,792
Travel	-	-	-	98,476	50,063	-	73,134	40,686	262,359	274,838
Office supplies and expenses	-	-	-	45,559	17,414	78,746	35,075	9,037	185,831	152,698
Legal	-	-	-	-	-	-	174,500	5,500	180,000	146,800
Data network operations	-	-	-	-	-	-	127,130	-	127,130	122,322
Depreciation and amortization	-	-	-	-	-	-	376,479	-	376,479	103,769
Conferences and seminars	-	-	-	6,811	3,505	-	19,600	6,564	36,480	99,148
Telephone	-	-	-	11,023	-	-	38,683	8,018	57,724	56,748
Accounting and auditing	-	-	-	-	-	-	54,926	-	54,926	48,906
Insurance	-	-	-	-	-	-	45,874	-	45,874	45,449
Distributions to members and others	9,775,193	87,339	11,426	-	-	-	-	-	9,873,958	9,252,002
Total	\$ 9,775,193	\$ 87,339	\$ 11,426	\$ 1,970,294	\$ 962,306	\$ 106,497	\$ 3,914,152	\$ 453,617	\$ 17,280,824	\$ 15,322,016

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO

2014 FEB 26 AM 10:28

BY SHB

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

RE: 2014 City & County of San Francisco Annual Fundraising Drive

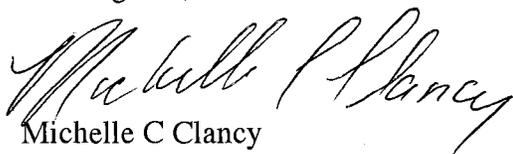
Dear Ms. Calvillo:

Please find attached an application with attachments for the 2014 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 2013 Campaign and we look forward to 2014.

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

February 24, 2014

RE: SF City & County Combined Charities Campaign

San Francisco Board of Supervisors
City Hall, Room 244
1Dr. 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 2014 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 2014 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,

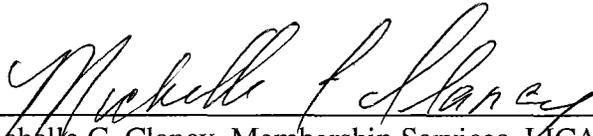


Michelle C Clancy
Membership Services
Local Independent Charities of America

Enclosed:

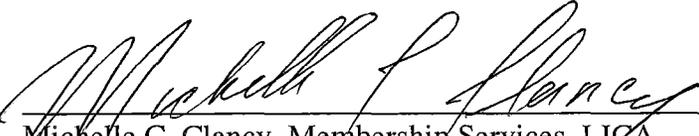
- LICA Certification Page
- LICA List of Agencies
- LICA 501(c)3 Letter
- LICA 4/30/2012 Audit
- LICA 4/30/2012 Form 990

I certify that Local Independent Charities of America (LICA) is a federated agency representing over 300 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 2013 SF City and County Campaign Brochure.



Michelle C. Clancy, Membership Services, LICA

Local Independent Charities of America

10,000 Degrees	Marin	www.10000degrees.org
A.P.P.L.E. Familyworks	Marin	www.familyworks.org
Abandoned Children's Fund	Sonoma	www.abandonedchildrensfund.org
Abducted & Missing Children's Recovery Project (Polly Klaas Foundation)	Sonoma	www.pollyklass.org
Adult Day Services Network of Alameda County	Alameda	www.adult-day-services.org
Affordable Housing for Americans in Need (Mercy Housing, Inc.)	San Francisco	www.mercyhousing.org
Aid For Starving Children	Sonoma	www.aashf.org
AIDS Emergency Fund (San Francisco AIDS Fund)	San Francisco	www.aidsemergencyfund.org
AIDS Treatment and Research Information (Project Inform, Inc.)	San Francisco	www.projectinform.org
Alameda Boys and Girls Club (Alameda Boys' Club, Inc.)	Alameda	www.alamedabgc.org
Alameda County Community Food Bank	Alameda	www.accfb.org
Alameda County Health Care Foundation	Alameda	www.achcf.org
Alameda County Meals on Wheels, Inc.	Alameda	www.feedingseniors.org
Alameda County Sheriff's K-9 Association *	Alameda	www.acsok9.org
Alameda Meals on Wheels *	Alameda	www.alamedamealsonwheels.org
Alopecia Areata Foundation National (National Alopecia Areata Foundation)	Marin	www.naaf.org
Alzheimer's Services Of The East Bay	Alameda	www.aseb.org
America SCORES Bay Area (America Scores)	San Francisco	www.AmericaSCORESBayArea.org
American Chronic Pain Association	Placer	www.theacpa.org
American Red Cross Silicon Valley Chapter	Sanata Clara	www.siliconvalley-redcross.org
Ames Child Care Center	Santa Clara	www.amesccc.org
Animal Charities of America	Marin	www.animalcharitiesofamerica.org
Animal Legal Defense Fund	Sonoma	www.ALDF.org
Animal Spay Neuter International (Romania Animal Rescue)	Alameda	www.romaniaanimalrescue.com
Asian Law Caucus	San Francisco	www.asianlawcaucus.org
Asian Neighborhood Design	San Francisco	www.andnet.org
Assistance Dog Institute (Bergin University of Canine Studies)	Sonoma	www.berginu.edu
Assistance Dog United Campaign	Sonoma	www.assistedogunitedcampaign.org
Assistance League of Diablo Valley	Contra Costa	www.diablovalley.assistanceleague.org
Asthma, Cancer & Heart Disease Prevention Through Smokefree Air (American Nonsmokers' Rights Foundation)	Alameda	www.anrf.org
Astronomical Society of the Pacific	San Francisco	www.astrosociety.org
Audubon Canyon Ranch	Marin	www.egret.org
Autism Society San Francisco Bay Area	San Mateo	www.sfautismsociety.org
Avian Rescue Corporation	Contra Costa	www.avianrescuecorp.org
Bay Area Crisis Nursery	Contra Costa	www.bacn.info
Bay Area Law Enforcement Assistance Fund	San Francisco	www.baleaf.org
Bay Area Legal Aid	Alameda	www.baylegal.org
Bay Area Rescue Mission (Richmond Rescue Mission)	Contra Costa	www.BayAreaRescue.org
BAYC (Fiscal Sponsor: Sunny Hills Services)	Marin	www.baycyouth.org
Berkely-East Bay Humane Society	Alameda	www.berkeleyhumane.org
Bethany Christian Services of Northern California, Inc.	Stanislaus	www.bethany.org/northerncalifornia
Beyond Emancipation *	Alameda	www.beyondemancipation.org
Big Brothers Big Sisters of the Bay Area	San Francisco	www.bbbsba.org
Birthright Of San Jose, Inc.	Santa Clara	www.birthright.org
Birthright Of Walnut Creek	Contra Costa	www.birthright.org
Black Adoption Placement & Research Center	Alameda	www.baprc.org
Black Organizing Project (Fiscal Sponsor: Center for Third World Organizing) *	Alameda	www.ctwo.org
Blind Babies Foundation (Variety Club Blind Babies Foundation)	Alameda	www.blindbabies.org
Blind Vietnamese Children Foundation (Viet Blind Babies Foundation)	San Francisco	www.bvcf.net
Blue Star Mothers of America, Inc	Contra Costa	www.bluestarmothers.org
Bonita House, Inc.	Alameda	www.bonitahouse.org
BOOKS for the BARRIOS, Inc.	Contra Costa	www.booksforthebarrios.com
Born Free USA: Keep Wildlife in the Wild (Born Free USA, united with Animal Protection Institute)	Sacramento	www.bornfreeusa.org
Boy Scouts of America, Marin Council	Marin	www.boyscouts-marin.org
Boy Scouts of America, San Francisco Bay Area Council	Alameda	www.sfbac.org
Boy Scouts of America, Santa Clara County Council	Santa Clara	www.scccbsa.org
Boys & Girls Clubs of Marin and Southern Sonoma Counties	Marin	www.petalumabgc.org
Boys & Girls Clubs of San Francisco	San Francisco	www.kidsclub.org

Local Independent Charities of America

Boys Hope Girls Hope of San Francisco	San Francisco	www.bhghsf.org
Breast Cancer Action	San Francisco	www.bcaction.org
Breast Cancer Emergency Fund	San Francisco	www.breastcanceremergencyfund.org
Breast Cancer Fund	San Francisco	www.breastcancerfund.org
Breathe California Central Coast	Monterey	www.BreatheCentral.org
Breathe California, Golden Gate Public Health Partnership	San Mateo	www.ggbreathe.org
Bridges of Promise	Marin	www.bridgesofpromise.org
Building Futures with Women and Children (Cornerstone Community Development Corporation)	Alameda	www.bfwc.org
California Historical Artillery Society	Sacramento	www.warhorse.org
California Law Enforcement "Wish Upon A Star"	Tulare	www.wishuponastar.org
California Potbellied Pig Association	Contra Costa	www.cppa4pigs.org
California Right To Life Education Fund	Contra Costa	www.calright2life.org
California Shakespeare Theater	Alameda	www.calshakes.org
Campaign for Better Nutrition (Fiscal Sponsor: Community Initiatives of San Francisco)	San Francisco	www.campaignforbetternutrition.org
Cancer in the Family Relief Fund	Marin	www.cancerfamilyrelieffund.org
Cancer Research Wellness Institute	Monterey	www.cancer-research.net
Cancer Support Community San Francisco Bay Area	Contra Costa	www.twcba.org
CancerCURE of America: Care, Understand, Research & End	Marin	www.cancercureamerica.org
Canine Companions for Independence	Sonoma	www.cci.org
Canine Wounded Heroes	Marin	www.caninewoundedheroes.org
CARH: Community Assistance for the Retarded and Handicapped, Inc	Alameda	www.carh-inc.org
Casa Allegra Community Services	Marin	www.casaallegra.org
Catholic Service Organizations of America *	Marin	www.catholicca.org
Cats on Death Row	Marin	www.catsondeathrow.org
Center for Domestic Peace	Marin	www.maws.org
Center for Early Intervention on Deafness *	Alameda	www.ceid.org
Center for the Dance Theatre Co.	Alameda	www.centerforthedance.home.comcast.net
Ceres Community Project of Marin	Marin	www.marin.ceresproject.org
Child Abuse Prevention Council Of Contra Costa County	Contra Costa	www.capc-coco.org
Child Advocates of Silicon Valley (Court Designated Child Advocates)	Santa Clara	www.BeMyAdvocate.org
Child Family Health International	San Francisco	www.cfhi.org
Children's Charitable Alliance	Marin	www.lic.org
Children's Charities of America	Marin	www.childrenscharities.org
Children's Hospital & Research Center Foundation	Alameda	www.chofoundation.org
Children's Inherited Brain Disorders Foundation (National Fragile X Foundation)	Contra Costa	www.FragileX.org
Children's Medical & Research Charities of America	Marin	www.childrenmedical.org
Children's Medical Aid Foundation	Sonoma	www.childrensmedaid.org
Children's Nurturing Project	Solano	www.childrensnurturingproject.org
Children's Path Programs *	San Francisco	www.childrenspath.org
Chinese Culture Foundation of San Francisco	San Francisco	www.c-c-c.org
Chinese For Affirmative Action	San Francisco	www.caasf.org
Christ-Centered Education/Redwood Christian Schools (Redwood Christian Schools)	Alameda	www.RCS.edu
Christian Charities USA	Marin	www.ccusa.org
City Hall Fellows, a Project of Community Partners (Fiscal Sponsor: Community Partners)	San Francisco	www.cityhallfellows.org
City Youth Now	San Francisco	www.cityyouthnow.org
CityTeam Ministries	Santa Clara	www.cityteam.org
Clayton Community Library Foundation	Contra Costa	www.claytonlibrary.org
Coming Home Project (Deep Streams Institute)	San Francisco	www.cominghomeproject.net
Community Board Program	San Francisco	www.communityboard.org
Community Child Care Council Of Sonoma County	Sonoma	www.sonoma4cs.org
Community Institute for Psychotherapy	Marin	www.cipmarin.org
Conservation & Preservation Charities of America	Marin	www.conservenow.org
Conservation Corps North Bay, Inc.	Marin	www.conservationcorpsnorthbay.org
Coral Reef Alliance	San Francisco	www.coral.org
Correctional Peace Officers Foundation	Sacramento	www.cpodf.org
Court Appointed Special Advocates Of Santa Cruz County	Santa Cruz	www.casaofsantacruz.org
Covenant House California	Alameda	www.covdove.org
Critter Creek Wildlife Station (Animals for Education)	Fresno	www.crittercreek.org
Curry Senior Center	San Francisco	www.curryseniorcenter.org
disABLEDperson Inc.	San Diego	www.disabledperson.com
Discovery Blind Sports	Alpine	www.discoveryblindsports.org

Local Independent Charities of America

Do Unto Others: America's Emergency Relief, Development, and Humanitarian Outreach Charities	Marin	www.duo.org
Dogs & Cats Stranded on the Streets	San Francisco	www.unwantedanimals.org
Dogs for Diabetics, Inc.	Contra Costa	www.dogs4diabetics.com
Dogs On Death Row	Marin	www.dodr.org
Dolphins, Whales & Sea Turtles: Save and Protect	San Francisco	www.sealifedefenders.org
DonorsChoose.org	San Francisco	www.DonorsChoose.org
Down Syndrome Research & Treatment Foundation	Santa Clara	www.dsrtf.org
Early Alert Canines	Contra Costa	www.earlyalertcanines.org
East Bay SPCA Tri-Valley SPCA	Alameda County	www.eastbayspca.org
East Contra Costa County Homeless Animals' Lifeline Organization *	Contra Costa	www.eccchalo.org
EcoViva	Alameda County	www.eco-viva.org
Eden I&R (Information and Referral)	Alameda	www.edenir.org
Educate America! The Education, School Support and Scholarship Funds Coalition	Marin	www.educateamerica.org
Elderly Nutrition Program (People Resources)	Yolo County	www.elderlynutrition.org
Employment & Community Options *	Santa Clara	www.communityoptions.org
Epiphany Center (Mount St. Joseph-St. Elizabeth)	San Francisco	www.msjsjse.org
Extend Your Heart	Santa Clara	www.extendyourheart.org
Face To Face Sonoma County AIDS Network	Sonoma	www.f2f.org
Family Caregiver Alliance	San Francisco	www.caregiver.org
Family Supportive Housing	Santa Clara	www.familysupportivehousing.org
Family Violence Law Center	Alameda	www.fvlc.org
Felidae Conservation Fund	San Francisco	www.felidaefund.org
Fertile Ground	Marin	www.ourfertileground.org
Filipino American Rural Mission	Sacramento	www.filamruralmission.org
First Place for Youth	Alameda	www.firstplaceforyouth.org
Food for Thought	Sonoma	www.fftfoodbank.org
Friends & Foundation of the San Francisco Public Library	San Francisco	www.friendsfpl.org
Friends in Sonoma Helping (F.I.S.H.) *	Sonoma	www.friendsinsonomahelping.org
Friends of Alameda County CASA, Inc. *	Alameda	www.casaofalamedacounty.org
Friends of San Francisco Animal Care and Control *	San Francisco	helpacc.org
Friends Of St. Francis Childcare Center	San Francisco	www.fosfchildcare.org
Friends Of The Animals In The Redwood Empire (FAIRE)	Sonoma	www.faireonline.org
Friends of the San Francisco Independent Living Skills Program	San Francisco	www.friendsofsfilsp.org
Futures Without Violence	San Francisco	www.futureswithoutviolence.org
Gateway High School	San Francisco	www.gwhs.org
Geokids (Menlo Survey Daycare Center)	San Mateo	www.geokids.org
George Mark Children's House (George Mark Children's Fund)	Alameda	www.georgemark.org
German Shepherd Rescue of Northern California, Inc. *	Alameda	www.GSRNC.org
Giant Steps Therapeutic Equestrian Center	Sonoma	www.giantstepsriding.org
Global AIDS Interfaith Alliance	San Francisco	www.thegaia.org
Global Fund for Women	San Francisco	www.globalfundforwomen.org
Golden Gate Council of American Youth Hostels	San Francisco	www.norcalhostels.org
Golden Gate Labrador Retriever Rescue *	Marin	www.labrescue.org
Good Karma Bikes	Santa Clara	www.goodkarmabikes.org
Goodwill Industries of San Francisco, San Mateo & Marin Counties	San Francisco	www.sfgoodwill.org
Green Planet Films, Inc.	Marin	www.greenplanetfilms.org
Guide Dogs for the Blind, Inc.	Marin	www.guidedogs.com
Habitats for Dogs & Cats	Marin	
Haight Ashbury Free Clinics	San Francisco	www.hafci.org
Half the Sky Foundation	Alameda	www.halfthesky.org
HALO Trust USA, Inc., The	San Francisco	www.halousa.org
Health & Medical Research Charities of America	Marin	www.hmr.org
Healthy Environments Daycare Advisory Committee	San Francisco	
Hispanic & Latino Charities of the U.S. and the Americas	Marin	www.hispanicunitedfund.org
Hispanic and Asian Children Services	Sacramento	
Hispanic Scholarship Fund	San Francisco	www.hsf.net
Hispanics in Philanthropy	Alameda	www.hiponline.org
Homeless Children's Network	San Francisco	www.hcnkids.org
Homeless Prenatal Program, Inc.	San Francisco	www.homelessprenatal.org
Homeless Rescue Service	Contra Costa	www.homelessrescue.org
Hoopprints on the Heart Adaptive Riding Center, Inc.	Marin	www.hotharc.org
Hope Hospice	Alameda	www.hopehospice.com
Hope Strengthens Foundation	Alameda	www.hopestrengthens.org
Horizons Foundation *	San Francisco	www.horizonsfoundation.org

Local Independent Charities of America

Horses On Death Row *	Marin	www.horsesondeathrow.org
Hospice by the Bay	Marin	www.hospicebythebay.org
Hospice of the East Bay (East Bay Integrated Care)	Contra Costa	www.hospiceeastbay.org
Hospice of the Valley	Santa Clara	www.hospicevalley.org
Hospice, Pathways Home Health and Hospice	Santa Clara	www.pathwayshealth.org
Human Investment Project (HIP Housing)	San Mateo	www.hiphousing.org
Humane Farming Association	Marin	www.hfa.org
Humane Society of Sonoma County	Sonoma	www.sonomahumane.org
Humane Society Silicon Valley	Santa Clara	www.hssv.org
Hungry for Music	San Francisco	www.hungryformusic.org
In Defense of Animals	Marin	www.idausa.org
Independent Charities of America	Marin	www.independentcharities.org
Irish Cultural Centre of California	San Francisco	www.icccsf.org
Island Cat Resources and Adoption *	Alameda	www.icraeastbay.org
Janet Pomeroy Center *	San Francisco	www.janetpomeroy.org
Jenny Lin Foundation	Alameda	www.jennylinfoundation.org
Jerry Day Committee * (Fiscal Sponsor: San Francisco Parks Trust, Inc.)	San Francisco	www.jerryday.org
Jewish Charities of America	Marin	www.jewishcoa.org
Jewish Home (Hebrew Home for Aged Disabled)	San Francisco	www.jhsf.org
Junior Achievement of Northern California (JA Worldwide)	Contra Costa	www.janorcal.org
Junior Blind of America	Los Angeles	www.juniorblind.org
Juvenile Diabetes Research Foundation - Greater Bay Area Chapter	San Francisco	www.jdrf.org/greaterbay
Kidpower Teenpower Fullpower International	Monterey	www.kidpower.org
Kiva Micro Funds	San Francisco	www.kiva.org
Lavender Youth Recreation & Information Center	San Francisco	www.lyric.org
Legal Aid Society - Employment Law Center	San Francisco	www.las-elc.org
Legal Services For Children, Inc. *	San Francisco	www.lsc-sf.org
Lifehouse, Inc.	Marin	www.lifehouseagency.org
LightHouse for the Blind and Visually Impaired	San Francisco	www.lighthouse-sf.org
Lilliput Children's Services	Sacramento	www.lilliput.org
Lily's Legacy Senior Dog Sanctuary	Sonoma	www.lilyslegacy.org
Lindsay Wildlife Museum	Contra Costa	www.wildlife-museum.org
LITA (Love is the Answer) *	Marin	www.litamarin.org
Little Wishes *	Marin	www.littlewishes.org
Local Animal Charities of America	Marin	www.localanimalcharities.org
Local Independent Charities of America	Marin	www.lic.org
Loved Twice *	Alameda	www.lovedtwice.org
Lung Cancer Research Foundation, Bonnie J. Addario	San Francisco	www.lungcancerfoundation.org
Lupus Foundation Of Northern California	Santa Clara	www.lfnc.org
Lymphedema Network (National Lymphedema Network, Inc.)	San Francisco	www.lymphnet.org
MAITRI Compassionate Care	San Francisco	www.maitrisf.org
Make-A-Wish Foundation, Greater Bay Area (Greater Bay Area Make-A-Wish Foundation)	San Francisco	www.sfwish.org
Marin Advocates for Children	Marin	www.marinadvocates.org
Marin AIDS Project	Marin	www.marinaidsproject.org
Marin Community Clinic	Marin	www.marinclinic.org
Marin Friends of Ferals	Marin	www.marinferals.org
Marin Humane Society	Marin	www.marinhumanesociety.org
Marine Mammal Center	Marin	www.MarineMammalCenter.org
Market Street Railway Company *	San Francisco	www.streetcar.org
Martha's Kitchen	Santa Clara	www.marthas-kitchen.org
Matrix Parent Network And Resource Center	Marin	www.matrixparents.org
Meals on Wheels Family and Senior Outreach Services	Contra Costa	www.mowosos.org
Meals on Wheels of Contra Costa, Inc.	Contra Costa	www.mealsonwheelsofcontracosta.org
Meals On Wheels Of San Francisco	San Francisco	www.mowsf.org
Mexican Museum, The	San Francisco	www.mexicanmuseum.org
Military Family and Veterans Service Organizations of America	Marin	www.mfvsoa.org
Military Support Groups of America	Marin	www.militarysupportgroups.org
Mujeres Unidas y Activas (Women United and Active)	San Francisco	www.mujeresunidas.net
Muttville *	San Francisco	www.muttville.org
National Center for Youth Law	Alameda	www.youthlaw.org
National Eczema Association for Science and Education	Marin	www.nationaleczema.org
New Vistas Christian School	Contra Costa County	www.newvistaschristian.com
Nicaraguan Childrens Friendship Committee	San Francisco	www.ncfckids.com
North Bay Developmental Disabilities Services	Napa	www.nbrc.net

Local Independent Charities of America

Nuru International	Santa Clara	www.nuruinternational.org
Oakland Zoo (East Bay Zoological Society)	Alameda	www.oaklandzoo.org
Operation Homefront Southern California	San Diego	www.operationhomefront.net/socal
Operation: Care And Comfort	Santa Clara	www.occ-usa.org
Options Recovery Services	Alameda	www.optionsrecovery.org
Pacific Crest Trail Association	Sacramento	www.pcta.org
Parkinson's and Brain Research Foundation (Children's Gaucher Research Fund)	Placer County	www.cgrf.org
People Organized To Win Employment Rights (POWER)	San Francisco	www.peopleorganized.org
Performing Arts Workshop	San Francisco	www.performingartsworkshop.org
Pets In Need	San Mateo	www.petsinneed.org
Pets Unlimited	San Francisco	www.petsunlimited.org
Philippine Children's Fund of America	Sacramento	www.pinoykids.org
Planned Parenthood Shasta Pacific	Contra Costa	www.pphastadiablo.org
Ploughshares Fund	San Francisco	www.ploughshares.org
Polar Bears International	Marin	www.polarbearsinternational.org
Portola Family Connection Center, Inc.	San Francisco	www.portolafc.org
Preventing Euthanasia Through Rescue	Alameda	www.preventingeuthanasiathroughrescue.com
Prince Hall Memorial Education and Scholarship Fund	Solano	www.phmesf.com
Project AVARY, Inc.	Marin	www.projectavary.org
Project Open Hand	San Francisco	www.openhand.org
Raphael House of San Francisco	San Francisco	www.raphaelhouse.org
Reach Vietnam	Alameda	www.eastmeetswest.org
Rebuilding Together San Francisco	San Francisco	www.rebuildingtogethersf.org
Rebuilding Together Silicon Valley	Santa Clara	www.rebuildingtogether-sv.org
Redwood Gospel Missions	Sonoma	www.srmission.org
ReSurge International	Santa Clara	www.resurge.org
Ritter Center	Marin	www.rittercenter.org
Ronald McDonald House Of San Francisco	San Francisco	www.ronaldhouse-sf.org
RoomsThatRock4Chemo * (Fiscal Sponsor: Sweet Relief Musicians Fund)	San Francisco	www.roomsthatrock4chemo.us
Sacramento SPCA (Sacramento Society for the Prevention of Cruelty to Animals (SPCA))	Sacramento	www.sspca.org
Safe Alternatives to Violent Environments (SAVE)	Alameda	www.save-dv.org
Sakura Kai	Contra Costa	www.sakurakaiec.org
San Francisco AIDS Foundation	San Francisco	www.sfaf.org
San Francisco Bay Area Little Brothers-Friends of the Elderly *	San Francisco	www.littlebrotherssf.org
San Francisco Child Abuse Prevention Center	San Francisco	www.sfcapc.org
San Francisco Firefighters Cancer Prevention Foundation	San Francisco	www.sffcpf.org
San Francisco Food Bank	San Francisco	www.sffoodbank.org
San Francisco Foster Youth Fund (Workers' Children's Fund)	San Francisco	www.workerschildrensfund.org
San Francisco General Hospital Foundation *	San Francisco	www.sfghf.org
San Francisco Police Activities League *	San Francisco	www.sfpal.org
San Francisco Society for the Prevention of Cruelty to Animals (SPCA)	San Francisco	www.sfspca.org
San Francisco Symphony	San Francisco	www.sfsymphony.org
San Francisco Women Against Rape	San Francisco	www.sfwar.org
San Mateo County Community Colleges Foundation	San Mateo	www.smcccfoundation.org
San Mateo County Health Foundation	San Mateo	www.smchf.org
San Mateo Public Library Foundation *	San Mateo	www.smlibraryfoundation.org
Santa Clara Family Health Foundation	Santa Clara	www.healthyfamilyfund.org
SAVE THE FROGS	Santa Cruz	www.savethefrogs.com
Scleroderma Research Foundation	San Francisco	www.sclerodermaresearch.org
Search & Rescue Assist, Inc.	Santa Clara	www.SearchAndRescueAssist.com
Senior Access	Marin	www.senioraccess.org
Seniors Activity and Recreation Fund	Sacramento	www.seniorsfund.org
Sentinels of Freedom Scholarship Foundation	Contra Costa	www.sentinelsoffreedom.org
Service Opportunities for Seniors, Inc.	Alameda	www.sosmealsonwheels.org
SETI Institute	Santa Clara	www.seti.org
SEVA Foundation	Alameda	www.seva.org
Shanti Project	San Francisco	www.shanti.org
Shepherd's Gate	Alameda	www.shepherds gate.org
Shriners Hospitals for Children – Northern California *	Sacramento	www.shrinershq.org/hospital/northern-california
Significant Others and Spouses – SOS (Fiscal Sponsor: First Responders Support Network, Inc. – FRSN)	San Francisco	

Local Independent Charities of America

Sisters Network Solano County	Solano	www.sistersnetworksolanocounty.com
Sojourn to the Past	San Mateo	www.sojournproject.com
Sonoma Humane Society	Sonoma	www.sonomahumane.org
SonRise Equestrian Foundation	Alameda	www.sonriseequestrianfoundation.org
South Bay Purebred Rescue	Santa Clara	www.sbprdogs.org
Spanish Speaking Unity Council of Alameda County	Alameda	www.unitycouncil.org
Special Olympics Northern California	Contra Costa	www.sonc.org
Spinal Cord Injury Network International	Sonoma	www.spinalcordinjury.org
Sports Charities USA – Supporting Youth, Disabled and National Team Athletics)	Marin	www.sportscharities.org
St. Anthony Foundation	San Francisco	www.stanthonyssf.org
Stand Up To Cancer	Los Angeles	www.standup2cancer.org
StarVista	San Mateo	www.yfes.org
Sunny Hills Services	Marin	www.sunnyhillsservices.org
Support For Families Of Children With Disabilities	San Francisco	www.supportforfamilies.org
Support Our Troops - California Chapter, Inc.	Sacramento	www.supportourtroops.org
Support the Enlisted Project (STEP)	San Diego	www.stepsocal.org
Supporters of San Francisco Police Department's Wilderness Program	San Francisco	www.sf-police.org/index.aspx?page=91
That Man May See, Inc.	San Francisco	www.ucsfeye.net/tmms.shtml
Tipping Point Community	San Francisco	www.tippingpoint.org
Toys and Joys Children's Charitable Foundation (Valley Toys and Joys Charitable Foundation)	Marin	
Tri-City Health Center	Alameda	www.tri-cityhealth.org
Tri-Valley Animal Rescue *	Alameda	www.tvar.org
U.S. Crisis Care *	Sacramento	www.crisiscare.us
United Animal Nations	Sacramento	www.uan.org
United Negro College Fund	San Francisco	www.uncf.org
United States Adaptive Recreation Center	San Bernardino	www.usarc.org
United Through Reading	San Diego	www.unitedthroughreading.org
Valley Christian Schools	Santa Clara	www.vcs.net
Veterans Resource Centers of America (Vietnam Veterans Of California)	Sonoma	www.vietvets.org
Veterans Transition Center of Monterey County	Monterey	www.vtc@monterey.org
Victory Ranch, Inc. *	Santa Clara	www.victoryranchinc.org
Vietnam Health, Education and Literature Projects	Santa Clara	www.vnhelp.org
Voices United *	Santa Clara	www.VoicesUnited.net
Volunteers in Asia	San Francisco	www.viaprograms.org
Walk San Francisco * (Fiscal Sponsor: Transportation for a Livable City)	San Francisco	www.walksf.org
Warrior Canine Connection, Inc.		www.warriorconnection.org
West Coast Post Trauma Retreat – RCPR (Fiscal Sponsor – First Responder Support Network, Inc. – FRSN)	Marin	www.wcpr2001.org
West Contra Costa Public Education Fund	Contra Costa	www.edfundwest.org
Where There Is No Doctor (Hesperian Foundation)	Alameda	www.hesperian.org
Whistlestop (Marin Senior Coordinating Council)	Marin	www.thewhistlestop.org
Wild Animals Worldwide	Marin	www.savewildanimals.org
WildAid, Inc.	San Francisco	www.wildaid.org
WildCare	Marin	www.wildcarebayarea.org
Women, Children, and Family Service Charities of America	Marin	www.womenandchildren.org
Women's Cancer Resource Center	Alameda	www.wcrc.org
Women's Recovery Services, A Unique Place	Sonoma	www.womensrecoveryservices.org
World Children's Fund	Santa Clara	www.worldchildrensfund.org
World Children's Fund	Santa Clara	www.worldchildrensfund.org
YMCA of the Central Bay Area (Young Mens Christian Association of Berkeley)	Alameda	www.ymc-cba.org
Yosemite Conservancy (Yosemite Foundation)	San Francisco	www.yosemiteconservancy.org
Youth Enrichment Strategies	Contra Costa	www.yesfamilies.org
Zen Hospice Project	San Francisco	www.zenhospice.org

* Local Associate Member. Not listed in Combined Federal Campaigns.

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 Krantz – 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	<u>\$420,858</u>	<u>\$48,771</u>	<u>\$88,612</u>	<u>\$558,241</u>	<u>\$539,778</u>

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: <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: MARGANETTA FINNEY SAME AS C ABOVE		G Gross receipts \$ 6,802,169.
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(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 checked="" type="checkbox"/> No If 'No,' attach a list. (see instructions)
J Website: WWW.LIC.ORG		H(c) Group exemption number
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: 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
	7	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	Current Year
	9	Program service revenue (Part VIII, line 2g)	6,020,830.	6,767,124.
	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	End of Year
	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	5,722,697.	5,816,370.
			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 <i>Marganetta L. Finney</i>	Date 10/13/2012				
	Type or print name and title TREAS/SECRETARY					
Paid Preparer Use Only	Print/Type preparer's name RICHARD B KOWALSKI	Preparer's signature <i>Richard Kowalski</i>	Date 10/5/2012	Check <input type="checkbox"/> if self-employed	PTIN P00283086	
	Firm's name MAZE & ASSOCIATES	Firm's EIN 94-2590179		Phone no. (925) 930-0902		
	Firm's address 3478 BUSKIRK AVE STE 215 PLEASANT HILL, CA 94523-4346					
	May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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
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. 1 a 0		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1 b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 1 c		
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 a 0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 2 b 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? 3 a		X
b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O. 3 b		
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)? 4 a		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? 5 a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5 b		X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T? 5 c		
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? 6 a		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 6 b		
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? 7 a		X
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided? 7 b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7 c		X
d	If 'Yes,' indicate the number of Forms 8282 filed during the year. 7 d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7 e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7 f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7 g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? 7 h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? 8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966? 9 a		
b	Did the organization make a distribution to a donor, donor advisor, or related person? 9 b		
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? 12 a		
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? 13 a Note. 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? 14 a		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

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 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	Did the organization have local chapters, branches, or affiliates?		X
10 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?		
11 a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
12 a	Did the organization have a written conflict of interest policy? If 'No,' go to line 13	X	
12 b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12 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	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?		
15 a	The organization's CEO, Executive Director, or top management official		X
15 b	Other officers of key employees of the organization		X
	If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16 a	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
16 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?		

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

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) 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	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? If 'Yes,' complete Schedule J for such individual.	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? If 'Yes' complete Schedule J for such individual.	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? If 'Yes,' complete Schedule J for such person.	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	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)						
	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

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	
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
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)

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?.....		
(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									

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**.

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.

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.

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.

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.

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.

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

Name of the organization

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

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? <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 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?	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.

BAA

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).

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**

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

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	94-3103136	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	94-3371820	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 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.	54-1677579	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>

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

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ERO's signature

Rubel Fawad

Date

10/5/2012

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

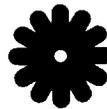
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COMMUNITY
HEALTH CHARITIES

Give.
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February 24, 2014

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

Subject: 2014 Annual Joint Fundraising Drive

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 2013
- Current agency membership list for the 2014 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 2014-15

- 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%

Community Health Charities of California
(A California Nonprofit Corporation)

FINANCIAL STATEMENTS
and
INDEPENDENT AUDITORS' REPORT

JUNE 30, 2013

Stroub & Company, CPA's
1555 River Park Drive Suite 201
Sacramento, CA 95815

Community Health Charities of California

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JUNE 30, 2013

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Community Health Charities of California
Sacramento, California

Report on the Financial Statements

We have audited the accompanying financial statements of Community Health Charities of California, which comprise the statement of financial position as of June 30, 2012 and as of June 30, 2013, and the related the related statement of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

INDEPENDENT AUDITORS' REPORT
(continued)

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 as of June 30, 2013, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Stroub and Company

Stroub & Company, CPAs

December 24, 2013

Community Health Charities of California

STATEMENT OF FINANCIAL POSITION

June 30, 2012 and 2013

ASSETS

	<u>2013</u>	<u>2012</u>
Current assets:		
Cash and cash equivalents	\$ 1,520,280	\$ 2,219,086
Pledges receivable (net of allowance of uncollectable pledges of \$435,203 and \$387,985)	3,123,848	3,154,922
Accounts receivable	149,444	62,861
Prepaid expenses	<u>36,042</u>	<u>30,574</u>
Total current assets	\$ 4,829,614	\$ 5,467,443
Property and equipment, at cost:		
Office equipment	\$ 48,340	\$ 48,340
Less accumulated depreciation	<u>(48,151)</u>	<u>(42,147)</u>
Net Property and Equipment	189	6,193
Other assets:		
Investments	<u>\$ 201,347</u>	<u>301,557</u>
	<u>\$ 5,031,150</u>	<u>\$ 5,775,193</u>

LIABILITIES AND NET ASSETS

Current liabilities:		
Distributions payable (net of allowance for fees and uncollectable pledges of \$435,203 and \$387,985)	\$ 3,420,907	\$ 4,149,391
Accounts payable	54,980	27,770
Accrued expenses	<u>51,435</u>	<u>51,269</u>
Total liabilities (All current)	\$ 3,527,322	\$ 4,228,430
Net assets:		
Unrestricted	<u>\$ 1,503,828</u>	<u>\$ 1,546,763</u>
Total liabilities and net assets	<u>\$ 5,031,150</u>	<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 years ended June 30, 2012 and 2013

	<u>2013</u>	<u>2012</u>
Public support and contributions:		
Campaign pledges:		
Total amounts raised	\$ 4,609,392	\$ 4,648,040
Less provision for uncollectable pledges	<u>(449,584)</u>	<u>(578,199)</u>
Total amounts raised (net)	\$ 4,159,808	\$ 4,069,841
Less amounts retained by National CHC	(141,679)	(142,812)
Less amounts raised on behalf of others	<u>(3,074,638)</u>	<u>(3,106,924)</u>
	\$ 943,491	\$ 820,105
Other revenue:		
Interest income	3,729	4,977
Administrative fees	483,824	570,343
Other income	<u>25,470</u>	<u>39,383</u>
Total public support and revenue	<u>\$ 1,456,514</u>	<u>\$ 1,434,808</u>
Expenses:		
Program services:	\$ 1,083,881	\$ 1,297,642
Management and general	278,125	291,255
Fund raising	<u>137,443</u>	<u>164,149</u>
Total expenses	<u>\$ 1,499,449</u>	<u>\$ 1,753,046</u>
Decrease in unrestricted net assets	<u>\$ (42,935)</u>	<u>\$ (318,238)</u>
Net assets, beginning of year	<u>1,546,763</u>	<u>1,865,001</u>
Net assets, end of year	<u>\$ 1,503,828</u>	<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, 2013

	Program Services	Management and General	Fund Raising	Total
Salaries	\$ 600,498	\$ 120,100	\$ 80,066	\$ 800,664
Rent	85,080	24,308	12,154	121,542
Employee benefits	71,877	14,375	9,584	95,836
Payroll taxes	47,672	9,534	6,356	63,562
Printing	57,842	3,044	0	60,886
Auto & travel	41,932	5,241	5,241	52,414
CHC national dues	40,145	5,590	5,082	50,817
Retirement benefits	35,293	7,059	4,706	47,058
Professional Fees	2,125	42,014	0	44,139
Office expense	17,437	11,096	3,170	31,703
Meetings & training	13,638	6,307	3,328	23,273
Telephone	12,766	3,647	1,824	18,237
Professional Fees-Marketing	14,755	0	728	15,483
Campaign promotion	13,715	0	1,524	15,239
Insurance	10,349	2,957	1,478	14,784
Postage	7,838	1,469	490	9,797
Equipment rentals	4,689	2,984	852	8,525
Bank charges	0	8,439	0	8,439
Depreciation	3,602	1,801	600	6,003
Legal Fees	638	1,913	0	2,551
Workers compensation	1,298	260	173	1,731
Dues & subscriptions	692	87	87	866
Miscellaneous	0	5,900	0	5,900
	\$ 1,083,881	\$ 278,125	\$ 137,443	\$ 1,499,449

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

	Program Services	Management and General	Fund Raising	Total
Salaries	\$ 703,998	\$ 140,800	\$ 93,866	\$ 938,664
Rent	87,960	25,132	12,566	125,658
Employee benefits	64,386	12,877	8,585	85,848
Payroll taxes	59,717	11,943	7,962	79,622
Printing	74,842	3,939	0	78,781
Auto & travel	53,524	6,690	6,690	66,904
Retirement benefits	48,079	9,616	6,411	64,106
Campaign promotion	47,994	0	5,333	53,327
CHC national dues	37,861	5,272	4,793	47,926
Office expense	19,698	12,535	3,581	35,814
Meetings & training	20,604	9,529	5,028	35,161
Professional Fees-Marketing	26,412	0	2,935	29,347
Telephone	16,224	4,635	2,318	23,177
Professional Fees	2,125	19,924	0	22,049
Postage	10,354	1,941	647	12,942
Insurance	9,054	2,587	1,293	12,934
Depreciation	5,419	2,710	903	9,032
Equipment rentals	4,541	2,890	826	8,257
Legal Fees	1,702	5,106	0	6,808
Bank charges	0	6,448	0	6,448
Workers compensation	2,281	456	304	3,041
Dues & subscriptions	867	108	108	1,083
Miscellaneous	0	6,117	0	6,117
	<u>\$ 1,297,642</u>	<u>\$ 291,255</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 years ended June 30, 2012 and 2013

	<u>2013</u>	<u>2012</u>
Cash flows from operating activities:		
Decrease in unrestricted net assets	\$ (42,935)	\$ (318,238)
Adjustments to reconcile change in net assets to net cash used by operating activities:		
Depreciation	\$ 6,004	\$ 9,032
Decrease in pledges receivable	31,074	426,421
Increase in accounts receivable	(86,583)	(22,447)
Increase in prepaid expenses	(5,469)	(6,574)
Decrease in distributions payable	(728,485)	(437,105)
Increase in accounts payable and accrued liabilities	<u>27,378</u>	<u>5,811</u>
	<u>(756,081)</u>	<u>(24,862)</u>
Net cash used by operating activities	\$ <u>(799,016)</u>	\$ <u>(343,100)</u>
Cash flows from investing activities:		
Cash flows from financing activities		
Investment in Certificate of Deposits	\$ <u>100,210</u>	\$ <u>(1,534)</u>
Net Cash provided by investing activities	\$ <u>100,210</u>	\$ <u>(1,534)</u>
Net decrease in cash and cash equivalents	\$ (698,806)	\$ (344,634)
Cash and cash equivalents, beginning of year	\$ <u>2,219,086</u>	\$ <u>2,563,720</u>
Cash and cash equivalents, end of year	\$ <u>1,520,280</u>	\$ <u>2,219,086</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, 2013

NOTE 1 NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization:

Community Health Charities of California (the "Organization") is a non-profit corporation in the state of California. The Organization changed to its current name on July 1, 1999 by filing an amendment to the Articles of Incorporation with the California Secretary of State to change to the current name. The Organization has been in existence since July, 1971.

The Organization is affiliated with the national organization of Community Health Charities and participates in employee giving campaigns nationwide which links the region's employees with the opportunity to give to America's leading health charities.

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.

Basis of Presentation

In accordance with generally accepted accounting principles the Organization is required to report information regarding its financial position and activities according to three classes of net assets; unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. Unrestricted net assets are not subject to donor-imposed stipulations. Temporarily restricted net assets are subject to donor-imposed stipulations that will be met either by actions of the organization and/or the passage of time. Permanently restricted net assets are subject to limited by donor-imposed stipulations that neither expire by passage of time nor can be fulfilled or otherwise removed by actions of the Organization.

As of June 30, 2013, unrestricted net assets were \$1,503,828. There were no temporarily restricted or permanently restricted net assets.

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 as support in the current accounting period. Fund-raising expenses are deducted in the period incurred.

Community Health Charities of California

NOTES TO FINANCIAL STATEMENTS (Continued)

June 30, 2013

Public Support and Contributions:

Annual campaigns are conducted in the Fall to obtain pledges to support member agencies via the workplace payroll deduction programs offered by participating governmental agencies and other organizations. Payroll deductions begin in January of the subsequent year. 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.

Distributions to Member Charities

All contributions are deemed by the Organization to be designated by donors to member charities. Contributions received by the Organization are allocated to member charities as specifically designated by the donor. Undesignated contributions are recorded as revenue of the organization. Contributions are distributed to member charities annually, less an allowance for uncollectable amounts and administrative charges. The Organization distributes the receipts from a given campaign proportionately according to the gross designation reports provided for the various campaigns. Distributions are generally made on a quarterly basis after completion of the campaign year. For the year ended June 30, 2013, campaign support received as a result of the fall 2011 campaign was distributed in the third and fourth quarters of 2012 and the first and second quarters of 2013.

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 2012 campaign which have not been collected as of June 30, 2013.

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.

Community Health Charities of California

NOTES TO FINANCIAL STATEMENTS (Continued)

June 30, 2013

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 2012 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 2010, CHC was appointed to serve as the Principal Combined Fund Organization (PCFO) for the 2011 So Cal Tri County Combined Federal Campaign (CFC), a fundraising campaign conducted among federal government employees. The campaign was completed during fiscal year ended June 30, 2013. 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 2012, CHC was appointed to serve as the PCFO for the 2013 California Gold Coast Combined Federal Campaign (CFC). 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, 2013

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 December 24, 2013, 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 \$47,057 for the year ended June 30, 2013 and \$64,105 for the year ended June 30, 2012 .

Community Health Charities of California

**NOTES TO FINANCIAL STATEMENTS
(Continued)**

June 30, 2013

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,		
2014	\$	95,745
2015		88,527
2016		45,474
2017		0
2018		0
2019 and thereafter		<u>0</u>
	\$	<u>229,746</u>

Rental expense for the year ended June 30, 2013 amounted to \$121,542 and \$125,658 for the year ended June 30, 2012.

NOTE 5 OTHER CASH FLOWS DISCLOSURES

The Organization did not pay any income taxes or interest expense for the year ended June 30, 2013.

Community Health Charities of California

SUPPLEMENTAL UNAUDITED INFORMATION

JUNE 30, 2013

Stroub & Company, CPAs

1555 River Park Drive Suite 201, Sacramento, CA 95815

916.774.4675 Fax 916.218.6282 Email paul@mytaxrefund.com

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTAL INFORMATION

Board of Directors
Community Health Charities of California
Sacramento, California

Our report on the audited basic financial statements of Community Health Charities of California for the year ended June 30, 2013, is presented on page 3.

That audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of cash distributions paid to member agencies and other federations is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audits of the basic financial statements; accordingly, we express no opinion on it.

Stroub and Company

Stroub & Company, CPAs
Sacramento, California

December 24, 2013

COMMUNITY HEALTH CHARITIES OF CALIFORNIA

DISTRIBUTIONS PAID TO MEMBER AGENCIES AND OTHER FEDERATIONS
(UNAUDITED)

For the Fiscal Year Ended June 30, 2013

Members of Community Health Charities California or Community Health Charities America:	Distributions July 1, 2012 - June 30, 2013
AIDS Research Foundation (amfAR)	\$19,313
AIDS Research Foundation (amfAR), California	15,224
Alisa Ann Ruch Burn Foundation, CA, Burbank	2,303
Alisa Ann Ruch Burn Foundation, CA, San Fran	8,657
ALS Association, California, Golden West Chapter	14,432
ALS Association, California, Greater Bay Area Chapter	1,219
ALS Association, California, Greater Sacramento Chapter	6,622
ALS Association, California, Greater Sacto Chapter	2,009
ALS Association, California, Orange County Chapter	3,052
ALS Association, California, San Diego County	1,866
ALS Association, The	23,658
Alzheimer's Association	76,697
Alzheimer's Association, California, Central Coast Santa Barbara	2,895
Alzheimer's Association, California, Coachella Valley	5,738
Alzheimer's Association, California, Inland Empire	2,186
Alzheimer's Association, California, Lafayette	7,060
Alzheimer's Association, California, Los Angeles	9,112
Alzheimer's Association, California, Mountain View	36,198
Alzheimer's Association, California, Northern California and Northern Nevada	3,960
Alzheimer's Association, California, Northern California Chapter	1,491
Alzheimer's Association, California, Orange County Chapter	6,125
Alzheimer's Association, California, Sacramento	6,269
Alzheimer's Association, California, Santa Cruz	1,322
Alzheimer's Association, California, Ventura	1,030
AMC Cancer Research Center	8,203
AMC Cancer Research Center, California	17,714
AMC Cancer Research Center, California, Los Angeles	1,496
AMC Cancer Research Center, California, San Diego	2,222
American Cancer Society	188,528
American Cancer Society, California, Oakland	1,889
American Diabetes Association	73,119
American Diabetes Association, California, Los Angeles	10,361
American Diabetes Association, California, Orange County	2,048
American Diabetes Association, California, Sacramento	21,339
American Diabetes Association, California, San Diego	24,633
American Diabetes Association, California, San Francisco	15,723

COMMUNITY HEALTH CHARITIES OF CALIFORNIA

DISTRIBUTIONS PAID TO MEMBER AGENCIES AND OTHER FEDERATIONS
(UNAUDITED)

For the Fiscal Year Ended June 30, 2013

Members of Community Health Charities California or Community Health Charities America:	Distributions July 1, 2012 - June 30, 2013
American Diabetes Association, California, San Jose	18,506
American Liver Foundation	5,068
American Liver Foundation, California, Los Angeles	1,694
American Liver Foundation, California, San Francisco	9,482
American Lung Association	13,961
American Lung Association California, Emeryville	2,094
American Lung Association California, Greater Bay Area	8,645
American Lung Association California, Greater Sacramento	2,883
American Lung Association California, Inland Empire	1,361
American Lung Association California, San Bernardino	1,212
Arthritis Foundation	13,236
Arthritis Foundation, California, Fountain Valley	3,937
Arthritis Foundation, California, Northern Calif Chapter	9,119
Arthritis Foundation, California, Sacramento	2,276
Autism Speaks	35,895
Autism Speaks, California (Central)	5,953
Autism Speaks, California, Los Angeles	39,216
Autism Speaks, California, San Anselmo	5,523
Be The Match Foundation	2,329
California Hospice Foundation - Central	1,813
California Hospice Foundation of Sacramento	19,486
Cancer Research Institute	27,940
Cancer Research Institute, California	21,439
Cancer Research Institute, California (Northern)	5,767
Cancer Research Institute, California (Southern)	9,941
Children's Tumor Foundation	2,951
Children's Tumor Foundation, California	5,955
Christopher and Dana Reeve Foundation, California	4,162
City of Hope	115,419
City of Hope, California	18,709
Crohn's & Colitis Foundation of America	19,002
Crohn's & Colitis Foundation of America, California, Los Angeles	5,638
Crohn's & Colitis Foundation of America, California, San Francisco	14,809
Crohn's & Colitis Foundation of America, San Diego Chapter	2,625
Cystic Fibrosis Foundation	15,159
Cystic Fibrosis Foundation, California, Anaheim	9,275

COMMUNITY HEALTH CHARITIES OF CALIFORNIA

DISTRIBUTIONS PAID TO MEMBER AGENCIES AND OTHER FEDERATIONS
(UNAUDITED)

For the Fiscal Year Ended June 30, 2013

Members of Community Health Charities California or Community Health Charities America:	Distributions July 1,2012 - June 30, 2013
Cystic Fibrosis Foundation, California, Los Angeles	1,121
Cystic Fibrosis Foundation, California, Northern, Sunnyvale	4,748
Cystic Fibrosis Foundation, California, Sacramento	1,169
Cystic Fibrosis Foundation, California, San Francisco	5,600
Cystic Fibrosis Research - California (Northern)	5,221
Easter Seals	3,216
Easter Seals, California, Bay Area	3,652
Easter Seals, California, So Cal Santa Ana	2,313
Epilepsy Foundation of America	13,432
Epilepsy Foundation of Greater Los Angeles	4,340
Epilepsy Foundation of Northern California	9,373
Firefighters Burn Institute - California (Northern)	12,585
Firefighters Burn Institute - California, Southern	1,325
Hospice Foundation	4,014
Huntington's Disease Society of America	6,606
Huntington's Disease Society of America, CA	2,187
Huntington's Disease Society of America, California, Nor Cal	4,091
Huntington's Disease Society of America, California, San Diego	4,242
Hydrocephalus Association, California	1,393
Juvenile Diabetes Research Foundation California, Central Valley Council	1,368
Juvenile Diabetes Research Foundation California, Inland Empire Chapter	1,476
Juvenile Diabetes Research Foundation California, Los Angeles Chapter	3,295
Juvenile Diabetes Research Foundation California, NorCal Inland Chapter	8,966
Juvenile Diabetes Research Foundation California, Orange County Chapter	4,388
Juvenile Diabetes Research Foundation International	23,060
Juvenile Diabetes Research Foundation International, CA, Inland Empire	5,509
Juvenile Diabetes Research Foundation International, California, Los Angeles	1,297
Juvenile Diabetes Research Foundation International, California, Northern CA Inland Chapter	7,928
Juvenile Diabetes Research Foundation International, New York	1,452
Leukemia & Lymphoma Society, California, Los Angeles	3,360
Leukemia & Lymphoma Society, California, Orange County Inland Empire Chapter	2,089
Leukemia & Lymphoma Society, California, Sacramento	1,069
Leukemia & Lymphoma Society, California, San Francisco	22,528
Leukemia & Lymphoma Society, California, San Jose	15,636
Leukemia & Lymphoma Society, California, Santa Ana	9,102
Leukemia & Lymphoma Society, California, Santa Rosa	2,034

COMMUNITY HEALTH CHARITIES OF CALIFORNIA

DISTRIBUTIONS PAID TO MEMBER AGENCIES AND OTHER FEDERATIONS
(UNAUDITED)

For the Fiscal Year Ended June 30, 2013

Members of Community Health Charities California or Community Health Charities America:	Distributions July 1, 2012 - June 30, 2013
Leukemia & Lymphoma Society, The	35,107
Lupus Foundation of America	25,232
Lupus Foundation of America, California	13,261
Lupus Foundation of America, California (Southern)	2,632
Lupus Foundation of Southern California	4,048
March of Dimes Foundation	16,527
March of Dimes Foundation, California	13,405
March of Dimes Foundation, California, Bay Area Division	8,361
March of Dimes Foundation, California, Central Valley Division	1,244
March of Dimes Foundation, California, Greater Capital Division	4,169
March of Dimes Foundation, California, Greater Los Angeles Division	5,213
March of Dimes Foundation, California, Inland Empire Division	2,843
March of Dimes Foundation, California, South Bay Division	3,545
Mission Hospice & Home Care	1,355
Myasthenia Gravis Foundation of America	4,918
NAMI (National Alliance on Mental Illness)	10,408
NAMI (National Alliance on Mental Illness), California, Orange County	1,662
National Kidney Foundation	9,175
National Kidney Foundation of California, Northern Calif.	12,597
National Kidney Foundation of California, So Cal & So Nevada	7,020
National Multiple Sclerosis Society	39,777
National Multiple Sclerosis Society, California, Los Angeles	10,829
National Multiple Sclerosis Society, California, Northern Chapter	3,211
National Multiple Sclerosis Society, California, Palm Desert	1,088
National Multiple Sclerosis Society, California, Sacramento	1,119
National Multiple Sclerosis Society, California, San Francisco	17,665
National Multiple Sclerosis Society, California, Santa Barbara	1,087
National Multiple Sclerosis Society, California, Silicon Valley	2,200
National Psoriasis Foundation	4,357
Pancreatic Cancer Action Network	21,419
Pancreatic Cancer Action Network, California	13,394
Planned Parenthood of California, Mar Monte, Central	8,385
Planned Parenthood of California, Mar Monte, Hayward	1,359
Planned Parenthood of California, Mar Monte, Sacramento	14,178
Planned Parenthood of California, Mar Monte, San Jose	12,128
Planned Parenthood of California, Mar Monte, Santa Cruz	1,876

COMMUNITY HEALTH CHARITIES OF CALIFORNIA

DISTRIBUTIONS PAID TO MEMBER AGENCIES AND OTHER FEDERATIONS
(UNAUDITED)
For the Fiscal Year Ended June 30, 2013

Members of Community Health Charities California or Community Health Charities America:	Distributions July 1,2012 - June 30, 2013
Prevent Blindness America (National Society to Prevent Blindness)	1,767
Prevent Blindness America, California (Northern)	2,562
Ronald McDonald House Charities of California, (SoCal)	71,422
San Jose Firefighters Burn Foundation	6,173
Sickle Cell Disease Foundation of California, Southern	20,092
St. Jude Children's Research Hospital	520,350
St. Jude Children's Research Hospital, California	3,761
St. Jude Children's Research Hospital, California (Northern)	108,238
St. Jude Children's Research Hospital, California (Southern)	98,040
St. Jude Children's Research Hospital, Tennessee	3,818
Susan G. Komen for the Cure	105,308
Susan G. Komen for the Cure, California, Central Valley Affiliate	13,375
Susan G. Komen for the Cure, California, Inland Empire Affiliate	20,199
Susan G. Komen for the Cure, California, Los Angeles County Affiliate	23,854
Susan G. Komen for the Cure, California, Orange County Affiliate	21,523
Susan G. Komen for the Cure, California, Sacramento Valley Affiliate	30,929
Susan G. Komen for the Cure, California, San Diego Chapter	37,756
Susan G. Komen for the Cure, California, San Fran Bay Area Affiliate	46,184
Susan G. Komen for the Cure, Massachusetts Affiliate	1,047
Team of Advocates for Special Kids - CA	3,334
The Painted Turtle - CA	1,296
The Parkinson's Institute, California	23,041
United Cerebral Palsy of California, Los Angeles & Ventura Counties	3,255
Various Charities - Under \$1000 Threshold	43,760
Total Distributions to Member Agencies and Other Federations	<u>\$2,861,256</u>

COMMUNITY HEALTH CHARITIES OF CALIFORNIA

DISTRIBUTIONS PAID TO MEMBER AGENCIES AND OTHER FEDERATIONS
(UNAUDITED)

For the Fiscal Year Ended June 30, 2013

Non-Members of Community Health Charities California or Community Health Charities America:	Distributions July 1,2012 - June 30, 2013
ABS - CBN Foundation, Inc (Bantay Bata 163)	\$1,167
Acts Full Gospel Church	2,525
Alameda County Community Food Bank	1,821
American Hearing Research Foundation	2,192
American Heart Association	47,952
American Heart Association, California, Western States Affiliate	19,402
American Kidney Fund	7,447
American Parkinson Disease Association	3,040
American Red Cross	1,043
Animal Care & Regulation (T.E.A.M.)	4,681
Arc of California, Southeast Los Angeles County	1,273
Asante Children's Theatre	1,849
ASPCA - American Society for The Prevention of Cruelty to Animals	1,138
Atlanta Bible College	2,712
Back To The Bible	2,002
Berea Baptist Church	1,623
Berkeley Mt Zion Baptist Church	3,145
Bishop O'Dowd High School	1,043
Bradshaw Christian School	1,232
Breast Cancer Network of Strength	2,267
Breast Cancer Network of Strength, California (Southern)	1,227
Breast Cancer Research Foundation, The	1,115
Brighter Beginnings	1,194
Bruce Verhoeven Foundation	3,388
Californians for Justice	1,700
Capital Christian Center	3,003
CaringBridge	6,010
Catholic Relief Services	1,137
Center Of Praise	1,386
Centro De Servicios	1,236
Children's Heart Foundation, The	3,456
Children's Home Society Of Ca	1,764
Collective Roots	1,398
Colon Cancer Alliance	7,347
Common Ground, Inc.	1,028
Contra Costa County Animal Benefit Fund	2,967
Contra Costa Regional Health Foundation	1,915

COMMUNITY HEALTH CHARITIES OF CALIFORNIA

DISTRIBUTIONS PAID TO MEMBER AGENCIES AND OTHER FEDERATIONS

(UNAUDITED)

For the Fiscal Year Ended June 30, 2013

Non-Members of Community Health Charities California or Community Health Charities America:	Distributions July 1,2012 - June 30, 2013
Cornerstone Fellowship	5,808
Darius Jones Foundation	1,178
Depression and Bipolar Support Alliance	7,793
Destiny Christian Fellowship	1,552
Dharma Realm Buddhist Asso.	1,695
DHHS Cps Friends Of Ind. Livin	1,032
Doctors Without Borders (Donor Choice-NY)	1,561
Dr. Herbert Guice Christian Academy	3,228
Earthshare - UCSF	1,017
East Bay Childrens Law Offices	4,229
Emmanuel Baptist Church	3,823
Emmanuel Church of Christ U.S.A.	2,067
Endometriosis Association	3,181
Faith Landmark Mbc	5,389
Fame	1,921
Feed The Children/Abc Project	2,107
First Baptist Church	7,105
First Christian Church-Concord	2,271
First Presbyterian Church Of San Leandro	2,787
Food Bank of Contra Costa and Solano	1,372
Friends Of The Oakland Public Library	2,084
Glad Tidings Church Of God In Christ	1,418
Global Impact (Donor Choice)	5,372
Golden Hills Community Church	7,087
Greater St. Paul Church	1,289
Green For All	1,827
Hispanic Community Affairs Council	1,361
Hole in the Wall Foundation	2,689
Hospice Of Amador	1,680
Hospice of the Valley	1,333
Independent Living Skills Prog	1,504
Interfaith Food Bank of Amador County	1,032
InterVarsity Christian Fellowship	1,757
J-Sei - Japanese American Services of the East Bay	1,127
Juvenile Hall Auxiliary	2,033
Kids At Work	1,152
La Clinica De La Raza	1,328

COMMUNITY HEALTH CHARITIES OF CALIFORNIA

DISTRIBUTIONS PAID TO MEMBER AGENCIES AND OTHER FEDERATIONS
(UNAUDITED)

For the Fiscal Year Ended June 30, 2013

Non-Members of Community Health Charities California or Community Health Charities America:	Distributions July 1, 2012 - June 30, 2013
Las Trampas, Inc.	1,382
Latin American Community Assistance Foundation	1,845
Law Enforcement Chaplaincy	1,093
Legal Services For Children	1,143
Lifeskills 411	1,443
Lily Of The Valley Christian Center	1,623
Local Independent Charities	7,196
Lupus International - California	4,151
Lupus InterNational (Donor Choice)	4,525
Macedonia Baptist Church	3,057
McHenry House For The Homeless	1,333
Meals on Wheels by ACC	1,735
Mental Health America (formerly National Mental Health Association)	2,802
Mercy Ministries	1,002
Mission Housing Development Corporation	1,198
Moraga Education Foundation	2,621
Muscular Dystrophy Association	23,799
Muscular Dystrophy Association, California, San Diego	4,928
National Council on Alcoholism & Drug Dependence (NCADD)	5,928
National Headache Foundation	1,067
National Hemophilia Foundation	2,171
National Hospice and Palliative Care Organization	1,955
National Parkinson Foundation	3,589
National Parkinson Foundation (Donor Chc)	2,190
National Parkinson Foundation, California (Southern)	1,057
National Spinal Cord Injury Association	1,607
National Stroke Association	3,062
Neighborhood Church	1,895
New Birth Church	2,548
Oakland Police Emergency Net	2,414
One Hundred Club of Contra Costa County	1,046
Parkinson's Disease Foundation	9,148
Pentecostal Way Of Truth Church Corporation	5,310
Peter's Rock Deliverance Church	1,862
Praises of Zion Baptist	1,031
Progressive Community Church	5,134
Project Second Chance	1,663

COMMUNITY HEALTH CHARITIES OF CALIFORNIA

DISTRIBUTIONS PAID TO MEMBER AGENCIES AND OTHER FEDERATIONS
(UNAUDITED)

For the Fiscal Year Ended June 30, 2013

	Distributions
Non-Members of Community Health Charities California or Community Health Charities America:	July 1,2012 - June 30, 2013
Pugsavers	1,497
Regina Mundi Society	1,113
Research to Prevent Blindness	3,738
Revival Center Ministries	1,623
Sacramento Loaves & Fishes	1,863
Sacramento Sheriff Canine Association	3,603
Salvation Army-Oakland	1,105
Scleroderma Foundation (Donor Choice)	1,420
Seneca Center Residential &	1,594
Shiloh Church	4,089
Shriners Children's Hospital	2,491
Sickle Cell Disease Association of America	21,788
SIDS Alliance / First Candle	9,301
Solano County Spca	1,019
Southern Poverty Law Center	1,121
Spina Bifida Association of America	5,616
St. Anne's Catholic Church	2,310
St. Marys College High School	1,110
St. Paul Ame Church	3,996
St. Vincent's Day Home	1,663
Tourette Syndrome Association	3,916
True Life Ministries	5,035
Turner Syndrome Society of Kansas City - Missouri	1,241
United Way Of The Bay	4,294
Unity Spiritual Community	1,678
Vestia Inc. (Volunteer Emergency Services Team In Action)	1,970
Watch Tower Bible & Tract Society	1,844
Water For People-USA	1,700
Water.org	1,448
Youth Uprising	1,093
Various Charities - Under \$1000 Threshold	253,315
Total Distributions to Non-Member Agencies and Other Federations	<u>\$719,161</u>
Total Distributions to Member and Non-Member Agencies and Other Federations	<u><u>\$3,580,417</u></u>

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.

February 28, 2014

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



United Way of the Bay Area

550 Kearny St., Suite 1000
San Francisco, CA 94108
415.808.4300

1970 Broadway, Suite 400
Oakland, CA 94612
510.238.2410

www.uwba.org

Re: 2014 Combined Charities Campaign

Dear Ms. Calvillo:

The United Way of the Bay Area wishes to apply for participation in the 2014 San Francisco City and County Employees Combined Charities Campaign in accordance with the regulations set forth by the Board of Supervisors in Section 16.93-2. You will find enclosed:

1. A list of 2014 United Way of the Bay Area Grantees and Certified Agencies with all organizations representing Bay Area counties (Criteria A) and with all being in existence for at least one year (Criteria C).
2. A copy of our IRS 501(c)(3) Tax Exempt letter (Criteria B).
3. A copy of United Way of the Bay Area's 2012-2013 certified audit (Criteria D).

Thank you for your time and consideration in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Anne Wilson".

Anne Wilson
Chief Executive Officer

Enclosures: (3)
cc: Scott Shanbron

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2014 FEB 28 PM 4:04
BY [initials]

United Way of the Bay Area - 2014 Charity List									
Affiliation	Agency Name	Agency Address				Agency Telephone Information		Agency Tax ID Number	
		Address	City	State	Zip	Area Code	Telephone		
Project	211 (Fiscal Sponsor: United Way of the Bay Area)	550 Kearny Street, Suite 1000	San Francisco	CA	94108	415	8084300	94-1312348	
Grantee	American Canyon Family Resource Center	3431 Broadway, #A-5	American Canyon	CA	94503	707	9807024	36-4612853	
Grantee	Children's Network of Solano County421-7229	2320 Courage Drive, Suite 107	Fairfield	CA	94533	707	4217229	68-0014506	
Grantee	Community Action Marin	29 Marin Street	San Rafael	CA	94901	415	4851489	94-6136365	
Project	Community School Initiative (Fiscal Sponsor: United Way of the Bay Area)	505 Santa Clara Street, 3rd Floor	Vallejo	CA	94590	415	8084300	94-1312348	
Project	Earn It! Keep It! Save It! (Fiscal Sponsor: United Way of the Bay Area)	550 Kearny Street, Suite 1000	San Francisco	CA	94108	415	8084300	94-1312348	
Grantee	East Bay Asian Local Development Corp	310 - 8th Street, Suite 200	Oakland	CA	94607	510	2875353	51-0171851	
Grantee	Labor Community Services (Fiscal Sponsor: United Way of the Bay Area)	550 Kearny Street, Suite 1000	San Francisco	CA	94108	415	8084300	94-1312348	
Grantee	Low Income Families Empowerment-LIFETIME	PO Box 1953	San Leandro	CA	94577	510	3525160	94-3348126	
Grantee	Marilyn Avenue School (Fiscal Sponsor: United Way of the Bay Area)	800 Marilyn Avenue	Livermore	CA	94550	415	8084300	94-1312348	
Project	MatchBridge (Fiscal Sponsor: United Way of the Bay Area)	550 Kearny Street, Suite 1000	Oakland	CA	94621	415	8084300	94-1312348	
SparkPoint	Mission Economic Development Agency - Plaza Adelante	2301 Mission Street, Suite 301	San Francisco	CA	94110	415	2823334	51-0187791	
Grantee	Oakland Army Base Workforce Development Collaborative	1433 Webster Street, Suite 100	Oakland	CA	94612	415	8084300	91-2095892	
Grantee	Oakland School Foundation	1434 34th Avenue	Oakland,	CA	94601	415	8084300	43-2014630	
Grantee	On The Move	780 Lincoln Avenue	Napa	CA	94558	510	5997785	75-3149095	
Grantee	Richmond Community Foundation	1014 Florida Avenue, Suite 200	Richmond	CA	94804	510	2341200	94-3337754	
Grantee	San Francisco School Alliance	114 Sansome Street, Suite 800	San Francisco	CA	94108	415	9555790	94-3222869	
SparkPoint	SparkPoint Center Initiative (Fiscal Sponsor: United Way of the Bay Area)	550 Kearny Street, Suite 1000	San Francisco	CA	94110	415	8084300	94-1312348	
Grantee	Stride Center	1212 Broadway, Suite 400	Oakland	CA	94612	510	2341300	94-3333571	
Grantee	Thrive Alliance	PO Box 132	San Carlos	CA	94070	650	6547993	20-4745089	
Grantee	Vallejo Fighting Back Partnership	505 Santa Clara Street, 3rd Floor	Vallejo	CA	94590	707	6517183	68-0298092	
Certified Agency	AASK America (Adopt A Special Kid)	8201 Edgewater Drive, Suite 103	Oakland	CA	94621	510	5531748	23-7353698	
Certified Agency	ABS-CBN Foundation International	150 Shoreline Drive	Redwood City	CA	94065	650	5086117	94-3292281	
Certified Agency	Achieve Learning	3661 Grand Avenue, Suite 201	Oakland	CA	94610	510	9032224	32-0274622	
Certified Agency	Adult Day Services Network of Contra Costa	490 Golf Club Road	Pleasant Hill	CA	94523	925	6821000	45-0516536	
Certified Agency	AIDS Legal Referral Panel	1663 Mission Street, Suite 500	San Francisco	CA	94103	415	7011200	94-3111738	
Certified Agency	America SCORES Bay Area	400 Alabama Street	San Francisco	CA	94110	415	3773887	52-1955491	
Certified Agency	American Red Cross Bay Area	1663 Market Street	San Francisco	CA	94103	415	4278171	94-3000000	
Certified Agency	American Red Cross, Napa County Chapter	1790 Third Street	Napa	CA	94558	707	2572900	53-0196605	
Certified Agency	AnewAmerica Community Corporation	1918 University Avenue, Suite 3A	Berkeley	CA	94704	510	5407785	94-3342658	
Certified Agency	Arc of Alameda County, The	14700 Doolittle Drive	San Leandro	CA	94577	510	3949881	94-1707724	
Certified Agency	Arc of San Francisco, The	1500 Howard Street	San Francisco	CA	94103	415	2557200	94-1415287	
Certified Agency	Asian & Pacific Islander Wellness Center	730 Polk Street, 4th Floor	San Francisco	CA	94109	415	2923400	94-3096109	
Certified Agency	Asian Immigrant Women Advocates	310 8th Street, Suite 301	Oakland	CA	94607	510	2680192	94-2977665	
Certified Agency	Axis Community Health	4361 Railroad Ave	Pleasanton	CA	94566	925	2016068	94-2232394	
Certified Agency	BANANAS Incorporated	5232 Claremont Ave	Oakland	CA	94618	510	6587353	94-2247074	
Certified Agency	Bay Area Leadership Foundation	PO Box 3883	Oakland	CA	94609	510	6227881	68-0482517	
Certified Agency	Bay Area Women Against Rape	470 27th Street	Oakland	CA	94612	510	4301298	94-2300454	
Certified Agency	Bayview Hunters Point Center for Arts and Technology	2415 3rd Street, Suite 230	San Francisco	CA	94107	415	7018228	94-3329786	
Certified Agency	Berkeley Food and Housing Project	2362 Bancroft Way, 2nd Floor	Berkeley	CA	94704	510	8098586	94-2979073	
Certified Agency	Bhaktivedanta Institute	2334 Stuart Street	Berkeley	CA	94705	510	8417618	94-3021251	
Certified Agency	Biff & Bark Foundation	12 Dutch Mill Court	Danville	CA	94526	415	2169072	94-3377117	
Certified Agency	Big Brothers Big Sisters of the North Bay	1618 Second Street	San Rafael	CA	94901	415	4523800	94-2502278	

Affiliation	Agency Name	Agency Address				Agency Telephone Information		Agency Tax ID Number
		Address	City	State	Zip	Area Code	Telephone	
Certified Agency	Boys & Girls Club of El Sobrante	P.O. BOX 20090	El Sobrante	CA	94820	510	2235253	94-1525614
Certified Agency	Boys & Girls Clubs of North San Mateo County	201 West Orange Avenue	South San Francisco	CA	94080	650	5897090	94-1497000
Certified Agency	Boys Hope Girls Hope San Francisco Bay Area	145 Montgomery Street	San Francisco	CA	94104	415	6579302	51-0182614
Certified Agency	Breast Cancer Connections	390 Cambridge Ave	Palo Alto	CA	94306	650	3266299	77-0417605
Certified Agency	Bucklew Programs	900 Fifth Avenue, Suite 150	San Rafael	CA	94901	415	5260409	23-7088977
Certified Agency	CALICO Center for Abused Children	524 Estudillo Ave	San Leandro	CA	94577	510	8950702	94-3256781
Certified Agency	California Advocates for Nursing Home Reform	650 Harrison Street, 2nd Floor	San Francisco	CA	94107	415	9745171	94-2939542
Certified Agency	California Pacific Medical Center Foundation	2015 Steiner Street	San Francisco	CA	94115	415	6004406	94-2728423
Certified Agency	Cancer Prevention Institute of California	2201 Walnut Ave., Ste. 300	Fremont	CA	94538	510	6085003	23-7427232
Certified Agency	Catholic Charities CYO	180 Howard Street Suite 100	San Francisco	CA	94105	415	9721291	94-1498472
Certified Agency	Catholic Charities of the East Bay	433 Jefferson Street	Oakland	CA	94553	510	7683138	94-2677202
Certified Agency	Catholic Social Service of Solano County	125 Corporate Place, Suite A	Vallejo	CA	94590	707	6448909	94-2576612
Certified Agency	Center for Domestic Peace	734 A Street	San Francisco	CA	94901	415	4572464	94-2415856
Certified Agency	Center for Human Development	391 Taylor Blvd., Suite 120	Pleasant Hill	CA	94523	925	6878844	94-2520840
Certified Agency	Center for Independent Living, Inc.	3075 Adeline Street, Suite 100	Berkeley	CA	94703	510	8414776	23-7175191
Certified Agency	Children's Council of San Francisco	445 Church Street	San Francisco	CA	94114	415	2762900	94-2221305
Certified Agency	Chinatown Community Children's Center	979 Clay Street	San Francisco	CA	94108	415	9862528	23-7126354
Certified Agency	Chinatown Community Development Center	1525 Grant Avenue	San Francisco	CA	94133	415	9841493	94-2514053
Certified Agency	Coastside Adult Day Health Center	645 Correas Street	Half Moon Bay	CA	94019	650	7265067	94-2935784
Certified Agency	College Summit Northern California	703 Market Street, Ste 205	San Francisco	CA	94103	415	2279905	52-2007028
Certified Agency	Connections For Life	419 Mason Street Suite 109	Vacaville	CA	95688	707	4551792	68-0470871
Certified Agency	Contra Costa Child Care Council	1035 Detroit Ave. suite 200	Concord	CA	94518	925	6765442	94-2383037
Certified Agency	Cope Family Center	1340 Fourth Street	Napa	CA	94559	707	2521123	94-2322399
Certified Agency	Diabetic Youth Foundation	5167 Clayton Road, Suite F	Concord	CA	94521	925	6804994	94-6003673
Certified Agency	Discovery Counseling Center	115A Town & Country Drive	Danville	CA	94526	925	8380505	94-1705971
Certified Agency	Drowning Prevention Foundation	901 Mission Street, Suite 105	San Francisco	CA	94103	415	8896376	68-0100595
Certified Agency	East Bay Asian Youth Center	2025 East 12th Street	Oakland	CA	94606	510	5331092	94-2925799
Certified Agency	East Bay Community Law Center	2921 Adeline Street	Berkeley	CA	94703	510	5484040	94-3042565
Certified Agency	East Bay NSBE Jr. Chapter	1606 Birdhaven Way, PO Box 8841	Pittsburg	CA	94565	925	5650926	56-2561791
Certified Agency	East Bay Rowing Club	360 Grand Avenue, Box 129	Oakland	CA	94610	415	2057861	27-5015797
Certified Agency	East Bay United Soccer Club	5940 College Avenue	Oakland	CA	94618	877	8295500	94-2929040
Certified Agency	East Oakland Boxing Association	816 98th Avenue	Oakland	CA	94603	510	4308056	94-2967891
Certified Agency	East Oakland Youth Development Center	8200 International Blvd.	Oakland	CA	94621	510	5698088	23-7334590
Certified Agency	Emergency Shelter Program, Inc.	1180 B Street	Hayward	CA	94541	510	5815626	94-2212241
Certified Agency	Epilepsy Foundation of Northern California	155 Montgomery Street, Suite 309	San Francisco	CA	94104	415	6774011	94-6128891
Certified Agency	Family Bridges, Inc.	168 - 11th Street	Oakland	CA	94607	510	8392022	94-1725018
Certified Agency	Family Service Agency of Marin	555 Northgate Drive, Suite 100	San Rafael	CA	94903	415	4915701	94-1196788
Certified Agency	Family Service of Napa Valley	709 Franklin Street	Napa	CA	94559	707	2550966	94-1236934
Certified Agency	Family Support Services of the Bay Area	401 Grand Avenue, Suite 500	Oakland	CA	94610	510	8342443	94-3108205
Certified Agency	Feral Cat Foundation	PO BOX 1173	Alamo	CA	94507	925	4556440	68-0411209
Certified Agency	FESCO - Family Emergency Shelter Coalition	21455 Birch Street # 5	Hayward	CA	94541	510	8865473	94-3029991
Certified Agency	Filipino Advocates for Justice	310 8th Street, Suite 306	Oakland	CA	94607	510	4659876	94-2218907
Certified Agency	Filipino-American Development Foundation	1010 Mission Street	San Francisco	CA	94103	415	3488042	94-3300090
Certified Agency	Food Bank of Contra Costa and Solano	4010 Nelson Avenue	Concord	CA	94520	925	7711312	94-2418054
Certified Agency	Fostering Media Connections	182 Second Street Suite 400	San Francisco	CA	94105	415	8747435	45-3860344

Affiliation	Agency Name	Agency Address				Agency Telephone Information		Agency Tax ID Number
		Address	City	State	Zip	Area Code	Telephone	
Certified Agency	Girls Incorporated of Alameda County	510 16th Street	Oakland	CA	94612	510	3575515 X213	94-1558073
Certified Agency	Good Samaritan Family Resource Center of San Francisco	1294 Potrero Avenue	San Francisco	CA	94110	415	4014262	94-3154078
Certified Agency	Grace Urban Ministries	3265 16th Street	San Francisco	CA	94103	415	7036094	94-3237160
Certified Agency	Hayward Friends of Animals	P. O. Box 3986	Hayward	CA	95437	510	8867546	94-3064882
Certified Agency	Hemophilia Foundation of Northern California	6400 Hollis Street, Suite 6	Emeryville	CA	94608	510	6583324	94-1638703
Certified Agency	Homeless Children's Network	3265 17th Street, Suite 404	San Francisco	CA	94110	415	4373990	94-3266686
Certified Agency	Homeward Bound of Marin	1385 N Hamilton Parkway	Novato	CA	94949	415	8473331	68-0011405
Certified Agency	Horizons Foundation	550 Montgomery Street, Suite 700	San Francisco	CA	94111	415	3982333	94-2686530
Certified Agency	Hospice of the East Bay	3470 Buskirk Avenue	Pleasant Hill	CA	94523	925	8875678	94-2515405
Certified Agency	InnVision Shelter Network	181 Constitution Drive	Menlo Park	CA	94025	650	6855880	77-0160469
Certified Agency	Japanese American Citizens League	1765 Sutter Street	San Francisco	CA	94115	415	9215225	94-1245885
Certified Agency	Jewish Community Center of the East Bay	1414 Walnut Street	Berkeley	CA	94706	510	8480237	71-09
Certified Agency	Jewish Family and Children's Services	2150 Post Street	San Francisco	CA	94115	415	4491261	94-115
Certified Agency	Jewish Vocational & Career Counseling Service	225 Bush Street, Suite 400	San Francisco	CA	94104	415	7826311	92-2213100
Certified Agency	J-Sei, Inc.	2126 Channing Way	Berkeley	CA	94563	510	8483560	94-2496799
Certified Agency	La Casa de las Madres	1663 Mission Street, suite 225	San Francisco	CA	94103	415	5030500	94-2330864
Certified Agency	Larkin Street Youth Services	701 Sutter Street, Floor 2	San Francisco	CA	94109	415	6730911	94-2917999
Certified Agency	Legal Aid Society - Employment Law Center	180 Montgomery Street, Suite 600	San Francisco	CA	94102	415	8648848	94-2783401
Certified Agency	Legal Aid Society of San Mateo County	330 Twin Dolphin Drive, Suite 123	Redwood City	CA	94065	650	5178917	94-1451894
Certified Agency	LightHouse for the Blind and Visually Impaired	214 Van Ness Street	San Francisco	CA	94102	415	6947344	94-1415317
Certified Agency	Lilliput Children's Services	1330 Arnold Dr, Ste 241	Martinez	CA	94553	916	5674472	94-2614102
Certified Agency	Loaves & Fishes of Contra Costa	1985 Bonifacio Street #100	Concord	CA	94520	925	6876760	68-0018077
Certified Agency	Lord's Gym Vacaville	310 Parker Street	vacaville	CA	95687	530	3835746	45-2286980
Certified Agency	Love 4 Our Neighbors	2025 Newton Drive	Brentwood	CA	94513	925	2403329	27-3783122
Certified Agency	Loved Twice	4123 Broadway, Suite 815	Oakland	CA	94611	510	6522229	94-3441434
Certified Agency	Lutheran Social Services of Northern California	988 Oak Grove Road	Concord	CA	94518	925	8251060	94-1659687
Certified Agency	Lyon-Martin Health Services	1748 Market Street, Ste 201	San Francisco	CA	94102	415	9017110	94-2597707
Certified Agency	Meals on Wheels and Senior Outreach Services	1300 Civic Drive	Walnut Creek	CA	94596	925	9378311	68-0044205
Certified Agency	Meals on Wheels of San Francisco	1375 Fairfax Avenue	San Francisco	CA	94124	415	9201111	94-1741155
Certified Agency	Mental Health Association of Alameda County	954 60th St., #10	Oakland	CA	94608	510	8355010	94-12
Certified Agency	Mentoring Center, The	672 - 13th St, Ste 200	Oakland	CA	94612	510	8910427	94-3167241
Certified Agency	Mercy Retirement and Care Center	3431 Foothill Blvd	Oakland	CA	94601	510	5348547 X323	94-1156579
Certified Agency	MESA (Mathematics, Engineering, Science Achievement)	300 Lakeside Drive, Suite 700	Oakland	CA	94612	510	9879498	94-3067788
Certified Agency	Mid-Peninsula Boys & Girls Club	200 North Quebec Street	San Mateo	CA	94401	650	9915707	94-1431583
Certified Agency	Mothers Against Drunk Driving - San Francisco	7027 Dublin Blvd., #110	Dublin	CA	94568	925	4528752	94-2707273
Certified Agency	Mujeres Unidas y Activas	3543 18th Street, #23	San Francisco	CA	94110	415	6218140	20-2986926
Certified Agency	Music in Schools Today	582 Market Street Suite 213	San Francisco	CA	94104	415	3929010	94-2920480
Certified Agency	NAMI San Francisco	1010 Gough Street	San Francisco	CA	94109	415	4747310	94-2914709
Certified Agency	Napa Valley Hospice & Adult Day Services	414 South Jefferson Street	Napa	CA	94559	707	2589080	68-0393144
Certified Agency	National Council on Crime and Delinquency	1970 Broadway, Suite 500	Oakland	CA	94612	510	9745504	13-1624111
Certified Agency	Nihonmachi Little Friends	2031 Bush Street	San Francisco	CA	94115	415	9228898	94-2325686
Certified Agency	Old Skool Cafe	1429 Mendell Street	San Francisco	CA	94124	415	8228531	20-3913900
Certified Agency	On Lok Senior Health Services	1333 Bush	San Francisco	CA	94109	415	2928882	94-2162549
Certified Agency	Opportunity Fund	111 West St. John Street, Suite 800	San Jose	CA	95113	408	5164689	31-1719434
Certified Agency	Opportunity Junction	3102 Delta Fair Blvd.	Antioch	CA	94509	925	7761133	68-0459131

Affiliation	Agency Name	Agency Address				Agency Telephone Information		Agency Tax ID Number
		Address	City	State	Zip	Area Code	Telephone	
Certified Agency	Peninsula Jewish Community Center	800 Foster City Blvd.	Foster City	CA	94404	650	3782759	94-3227262
Certified Agency	Philippine International Aid	5226 Diamond Heights Blvd.	San Francisco	CA	94131	415	4017157	94-3008383
Certified Agency	Positive Resource Center	785 Market St., 10th Floor	San Francisco	CA	94103	415	9720878	94-3078431
Certified Agency	Project Re-Connect	6939 MacArthur Blvd	Oakland	CA	94605	510	4821738	94-3140784
Certified Agency	Raising A Reader San Francisco & Alameda Counties	470 Third St, Suite 102	San Francisco	CA	94107	415	6835462	27-1584676
Certified Agency	Reading Partners	180 Grand Avenue, Suite 800	Oakland	CA	94612	510	9189119	77-0568469
Certified Agency	Rehabilitation Services of Northern California	490 Golf Club Rd.	Pleasant Hill	CA	94523	925	6826330	94-2822559
Certified Agency	Richmond Community Foundation	1014 Florida Avenue, Suite 200	Richmond	CA	94801	510	2341200	94-3337754
Certified Agency	Samaritan House	4031 Pacific Boulevard	San Mateo	CA	94403	650	5230817	23-7416272
Certified Agency	San Francisco Bar Association Volunteer Legal Services Program	301 Battery St, Third Fl	San Francisco	CA	94111	415	7829000	94-2931349
Certified Agency	San Francisco Education Fund	2730 Bryant Street, Second Floor	San Francisco	CA	94110	415	6955400	94-1592822
Certified Agency	San Francisco General Hospital Foundation	2789 25th Street, Suite 2028	San Francisco	CA	94110	415	2065926	94-3189424
Certified Agency	San Francisco Suicide Prevention	PO Box 191350	San Francisco	CA	94119	415	9841900	94-1581618
Certified Agency	Self-Help for the Elderly	407 Sansome Street	San Francisco	CA	94124	415	6777600	94-1750717
Certified Agency	Self-Sustaining Communities	5221 Colusa Avenue	Richmond	CA	94804	510	2300904	94-3221196
Certified Agency	Senior Support Program of The Tri Valley	5353 Sunol Boulevard	Pleasanton	CA	94566	925	9315378	20-3225569
Certified Agency	SHELTER, Inc. of Contra Costa County	1815 Arnold Drive	Martinez	CA	94553	925	9577572	68-0117241
Certified Agency	SOAR for Youth	PO Box 1291	Berkeley	CA	94605	510	6320888	26-4425202
Certified Agency	St. Mary's Center	925 Brockhurst St.	Oakland	CA	94608	510	9239600	68-0172229
Certified Agency	St. Vincent de Paul Society of San Francisco	1237 Van Ness Ave., Suite 200	San Francisco	CA	94109	415	9771270	94-1571017
Certified Agency	STAND! For Families Free of Violence	1410 Danzig Plaza Suite 200	Concord	CA	94520	925	6030138	94-2476576
Certified Agency	Super Stars Literacy	333 Hegenberger Road, Suite 503	Oakland	CA	94517	925	7878531	51-0666163
Certified Agency	Teen Success, Inc.	550 A Valley Way	Milpitas	CA	95035	408	2638330	45-0702884
Certified Agency	Trips for kids	138 Sunnyside	Mill Valley	CA	94941	415	4582986	68-0159458
Certified Agency	Tri-Valley Haven	3663 Pacific Ave.	Livermore	CA	94550	925	4495845	94-2462357
Certified Agency	TURN-The Utility Reform Network	115 Sansome Street, Suite 900	San Francisco	CA	94104	415	9298876	23-7351081
Certified Agency	UCSF Alliance Health Project	PO Box 0884	San Francisco	CA	94143	415	4763951	94-6036493
Certified Agency	Wu Yee Children's Services	717 California Street, FL 1	San Francisco	CA	94108	415	2307517	94-2387002
Certified Agency	YMCA of San Francisco	50 California Street, Suite 650	San Francisco	CA	94111	415	2816733	94-0997140
Certified Agency	Youth Alive	3300 Elm Street	Oakland	CA	94609	510	5942588	94-3143254
Certified Agency	Youth Homes, Inc.	1855 Olympic Blvd, Suite 225	Walnut Creek	CA	94596	925	9332627	94-6132571
Certified Agency	Youth Leadership Institute	28 Second Street., #400	San Francisco	CA	94105	415	8369160	68-0184712
Certified Agency	YWCA of San Francisco & Marin	940 Powell Street	San Francisco	CA	94108	415	7550509	94-0997420

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.

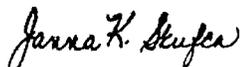
In October 1956 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

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.

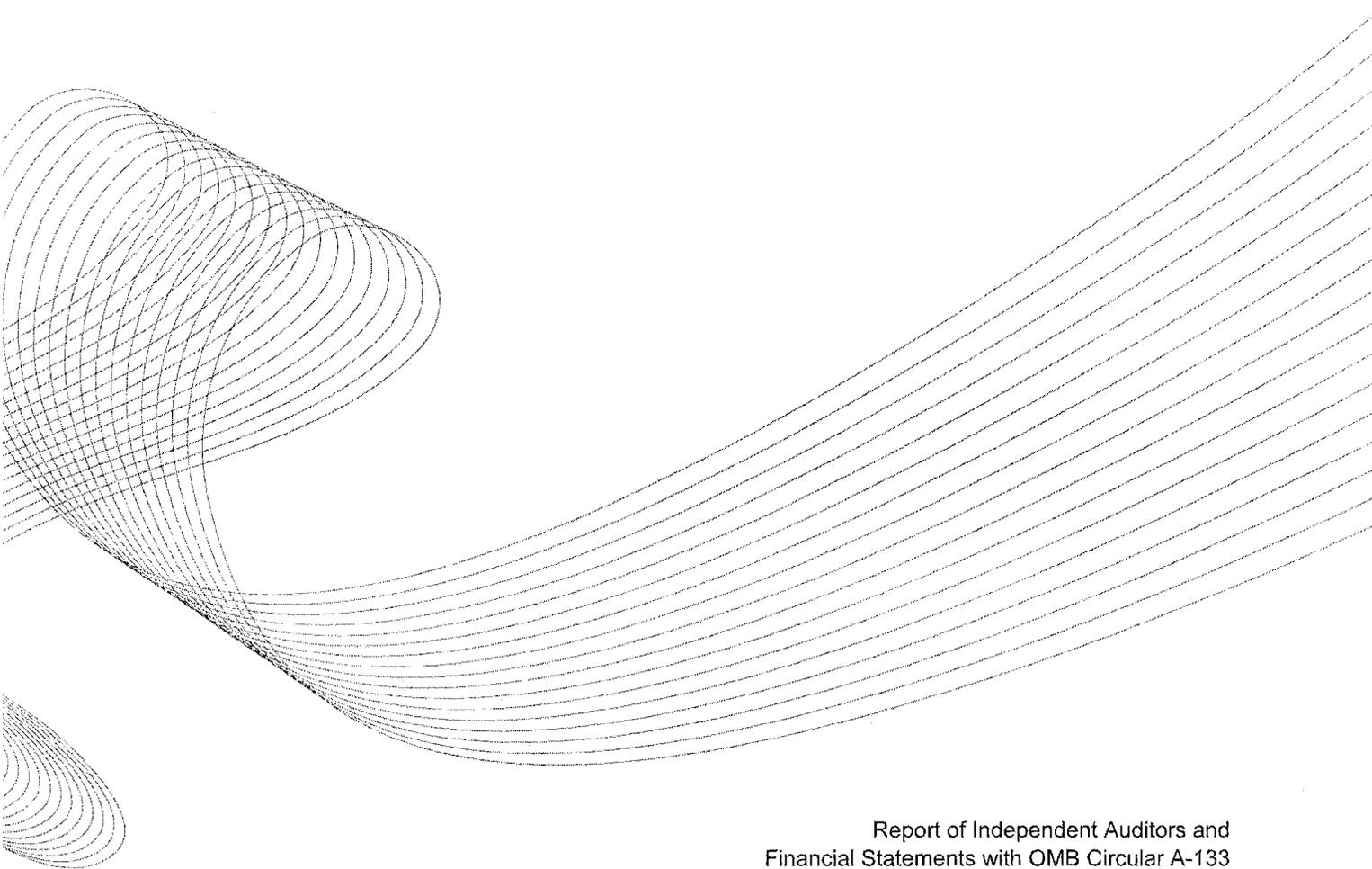
Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

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



Report of Independent Auditors and
Financial Statements with OMB Circular A-133
Audit Reports and Supplementary Information



United Way of the Bay Area
June 30, 2013 and 2012

MOSS ADAMS LLP

Certified Public Accountants | Business Consultants

Acumen. Agility. Answers.

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REPORT OF INDEPENDENT AUDITORS

To the Board of Directors
United Way of the Bay Area

Report on the Financial Statements

We have audited the accompanying financial statements of United Way of the Bay Area ("UWBA") which comprise the statements of financial position as of June 30, 2013 and 2012 and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. 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 involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to UWBA's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of UWBA's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of United Way of the Bay Area as of June 30, 2013 and 2012, 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.

Other Matters

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of expenditures of federal awards as required by U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, is presented for purposes of additional analysis and is 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 audit 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.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated November 7, 2013, on our consideration of UWBA's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering UWBA's internal control over financial reporting and compliance.

Moss Adams LLP

San Francisco, California
November 7, 2013

FINANCIAL STATEMENTS

UNITED WAY OF THE BAY AREA
STATEMENTS OF FINANCIAL POSITION
June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Cash and cash equivalents	\$ 2,298,055	\$ 1,528,299
Pledges receivable, net of provision for uncollectible pledges of \$631,000 and \$558,000, at June 30, 2013 and 2012, respectively	5,564,037	6,918,831
Grants receivable, net of discount	4,074,756	2,092,510
Investments	11,630,889	11,594,329
Prepays and other receivables	657,107	313,063
Furniture, equipment, and leasehold improvements, net	<u>1,108,675</u>	<u>241,864</u>
Total assets	<u>\$ 25,333,519</u>	<u>\$ 22,688,896</u>
LIABILITIES AND NET ASSETS		
LIABILITIES		
Donor designations payable	\$ 3,121,545	\$ 2,908,065
Allocations payable	-	152,500
Operating payables and accruals	3,995,412	1,587,392
Accrued vacation and related costs	378,862	477,019
Deferred rent	398,927	76,914
Accrued pension costs	<u>3,158,730</u>	<u>7,058,415</u>
Total liabilities	<u>11,053,476</u>	<u>12,260,305</u>
NET ASSETS		
Unrestricted		
Undesignated	9,072,183	9,385,233
Board designated	3,861,279	3,809,890
Pension liability in excess of intangible pension assets	<u>(4,635,018)</u>	<u>(7,945,650)</u>
Total unrestricted net assets	8,298,444	5,249,473
Temporarily restricted	2,091,624	1,290,143
Permanently restricted	<u>3,889,975</u>	<u>3,888,975</u>
Total net assets	<u>14,280,043</u>	<u>10,428,591</u>
Total liabilities and net assets	<u>\$ 25,333,519</u>	<u>\$ 22,688,896</u>

See accompanying notes.

UNITED WAY OF THE BAY AREA
STATEMENT OF ACTIVITIES
For the Year Ended June 30, 2013

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
PUBLIC SUPPORT AND REVENUE				
Public Support:				
Gross campaign results	\$ 29,645,436	\$ 1,318,618	\$ 1,000	\$ 30,965,054
Less donor designations	(21,894,270)	-	-	(21,894,270)
Campaign revenue	7,751,166	1,318,618	1,000	9,070,784
Less provision for uncollectible pledges	(631,000)	-	-	(631,000)
Net campaign revenue	7,120,166	1,318,618	1,000	8,439,784
Grants	72,039	6,055,332	-	6,127,371
Miscellaneous contributions	823,027	1,450,433	-	2,273,460
Planned giving	63,784	25,411	-	89,195
Net assets released from restrictions and reclassifications	8,596,769	(8,596,769)	-	-
Total public support	16,675,785	253,025	1,000	16,929,810
Service fees	391,819	-	-	391,819
Investment income, net	190,852	96,559	-	287,411
Net realized and unrealized gains on investments	348,484	423,397	-	771,881
Other income	5,271	28,500	-	33,771
Total public support and revenue	17,612,211	801,481	1,000	18,414,692
ALLOCATIONS AND EXPENSES				
Program services:				
Gross funds awarded/allocated to agencies	19,567,525	-	-	19,567,525
2-1-1 initiative	1,092,042	-	-	1,092,042
SparkPoint initiative	4,408,641	-	-	4,408,641
Other community services	6,649,269	-	-	6,649,269
Community capacity building	1,044,677	-	-	1,044,677
Labor community services	457,128	-	-	457,128
Donor designations	(21,894,270)	-	-	(21,894,270)
Total program services	11,325,012	-	-	11,325,012
Support services:				
Management and general	3,595,876	-	-	3,595,876
Fundraising	2,952,984	-	-	2,952,984
Total support services	6,548,860	-	-	6,548,860
Total allocations and expenses	17,873,872	-	-	17,873,872
CHANGE IN NET ASSETS BEFORE PENSION RELATED CHANGES	(261,661)	801,481	1,000	540,820
PENSION RELATED CHANGES OTHER THAN NET PERIODIC PENSION COST	3,310,632	-	-	3,310,632
CHANGE IN NET ASSETS	3,048,971	801,481	1,000	3,851,452
NET ASSETS, beginning of year	5,249,473	1,290,143	3,888,975	10,428,591
NET ASSETS, end of year	<u>\$ 8,298,444</u>	<u>\$ 2,091,624</u>	<u>\$ 3,889,975</u>	<u>\$ 14,280,043</u>

See accompanying notes.

UNITED WAY OF THE BAY AREA
STATEMENT OF ACTIVITIES
For the 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 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
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
Donor designations	(18,793,932)	-	-	(18,793,932)
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 FUNCTIONAL EXPENSES
For the Year Ended June 30, 2013

	Program Services							Support Services			Total	
	Funds Awarded/ Allocated to Agencies	2-1-1 Initiative	SparkPoint Initiative	Other Community Services	Community Capacity Building	Labor Community Services	Donor Designations	Total Program Services	Management and General	Fundraising		Total Support Services
ALLOCATIONS AND EXPENSES												
Salaries	\$ -	\$ 342,719	\$ 809,764	\$ 1,373,616	\$ 486,451	\$ 291,017	\$ -	\$ 3,303,567	\$ 1,752,409	\$ 1,290,653	\$ 3,043,062	\$ 6,346,629
Payroll taxes and employee benefits	-	121,040	292,711	447,416	179,701	117,888	-	1,158,756	688,148	462,235	1,150,383	2,309,139
Subtotal	-	463,759	1,102,475	1,821,032	666,152	408,905	-	4,462,323	2,440,557	1,752,888	4,193,445	8,655,768
Professional services	-	233,552	276,143	605,750	69,349	2,275	-	1,187,069	314,060	317,147	631,207	1,818,276
Supplies	-	2,800	18,486	40,308	8,262	2,065	-	71,921	17,095	18,641	35,736	107,657
Telephone	-	35,795	27,858	19,159	16,737	7,411	-	106,960	39,758	39,871	79,629	186,589
Postage, warehouse, and delivery	-	1,799	2,899	4,300	2,267	706	-	11,971	10,595	12,359	22,954	34,925
Occupancy	-	70,474	136,424	67,365	136,803	2,448	-	413,514	314,962	337,863	652,825	1,066,339
Furniture, equipment, and leasehold improvements	-	11,452	35,153	15,051	17,520	5,646	-	84,822	37,342	36,266	73,608	158,430
Media and printing	-	107,629	141,074	172,667	27,271	384	-	449,025	40,974	122,180	163,154	612,179
Travel	-	3,008	28,500	40,805	16,125	1,853	-	90,291	28,524	31,304	59,828	150,119
Conference, training, and meetings	-	17,487	56,816	104,405	22,231	238	-	201,177	29,556	140,333	169,889	371,066
Bank, interest, merchant, and other fees	-	949	2,500	2,412	864	-	-	6,725	63,049	2,833	65,882	72,607
Miscellaneous	-	194	643	1,291	769	135	-	3,032	3,953	1,459	5,412	8,444
United Way Worldwide dues	-	18,475	34,107	17,054	34,107	14,211	-	117,954	79,583	86,690	166,273	284,227
Moving costs	-	3,705	8,023	3,755	7,016	2,850	-	25,349	15,994	17,419	33,413	58,762
Uncollectible pledge expense	-	-	-	-	-	-	-	-	134,520	-	134,520	134,520
Depreciation and amortization expense, loss on sale/abandonment of furniture, equipment, and leasehold improvements, net	-	20,964	42,656	9,820	19,204	8,001	-	100,645	44,805	48,806	93,611	194,256
Cost recovery reimbursements	-	-	-	-	-	-	-	-	(19,451)	(13,075)	(32,526)	(32,526)
Total	-	992,042	1,913,757	2,925,174	1,044,677	457,128	-	7,332,778	3,595,876	2,952,984	6,548,860	13,881,638
Allocations/awards/designations	19,567,525	100,000	2,494,884	3,724,095	-	-	(21,894,270)	3,992,234	-	-	-	3,992,234
TOTAL ALLOCATIONS AND EXPENSES	\$ 19,567,525	\$ 1,092,042	\$ 4,408,641	\$ 6,649,269	\$ 1,044,677	\$ 457,128	\$ (21,894,270)	\$ 11,325,012	\$ 3,595,876	\$ 2,952,984	\$ 6,548,860	\$ 17,873,872

See accompanying notes.

UNITED WAY OF THE BAY AREA
STATEMENT OF FUNCTIONAL EXPENSES
For the Year Ended June 30, 2012

	Program Services						Support Services				Total	
	Funds Awarded/ Allocated to Agencies	2-1-1 Initiative	SparkPoint Initiative	Other Community Services	Community Capacity Building	Labor Community Services	Donor Designations	Total Program Services	Management and General	Fundraising		Total Support Services
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	\$ 6,679,873
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	2,251,457
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	8,931,330
Professional services	-	208,987	271,261	714,804	131,357	6,144	-	1,332,553	227,230	400,716	627,946	1,960,499
Supplies	-	2,709	25,440	29,837	8,681	129	-	66,796	25,239	32,319	57,558	124,354
Telephone	-	39,214	12,411	49,500	5,988	3,925	-	111,038	50,016	21,091	71,107	182,145
Postage, warehouse, and delivery	-	2,163	2,082	8,934	1,335	198	-	14,712	8,893	11,113	20,006	34,718
Occupancy	-	142,685	96,411	57,074	104,636	7,198	-	408,004	269,632	294,882	564,514	972,518
Furniture, equipment, and leasehold improvements	-	11,485	3,591	48,543	2,328	106	-	66,053	46,119	10,719	56,838	122,891
Media and printing	-	38,392	108,436	75,444	37,512	1,587	-	261,371	30,061	77,596	107,657	369,028
Travel	-	8,224	27,595	25,957	10,738	2,152	-	74,666	33,742	35,943	68,785	143,451
Conference, training, and meetings	-	11,866	44,431	74,296	22,052	1,290	-	153,935	14,952	59,392	74,344	228,279
Bank, interest, merchant, and other fees	-	2,247	2,261	1,507	1,507	15	-	7,537	68,589	754	69,343	76,880
Miscellaneous	-	504	1,631	2,970	1,132	49	-	6,286	1,431	1,583	3,014	9,300
United Way Worldwide dues	-	39,668	31,168	14,167	28,334	12,750	-	126,087	75,086	82,170	157,256	283,343
Depreciation and amortization expense, loss on sale/abandonment of furniture, equipment, and leasehold improvements, net	-	4,553	4,751	1,826	2,273	38	-	13,441	79,162	958	80,120	93,561
Cost recovery reimbursements	-	-	-	-	-	-	-	-	(15,983)	(6,050)	(22,033)	(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	13,510,264
Allocations/awards/designations	17,254,836	300,000	3,060,737	339,248	-	-	(18,793,932)	2,160,889	-	-	-	2,160,889
TOTAL ALLOCATIONS AND EXPENSES	\$ 17,254,836	\$ 2,045,799	\$ 4,836,220	\$ 3,015,010	\$ 955,273	\$ 450,877	\$ (18,793,932)	\$ 9,764,083	\$ 2,787,291	\$ 3,119,779	\$ 5,907,070	\$ 15,671,153

See accompanying notes.

UNITED WAY OF THE BAY AREA
STATEMENTS OF CASH FLOWS
For the Years Ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES		
Change in net assets	\$ 3,851,452	\$ (4,637,143)
Adjustments to reconcile change in net assets to net cash from (used in) operating activities		
Provision for uncollectible pledges (net)	631,000	235,388
Change in discount on grants receivable	(304)	(3,337)
Depreciation and amortization	177,391	93,561
Loss on abandonment/sale of property and equipment, net	16,866	-
Net realized and unrealized (gains) losses on investments	(771,881)	412,142
Pension related changes other than net periodic pension costs	(3,310,632)	4,064,182
Changes in assets and liabilities		
Pledges receivable	723,794	(2,055,604)
Grants receivable	(1,981,942)	(1,167,116)
Prepays and other receivables	(344,044)	(126,613)
Donor designations and allocations payable	60,980	(5,924)
Operating payables and accruals	2,408,020	799,127
Accrued vacation and related costs	(98,157)	(35,274)
Deferred rent	322,013	(102,552)
Accrued pension costs	(589,053)	(688,450)
Net cash from (used in) operating activities	<u>1,095,503</u>	<u>(3,217,613)</u>
CASH FLOWS (USED IN) FROM INVESTING ACTIVITIES		
Purchases of investments	(1,893,946)	(1,941,025)
Proceeds from sale of investments	2,629,267	4,760,000
Purchases of furniture, equipment, and leasehold improvements	(1,061,068)	(178,278)
Net cash (used in) from investing activities	<u>(325,747)</u>	<u>2,640,697</u>
CHANGE IN CASH AND CASH EQUIVALENTS	769,756	(576,916)
CASH AND CASH EQUIVALENTS, beginning of year	<u>1,528,299</u>	<u>2,105,215</u>
CASH AND CASH EQUIVALENTS, end of year	<u>\$ 2,298,055</u>	<u>\$ 1,528,299</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 23701d of the California Revenue and Taxation Code. UWBA has also made the 501(h) election under the IRS 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.

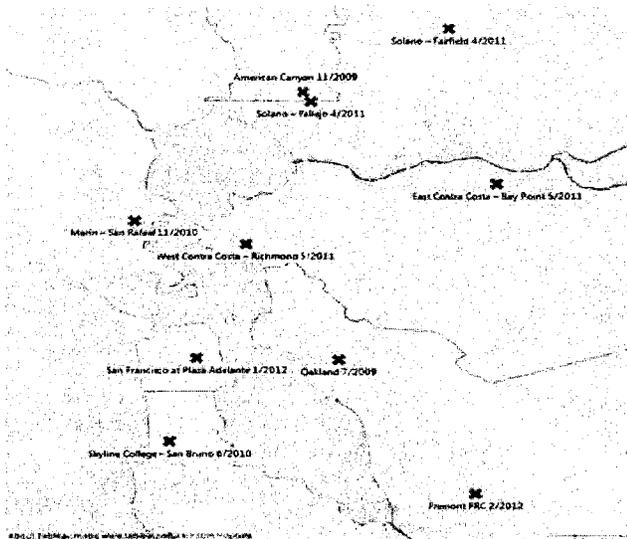
In response to the needs of the community, UWBA focuses its goals and its use of resources. In doing so, it may, from time to time, discontinue the management of specific programs. Discontinuance may include closing, merging, or establishing the independence of programs. When such transitions take place, 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 pursues a selected, targeted set of programs that help people survive the struggles of poverty and move toward economic success. Each of these programs also has a role in helping to evolve the public and private systems around them to better serve people in poverty. UWBA’s programs may take the form of providing direct service to clients, issuing grants to organizations to provide services, and/or engaging in collaborative partnerships. 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 – As an easy-to-remember phone number that can be dialed from land or cell phones, 211 provides callers with information about and referrals to essential services. 211 is also accessible on the Internet. 211 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. Trained staff maintain an up-to-date database of public and private nonprofit resources to meet a wide range of needs. 211 also 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. UWBA receives phone calls for five of the counties we serve – Marin, Napa, San Francisco, San Mateo, and Solano – and funds the local 211 service provider in Alameda and Contra Costa counties. In fiscal year 2013, the Bay Area-wide system took nearly 200,000 calls, with almost half of those for which we have demographic data coming from people in poverty. The main needs people called about included food, shelter, employment, and other services related to surviving and moving out of poverty.

UNITED WAY OF THE BAY AREA NOTES TO FINANCIAL STATEMENTS

SparkPoint – United Way of the Bay Area has opened ten SparkPoint Centers, with at least one 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. During the fiscal years 2013 and 2012, the SparkPoint Centers served more than 5,000 people, and 70% of clients for whom we have evaluation data increased their income, savings, and/or credit scores; and/or reduced their household debt. Each SparkPoint Center is developed organically accordingly to local needs and assets. Partner organizations at each SparkPoint Center 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.



Earn It! Keep It! Save It! – The Earn it! Keep It! Save it! (“EKS”) program is available at each SparkPoint Center and approximately 200 other free tax sites across the counties we serve. 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. IRS-certified, volunteer tax preparers help individuals and families claim their maximum benefit and refund. EKS partnered with hundreds of community organizations and other free tax preparation providers such as Tax-Aid and AARP Tax-Aide to process over 70,000 tax returns in fiscal year 2013. EKS also ensures eligible taxpayers claim the Earned Income Tax Credit (“EITC”) and other credits or refunds, which on average amount to more than \$1,000 per household.

Other community programs – Contained in this category are the costs of nine UWBA community programs. These programs target and support Bay Area communities to meet their needs across the stated issue area. 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. Examples of Other Community Service programs are MatchBridge/Summer Jobs+, Community Schools, and conducting appropriate and legal public policy advocacy.

MatchBridge/Summer Jobs+ – MatchBridge contributes to the development of San Francisco’s workforce by connecting qualified young people aged 16 to 24 to entry level jobs and internships in business. MatchBridge focuses on employment opportunities in the private/public sector and partners with employers, 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. United Way has been named the City of San Francisco’s lead partner in the Summer Jobs+ program that seeks to provide jobs and other opportunities to young people during the summer and year round. During the summer of 2013, the partners – United Way, the mayor, city departments, the school district, private employers, and community organizations – successfully served more than 6,000 youth and young adults.

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

Community schools – United Way promotes and supports the ‘community schools’ strategy, which places services for low-income children and families at the public schools they attend. Community schools are proven by research to increase attendance and academic achievement, and to improve families’ health and well-being. United Way gives grants to effective community schools across the counties we serve. We also work closely with selected schools and districts to plan and launch new community schools programs, and provide technical assistance to people in the field. In the fiscal year 2013, United Way connected our Community Schools and SparkPoint programs by pioneering an innovative version of a community school that includes the economic services offered at a SparkPoint, and that refers families to their local SparkPoint Center. In fiscal year 2013, the community schools that United Way funds and partners with served more than 3,000 individuals.

Community capacity building – Community capacity building represents UWBA staff and other operating costs in developing and managing UWBA programs, 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 – labor community services liaisons – who are placed at labor council offices in the counties of Alameda, Contra Costa, Marin, and San Francisco. The liaisons are responsible for providing information and referral to union members and others in need in their local communities; offering case management support for individuals with intensive needs; and helping to promote and support the United Way programs listed above that operate in their counties. Much of the work of the liaisons either directly benefits people in poverty or helps prevent working families from falling into poverty.

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 (“GAAP”) 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 furniture, equipment, and leasehold improvements, fair value of investment, 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:

	2013	2012
Future grants and programs	\$ 3,295,000	\$ 3,295,000
General use	566,279	514,890
	\$ 3,861,279	\$ 3,809,890

As of June 30, 2013, 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, 2013 and 2012, 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, 2013 and 2012, was determined to be 6% and 5% of gross campaign pledges, respectively. For year ended June 30, 2013, there was no bad debt recovery. For year ended June 30, 2012, there was a bad debt recovery of \$322,612, as a result of closing out the prior year campaign. This recovery is 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 .41%. Grants receivable are net of discounts of \$2,620 and \$2,924 at June 30, 2013 and 2012, respectively.

Investments – UWBA's investments are stated at 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 accompanying 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 accompanying statements of activities. Marketable securities received as donations are recorded at 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, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include cash and cash equivalents, fixed income securities, and exchange traded equities. Level 2 securities include investments held in pooled income funds and are valued at market price as provided by the custodian of the funds.

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

Furniture, equipment, and leasehold improvements – Furniture, equipment, and leasehold improvements 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. Leasehold improvements are amortized over the lesser of the useful life of the asset or the term of the lease. Total depreciation and amortization expense amounted to \$ 177,391 and \$ 93,561 for the years ended June 30, 2013 and 2012, 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 and records the difference between the expense included in the accompanying statements of activities and the amount recorded as deferred rent. For the year ended June 30, 2013, deferred rent related to three UWBA locations: 550 Kearny St., San Francisco; 1970 Broadway, Suite 400, Oakland; and 8200 Bancroft, Oakland. For the year ended June 30, 2012 deferred rent related only to the 221 Main St., 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 accompanying statement 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, 2013 and 2012, UWBA has only one type of planned gift – pooled income funds. Assets associated with these gifts totaled \$161,595 and \$160,665 as of June 30, 2013 and 2012, respectively, at fair value and are included in investments in the accompanying statements of financial position. Liabilities associated with these gifts totaled \$28,198 and \$29,477 as of June 30, 2013 and 2012, respectively, at fair value and are included in operating payables and accruals in the accompanying statements of financial position.

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, 2013 and 2012, of \$448,380 and \$756,514, respectively, were reflected in miscellaneous income 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 accompanying statements of activities includes grants to fund local community partners, UWBA initiatives and programs which amounted to \$3,000,000 and \$4,205,000 during the years ended June 30, 2013 and 2012, 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 GAAP and United Way Worldwide.

Concentrations of risk – UWBA receives approximately 48% of its gross campaign revenue from five employers. All five of these employers are nationally aligned through United Way Worldwide; therefore, the risk of loss of these employers by UWBA is remote.

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

Income taxes – UWBA is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (IRC) and Section 23701d of the Revenue and Taxation Code except to the extent of unrelated business taxable income as defined under IRC sections 511 through 515. Since UWBA has no unrelated business taxable income, no provision for income taxes has been provided in these financial statements. UWBA has no unrecognized tax benefits or uncertain tax positions as of June 30, 2013. 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 2008.

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 _____ which is the date the financial statements are available to be issued.

NOTE 3 – GRANTS RECEIVABLE

UWBA expected to receive grants receivable at June 30, 2013 and 2012, respectively, are as follows:

	<u>2013</u>	<u>2012</u>
Amount due:		
In the next year	\$ 3,537,376	\$ 1,449,600
Between two and five years	540,000	645,834
	<u>4,077,376</u>	<u>2,095,434</u>
Discount	(2,620)	(2,924)
Grants receivable, net	<u>\$ 4,074,756</u>	<u>\$ 2,092,510</u>

NOTE 4 – INVESTMENTS

Investments consisted of the following at June 30:

	<u>2013</u>	<u>2012</u>
Balanced fund	\$ 780,342	\$ 758,501
Domestic equities	1,910,800	2,634,165
Small cap funds	925,379	-
Commodities/natural resources fund	408,103	435,672
International equity	1,842,979	1,915,994
Low duration and intermediate bonds	4,146,011	4,566,417
International global bonds	900,596	883,015
Cash and cash equivalents	555,084	239,900
Pooled income funds	161,595	160,665
Total	<u>\$ 11,630,889</u>	<u>\$ 11,594,329</u>

Net unrealized and realized gains are as follows for the years ended June 30:

	<u>2013</u>	<u>2012</u>
Unrealized gains (losses)	\$ 410,062	\$ (541,334)
Realized gains	361,819	129,192
Net realized and unrealized gains (losses) on investments	<u>\$ 771,881</u>	<u>\$ (412,142)</u>

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

Investment income is as follows for the years ended June 30:

	2013	2012
Interest and dividend income	\$ 330,032	\$ 454,635
Less investment management fees	(42,621)	(45,316)
Total investment income, net	\$ 287,411	\$ 409,319

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, 2013 and 2012, by valuation hierarchy:

Fair Value Measurement Inputs	June 30, 2013		
	Level 1	Level 2	Total
Equities	\$ 5,867,603	\$ -	\$ 5,867,603
Fixed income securities	5,046,607	-	5,046,607
Cash and cash equivalents (held for investment)	555,084	-	555,084
Pooled income funds	-	161,595	161,595
Total	\$ 11,469,294	\$ 161,595	\$ 11,630,889

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

NOTE 5 – FURNITURE, EQUIPMENT, AND LEASEHOLD IMPROVEMENTS

Furniture, equipment, and leasehold improvements consisted of the following at June 30:

	2013	2012
Computer software and equipment	\$ 800,701	\$ 788,986
Office furniture	490,022	475,049
Equipment	208,667	167,940
Leasehold improvements	396,095	48,736
Vehicles	24,240	24,240
Total	1,919,725	1,504,951
Less accumulated depreciation and amortization	(811,050)	(1,263,087)
Total furniture, equipment, and leasehold improvements, net	\$ 1,108,675	\$ 241,864

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

NOTE 6 – MISCELLANEOUS CONTRIBUTIONS

Miscellaneous contributions are comprised of the following as of June 30:

	<u>2013</u>	<u>2012</u>
Unrestricted		
Donated goods and services	\$ 195,272	\$ 84,756
Non-campaign donations	281,210	163,088
Prior year campaign revenue	19,694	42,527
Revenue - other United Ways	94,393	93,671
Special events income	8,578	2,036
Sponsorship fees	223,880	2,500
	<u>823,027</u>	<u>388,578</u>
Temporarily restricted		
Donated goods and services	253,108	671,758
Non-campaign donations and miscellaneous income	533,010	181,796
Special events income	-	8,003
Sponsorship fees	664,315	62,000
	<u>1,450,433</u>	<u>923,557</u>
Total miscellaneous contributions	<u>\$ 2,273,460</u>	<u>\$ 1,312,135</u>

NOTE 7 – COMMITMENTS

UWBA leases office space under noncancelable operating leases expiring at various dates through March 31, 2023. Lease agreements generally provide for both renewal options and escalation clauses for increased operating expenses and real estate taxes. On October 15, 2012, UWBA signed a 10 year lease for a new San Francisco office located at 550 Kearny St. Suite 1000, San Francisco. On January 13, 2013, UWBA signed an eight year lease for a new Oakland office located at 1970 Broadway, Suite 400, Oakland. UWBA subleases a portion of its San Francisco and Oakland office space to other nonprofit organizations on a month-to-month basis. Sublease income for the years ended June 30, 2013 and 2012, was \$9,600 and \$20,100, 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 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.

Future minimum commitments under noncancelable operating leases having lease terms in excess of one year as of June 30, 2013, are as follows:

<u>Years Ending June 30,</u>	
2014	\$ 927,147
2015	1,246,658
2016	1,255,055
2017	1,224,700
2018	1,169,882
Thereafter	5,483,857
Total	<u>\$ 11,307,299</u>

Rent expense for the years ended June 30, 2013 and 2012, was \$ 1,057,904 and \$987,059, 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>2013</u>	<u>2012</u>
Defined benefit pension plan liabilities	\$ 3,014,123	\$ 6,961,736
Defined early retirement medical and long term care benefit plans	144,607	96,679
Total accrued pension costs	<u>\$ 3,158,730</u>	<u>\$ 7,058,415</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>2013</u>	<u>2012</u>
Projected benefit obligation		
Beginning of year	\$ 18,465,482	\$ 14,470,264
Service cost	168,237	180,234
Interest costs	697,845	785,797
Actuarial (gain) loss	(2,390,448)	3,595,836
Benefits paid	(1,323,553)	(439,575)
Administrative expenses paid	(201,007)	(127,074)
End of year	<u>\$ 15,416,556</u>	<u>\$ 18,465,482</u>
Fair value of plan assets		
Beginning of year	\$ 11,503,746	\$ 10,903,595
Actual return on plan assets	1,458,834	234,133
Employer contributions	964,414	932,667
Benefits paid	(1,323,553)	(439,575)
Administrative expenses paid	(201,007)	(127,074)
End of year	<u>\$ 12,402,434</u>	<u>\$ 11,503,746</u>
Funded status of the Plan at year-end (underfunded)	<u>\$ (3,014,122)</u>	<u>\$ (6,961,736)</u>

Amounts recognized for the defined pension plan only in the accompanying statements of financial position are as follows as of June 30:

	<u>2013</u>	<u>2012</u>
Prepaid benefit cost	\$ 1,620,895	\$ 983,914
Additional accrued pension liability for pension plans with a benefit obligation in excess of plan assets	(4,635,018)	(7,945,650)
Defined benefit pension liabilities	<u>\$ (3,014,123)</u>	<u>\$ (6,961,736)</u>
Unrestricted net assets, pension liability in excess of intangible pension assets	<u>\$ 4,635,018</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:

	<u>2013</u>	<u>2012</u>
Service cost	\$ 168,237	\$ 180,234
Interest cost	697,845	785,797
Expected return on assets	(921,638)	(876,635)
Amortization loss	382,989	174,156
Net periodic pension cost	<u>\$ 327,433</u>	<u>\$ 263,552</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:

	<u>2013</u>	<u>2012</u>
Assumptions used in computing benefit obligation		
Discount rate	4.50%	3.85%
Rate of compensation increase	N/A	N/A
Assumptions used in computing the net periodic pension costs		
Discount rate	3.85%	5.40%
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:

	<u>2013</u>	<u>2012</u>
Asset category		
Common and collective trusts		
Equity	60.3%	60.8%
Debt	37.6%	36.8%
Cash and cash equivalents	2.1%	2.4%
Total	<u>100.0%</u>	<u>100.0%</u>

The fair values of the UWBA's defined benefit plan assets at June 30, 2013, by asset category, are as follows:

<u>Fair Value Measurement Inputs</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Cash and cash equivalents	\$ 265,552	\$ -	\$ 265,552
Large cap equities fund	-	3,968,919	3,968,919
Small cap equities fund	-	603,052	603,052
Mid cap fund	-	1,054,971	1,054,971
International equities fund	-	1,842,811	1,842,811
Fixed income securities	-	4,667,127	4,667,127
Total	<u>\$ 265,552</u>	<u>\$ 12,136,880</u>	<u>\$ 12,402,432</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, 2012, by asset class 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
Mid cap fund	-	-	-
International equities fund	-	1,753,708	1,753,708
Fixed income securities	-	-	-
Bond fund	-	4,229,569	4,229,569
Total	<u>\$ 278,313</u>	<u>\$ 11,225,433</u>	<u>\$ 11,503,746</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>	
2014	\$ 626,180
2015	734,051
2016	742,815
2017	776,906
2018 - 2020	<u>5,395,813</u>
	<u>\$ 8,275,765</u>

UWBA contributed \$964,414 and \$932,667 to the Plan during the years ended June 30, 2013 and 2012, 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 instituted a voluntary long term care insurance program in fiscal year 2013. As a part of that program, it made arrangements to pay 83% of the cost of the long term premiums for the CEO from March 2013 until her death. The estimated cost of future premiums is \$52,856.

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, 2013 and 2012, is \$91,751 and \$96,679, respectively, and is included in accrued pension costs. In April 2012, the Board of Directors unanimously passed a resolution to freeze the 403(b) plan and accept no new contributions. In October 2013, the Board of Directors voted to unanimously terminate the plan.

UWBA also has a defined contribution retirement plan under Section 403(b) of the Internal Revenue 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:

	<u>2013</u>	<u>2012</u>
UWBA community programs		
SparkPoint	38,047	481,642
Other community programs	1,324,922	613,326
Endowment activity	<u>728,655</u>	<u>195,175</u>
Total	<u>\$ 2,091,624</u>	<u>\$ 1,290,143</u>

NOTE 10 – 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 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 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.

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 CPMIFA requires UWBA to retain as a fund of perpetual duration. As of June 30, 2013 and 2012, there were no deficiencies.

**UNITED WAY OF THE BAY AREA
NOTES TO FINANCIAL STATEMENTS**

The composition and changes in the endowment net assets as of June 30, 2013 and 2012, are as follows:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total Net Assets
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	261,322	(428,510)	-	(167,188)
Endowment net assets, June 30, 2012	261,322	195,175	3,888,975	4,345,472
Contribution	-	-	1,000	1,000
Investment income	-	164,963	-	164,963
Net appreciation	-	283,266	-	283,266
Amounts appropriated for expenditure	(85,251)	85,251	-	-
Endowment net assets, June 30, 2013	<u>\$ 176,071</u>	<u>\$ 728,655</u>	<u>\$ 3,889,975</u>	<u>\$ 4,794,701</u>

NOTE 11 – 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.

In fiscal year 2013, UWBA utilized the services of the law firm of Paul Hastings, LLP. A Board member of UWBA was also a Partner of the firm. The firm was paid \$10,000 and \$0 for the years ended June 30, 2013 and 2012, respectively. The firm also provided contributed services of \$160,197 and \$ 166,665 during the years ended June 2013 and 2012, respectively, are included in miscellaneous income in the accompanying statements of activities.

In fiscal year 2013, UWBA utilized the services of law firm of Gordon & Rees, LLP. A Board member of UWBA was also a shareholder of the firm. The firm was paid \$2,000 and \$0 for the years ended June 30, 2013 and 2012 respectively. The firm did not contribute additional services to UWBA in 2013 or in 2012.

NOTE 12 – LINE OF CREDIT

UWBA entered into a line of credit agreement with a financial institution effective August 9, 2013. The terms of this agreement call for the pledging of securities and other investments maintained in the financial institution for any and all obligations taken by UWBA under this agreement. The agreement provides for a credit limit of \$3,500,000 with interest charged at a rate determined by the lender on a periodic basis.

NOTE 13 – LABOR UNION CONTRACT

UWBA's non-management employees are subject to a collective bargaining agreement. The contract is a three-year agreement that expired on March 31, 2012, and was mutually extended to March 31, 2013. Currently a new contract is being negotiated between UWBA and Office and Professional Employees International Union Local #3.

SUPPLEMENTARY INFORMATION

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UNITED WAY OF THE BAY AREA
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year Ended June 30, 2013

<u>Title</u>	<u>Federal CFDA Number</u>	<u>Funding Agent</u>	<u>Federal Contract/ Grant Number</u>	<u>2013 Amount</u>
<u>Department of the Treasury</u>				
	21.009	Department of Treasury	V12012	\$ 359,500
Total Department of Treasury				359,500
<u>US Department of Agriculture</u>				
Supplemental Nutrition Assistance Program	10.561	California Department of Social Services	12-3058	59,430
Total Department of Agriculture				59,430
<u>Department of Homeland Security</u>				
	97.024	United Way Worldwide	Alameda: 30-0634-00 Oakland: 30-0646-00 Contra Costa: 30-0660-00 San Francisco: 30-0858-00 San Mateo: 30-0866-00 Solano: 30-0902-00 Napa: 30-0780-00 Marin: 30-0762-00	24,573
Total Department of Homeland Security				24,573
<u>Corporation for National and Community Service</u>				
VISTA Program	94.013	Corporation for National & Community Service	10VSPCA003	17,480
Nonprofit Capacity Building	94.022	Corporation for National & Community Service	10CBHCA001	26,792
Total Corporation for National & Community Service				44,272
<u>Department of Health and Human Services</u>				
Community Services Block Grant - ACAP	93.569	City of Oakland		62,365
Total Department of Health and Human Services				62,365
Total Federal Awards				\$ 550,140

UNITED WAY OF THE BAY AREA
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year Ended June 30, 2013

NOTE 1 – BASIS OF PRESENTATION

The accompanying Schedule of Expenditures of Federal Awards (the "Schedule") includes the federal grant activity of the United Way of the Bay Area ("UWBA") under programs of the federal government for the year ended June 30, 2013. The information in this schedule is presented in accordance with the requirements of the Office of Management and Budget ("OMB") Circular A-133 *Audits of States, Local Governments, and Non-Profit Organizations*. Because the schedule presents only a selected portion of the operations of UWBA, it is not intended to and does not present the financial position, changes in net assets or cash flows of UWBA.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in OMB Circular A-122, *Cost Principles for Non-profit Organizations*, wherein certain types of expenditures are not allowable or are limited as to reimbursement. Pass-through entity identifying numbers are presented where available.

**REPORT OF INDEPENDENT AUDITORS ON INTERNAL CONTROL OVER FINANCIAL
REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF
FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS**

To the Board of Directors
United Way of the Bay Area

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of United Way of the Bay Area ("UWBA"), which comprise the statements of financial position as of June 30, 2013, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated November 7, 2013.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered UWBA's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of UWBA's internal control. Accordingly, we do not express an opinion on the effectiveness of UWBA's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether UWBA's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of UWBA's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Mass Adams LLP

San Francisco, California
November 7, 2013

REPORT OF INDEPENDENT AUDITORS ON COMPLIANCE FOR THE MAJOR FEDERAL PROGRAM AND REPORT ON INTERNAL CONTROL OVER COMPLIANCE

To the Board of Directors
 United Way of the Bay Area

Report on Compliance for the Major Federal Program

We have audited United Way of the Bay Area's ("UWBA") compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on UWBA's major federal program for the year ended June 30, 2013. UWBA's major federal program is identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its major federal program.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for UWBA's major federal program based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on the major federal program occurred. An audit includes examining, on a test basis, evidence about UWBA's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for the major federal program. However, our audit does not provide a legal determination on UWBA's compliance.

Opinion on the Major Federal Program

In our opinion, UWBA complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended June 30, 2013.

Report on Internal Control Over Compliance

Management of UWBA is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit, we considered UWBA's internal control over compliance with the types of requirements that could have a direct and material effect on a major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for the major federal program and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of UWBA's internal control over compliance.

A *deficiency in internal control over compliance* exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of OMB Circular A-133. Accordingly, this report is not suitable for any other purpose.

Mass Adams LLP

San Francisco, California
November 7, 2013

UNITED WAY OF THE BAY AREA
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
Year Ended June 30, 2013

SECTION I - SUMMARY OF AUDITOR'S RESULTS

Financial Statements

Type of auditor's report issued: *Unmodified*

Internal control over financial reporting:

- Material weaknesses identified? Yes No
- Significant deficiency identified? Yes None reported
- Noncompliance material to financial statements noted? Yes No

Federal Awards

Internal control over major programs:

- Material weaknesses identified? Yes No
- Significant deficiency identified? Yes None reported

Type of auditor's report issued on compliance for major programs: *Unmodified*

Any audit findings disclosed that are required to be reported in accordance with:

- Section 510(a) of OMB Circular A-133? Yes No

Identification of major programs:

<u>CFDA Number(s)</u>	<u>Name of Federal Program or Cluster</u>
21.009	Volunteer Income Tax Assistance

Dollar threshold used to distinguish between Type A and Type B programs: \$300,000

- Auditee qualified as low-risk auditee? Yes No

PART II - FINANCIAL STATEMENT FINDINGS

None noted.

PART III - FEDERAL AWARD FINDINGS AND QUESTIONED COSTS

None noted.