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Return of Organization Exempt From Income Tax

2009

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

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

Open to Public Inspection

For the 2009 calendar year, or tax year beginning , 2009, and ending

B Check if applicable <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending		C Please use IRS label or print or type. See specific instructions. Third Wave Foundation 220 East 23rd Street #509 New York, NY 10010		D Employer Identification Number 13-3670260	
		E Telephone number (212) 228-8311		G Gross receipts \$ 1,754,347.	
F Name and address of principal officer Mia Herndon 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 checked="" type="checkbox"/> No If 'No,' attach a list (see instructions)			
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.thirdwavefoundation.org		H(c) Group exemption number	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of Formation 2001		M State of legal domicile DE	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities <u>Third Wave is a feminist, activist foundation that works nationally to support young women and transgender youth ages 15 to 30. Through strategic grantmaking, leadership development, and philanthropic advocacy, we support working towards gender, racial, economic, and social justice.</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)	15
	4	Number of independent voting members of the governing body (Part VI, line 1b)	15
	5	Total number of employees (Part V, line 2a)	15
	6	Total number of volunteers (estimate if necessary)	0
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 1,659,051. Current Year 1,654,714.
	9	Program service revenue (Part VIII, line 2g)	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,995. -1,221.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10e, and 11e)	
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,670,046. 1,653,493.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	336,736. 501,296.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	414,463. 391,769.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	
	b	Total fundraising expenses (Part IX, column (D), line 25) 176,823.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	389,496. 361,515.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,140,695. 1,254,580.
19	Revenue less expenses Subtract line 18 from line 12	529,351. 398,913.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Year 1,479,757. End of Year 1,896,287.
	21	Total liabilities (Part X, line 26)	204,664. 157,820.
	22	Net assets or fund balances Subtract line 21 from line 20	1,275,093. 1,738,467.

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.		
	Signature of officer <u>Mia Herndon</u> Type or print name and title <u>Mia Herndon, Executive Director</u>	Date <u>9/14/10</u>	
Paid Preparer's Use Only	Preparer's signature	<u>JJ Lee</u> Date <u>9/10/10</u>	Check if self-employed <input type="checkbox"/> Preparer's identifying number (see instructions) N/A
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN <u>N/A</u> Phone no <u>(212) 268-2800</u>	
	SCHALL & ASHENFARB CPAS 350 5TH AVE STE 728 NEW YORK, NY 10118-0110		

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

☒ Yes ☐ No

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

TEEA0113L 12/29/09 Form 990 (2009)

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Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission.

See Schedule O

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

4a (Code: ☐) (Expenses \$ 922,088. including grants of \$ 501,296.) (Revenue \$)

See Statement 1 for details.

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 ▶ 922,088.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

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Form 990 (2009)

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	13		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1b	0		
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	15		
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
4a	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 line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
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?		
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make any distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
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:		
11a	Gross income from other 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		

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Form 990 (2009)

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

Section A. Governing Body and Management

	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? See Sch O	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	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O		X

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

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?		X
10b 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?		
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990 See Schedule O		
12a Does the organization have a written conflict of interest policy? If 'No,' go to line 13	X	
12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done See Schedule O	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 See Schedule O	X	
b Other officers of key employees of the organization See Schedule O.	X	
If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b If 'Yes,' 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. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ► DE NY

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Schedule O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 ► Mia Herndon 220 East 23rd Street New York NY 10010 (212) 228-8311

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. Report compensation for the calendar year ending with or within the organization's tax year. 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. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of 'key employees.'
- 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 current officer, director, or trustee.

(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			
Dipty Jain Member	2	X						0.	0.	0.
Angelica Chazaro Member	2	X						0.	0.	0.
Andrea Flynn Member	2	X						0.	0.	0.
Kai Gurley Member	2	X						0.	0.	0.
Jessica Hidalgo Holland Member	2	X						0.	0.	0.
Paulina Hernandez Member	2	X						0.	0.	0.
Yasmin Ahmed Member	2	X						0.	0.	0.
Dom Brassey Member	2	X						0.	0.	0.
Darshan Khalsa Member	2	X						0.	0.	0.
Liza Siegler Member	2	X						0.	0.	0.
Causten Wollerman Member	2	X						0.	0.	0.
Alexandra Texeira Member	2	X						0.	0.	0.
Andrea Lynch Member	2	X						0.	0.	0.
Amoretta Morris Member	2	X						0.	0.	0.
Mia Kim Sullivan Member	2	X						0.	0.	0.
Mia Herndon Executive Direc	40			X				83,695.	0.	15,987.

Part VII	Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont.)
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(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			
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1 b Total								83,695.	0.	15,987.

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

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

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

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

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a			
	b Membership dues	1 b			
	c Fundraising events	1 c			
	d Related organizations	1 d			
	e Government grants (contributions)	1 e			
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 1,654,714.			
	g Noncash contribns included in lns 1a-1f.	\$			
h Total. Add lines 1a-1f		1,654,714.			
PROGRAM SERVICE REVENUE	Business Code				
	2 a -----				
	b -----				
	c -----				
	d -----				
	e -----				
	f All other program service revenue				
g Total. Add lines 2a-2f					
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)		10,835.		10,835.
	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)			-12,056.	-12,056.
	8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a			
	b Less direct expenses	b			
	c Net income or (loss) from fundraising events				
	9 a Gross income from gaming activities. See Part IV, line 19	a			
	b Less. direct expenses	b			
	c Net income or (loss) from gaming activities				
	10 a Gross sales of inventory, less returns and allowances	a			
	b Less cost of goods sold	b			
	c Net income or (loss) from sales of inventory				
Miscellaneous Revenue		Business Code			
11 a -----					
b -----					
c -----					
d All other revenue					
e Total. Add lines 11a-11d					
12 Total revenue. See instructions		1,653,493.	-12,056.	0.	10,835.

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).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	501,296.	501,296.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	86,420.	56,173.	8,642.	21,605.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	226,237.	107,646.	41,726.	76,865.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	8,123.	4,256.	1,309.	2,558.
9 Other employee benefits	45,319.	23,745.	7,301.	14,273.
10 Payroll taxes	25,670.	13,450.	4,135.	8,085.
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Prof fundraising svcs. See Part IV, ln 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	84,348.	43,936.	14,003.	26,409.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	49,904.	16,989.	24,622.	8,293.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,299.	1,729.	531.	1,039.
23 Insurance	2,588.		2,588.	
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 Consultants, professional fees	144,161.	97,072.	39,796.	7,293.
b Grantee coverings	33,057.	33,057.		
c Office supplies and expenses	12,490.	6,848.	1,513.	4,129.
d Telephone and communication	10,644.	5,726.	1,661.	3,257.
e Bank charges and other fees	6,900.	1,031.	4,994.	875.
f All other expenses	14,124.	9,134.	2,848.	2,142.
25 Total functional expenses. Add lines 1 through 24f	1,254,580.	922,088.	155,669.	176,823.
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	187,551.	1	267,303.
	2 Savings and temporary cash investments	182,498.	2	337,170.
	3 Pledges and grants receivable, net	771,839.	3	920,473.
	4 Accounts receivable, net	15,405.	4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) 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	7,355.	9	1,263.
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a 45,564.		
	b Less accumulated depreciation	10b 35,946.	10,260.	10c 9,618.
	11 Investments — publicly-traded securities	287,349.	11	342,960.
	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	17,500.	15	17,500.
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,479,757.	16	1,896,287.	
LIABILITIES	17 Accounts payable and accrued expenses	54,674.	17	34,080.
	18 Grants payable	149,990.	18	123,740.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties.		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	204,664.	26	157,820.
	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.		271,836.	27	555,758.
28 Temporarily restricted net assets.		881,169.	28	1,060,621.
29 Permanently restricted net assets.		122,088.	29	122,088.
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, and equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		1,275,093.	33	1,738,467.
34 Total liabilities and net assets/fund balances		1,479,757.	34	1,896,287.

BAA

Form 990 (2009)

Part XI Financial Statements and Reporting

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

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

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

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

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

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

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

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

BAA

Form 990 (2009)

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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.)	1,185,696.	907,059.	882,799.	1,659,051.	1,654,714.	6,289,319.
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						0.
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge						0.
4 Total. Add lines 1-through 3	1,185,696.	907,059.	882,799.	1,659,051.	1,654,714.	6,289,319.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,057,785.
6 Public support. Subtract line 5 from line 4						5,231,534.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	1,185,696.	907,059.	882,799.	1,659,051.	1,654,714.	6,289,319.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	18,579.	36,304.	26,388.	20,010.	10,835.	112,116.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV). See Part IV	700.	110,000.				110,700.
11 Total support. Add lines 7 through 10						6,512,135.
12 Gross receipts from related activities, etc. (see instructions)					12	0.

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	80.3 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	71.9 %

16a **33-1/3 support test – 2009.** If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ☒

b **33-1/3 support test – 2008.** If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ☐

17a **10%-facts-and-circumstances test – 2009** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ☐

b **10%-facts-and-circumstances test – 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ☐

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants'.)						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose.						
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
5 The value of services or facilities furnished by a governmental unit to the organization without charge.						
6 Total. Add lines 1 through 5.						
7a Amounts included on lines 1, 2, 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 amount on line 13 for the year.						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 on line 10b, whether or not the business is regularly carried on.						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)).	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17.	18	%

19a **33-1/3 support tests – 2009.** 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 – 2008.** If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization. ☐20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Area with horizontal dashed lines for supplemental information.

2009

Schedule A, Part IV - Supplemental Information

Page 5

Client THIRDWAV

Third Wave Foundation

13-3670260

8/18/10

09 03AM

Part II, Line 10 - Other Income

Nature and Source	2009	2008	2007	2006	2005
Settlement Income				110,000.	
Speaker Fees and Other Income					700.
Total	\$ 0.	\$ 0.	\$ 0.	\$ 110,000.	\$ 700.

**SCHEDULE D
(Form 990)**Department of the Treasury
Internal Revenue Service

Name of the organization

Third Wave Foundation

Supplemental Financial Statements

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

OMB No 1545-0047

2009Open to Public
Inspection

Employer identification number

13-3670260

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 for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or 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 through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the 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 tax year ▶ _____

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

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

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 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 acquisition accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table.

	Amount
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	88,641.	121,005.			
b Contributions					
c Net Investment earnings, gains, and losses	15,885.	-29,364.			
d Grants or scholarships		3,000.			
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	104,526.	88,641.			

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

a Board designated or quasi-endowment ▶ _____ %

b Permanent endowment ▶ 100.00 %

c Term endowment ▶ _____ %

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

(i) unrelated organizations

(ii) related organizations

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

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

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

Part VI 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) Accumulated Depreciation	(d) Book Value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		39,342.	30,799.	8,543.
e Other		6,222.	5,147.	1,075.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				9,618.

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Schedule D (Form 990) 2009

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
Total (Column (b) must equal Form 990 Part X, col. (B) line 12.)		

Part VIII Investments—Program Related (See Form 990, Part X, line 13) N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total (Column (b) must equal Form 990, Part X, col. (B) line 13)		

Part IX Other Assets (See Form 990, Part X, line 15) N/A

(a) Description	(b) Book value
Total (Column (b) must equal Form 990, Part X, col. (B), line 15)	

Part X Other Liabilities (See Form 990, Part X, line 25)

(a) Description of Liability	(b) Amount
Federal Income Taxes	
Total (Column (b) must equal Form 990, Part X, col. (B) line 25)	

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

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)	1,653,493.
2	Total expenses (Form 990, Part IX, column (A), line 25)	1,254,580.
3	Excess or (deficit) for the year Subtract line 2 from line 1	398,913.
4	Net unrealized gains (losses) on investments	64,461.
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 through 8	64,461.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	463,374.

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

1	Total revenue, gains, and other support per audited financial statements	1	1,717,954.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	64,461.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	64,461.
3	Subtract line 2e from line 1	3	1,653,493.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	1,653,493.

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

1	Total expenses and losses per audited financial statements	1	1,254,580.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	1,254,580.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c (This must equal Form 990, Part I, line 18)	5	1,254,580.

Part XIV Supplemental Information

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

Part XIV Supplemental Information *(continued)*

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

Third Wave Foundation

Employer identification number

13-3670260

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. 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
A Long Walk Home 1658 N. Milwaukee Avenue No. 10 Chicago, IL 60647	30-0053613	501 (c) (3)	6,000.	0.			RHJI
Albuquerque Academy 6400 Wyoming Blvd NE Albuquerque, NM 87109	85-0129165	501 (c) (3)	10,000.	0.			RHJI
Brooklyn Young Mothers' Collecti 388 Atlantic Avenue, Third Floor Brooklyn, NY 11217	20-3792503	501 (c) (3)	6,000.	0.			RHJI
Casa Atabex Ache 471 East 140th Street, Garden Le Bronx, NY 10454	13-3826727	501 (c) (3)	22,750.	0.			RHJI
Chicago Abortion Fund 333 W. North Ave, Ste. 267 Chicago, IL 60610	36-3451293	501 (c) (3)	10,000.	0.			RHJI
Choice USA 1317 F. Street NW, Suite 501 Washington, DC 20004	52-1772575	501 (c) (3)	25,000.	0.			RHJI
CLAIM 70 East Lake Street, Suite 1120 Chicago, IL 60601	36-3533031	501 (c) (3)	10,000.	0.			RHJI
COLOR P.O. Box 201061 Denver, CO 80220	84-1569021	501 (c) (3)	23,750.	0.			RHJI

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

27

3 Enter total number of other organizations

0

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

TEEA3901L 02/10/10

Schedule I (Form 990) 2009

**SCHEDULE I-1
(Form 990)**

Continuation Sheet for Schedule I (Form 990)

OMB No. 1545-0047

2009

Department of the Treasury
Internal Revenue Service

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

**Open to Public
Inspection**

Name of the organization		Employer identification number					
Third Wave Foundation		13-3670260					
Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part I.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Community Partners 1000 N. Alameda Street, Suite 24 Los Angeles, CA 90012	95-444412	501 (c) (3)	6,000.				RHJI
Different Avenues 821 Upshur St NW, Suite B Washington, DC 20011	52-2361239	501 (c) (3)	25,000.				RHJI
Georgians for Choice PO Box 8551 Atlanta, GA 31106	58-1872316	501 (c) (3)	6,000.				RHJI
JASMYN, Inc. PO Box 380103 Jacksonville, FL 32205	59-3284175	501 (c) (3)	23,500.				RHJI
ITSC Community Development Corp. 231 E. Third St., Suite G-106 Los Angeles, CA 90013	95-4444102	501 (c) (3)	23,500.				RHJI
Open Arms Perinatal Services 2524 16th Ave S, 207-A Seattle, wa 98144	20-4011527	501 (c) (3)	28,250.				RHJI
PODER 2604 E. Cesar Chavez St. Austin, TX 78702	74-2682311	501 (c) (3)	15,000.				RHJI
Queers for Economic Justice 147 W. 24th St., 4th Floor New York, NY 10011	71-0955732	501 (c) (3)	10,000.				RHJI
Rajkumari Cultural Center, INC. 83-84 116th Street, Apt. 2K Richmond Hill, NY 11418	11-3338875	501 (c) (3)	10,000.				RHJI
Sistas on the Rise P.O. Box 740581 Bronx, NY 10474	87-0725333	501 (c) (3)	22,500.				RHJI

**SCHEDULE I-1
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Third Wave Foundation

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

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

Employer identification number

13-3670260

OMB No 1545-0047

2009

Open to Public Inspection

(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
Sister Song 1247 Ralph David Abernathy Blvd Atlanta, GA 30310	51-0544927	501 (c) (3)	29,000.				RHJI
Southwest Research and Info. Cen 1028 Ann Avenue SW Albuquerque, NM 87105	23-7159949	501 (c) (3)	19,000.				RHJI
SPARK PO Box 8551 Atlanta, GA 31106	58-1872316	501 (c) (3)	14,000.				RHJI
St. James Infirmary 1372 Mission Street San Francisco, CA 94103	94-3330568	501 (c) (3)	25,000.				RHJI
Stonewall Youth P.O. Box 7383 Olympia, WA 98507	94-3202727	501 (c) (3)	10,000.				RHJI
Students Active for Ending Rape 32 Broadway, Suite 1801 New York, NY 10004	41-2058258	501 (c) (3)	7,000.				RHJI
Young Women of Color HIV/AIDS Co 116-51 224th St. Cambria Heights, NY 11411	13-3848582	501 (c) (3)	10,000.				RHJI
Young Women United P.O. Box 8490 Albuquerque, NM 87198	85-0481224	501 (c) (3)	19,000.				RHJI
Young Women's Empowerment Project 2334 W Lawrence Ave Ste 209 Chicago, IL 60625	61-1426655	501 (c) (3)	26,250.				RHJI

Supplemental Information to Form 990

OMB No 1545-0047

2009

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Internal Revenue Service

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

Name of the organization

Third Wave Foundation

Employer identification number

13-3670260

Form 990, Part III, Line 1 - Organization Mission

Third Wave is a feminist, activist foundation that works nationally to support young women and transgender youth ages 15 to 30. Through strategic grantmaking, leadership development, and philanthropic advocacy, we support working towards gender, racial, economic, and social justice. See Statement 1 for additional details.

Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents

Third Wave made changes to its by-laws regarding the composition of the board.

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

The Form 990 was sent to the full board of directors via e-mail prior to being filed with the IRS. All directors were afforded the opportunity to ask questions and offer edits during our board meeting. The board voted on changes, which were adopted.

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

The organization has a "board approved" conflicts of interest policy. Each board member must fill out an annual declaration stating they had no conflicts or identifying the nature of their interested party transactions.

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

Each year, the executive committee reviews comparable salaries based on a recognized study and reviews the performance of the executive director to determine if the existing salary falls within these ranges. After a deliberation of this matter, a new proposed salary and benefit package is voted on.

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

In 2009, there were salary studies done for the executive director, officers and key employees.

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

Organizational documents are made available upon request.

Name of the organization

Employer identification number

Third Wave Foundation

13-3670260

ACCOMPLISHMENTS

GRANTMAKING

Increasing our grants by 30% since 2008, we gave over \$500,000 this year to organizations that are led by and focus on young people in communities that are most impacted by social inequity in the US to engage in community organizing, advocacy, research and provide holistic services, where the social safety net has faltered. Young women and transgender youth in low income communities, communities of color, immigrant youth and many outside of traditional educational settings are being developed into strong, ethical and effective leaders for social change encouraging a lifetime of civic participation and leadership. The work of Third Wave's grantee partners advance **issues that are central to achieving justice for young women and gender non-conforming youth**. To that end, we primarily support organizations working on reproductive and sexual health issues that serve as **models for cross movement collaboration**

Our Reproductive Health and Justice Initiative combines funding, capacity building, and convening to support new leadership and strategies that

- decrease reproductive/sexual health disparities,
- increase access to education and quality care,
- protect existing reproductive rights,
- advance proactive political and social changes through intentional support of a network of youth-focused organizations;
- engage new communities in organizing around these issues; and
- connect local, state and national organizations and campaigns, so that the grassroots can effectively engage and impact the direction of national policy advocacy organizations

Together, our grant partners are:

Shifting funding and policies that prioritize abstinence-only programs to those that advance evidence-based, comprehensive sex education. This includes development of community-based sex education programs that center the experiences and needs of young women and transgender youth, as well as youth-led sex education policy advocacy to address the stigmatization of LGBTQ youth and young parents

Providing culturally competent, community-based models of care, where there is limited access or high levels of stigma: Third Wave's grant partners create and implement transformative services culturally competent service, health education and health care provision linked with advocacy. In addition to filling a critical gap in local health infrastructure, this builds political capacity for our people. As young women and transgender youth are disproportionately impacted by HIV/AIDS and, historically, have been marginalized or stigmatized by health policy frameworks, Third Wave invests in grassroots organizations led by the people most impacted by social and health inequities creating models of care that can value its members with quality care and respect and can be trusted by their communities

Protecting access to abortion, ensuring access for low-income women and women of color: Using a range of strategies, from funding support, policy advocacy, and community education, our grant partners challenge laws and practices that restrict women's access to abortion, including mandatory parental notification, fetal personhood, mandatory ultrasounds, and restrictions on late-term abortion. Third Wave also provided emergency funding for abortions for young women thirty and under. The Emergency Abortion Fund (EAF) was launched in 1998 with the belief that cost should not be a factor for women who need or want to terminate pregnancy. We are one of four national abortion funds, and the only one focused exclusively on women 30 years old and younger, prioritizing low-income women of color.

Third Wave receives an average of 31 calls per week on our dedicated phone line from clinics, abortion funds, and individuals seeking funding. The EAF disburses an estimated \$1,668 per week, which for 2009 resulted in a total of \$62,500 in funding provided.

In summary, our investment bolstered the engagement of young women of color in reproductive health and justice efforts on key issues like healthcare reform, comprehensive sexuality education, HIV/AIDS prevention, and ending the shackling of pregnant women in state prisons and jails. Furthermore, their power came from linking reproductive health and rights to environmental justice, immigration reform and criminal justice movements across the country.

Third Wave has identified organizations that are masterful in **developing and maintaining youth leadership in a sustainable way**: building their knowledge and skills, while making concrete improvements to their daily lives.

LEADERSHIP DEVELOPMENT

Third Wave held two national *convenings of our reproductive justice* network that works to increase the impact and visibility of youth led reproductive justice organizations working in various sectors. At convenings, network members, including current and former Third Wave grant partner organizations, have the opportunity to join with politically aligned organizations to reflect, strategize, and rejuvenate. Together, they are able to identify key opportunities to support each other in learning new skills for organizational practice and leveraging new contacts and strategies for campaigns.

At the **2009 Spring Convening**, held from March 31st to April 2nd in Western Massachusetts, eighteen participants from twelve organizations (not including, Third Wave staff, one board member, and facilitator) shared accomplishments and troubleshooted issues. Over two and a half days, participants discussed and trained on: board development and recruitment, grassroots fundraising, media outreach tactics and preparing for the financial downturn. Participants also gathered with international youth-leaders at the Civil Liberties and Public Policy Program at Hampshire College to network and engage in peer-exchange around key issues like working in hostile environments, retaining youth leaders, and supporting youth leadership in different organizational models.

At the **2009 Fall Convening**, held from October 28-31 at the Pocantico Retreat Center in Tarrytown, NY, we gathered twenty-three participants from thirteen organizations (not including, Third Wave staff, facilitators, and a filmmaker). Over two and a half days, participants shared collective accomplishments, trained on reproductive justice movement history, framework, and landscape, strategized on messaging for reproductive justice for marginalized communities, and reorganized the working structure of the Reproductive Justice Network. Kierra Johnson from Choice USA, one of the 2 facilitators/trainers for the weekend, led grantees through a process of identifying potential campaigns, power mapping completed a power map of their networks and movements and workshop on policy advocacy. Campaigns discussed included Comprehensive Sexuality Education, Healthcare Reform, Harm Reduction and Decriminalization of Sex Work.

Across all of our work in 2009, we have recognized now is the time to ramp up **support of leadership of youth on the ground**, particularly when the social safety net is least resilient, and the political base has the most room for growth.

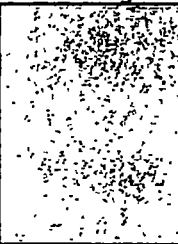
PHILANTHROPIC ADVOCACY

As a publicly supported foundation working at the intersection of philanthropy and social justice, we recognize and value partnerships between donors and activists as a key to youth development, organizing, and a better future. Our philanthropic advocacy work is about educating and collaborating with donors on the opportunities and barriers that exist for youth in social justice work and moving critical resources to solutions that young people have created. In 2009, we received our first million dollar commitment from an individual, which allowed for us to grow our grantmaking and weather the financial downturn.

Third Wave co-hosted two fact-finding symposia in 2009, sponsored by the Schott Foundation for Public Education to learn about the **barriers facing young women of color in public schools**, and to identify ways in which the philanthropic sector can strategically invest resources to shift negative trends. Together we convened two groups of experts in the field of education (female students of color, policy-makers, researchers/academics, practitioners, advocates, community organizers and funders) in Boston and New York City. Two key and interrelated findings from the symposia was the impact of school- and community-based violence on young women's ability to learn and the crucial role that comprehensive sex education could play in changing violent behaviors! **A report summarizing the symposia findings will be published in 2010, including policy initiatives and granting strategies generated through research, interviews and discussion.** Third Wave has worked closely with an advisory committee from targeted audiences to guide the process. Symposia findings will inform our future grantmaking.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**.
- 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 Third Wave Foundation		Employer identification number 13-3670260
	Number, street, and room or suite number. If a P.O. box, see instructions. SCHALL & ASHENFARB CPAS 350 5TH AVE STE 728		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10118-0110		

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 (section 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 care of. ▶ Mia Herndon
Telephone No. ▶ (212) 228-8311 FAX No. ▶ (212) 780-9181
- 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.

- I request an additional 3-month extension of time until 11/15, 2010.
- For calendar year 2009, or other tax year beginning , 20 , and ending , 20 .
- If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension. Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax 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 \$
8b 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 \$
8c 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 instrs	8c \$

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 ▶ [Signature] Title ▶ CPA Date ▶ 8/12/10