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Form **990**Department of the Treasury
Internal Revenue Service**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)

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

OMB No 1545-0047

2008Open to Public
Inspection**A For the 2008 calendar year, or tax year beginning** OCT 1, 2008 **and ending** SEP 30, 2009

B Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions	C Name of organization		D Employer identification number
		Be The Match Foundation		41-1704734
		Doing Business As		
		Number and street (or P O box if mail is not delivered to street address) Room/suite 3001 Broadway Street NE 600		E Telephone number (612) 627-5800
		City or town, state or country, and ZIP + 4 Minneapolis, MN 55413		G Gross receipts \$ 16,946,096.
		F Name and address of principal officer: Jefferey W. Chell, M.D. same as C above		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) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: ▶ www.marlow.org				
K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1992	M State of legal domicile MN

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>Support of the National Marrow Donor Program</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	7
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4
	5	Total number of employees (Part V, line 2a)	20
	6	Total number of volunteers (estimate if necessary)	314
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year: 11,399,850. Current Year: 16,644,244.
	9	Program service revenue (Part VIII, line 2g)	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	207,944. 219,254.
	11	Other revenue (Part VIII, column (A), lines 5, 6e, 8c, 9c, 10c, and 11e)	4,114. <169,611.>
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,611,908. 16,693,887.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,089,437. 2,457,759.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	
Expenses	15	Salaries, other compensation, and employee benefits (Part IX, column (A), lines 5-10)	1,100,993. 1,896,778.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	
	16b	Total fundraising expenses (Part IX, column (B), line 25)	685,491. 102,180.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	5,910,359. 2,126,481.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	10,100,789. 6,583,198.
	19	Revenue less expenses. Subtract line 18 from line 12	1,511,119. 10,110,689.
	Net Assets or Fund Balances	20	Total assets (Part X, line 16)
21		Total liabilities (Part X, line 26)	2,417,440. 1,318,057.
22		Net assets or fund balances. Subtract line 21 from line 20	8,920,187. 19,155,838.

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: 8/12/10		
	Gordon C. Bryan, Treasurer Type or print name and title			
Paid Preparer's Use Only	Preparer's signature	Date: 8/12/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN ▶		
	50 SOUTH SIXTH STREET MINNEAPOLIS, MN 55402	Phone no ▶ (612) 397-4000		

May the IRS discuss this return with the preparer shown above? (see instructions)

☐ Yes ☐ No

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Part III Statement of Program Service Accomplishments (see instructions)

1. Briefly describe the organization's mission:

Support of the National Marrow Donor Program.

2. Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

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

3. Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

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

4. Describe the 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.

See Schedule O for Continuation(s)

4a (Code:) (Expenses \$ 3,840,837. including grants of \$ 2,457,759.) (Revenue \$)

The financial support contributed to Be the Match Foundation ("BTMF") brings together the best minds in medicine and science, with the most altruistic hearts of everyday people. Together with public support, BTMF serves thousands of patients with leukemia, lymphoma, and 70 other life-threatening diseases who need a marrow or umbilical cord blood transplant but have no donor match in their family. With an unbeatable combination of committed partners and generous supporters, BTMF helps save lives. It has been a year of tremendous momentum and a record number of National Marrow Donor Program ("NMDP") unrelated transplants - 4,800.

See Schedule O.

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 \$ 3,840,837. (Must equal Part IX, Line 25, column (B))

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 Schedule B, Schedule of Contributors?	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? <i>If "Yes," complete Schedule C, Part II</i>	4	x
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	5	
6 Did the organization maintain any donor advised funds or any accounts where 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; 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 hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 x	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	11 x	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	12	x
13 Is the organization a school as 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 U.S.?	14a	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 U.S.? <i>If "Yes," complete Schedule F, Part I</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, Part II</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, Part III</i>	16	x
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>	17 x	
18 Did the organization report more than \$15,000 total 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 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	x
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20	x
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 x	
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22 x	
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	23 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 questions 24b-24d and complete Schedule K. If "No," go to question 25</i>	24a	x
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	x
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>	25b	x
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	x
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27	x

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Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		x
b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		x
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <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)? <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

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
1a	105		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1b	1		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
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	20		
2b	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 this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
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
4b	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Did the organization solicit any contributions that were not tax deductible?		X
6b	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).		
7a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	X	
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	X	
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter: N/A		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter: N/A		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A		

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Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

	Yes	No
1a Enter the number of voting members of the governing body		
1b Enter the number of voting members that 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?		x
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		x
5 Did the organization become aware during the year of a material 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	
9a Does the organization have local chapters, branches, or affiliates?		x
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990		x
11 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

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	x	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	x	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	x	
13 Does the organization have a written whistleblower policy?	x	
14 Does the organization have a written document retention and destruction policy?	x	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
a The organization's CEO, Executive Director, or top management official?	x	
b Other officers or key employees of the organization? Describe the process in Schedule O (see instructions)	x	
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		x
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► SEE SCHEDULE O

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.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ►
Gordon Bryan - (612) 627-5800
3001 Broadway Street NE, Suite 600, Minneapolis, MN 55413

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• 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 the organization did not compensate any officer, director, trustee, or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Jeffrey W. Chell, M.D. Director	5.00	X						0.	596,401.	63,628.
Gordon C. Bryan Director	5.00	X						0.	348,310.	54,662.
Arthur Bracey, M.D. Director	0.50	X						0.	0.	0.
Dennis L. Confer, M.D. Director	5.00	X						0.	373,800.	60,976.
Rebecca A. Lewis, Esq. Director	0.50	X						0.	0.	0.
Robert D. Lorentz, Ph.D Director	0.50	X						0.	0.	0.
Edward Snyder, M.D. Chair	0.50	X						0.	0.	0.
Christine C. Fleming President & CEO	40.00			X				0.	0.	0.
Douglas J. Kingsriter Interim President, VP	40.00			X				212,293.	0.	29,788.
Becky McCullough Vice Chair	0.50			X				0.	0.	0.
Dan Arndt Treasurer	0.50			X				0.	0.	0.
Jeannie L. Howe Former VP	0.50						X	120,441.	0.	4,293.
Mitchell R. Stoller Former President	0.50						X	106,099.	0.	28,314.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total								438,833.	1,318,511.	241,661.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 7

	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 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
Creative Direct Response, 16900 Science Drive, Suite 210, Bowie, MD 20715	Direct Mail Marketing	102,180.

2 Total number of independent contractors (including those in 1) 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	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	275,736.				
	d	Related organizations	1d	10,467,429.				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	5,901,079.				
	g	Noncash contributions included in lines 1a-1f \$		36,755.				
	h	Total. Add lines 1a-1f		16,644,244.				
	Program Service Revenue	2 a		Business Code				
b								
c								
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f						
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts)		219,254.			219,254.
	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 \$ 275,736. of contributions reported on line 1c). See Part IV, line 18	a	82,598.				
		b	Less: direct expenses	b	252,209.			
		c	Net income or (loss) from fundraising events		<169,611.>			<169,611.>
		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. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			16,693,887.	0.	0.	49,643.	

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	316,517.	316,517.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	2,141,242.	2,141,242.		
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	507,808.	202,872.	254,154.	50,782.
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	1,111,483.	290,994.	507,911.	312,578.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	45,801.	14,602.	16,358.	14,841.
9 Other employee benefits	127,688.	31,138.	65,066.	31,484.
10 Payroll taxes	103,998.	30,573.	47,535.	25,890.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	37,200.		37,200.	
d Lobbying				
e Professional fundraising services See Part IV, line 17	102,180.			102,180.
f Investment management fees				
g Other	346,034.	4,125.	341,909.	
12 Advertising and promotion	3,855.		3,855.	
13 Office expenses	397,653.	157,301.	238,790.	1,562.
14 Information technology	28,606.		28,606.	
15 Royalties				
16 Occupancy	381,444.	42,741.	302,492.	36,211.
17 Travel	164,412.	13,341.	151,071.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	4,143.	4,143.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	33,836.		33,836.	
23 Insurance	8,010.		8,010.	
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a Donor Typing	478,688.	478,688.		
b Direct Mail	109,963.			109,963.
c Bad debts	62,240.	62,240.		
d Event expenses	43,262.	43,262.		
e Registration and member	9,417.	750.	8,667.	
f All other expenses	17,718.	6,308.	11,410.	
25 Total functional expenses Add lines 1 through 24f	6,583,198.	3,840,837.	2,056,870.	685,491.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,387,799.	1	<118,035.>
	2 Savings and temporary cash investments	5,581,207.	2	11,546,267.
	3 Pledges and grants receivable, net	2,336,499.	3	6,704,573.
	4 Accounts receivable, net	93,156.	4	116,687.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	14,019.	9	10,837.
	10a Land, buildings, and equipment: cost basis	159,018.		
	b Less: accumulated depreciation. Complete Part VI of Schedule D	43,098.		
		151,159.	10c	115,920.
	11 Investments - publicly traded securities	1,773,788.	11	2,097,646.
	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)	11,337,627.	16	20,473,895.	
Liabilities	17 Accounts payable and accrued expenses	2,417,440.	17	1,318,057.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow 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		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	2,417,440.	26	1,318,057.
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	2,065,394.	27	9,117,845.
	28 Temporarily restricted net assets	6,854,793.	28	10,037,993.
	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	8,920,187.	33	19,155,838.
	34 Total liabilities and net assets/fund balances	11,337,627.	34	20,473,895.

Part XI Financial Statements and Reporting

- 1 Accounting method used to prepare the Form 990. ☐ Cash ☒ Accrual ☐ Other
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to lines 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?
- 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?
- b If "Yes," did the organization undergo the required audit or audits?

	Yes	No
2a		x
2b		x
2c		
3a		x
3b		

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

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

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

Be The Match Foundation

Employer identification number

41-1704734

Part 1	Reason for Public Charity Status (All organizations must complete this part.) (see instructions)
---------------	---

The organization is not a private foundation because it is: (Please check only **one** organization)

- 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).** (Attach Schedule H.)

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 the Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).** (see instructions)

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box _____

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the organizations the organization supports.

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2008

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6,143,185.	7,299,544.	7,363,096.	11,399,850.	16,607,489.	48,813,164.
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 - 3	6,143,185.	7,299,544.	7,363,096.	11,399,850.	16,607,489.	48,813,164.
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						48,813,164.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	6,143,185.	7,299,544.	7,363,096.	11,399,850.	16,607,489.	48,813,164.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	154,658.	215,624.	180,771.	207,944.	219,254.	978,251.
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						49,791,415.
12 Gross receipts from related activities, etc. (see instructions)					12	

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 2008 (line 6, column (f) divided by line 11, column (f))	14	98.04 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	95.92 %
16a 33 1/3% support test - 2008. 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 - 2007. 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 - 2008. 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 - 2007. 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"/>		

Schedule A (Form 990 or 990-EZ) 2008

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)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 - 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 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
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) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3% support tests - 2008. 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 - 2007. 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**▶ Attach to Form 990. To be completed by organizations that
answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008Open to Public
Inspection

Name of the organization

Be The Match Foundation

Employer identification number

41-1704734

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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other 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 pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a-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 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	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, 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, 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 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 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 Trust, 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
1c	
1d	
1e	
1f	

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if 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	6,854,793.				
b Contributions	7,024,037.				
c Investment earnings or losses	0.				
d Grants or scholarships	<2,457,759.>				
e Other expenditures for facilities and programs	<1,313,780.>				
f Administrative expenses	<69,298.>				
g End of year balance	10,037,993.				

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ▶ 100.00 %
 b Permanent endowment ▶ .00 %
 c Term endowment ▶ .00 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
 (ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

Part VI Investments - 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) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements	104,075.		17,665.	86,410.
d Equipment	54,943.		25,433.	29,510.
e Other				
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				115,920.

Schedule D (Form 990) 2008

[illegible]

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
Total (Col (b) should equal Form 990, Part X, col (B) line 13) ▶		

Total (Col (b) should equal Form 990, Part X, col (B) line 13) ►

[illegible]

Total. (Column (b) should equal Form 990, Part X, col (B) line 15.)

(a) Description of liability	(b) Amount
Federal income taxes	
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.)	

Total. (Column (b) should equal Form 990, Part X, col (B) line 25)

832053
12-23-08

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	16,693,887.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	6,583,198.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	10,110,689.
4	Net unrealized gains (losses) on investments	4	124,962.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4-8	9	124,962.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	10,235,651.

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	267,238,000.
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	261,011,693.
e	Add lines 2a through 2d	2e	261,011,693.
3	Subtract line 2e from line 1	3	6,226,307.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	10,467,580.
c	Add lines 4a and 4b	4c	10,467,580.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	16,693,887.

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

1	Total expenses and losses per audited financial statements	1	265,964,000.
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	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	269,848,228.
e	Add lines 2a through 2d	2e	269,848,228.
3	Subtract line 2e from line 1	3	<3,884,228.>
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	10,467,426.
c	Add lines 4a and 4b	4c	10,467,426.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	6,583,198.

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; Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b.

Part V, Line 4:

Be the Match Foundation has endowment funds for recruitment, patient

assistance, donor assistance, and research. These funds are used according

to how they were solicited and help to further the program service

accomplishments of the organization. The funds are distributed outside the

consolidated organization to pay for tissue typing expenses, grants pre-

and post-transplant to patients and their families and help to expand the

research around diseases helped by marrow transplantation.

Part XIV Supplemental Information (continued)

Part XII, Line 2d:

Intercompany revenue eliminated for consolidated

financial statement purposes \$260,796,239

Special events - direct expenses 215,454

Part XII, Line 4b:

Intercompany revenue eliminated for consolidated

financial statement purposes \$10,467,580

Part XIII, Line 2d:

Intercompany expenses eliminated for consolidated

financial statement purposes \$269,632,774

Special events - direct expenses 215,454

Part XIII, Line 4b:

Intercompany expenses eliminated for consolidated

financial statement purposes \$10,467,426

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

Employer identification number

Be The Match Foundation

41-1704734

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

- 1 For grantmakers. 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 For grantmakers. Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 in region
Totals ▶					

Totals

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

Schedule F (Form 990) 2008

Department of the Treasury
Internal Revenue Service

► **Attach to Form 990 or Form 990-EZ.** Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

OMB No. 1545-0047

2008

Open To Public Inspection

Name of the organization

Be The Match Foundation

Employer identification number

41-1704734

Part I	Fundraising Activities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 17.	
---------------	---	--

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☒ Mail solicitations
- b ☐ Email solicitations
- c ☐ Phone solicitations
- d ☐ In-person solicitations
- e ☐ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☒ Yes☐ No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
CREATIVE DIRECT RESPONSE	DIRECT MAIL		X	68,894.	102,180.	<33,286.>
Total				68,894.	102,180.	<33,286.>

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

AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO

MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY

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

Schedule G (Form 990 or 990-EZ) 2008

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))
		Minneapolis Annual Tribute-USPS Eve (event type)	Party for Life (event type)	14 (total number)	
Revenue	1 Gross receipts	178,174.	69,965.	110,195.	358,334.
	2 Less: Charitable contributions	140,223.	42,725.	92,788.	275,736.
	3 Gross revenue (line 1 minus line 2)	37,951.	27,240.	17,407.	82,598.
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes		1,600.		1,600.
	6 Rent/facility costs	52,755.	34,975.	13,317.	101,047.
	7 Other direct expenses	103,184.	11,913.	34,465.	149,562.
	8 Direct expense summary. Add lines 4 through 7 in column (d)				(252,209.)
	9 Net income summary. Combine lines 3 and 8 in column (d)				<169,611.>

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))
Revenue	1 Gross revenue				
	2 Cash prizes				
Direct Expenses	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary. Combine lines 1 and 7 in column (d)				

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

a Is the organization licensed to operate gaming activities in each of these states?

b If "No," Explain.

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

b If "Yes," Explain.

11 Does the organization operate gaming activities with nonmembers?

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

	Yes	No
9a		
10a		
11		
12		

13. Indicate the percentage of gaming activity operated in:**a** The organization's facility**13a** %**b** An outside facility**13b** %**14** Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?**15a****b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.**c** If "Yes," enter name and address:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

_____☐ Director/officer☐ Employee☐ Independent contractor**17** Mandatory distributions:**a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?**17a****b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**

► **Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.**
► **Attach to Form 990.**

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

Be The Match Foundation

Employer identification number
41-1704734

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" on 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. Use Part IV and Schedule I-1 (Form 990) 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
Sloan-Kettering Institute for Cancer - 1275 York Avenue - New York, NY 10065	13-1624182	501(c)(3)	41,561.	0.FMV		N/A	Research
Baylor College of Medicine One Baylor Plaza Houston, TX 77030	74-1613878	501(c)(3)	43,321.	0.FMV		N/A	Research
Fred Hutchinson Cancer Research Center - 1100 Fairview Ave. N. PO Box 19024 - Seattle, WA 98109	23-7156071	501(c)(3)	33,870.	0.FMV		N/A	Research
Thomas Jefferson University Hospital - Center City Philadelphia, 111 S. 11th St. - Philadelphia, PA 19107	23-2829095	501(c)(3)	20,000.	0.FMV		N/A	Research
St. Jude Childrens Research Hospital - 4820 West 77th St. - Minneapolis, MN 55435	62-0646012	501(c)(3)	34,000.	0.FMV		N/A	Research
University of North Carolina, Chapel Hill - 200 E. Cameron Ave. - Chapel Hill, NC 27514	56-6001393	501(c)(3)	34,000.	0.FMV		N/A	Research

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

► ☐ 6. ☐

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

Schedule I (Form 990) 2008

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) 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
BTMF Transplant Support Assistance	571	651,747.	0.		
BTMF Patient Search Assistance	167	191,285.	0.		

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

Schedule I, Part I, Line 2: Patients apply for pre- and post-transplant

support grants through the Office of Patient Advocacy, a department within

the National Marrow Donor Program. The pre-transplant grants are awarded

to cover potentially uninsured donor search assistance funds, and checks

are written directly to transplant centers. The post-transplant grants are

determined by taking the difference between the monthly revenue and

expenses of the applicant in order to determine the level of need in each

patient, and each patient can get a check for the six months following the

date of the transplant. These checks are written directly to the patient

Part IV Supplemental Information

and are used to cover such items as uninsured costs, co-pays, food,

lodging, and ground transportation.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

► Attach to Form 990. To be completed by organizations that
answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

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Inspection

Name of the organization

Be The Match Foundation

Employer identification number

41-1704734

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|---|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- a** Receive a severance payment or change of control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

	Yes	No
1b	x	
2	x	
4a	x	
4b	x	
4c		x
5a		x
5b		x
6a		x
6b		x
7		x
8		x

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

Schedule J (Form 990) 2008

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Part I, Line 1a: Part I, Line 1a: BTMF provided a gross up payment for the housing allowance provided to Christine Fleming, BTMF CEO, while she was relocating.

Part I, Line 4a: Jeannie Howe received \$120,441 over the course of 52 weeks as a salary continuation. She also received continuation of her health and dental insurance through 12/31/2008.

Part I, Line 4b: BTMF offers its officers, vice presidents, and directors a 457(b) deferred compensation plan (the "DC Plan") created in accordance with applicable provisions of the Internal Revenue Code. The DC Plan permits employees to defer a portion of their salary until future years.

The accumulated deferred compensation balance is not available to employees until termination, retirement, death, or unforeseeable emergency. Also, BTMF offers a supplemental benefits plan (the "SB Plan") for its officers and vice presidents. Each year the SB Plan contributes 14% of salary for the chief executive officer, 9% for other officers, and 4% for vice presidents. The SB Plan is a flexible benefit plan allowing the officer to select from limited options, which include payment for individual long-term

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

care, and the balance as a contribution into the 457(b) deferred

compensation plan, and/or a capital accumulation account to supplement

current basic and supplemental benefits.

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

► To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.

► Attach to Form 990.

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2008
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Name of the organization

Be The Match Foundation

Employer identification number

41-1704734

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art	X	7	1,925	Selling Price
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications	X		2,909	Selling Price
5 Clothing and household goods	X		9,179	Selling Price
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles	X	12	2,515	Selling Price
19 Food inventory	X	14	1,446	Selling Price
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (TICKETS)	X	60	13,879	Selling Price
26 Other ► (GIFT CERTIFIC)	X	52	4,902	Selling Price
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 Acknowledgment

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 revenues 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		

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

Schedule M (Form 990) 2008

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

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

As BTMF looks ahead to the growing number of patients who need its help, it is clear that it need to do more. By 2015 it is NMDP's goal to facilitate 10,000 transplants each year. That is why the public will see BTMF focus more of its fundraising efforts on advancing the science of transplants. Research-driven innovations make transplants a viable treatment for more patients. Funding clinical trials, both pediatric and adult, continues to be a priority, giving doctors new tools that impact a patient's survival rate as well as his or her quality of life.

The public will also see BTMF raise more dollars to help qualifying patients with uninsured treatment costs. At a time when patients are fighting for their lives, BTMF can ease their financial burden, and help them receive the treatment they need.

Lastly, BTMF will intensify its efforts to add more potential donors from diverse populations to Be The Match Registry. Patients are most likely to match a donor who shares their racial and ethnic background, and our registry must better represent the patients who need our help. Please visit the BTMF website at www.marrows.org for more information.

Form 990, Part VI, Section A, line 6: Be the Match Foundation is a wholly owned subsidiary of the National Marrow Donor Program. The National Marrow

Donor Program board elects the Board of Directors of Be the Match

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

Schedule O (Form 990) 2008

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

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Name of the organization

Be The Match Foundation

Employer identification number

41-1704734

Foundation and approves the actions of Be the Match Foundation.

Form 990, Part VI, Section A, line 7a: Be the Match Foundation is a wholly

owned subsidiary of the National Marrow Donor Program. The National Marrow

Donor Program board elects the Board of Directors of Be the Match

Foundation and approves the actions of Be the Match Foundation.

Form 990, Part VI, Section A, line 7b: Be the Match Foundation is a wholly

owned subsidiary of the National Marrow Donor Program. The National Marrow

Donor Program board elects the Board of Directors of Be the Match

Foundation and approves the actions of Be the Match Foundation.

Form 990, Part VI, Section A, line 10: The organization contracted with an

outside public accounting firm to prepare the Form 990 and was reviewed by

management. Due to timing constraints and the final filing deadline, a copy

of the filed form was provided to the Finance Committee. After filing, the

Finance Committee will present the form to the Board of Directors.

Form 990, Part VI, Section B, Line 12c: As a wholly owned subsidiary of

NMDP, BTMF officers, directors, and key employees are required to follow

the Conflict of Interest Policy enacted by NMDP. Each year, officers,

directors, and key employees must complete a conflict of interest

questionnaire. Upon receipt of the questionnaire or other information from

a BTMF Member, the Executive Committee of NMDP shall review the

questionnaire or matter to determine the existence of any possible

conflicts of interest. The Executive Committee shall confer with the

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

Schedule O (Form 990) 2008

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

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Inspection

Name of the organization

Be The Match Foundation

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involved BTMF Member in the event it appears there is any actual or
apparent conflict of interest. In the event it appears to the Executive
Committee that a conflict of interest is present, the Executive Committee
shall ask the BTMF Member to abstain from participation and voting in
accordance with Article VI of the Conflict of Interest Policy and shall
bring the matter to the attention of the Board of Directors or any
appropriate committees of the Board of Directors for discussion and
appropriate action. However, when a conflict of interest does in fact exist
under the definition in Section II of the Conflict of Interest Policy, the
BTMF Member with the conflict of interest shall not vote on the matter and
may be excluded from participating in discussion. The BTMF Member with a
conflict of interest may still be included for purposes of determining a
quorum if the BTMF Bylaws so permit.

Form 990, Part VI, Section B, Line 15: BTMF utilizes NMDP's compensation
committee which is charged with setting the compensation of the
organization's CEO. During this process, the committee will be composed of
individuals who are independent of the organization. The committee will
review comparability data when setting compensation levels to ascertain the
compensation is reasonable and not excessive. In addition, the process will
be properly documented.

The committee will assure that the executives reporting directly to the CEO
will also rely on comparability data and fall within the parameters set
forth within the compensation philosophy.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public
Inspection

Name of the organization

Be The Match Foundation

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Form 990, Part VI, Line 17, List of States receiving copy of Form 990:

AL, AK, AZ, AR, CA, CO, CT, FL, GA, IL, KS, KY, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND, OH

OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

Form 990, Part VI, Section C, Line 19: The Conflict of Interest policy is

made available to the public upon request. The Articles of Incorporation

are available at the MN Office of the Secretary of State. Financial

Statements are available at the MN Office of the Attorney General.

Part XI, Line 2

Be The Match Foundation prepares the financial statements using in

house staff and is a part of a consolidated financial audit by an

independent accountant. The annual independent audit report is a

consolidated audit report that is approved by the Finance and Audit

Committee.

Schedule G, Part I, Line 2b, Column (v): The invoices from Creative

Direct Response directly outline what portion of the Direct Mail expense

is services vs. expense reimbursements or payments. For fiscal year 2009,

the postage expenses totaled \$32,731 and the other paper related product

expenses totaled \$20,787.

Part V Transactions With Related Organizations**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV.**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 (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to other organization(s)**c** Gift, grant, or capital contribution from other organization(s)**d** Loans or loan guarantees to or for other organization(s)**e** Loans or loan guarantees by other organization(s)**f** Sale of assets to other organization(s)**g** Purchase of assets from other organization(s)**h** Exchange of assets**i** Lease of facilities, equipment, or other assets to other organization(s)**j** Lease of facilities, equipment, or other assets from other organization(s)**k** Performance of services or membership or fundraising solicitations for other organization(s)**l** Performance of services or membership or fundraising solicitations by other organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets**n** Sharing of paid employees**o** Reimbursement paid to other organization for expenses**p** Reimbursement paid by other organization for expenses**q** Other transfer of cash or property to other organization(s)**r** Other transfer of cash or property from other organization(s)**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(s)	(B) Transaction type (a-r)	(C) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization Be The Match Foundation	Employer identification number 41 1704734	
	Number, street, and room or suite no. If a P.O. box, see instructions. 3001 Broadway Street N.E., #100		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Minneapolis, MN 55413-1753		

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► **Gordon Bryan**

Telephone No. ► (**612**) **627-5800** FAX No. ► (**612**) **627-5875**

- 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 will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **May 15**, 20**10**, 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 **October 1**, 20**08**, and ending **September 30**, 20**09**

- 2 If this tax year 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	\$	NONE
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	NONE
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	NONE

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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization Be The Match Foundation	Employer identification number 41 : 1704734
	Number, street, and room or suite no. If a P.O. box, see instructions. 3001 Broadway Street N.E., Suite 100	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Minneapolis, MN 55413-1753	

Check type of return to be filed (File a separate application for each return):

- | | | | |
|--|---|--------------------------------------|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **Gordon Bryan**

Telephone No. **(612) 627-5800** FAX No. **(612) 627-5875**

- 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.

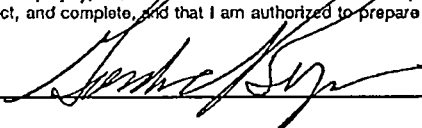
- 4 I request an additional 3-month extension of time until **August 15**, 20**10**.
- 5 For calendar year, or other tax year beginning **October 1**, 20**08**, and ending **September 30**, 20**09**.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **Additional time is necessary to prepare the information required for a complete and accurate Exempt Organization Return**

8a 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.	8a \$	NONE
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 and any amount paid previously with Form 8868.	8b \$	NONE
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions.	8c \$	NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶

Title ▶ **Treasurer**Date ▶ **May 7, 2010**

State of Minnesota

SECRETARY OF STATE

Certificate of Name Change

I, Mark Ritchie, Secretary of State of Minnesota, do certify that the corporation listed below filed an amendment of its articles of incorporation, or, in the case of a non-Minnesota corporation, a certificate of name change, changing its name with this office on the date listed below, and that the corporation has complied with the relevant laws of Minnesota with respect to that filing.

Old Name: The Marrow Foundation

New Name: Be The Match Foundation

State of Incorporation: MN

Date Amendment filed: 02/03/2009

This certificate has been issued on 02/05/09.



Mark Ritchie
Secretary of State.

19-577

NP-CN

31984930002



STATE OF MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF INCORPORATION

READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. Type or print in black ink.
2. There is a \$35.00 fee payable to the MN Secretary of State.
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

THE MARROW FOUNDATION

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Format (mm/dd/yyyy)

The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form 1)

ARTICLE 1

The name of the Corporation shall be Be The Match Foundation.

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

(Signature of Authorized Person)

Name and telephone number of contact person: Aric Stienessen

612.334-2504

Please return to:
STATE OF MINNESOTA
DEPARTMENT OF STATE

FILE IN-PERSON OR MAIL TO:

Minnesota Secretary of State - Business Services
Retirement Systems of Minnesota Building
60 Empire Drive, Suite 100
St Paul, MN 55103

(Staffed 8:00 - 4:00, Monday - Friday, excluding holidays)

FILED

FEB 03 2009

Mark Ritchie
Secretary of State

To obtain a copy of a form you can go to our web site at www.sos.state.mn.us, or contact us between 9:00am to 4:00pm, Monday through Friday at (651) 296-2803 or toll free 1-877-551-6767.

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651) 296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651) 296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.

bus100Cen:NPAmend art Rev 08-07

16-577

NP-RO



**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION OF
THE MARROW FOUNDATION**

The undersigned, Jeffrey Chell, being the Chief Executive Officer of the National Marrow Donor Program, the sole member of The Marrow Foundation, a Minnesota nonprofit corporation governed by Minnesota Statutes Chapter § 317A, hereby certifies that acting pursuant to Minnesota Statutes § 317A.133, Subd. 2, the majority of the directors and the members with voting rights have amended the Articles of Incorporation as follows:

Amendment #1: That Article II – Registered Office is deleted in its entirety and replaced with the following:

ARTICLE II - REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Minnesota shall be 3001 Broadway Street, N.E., Suite 500, Minneapolis, Minnesota 55413. The Board of Directors shall have the power to carry on the affairs of the Corporation at such other places within or outside the State as they may from time to time designate.

Amendment #2: That Article IV – Purpose is deleted in its entirety and replaced with the following:

ARTICLE IV - PURPOSE

It is intended that the Corporation shall have the status of a corporation that is exempt from income taxation under Section 501(c)(3) of the Code. Specifically, the Corporation is organized exclusively: for charitable, educational, scientific and literary purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Code, to function as a Supporting Organization within the meaning of Section 509(a)(3) of the Code and the regulations promulgated thereunder; to engage in, advance, promote, and administer activities and projects for the purpose of the advancement, promotion and administration of charitable, educational, scientific and literary purposes of every kind and nature whatsoever exclusively with respect to and for the benefit of the National Marrow Donor Program, which is a Section 501(c)(3)-qualified organization (the "NMDP"); and to aid, assist, and contribute to the development of sources of support for the maintenance and operation of the NMDP.

In furtherance of its purpose, the Corporation may engage in, advance, promote and administer charitable activities and projects for and on behalf of the NMDP.

Amendment #3: That Article VIII – Members is deleted in its entirety and replaced with the following:

ARTICLE VIII - MEMBERS

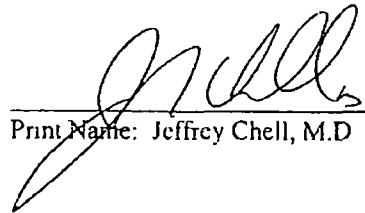
The power to establish criteria or procedures for admission as a new member shall be reserved for and vested in the existing Member(s).

Amendment #4: That there be a new Article XIII as follows:

ARTICLE XIII - AMENDMENTS

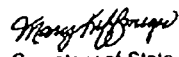
The power to adopt, amend or repeal the Bylaws shall be reserved for and vested in the Member(s).

These Articles of Amendment to the Articles of Incorporation of The Marrow Foundation were adopted under Minnesota Statutes Chapter 317A, as amended


Print Name: Jeffrey Chell, M.D

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 15 2006


Secretary of State

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

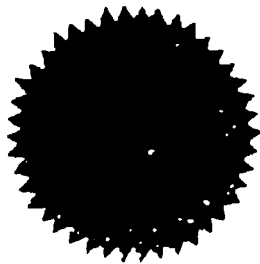
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: The Marrow Foundation

Corporate Charter Number: 1G-577

Chapter Formed under: 317A

This certificate has been issued on 09/13/1991



Joan Anderson Grove
Secretary of State

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ARTICLES OF INCORPORATION
OF
THE MARROW FOUNDATION

2770

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and all future laws amending and supplementing these statutes, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be The Marrow Foundation.

ARTICLE II - REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Minnesota shall be 3433 Broadway Street N.E., Suite 400, Minneapolis, Minnesota 55413. The Board of Directors shall have the power to carry on the affairs of the Corporation at such other places within or outside the State as they may from time to time designate.

ARTICLE III - REFERENCES

All references in these Articles of Incorporation to a particular section of the Code shall mean the Internal Revenue Code of 1986 as now enacted or as subsequently amended or supplemented (or the corresponding provision of any future United States Internal Revenue Law), and all references to Minnesota Statutes shall mean and include the Minnesota Nonprofit Corporation Act, Chapter 317A, and any future laws or provisions amending or supplementing Chapter 317A (or the corresponding provision of any future Minnesota Statute governing the formation and operation of nonprofit corporations) and Chapter 290 and any future laws or provisions amending or supplementing Chapter 290 (or the corresponding provision of any future Minnesota Statute governing the income taxation of nonprofit corporations).

634239

ARTICLE IV - PURPOSE

It is intended that the Corporation shall have the status of a corporation that is exempt from income taxation under Section 501(c)(3) of the Code. Specifically, the Corporation is organized exclusively: for charitable, educational, scientific and literary purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Code; to engage in, advance, promote, and administer activities and projects for the purpose of the advancement, promotion and administration of charitable.

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educational, scientific and literary purposes of every kind and nature whatsoever; and to aid, assist, and contribute to the support of corporations, associations, and institutions, which are organized and operated exclusively for such charitable, educational, religious, scientific and literary purposes as described in Section 501(c)(3) and 170(c)(2) of the Code including the development of sources of support for the maintenance and operation of the National Marrow Donor Program and provide ancillary activities related to the activities of the National Marrow Donor Program.

In furtherance of its purpose, the corporation may engage in, advance, promote and administer charitable activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Sections 501(c)(3) or 170(c)(2) of the Code.

ARTICLE V - POWERS

The Corporation shall have the authority to exercise all powers as are required by and consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, bequest or otherwise, and to own, hold, invest, expend, make gifts and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of the Corporation, and to lease, mortgage, encumber, invest and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the Corporation by the Minnesota Statutes, Chapter 317A.

ARTICLE VI - PROSCRIPTIONS AND LIMITATIONS

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall only engage in activities permitted to be carried on by a Corporation: (a) exempt from Federal Income Tax under Section 501(c)(3) of the Code, and (b) contributions, to which are deductible under Section 170(c)(2) of the Code.

No substantial part of the property or the income of the Corporation shall ever be used or employed directly or indirectly by the Corporation for the purpose of carrying on propaganda or otherwise attempting to influence legislation, and in no event shall the Corporation participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

2075
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

The Corporation shall not lend any of its assets to any officer, director or member of the Corporation nor guarantee to any other person the payment of a loan by a member, officer or director of the Corporation.

ARTICLE VII - PRIVATE FOUNDATION RESTRICTIONS

In the event that the Corporation is considered to be a "private foundation" within the meaning of §509 of the Code, the Corporation shall:

- a. Distribute its income for each taxable year at such time and in such a manner so as not to subject the Corporation to tax under Section 4942 of the Code
- b. Not engage in any act of self-dealing within the meaning of Section 4941(d) of the Code.
- c. Not retain any excess business holdings defined in Section 4943 of the Code.
- d. Not make any investments in a manner so as to subject the Corporation to tax under Section 4944 of the Code.
- e. Not make any taxable expenditures within the meaning of Section 4945(d) of the Code.

ARTICLE VIII - MEMBERS

If provided in the Bylaws, the Corporation may have members of one or more classes as designated by the Board of Directors.

ARTICLE IX - DISSOLUTION

Upon the dissolution of the Corporation consistent with Minnesota Statutes, Section 317A.701, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation or to an organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine.

2776
In the event of dissolution, no assets shall be transferred to or in any respect inure to or for the benefit of any officer, member, employee or director of the Corporation.

ARTICLE X - DIRECTORS

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authority, and duties of the Directors, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles shall be as specified in the Bylaws of the Corporation.

Any action that may be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting when authorized in writing signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors are present or by all of the members of the Executive Committee, as the case may be; provided that all directors are notified of the text of the written action prior to the signing by any of the directors.

ARTICLE XI - INCORPORATORS

The name and addresses of the incorporators, natural persons of full age, are:

Admiral E.R. Zumwalt, Jr.
1500 Wilson Boulevard
Arlington, VA 22209

Robert C. Graves, D.V.M.
913 Edward Street
Fort Collins, CO 80524

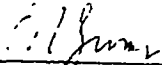
Charles Allen (CAP) Parlier, II
5000 E. McDowell Road
Mesa, AZ 85205

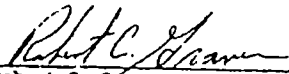
ARTICLE XII - LIMITED LIABILITY

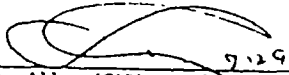
Consistent with Minnesota Statutes, Section 317A.257, no person who serves without compensation as a director, incorporator, officer, trustee, member or agent of the Corporation shall in any way be personally or individually liable or responsible for any debt or obligation incurred by, or on behalf of, or imposed upon, the Corporation nor civilly liable for an act or omission by that person To the fullest

1-2777
extent permitted by Minnesota law, the Corporation shall defend, indemnify and hold harmless every such person serving the Corporation for any and all costs, expenses, judgments, claims or settlements incurred in connection with the defense of any action, suit or proceeding in which such person may be made a party by reason of being a director, incorporator, officer, trustee, member or agent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 12th day of September, 1991.


Admiral E.B. Zumwalt, Jr., Incorporator

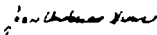

Robert C. Graves, D.V.M., Incorporator.


Charles Allen (CAP) Parley, II,
Incorporator

1480MFP

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

SEP 13 1991


Secretary of State