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Form 990-PF

Department of the Treasury Internal Revenue Service

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2010

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

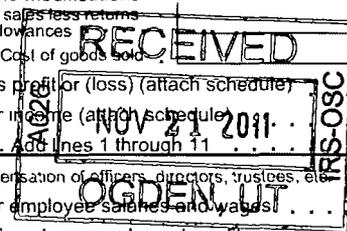
For calendar year 2010, or tax year beginning 2010, and ending 20

G Check all that apply: Initial return, Initial return of a former public charity, Final return, Amended return, Address change, Name change

Name of foundation: THE SAFETY NET FOUNDATION
Employer identification number: 22-3850021
Number and street: P.O. BOX 19027
Room/suite:
City or town, state, and ZIP code: NEWBURY PARK, CA 91319-9027

H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 13,103,447
J Accounting method: Accrual

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).



SCANNED NOV 20 2010

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | |
|---|--|--|----------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 5,003,412. | 8,262,386. | 8,262,386. |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable | 598. | | |
| | Less allowance for doubtful accounts | 7,525. | 598. | 598. |
| | 4 Pledges receivable | | | |
| | Less allowance for doubtful accounts | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) | | | |
| | Less allowance for doubtful accounts | | | |
| | 8 Inventories for sale or use | 6,707,183. | 4,845,038. | 4,845,038. |
| | 9 Prepaid expenses and deferred charges | 947. | 268. | 268. |
| | 10 a Investments - U S and state government obligations (attach schedule) | | | |
| | b Investments - corporate stock (attach schedule) | | | |
| | c Investments - corporate bonds (attach schedule) | | | |
| | 11 Investments - land, buildings, and equipment basis | | | |
| Less accumulated depreciation (attach schedule) | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other (attach schedule) | | | | |
| 14 Land buildings and equipment basis | | | | |
| Less accumulated depreciation (attach schedule) | | | | |
| 15 Other assets (describe ATCH 7) | 696,550. | 157. | 157. | |
| 16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 12,415,626. | 13,108,447. | 13,108,447. | |
| Liabilities | 17 Accounts payable and accrued expenses | 262,326. | 294,795. | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ATCH 8) | 0. | 41,984. | |
| 23 Total liabilities (add lines 17 through 22) | 262,326. | 336,779. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 12,153,300. | 12,771,668. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | | | |
| 29 Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 Total net assets or fund balances (see page 17 of the instructions) | 12,153,300. | 12,771,668. | | |
| 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) | 12,415,626. | 13,108,447. | | |

| Part III Analysis of Changes in Net Assets or Fund Balances | | |
|--|---|-------------|
| 1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 12,153,300. |
| 2 Enter amount from Part I, line 27a | 2 | 618,368. |
| 3 Other increases not included in line 2 (itemize) | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 12,771,668. |
| 5 Decreases not included in line 2 (itemize) | 5 | |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 12,771,668. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|----------------------------------|
| 1a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 | } | | 3 | | |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2009 | 64,434,672. | 5,272,916. | 12.219931 |
| 2008 | 60,063,079. | 3,143,533. | 19.106871 |
| 2007 | 62,672,953. | 2,533,399. | 24.936719 |
| 2006 | 38,600,796. | 1,937,681. | 19.921130 |
| 2005 | 28,351,224. | 2,912,464. | 9.734446 |
| 2 Total of line 1, column (d) | | | 25.819097 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 17.163819 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | | | 4,274,036. |
| 5 Multiply line 4 by line 3 | | | 73,358,780. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 15. |
| 7 Add lines 5 and 6 | | | 73,358,795. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18 | | | 70,527,089. |

| Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions) | | |
|---|----|------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) | 1 | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | |
| 3 Add lines 1 and 2 | 3 | 31. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 31. |
| 6 Credits/Payments | | |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 297. |
| b Exempt foreign organizations-tax withheld at source | 6b | 0. |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 0. |
| d Backup withholding erroneously withheld | 6d | |
| 7 Total credits and payments Add lines 6a through 6d | 7 | 297. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 266. |
| 11 Enter the amount of line 10 to be Credited to 2011 estimated tax 266. Refunded | 11 | |

| Part VII-A Statements Regarding Activities | | | |
|--|----|-----|----|
| | | Yes | No |
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i> | 1b | | X |
| c Did the foundation file Form 1120-POL for this year? | 1c | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____ | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i> | 2 | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> SCH 4 | 3 | X | |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | | X |
| 5 Was there a liquidation, termination, dissolution or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i> | 5 | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes" complete Part II, col (c), and Part XV</i> | 7 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA, DC, | | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> | 8b | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> | 9 | X | |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | 10 | | X |

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly own a controlled entity within the meaning of section 512(b)(13)? If "Yes" attach schedule (see page 20 of the instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of CARLOS GONZALEZ Telephone no 805-447-1000
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2010 did the foundation have an interest in or a signature or other authority over a bank securities, or other financial account in a foreign country?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange or leasing of property with a disqualified person?
(2) Borrow money from lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?
c Did the foundation engage in a prior year in any of the acts described in 1a other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable etc., organization described in section 509(a)(1), (2) or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4) does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes" attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation during the year, receive any funds directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation during the year, pay premiums, directly or indirectly on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

| (a) Name and address | (b) Title and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|--|---|---|---------------------------------------|
| ATTACHMENT 9 | | -0- | -0- | -0- |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| ATTACHMENT 10 | | 3,337,414. |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| Total number of others receiving over \$50,000 for professional services | | 4 |

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|-------------|
| 1 SEE SCHEDULE 2 | 66,819,310. |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments. See page 24 of the instructions. | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

| | | | |
|---|---|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | |
| b | Average of monthly cash balances | 1b | 4,339,130. |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c | 1,023. |
| d | Total (add lines 1a, b, and c) | 1d | 4,339,123. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 4,339,123. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 65,087. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 4,274,036. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 213,702. |

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

| | | | |
|----|---|----|--|
| 1 | Minimum investment return from Part X, line 6 | 1 | |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | |
| b | Income tax for 2010 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | |

Part XII Qualifying Distributions(see page 25 of the instructions)

| | | | |
|---|---|----|-------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 70,527,088. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | 0. |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | 0. |
| b | Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 70,527,088. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | N/A |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 70,527,088. |

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2009 | (c) 2009 | (d) 2010 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2010 | | | | |
| a From 2005 | | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 | | | | |
| e From 2009 | | | | 0. |
| f Total of lines 3a through e | | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ _____ | | | | |
| a Applied to 2009 but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2010 distributable amount | | | | |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | | | | |
| d Excess from 2009 | | | | |
| e Excess from 2010 | | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling 09/25/2003

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| 2 a | Tax year | | | | (e) Total |
|--|-------------|-------------|-------------|-------------|--------------|
| | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | |
| Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | 1,538. | 4,938. | 34,571. | 126,170. | 167,217. |
| b 85% of line 2a | 1,307. | 4,197. | 29,385. | 107,245. | 142,134. |
| c Qualifying distributions from Part XII, line 4 for each year listed | 70,527,098. | 64,434,672. | 60,063,425. | 62,675,584. | 257,700,769. |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | 70,527,098. | 64,434,672. | 60,063,425. | 62,675,584. | 257,700,769. |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | 0. |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed | 142,448. | 175,764. | 104,785. | 84,113. | 507,110. |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties) | | | | | 0. |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | 0. |
| (3) Largest amount of support from an exempt organization | | | | | 0. |
| (4) Gross investment income | | | | | 0. |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed
ATTACHMENT 11

b The form in which applications should be submitted and information and materials they should include
ATTACHMENT 11

c Any submission deadlines.
ATTACHMENT 11

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
ATTACHMENT 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|--------|
| a Paid during the year NONE | | | | 0. |
| Total | | | | 0. |
| b Approved for future payment NONE | | | | 0. |
| Total | | | | 0. |

Schedule of Contributors

2010

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

Name of the organization

THE SAFETY NET FOUNDATION

Employer identification number

22-3850021

Organization type (check one)

Filers of.

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization THE SAFETY NET FOUNDATION

Employer identification number
22-3850021

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--|--------------------------------|--|
| 1 | AMGEN USA, INC. ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320 | \$ 66,097,743. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 2 | AMGEN USA, INC. ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320 | \$ 5,029,652. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Name of organization THE SAFETY NET FOUNDATION

Employer identification number
22-3850021

Part II Noncash Property (see instructions)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|--|--|-------------------|
| 1 | VARIOUS PPESCRPTION DRUGS _____ _____ _____ | \$ 66,097,743. | VARIOUS |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |

THE SAFETY NET FOUNDATION

22-3850021

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> |
|------------------------------|---|--------------------------------------|------------------------------------|
| PRODUCT REIMBURSEMENT INCOME | 9,870. | 0. | 0. |
| OTHER INCOME | | | |
| TOTALS | <u>9,870.</u> | <u>0.</u> | <u>0.</u> |

THE SAFETY NET FOUNDATION

22-3850021

ATTACHMENT 2

FORM 990EF, PART I - LEGAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| LEGAL FEES | 540. | 0. | 0. | 540. |
| TOTALS | <u>540.</u> | <u>0.</u> | <u>0.</u> | <u>540.</u> |

THE SAFETY NET FOUNDATION

22-3850021

ATTACHMENT 3

FORM 990FF, PART 7 - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING FEES | 180,884. | 0. | 0. | 145,192. |
| TOTALS | <u>180,884.</u> | <u>0.</u> | <u>0.</u> | <u>145,192.</u> |

THE SAFETY NET FOUNDATION

22-3850021

ATTACHMENT 4

FORM 990EF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| PROFESSIONAL FEES | 2,591,627. | 0. | 0. | 2,397,620. |
| CONSULTING | 130,842. | 0. | 0. | 133,325. |
| TOTALS | <u>2,522,469.</u> | <u>0.</u> | <u>0.</u> | <u>2,530,945.</u> |

THE SAFETY NET FOUNDATION

22-3850021

ATTACHMENT 5

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|---------------------------------|
| TAX EXPENSE | 116. | 0. | 0. | 110. |
| TOTALS | <u>116.</u> | <u>0.</u> | <u>0.</u> | <u>110.</u> |

THE SAFETY NET FOUNDATION

22-3850021

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|------------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| OFFICE EXPENSE | 67. | 0. | 0. | 67. |
| SHIPPING AND PACKAGING COSTS | 265,598. | 0. | 0. | 293,729. |
| COST OF PRESCRIPTION DRUGS | 60,819,310. | 0. | 0. | 60,819,310. |
| OUTSIDE SERVICES | 654,399. | 0. | 0. | 574,395. |
| MEMBERSHIP DUES | 300. | 0. | 0. | 300. |
| LOST INVENTORY | 1,140,577. | 0. | 0. | 0. |
| DEVELOPMENT | 151,223. | 0. | 0. | 162,500. |
| TOTALS | <u>69,031,074.</u> | <u>0.</u> | <u>0.</u> | <u>67,850,301.</u> |

THE SAFETY NET FOUNDATION

22-3850021

ATTACHMENT 7

FORM 990CFE, PART II - OTHER ASSETS

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------|------------------------------|-----------------------|
| INTEREST RECEIVABLE | 157. | 57. |
| DUE FROM RELATED PARTIES | 0. | 0. |
| TOTALS | <u>157.</u> | <u>57.</u> |

FORM 990PF, PART II - OTHER LIABILITIES

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> |
|---------------------|------------------------------|
| IPAF AUDIT ADVANCES | 2,700. |
| HELD CHECKS | 39,284. |
| TOTALS | <u>41,984.</u> |

THE SAFETY NET FOUNDATION

22-3853021

FORM 990, PART VIII LIST OF OFFICERS, DIRECTORS, AND KEY STAFF

ATTACHMENT 9

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> |
|---|---|
| SARAH RYU 601 14TH STREET N.W., 14TH FL WASHINGTON, DC 20005 | PRESIDENT/DIRECTOR 2000 |
| JAMES TOOPER III ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320 | VP/DIRECTOR 2000 |
| CARLOS GONZALEZ ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320 | TREASURER/DIRECTOR 2000 |
| RICHARD PINSON ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320 | SECRETARY 2000 |
| ANDREA ROBINSON ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320 | ASST. SECRETARY 2000 |
| ALICIA ANDRAE ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320 | VP/DIRECTOR 2000 |

THE SAFETY NET FOUNDATION

22-3850021

FORM 990-F, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9 (CONT'D)

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> |
|-------------------------|---|
|-------------------------|---|

DARR, GREGG
ONE AMGEN CENTER DRIVE
THOUSAND OAKS, CA 91320

DIRECTOR
2.00

GRAND TOTALS

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|--|------------------------|---------------------|
| COVANCE MARKET ACCESS SERVICES INC. 9801 WASHINGTONIAN BLVD., 9TH FLOOR GAITHERSBURG, MD 20878 | PROG. ADMIN. SERVICE | 2,493,797. |
| RXC ACQUISITION CORP/DBA RX CROSSROADS 4500 PROGRESS BLVD. LOUISVILLE, KY 40218 | DISTRIBUTION SERVICE | 382,119. |
| UPS P.O. BOX 650580 DALLAS, TX 75265-0580 | PRODUCT SHIPPING | 182,981. |
| LIPPE, HELLIE, HOFFER & ALLISON LLP 5950 CANOGA AVENUE #200 WOODLAND HILLS, CA 91367 | ACCT & BOOKKEEPING | 145,192. |
| COGNIZANT TECHNOLOGY SOLUTIONS US CORP. 500 FRANK W. BJRR BOULEVARD TEANECK, NJ 07666 | IT PROJ. MANAGEMENT | 133,325. |
| TOTAL COMPENSATION | | <u>3,337,414.</u> |

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE SCHEDULE 3

THE SAFETY NET FOUNDATION

22-3850021

FORM 990-E, PART VII-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

| <u>DESCRIPTION</u> | <u>BUSINESS</u> <u>CODE</u> | <u>AMOUNT</u> | <u>EXCLUSION</u> <u>CODE</u> | <u>AMOUNT</u> | <u>RELATIONSHIP OF EQUIPMENT</u> <u>FUNCTION INCOME</u> |
|------------------------------|--------------------------------|---------------|---------------------------------|---------------|--|
| PRODUCT REIMBURSEMENT INCOME | | | 01 | 9,270. | |
| TOTALS | | | | <u>9,270</u> | |

The Safety Net Foundation
For the Year Ended 12/31/2010
FORM 990-PF PART VII-B, Question 1(a)(3)

GOODS, SERVICES, OR FACILITIES FURNISHED BY A DISQUALIFIED PERSON

Amgen Inc donated services in the amount of \$200,861 and facilities in the amount of \$14,487 to The Safety Net Foundation during 2010 at no charge. This is an excepted act of self-dealing under IRC Section 4941(d)(2)(c).

The Safety Net Foundation
For the Year Ended 12/31/2010
FORM 990-PF PART IXA

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

The Primary Function of the Safety Net Foundation ("Safety Net") is to provide poor, indigent and financially distressed patients with access to certain prescription drug therapies that they could not otherwise afford. The prescription drugs that Safety Net Distributes are products produced by Amgen Inc and its affiliates. Amgen Inc and its affiliates contribute all drug products to Safety Net at no cost. (Amgen Inc is a global biotechnology company that discovers, develops, manufactures and markets human therapeutics based on advances in cellular and molecular biology.) In particular Safety Net distributes Epogen, Aranesp, Neupogen, Neulasta Sensipar, Prolia, Xgeva, and Nplate

The Safety Net Foundation
For the Year Ended 12/31/2010
FORM 990-PF PART XV, Lines 2A through 2D

GRANT APPLICATION SUBMISSION INFORMATION

Name and Address of Person to Whom Applications Should be Submitted

To obtain an application or to initiate the application process call The Safety Net Foundation

Telephone Number

1-888-762-6436

Form and Content of Applications

Fax copies of application are accepted Fax number 1-866-549-7239

Restrictions and Limitations on Awards

In general, applicants must 1) Be a resident of the United States 2) Demonstrate financial need, which is based on the patient's annual household income as a multiple of the federal poverty level (FPO and family size. The multiple varies by product. 3) Proof of income is required through certain documentation process 4) In addition to satisfying the general eligibility criteria, an applicant must meet additional criteria which are based on insurance coverage status

THE SAFETY NET FOUNDATION

SECRETARY'S CERTIFICATE

I, Richard Benson, Secretary of The Safety Net Foundation, a nonprofit District of Columbia corporation (the "Corporation"), do hereby certify on behalf of the Corporation that:

1. I am the duly elected and qualified Secretary of the Corporation.
2. Attached hereto as Exhibit A is a true and correct copy of the Amended and Restated Bylaws of the Corporation, effective November 17, 2010, which were in full force and effect as of December 31, 2010.

IN WITNESS WHEREOF, I have hereunto signed my name as of the 14th day of October, 2011.

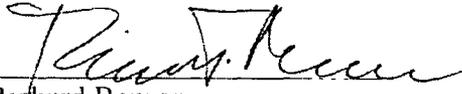

Richard Benson
Secretary

Exhibit A

The Safety Net Foundation Bylaws
(As of Year End 2010)

AMENDED AND RESTATED BYLAWS
OF
THE SAFETY NET FOUNDATION
(A District of Columbia Non-Profit Corporation)
Effective November 17, 2010

ARTICLE I

Organization

Section 1. Name. The name of this Corporation is The Safety Net Foundation (hereinafter called the "Corporation").

Section 2. Principal Office. The principal office of the Corporation shall be located at One Amgen Center Drive, Thousand Oaks, California 91320-1799.

Section 3. Members. The Corporation shall have no "members" as that term is defined in Section 29-301 12 of the District of Columbia Non-Profit Corporation Code (the "Code").

ARTICLE II

Board of Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and other provisions of these Bylaws, and the laws of the District of Columbia, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors (the "Board").

Section 2. Number, Designation and Term of Office of Directors. The authorized number of Directors shall be neither less than three (3) nor more than seven (7) until changed by amendment of the Articles of Incorporation or these Bylaws. The exact number of directors shall be fixed, within the limits specified, by resolution duly adopted by the Board.

Directors shall be designated by the Vice President, Corporate Communications and Philanthropy of Amgen Inc. (the "Amgen VP") to take office upon designation. Such designation shall be in writing and shall be filed with the minutes of the Corporation. Each Director shall serve at the pleasure of the Amgen VP and shall hold office until a successor has been designated and qualified. Upon removal, for any reason, of a Director designated under this Article II, Section 2, a successor shall be designated by the Amgen VP. Any Director so designated may only be removed by the Board with the written consent of the designating person or persons. Upon the dissolution of Amgen Inc., the power of designation provided in this Article II, Section 2 shall expire and all Directors shall be elected (each for a two-year term) by the affirmative vote of a *majority* of the Directors then in office at the annual meeting of the Board. Directors need not be residents of the District of Columbia.

Section 3. Vacancies. Any vacancy occurring on the Board shall be filled in the manner prescribed in Article II, Section 2 hereof, provided that any vacancy to be filled by election of the Directors may be filled by the affirmative vote of a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director, and each Director so

elected shall hold office until his/her successor is elected and qualified or his/her earlier resignation or removal.

(a) A vacancy or vacancies on the Board shall be deemed to exist (i) in case of the death, resignation, or removal of any director, or (ii) if the authorized number of directors is increased. The Corporation may declare vacant the office of a director who has been declared of unsound mind by a final order of any court, or convicted of a felony.

(b) Any Director may resign effective upon giving written notice to the Chairperson, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If a Director resigns by giving notice specifying that such resignation shall be effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective

(c) No reduction in the number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

ARTICLE III

Meetings of the Board

Section 1. Place of Meeting All meetings of the Board shall be held at the principal business office of the Corporation or at such other place as may be designated from time to time by resolution of the Board or in the notice of said meeting.

Section 2. Annual Meeting The annual meeting of the Board shall be held on any date and time and at such place which may from time to time be designated by resolution of the Board. Such meeting shall be held for the purpose of electing officers and transacting such other business as may lawfully come before it. Notice of annual meetings of the Board need not be given.

Section 3. Regular Meetings. The Board shall meet on such other dates as determined by the Board from time to time. Notice of regular meetings of the Board need not be given.

Section 4. Special Meetings Special meetings of the Board may be called by the Chairperson, President or Secretary upon two (2) calendar days notice to each Director, except as provided in Article III, Section 8 hereof with respect to telephone meetings where notice need not be given, and a special meeting shall be called by the Secretary on like notice upon the written request of two-fifths of the number of Directors then in office. Such meeting shall be held on such date and at such time and place as shall be designated in the notice of the meeting by the person or persons calling the meeting.

Section 5. Notice; Waiver of Notice. Whenever any notice of a meeting of the Board is required to be given under provisions of the Articles of Incorporation or these Bylaws, (a) such

notice shall be given either personally, by telephone, by mail or by telegram, addressed to the Director at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least four (4) days before the date designated for such meeting, or (b) a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, or deposited in the United States mail, with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice.

Section 6. Quorum and Vote at Meetings. At any meeting of the Board, a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of all business, provided. A majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation, or these Bylaws. If, at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall be present. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 8. Telephone Meetings. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or by any means of communications by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 9. Resignation and Removal of Directors. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Chairperson, the President, the Secretary or the Board. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with or without cause, at any meeting of the Board duly called and at which a quorum is present, by a majority of the votes cast at such meeting.

Section 10. Compensation and Reimbursement. Directors shall not receive any compensation for their services as Directors; provided, however, that Directors may be reimbursed for any expenses actually incurred in connection with the performance of their duties as Directors. Nothing contained in this section shall be construed to preclude any Director from

serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor

ARTICLE IV

Committees of Directors

Section 1. Committees. The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, establish one or more committees. Committees may be of two kinds: (1) Committees of the Board, made up of Directors only, and (2) Standing committees, made up of Directors and/or non-Directors. Members of all committees shall be appointed by the Board and shall serve at the pleasure of the Board. The Board shall designate the chairperson of a committee.

Section 2. Committees of the Board. Only Directors may be appointed to Committees of the Board. Each Committee of the Board shall consist of two (2) or more Directors. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.

Section 3. Standing Committees. Standing Committee membership may consist of Directors only, Directors and non-Directors, or non-Directors only, and also may include nonvoting members and alternate members.

Section 4. Meetings. Unless these Bylaws, the Board or such committee shall otherwise provide, all meetings and other actions of any committee shall be governed by the provisions of Article III hereof applicable to meetings and actions of the Board. Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chairperson or by the Board. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board may require.

Section 5. Term of Office. Each member of a committee shall serve until such committee is dissolved, his/her successor is appointed, or he/she is removed, resigns, or otherwise ceases to qualify as a member of the committee.

Section 6. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 7. Limitation on Delegation. The Board may delegate to its committees all legal authority of the Board except with respect to:

- (a) The approval of any action which these Bylaws requires approval of a majority of Directors;
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee;

- (d) The amendment or repeal of Bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; or
- (f) The appointment of committees of the Board or the members thereof.

ARTICLE V

Officers

Section 1. Officers. The officers of the Corporation shall be a Chairperson of the Board, a President, a Secretary, a Treasurer and such other officers with such titles and duties as the Board may determine from time to time. Two (2) or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. None of the officers other than the Chairperson need be a Director of the Corporation.

Section 2. Election and Term of Office. Each officer of the Corporation shall be elected annually by the Board and shall serve for a term of one year, and thereafter until his/her successor shall have been chosen and qualified or until his/her death, resignation, or removal. There shall be no term limits for officers. Election or appointment of an officer shall not itself create any contractual rights.

Section 3 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board. The removal of any officer shall be without prejudice to any rights of an officer under any contract of employment. Any officer may resign at any time by giving written notice to the Chairperson, the President or the Secretary of the Corporation, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should a vacancy occur, the President shall be authorized to appoint a successor to fill the unexpired term of said officer.

Section 4. Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board and shall perform such other duties and have such other powers as may be vested in the Chairperson by the Board.

Section 5. President. The President shall exercise and perform such powers and duties as may be assigned from time to time by the Board or prescribed by these Bylaws. The President, subject to the control of the Board, shall have general supervision, direction and control of the business and affairs of the Corporation and shall have the general powers and duties of management usually vested in the office of the president of a corporation. The President shall have the necessary authority and responsibility to operate the Corporation and all of its activities and departments, subject only to such policies as may be issued by the Board or

any of its committees to which it has delegated powers for such action. The President shall act as a duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. The President shall have discretion to prescribe the duties of other officers and employees of the corporation in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board.

Section 6. Secretary The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal business office or such other place as the Board may order, a Minute Book of actions taken at all meetings of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at Board meetings. The Secretary shall give, or cause to be given, notice of all the meetings of the Board required by the Bylaws or by law to be given. The Secretary shall exercise such powers and perform such duties as are usually vested in the office of secretary of a corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board, the President or these Bylaws.

Section 7. Treasurer. The Treasurer shall keep and maintain, or cause to be maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall submit a statement of accounts as the Board may require from time to time. The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse funds of the Corporation as may be ordered by the Board, shall render to the President and/or the Board, whenever they request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall exercise such powers and perform such duties as are usually vested in the office of treasurer of a corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board, the President or these Bylaws.

ARTICLE VI

Indemnification and Liability Limitation

Section 1. Definitions. For the purposes of this Article VI, "agent" means any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article VI.

Section 2 Indemnification In Third Party Actions The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding other than an action by or in the right of the Corporation to procure a judgment in its favor, or an action brought by the Corporation Counsel or a person granted relator status by the Corporation Counsel for any breach of duty relating to assets held in charitable trust by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification In Derivative Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought by the Corporation Counsel or a person granted relator status by the Corporation Counsel for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article VI or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Section 4 of this Article VI, any indemnification under this Article VI shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper under the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article VI, by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding, or

(b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

Section 7. Other Indemnification. No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of the members or the Board, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI.

Section 9. Forms of Indemnification and Insurance Not Permitted.

(a) No indemnification or advance shall be made under this Article VI, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

(i) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or

(ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement

(b) Anything to the contrary notwithstanding, the Corporation shall not indemnify directors or officers or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification, advance expense payment, or

payment of insurance premiums would constitute an act of self-dealing within the meaning of section 4941 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any applicable future United States internal revenue law).

Section 10. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VI does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such even though such person may also be an agent of the corporation as defined in Section 1 of this Article VI. .

ARTICLE VII

General Provisions

Section 1. Voting of Shares and Other Interests The Corporation may vote any and all shares held by it in any other corporation, partnership interests held by it in any partnership and membership interests held by it in any limited liability company by such officer, agent or proxy as the Board may appoint, or, in the absence of any such appointment, by the President, the Secretary or the Treasurer and, in such case, such officers or any of them similarly may appoint a proxy to vote said shares.

Section 2. Checks, Drafts Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, and any and all securities owned or held by the Corporation requiring signature for transfer, shall be signed or endorsed by such person(s) and in such manner as, from time to time, shall be determined by the Board.

Section 3. Inspection of Corporate Records. The Corporation shall keep at its principal business office, (a) the originals or copies of its Articles of Incorporation and Bylaws, as amended; (b) written minutes of the meetings of its Board, and any committees of the Board, (c) its books and records of account; and (d) all other books, records and documents of the Corporation.

Section 4. Endorsement of Documents; Contracts. Any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the President, the Secretary or the Treasurer, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Any such instrument may be signed by any other officers, agents or employees of the Corporation and in such manner as shall from time to time be determined by the Board and, unless so authorized by the Board no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 5. Fiscal Year. The fiscal or business year of the Corporation shall be the calendar year unless changed by the Board.

Section 6. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the District of Columbia Nonprofit Corporation Act shall govern the construction of these Bylaws.

ARTICLE VIII

Amendments of Bylaws

Section 1 Amendment. New bylaws may be adopted, or these Bylaws may be amended, modified, repealed, or altered, in whole or in part, by a majority of the votes cast at any meeting of the Board, duly called and at which a quorum is present; provided, however, that Article II, Section 2 hereof may not be amended to change the right of any person to designate a Director or Directors without that person's written consent

Section 2. Record of Amendments. Any amendment or alteration in these Bylaws shall be forthwith filed with the original Bylaws of the Corporation.