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

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

OMB No 1545-0052

2010

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

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: CONSUMER HEALTH FOUNDATION

A Employer identification number: 53-0078064

Number and street (or P O box number if mail is not delivered to street address): 1400 16TH STREET, NW | Room/suite: 710

B Telephone number: 202-939-3390

City or town, state, and ZIP code: WASHINGTON, DC 20036

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 32,902,443.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	132,020.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	545,515.	545,515.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<592,003.>			
	b Gross sales price for all assets on line 6a 26,169,626.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	53,349.	53,349.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	138,881.	598,864.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	214,722.	6,000.		206,722.
	14 Other employee salaries and wages	425,183.	0.		434,228.
	15 Pension plans, employee benefits	249,169.	0.		202,588.
	16a Legal fees STMT 3	4,087.	0.		4,087.
	b Accounting fees STMT 4	39,425.	31,145.		8,280.
	c Other professional fees STMT 5	176,449.	155,605.		20,844.
	17 Interest				
	18 Taxes STMT 6	3,338.	0.		0.
	19 Depreciation and depletion	33,702.	0.		
	20 Occupancy	146,631.	0.		146,631.
	21 Travel, conferences, and meetings	49,267.	1,478.		50,825.
	22 Printing and publications	43.	0.		0.
	23 Other expenses STMT 7	485,261.	0.		486,912.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,827,277.	194,228.		1,561,117.
	25 Contributions, gifts, grants paid	1,488,000.			1,723,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,315,277.	194,228.		3,284,117.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<3,176,396.>			
	b **Net investment income** (if negative, enter -0-)		404,636.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,721.	184,134.	184,134.
	2 Savings and temporary cash investments	260,508.	135,242.	135,242.
	3 Accounts receivable ▶ 4,396.			
	Less: allowance for doubtful accounts ▶	500,000.	4,396.	4,396.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable	135,000.		
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	18,742.	15,161.	15,161.
	10a Investments - U.S. and state government obligations STMT 9	1,786,264.	11,393,422.	11,393,422.
	b Investments - corporate stock STMT 10	6,567,883.	4,964,461.	4,964,461.
	c Investments - corporate bonds	1,407,138.		
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	23,272,334.	15,987,795.	15,987,795.
	14 Land, buildings, and equipment: basis ▶ 199,972.			
	Less accumulated depreciation ▶ 129,569.	80,037.	70,403.	70,403.
	15 Other assets (describe ▶ STATEMENT 12)	163,656.	147,429.	147,429.
	16 **Total assets** (to be completed by all filers)	34,196,283.	32,902,443.	32,902,443.
Liabilities	17 Accounts payable and accrued expenses	61,655.	79,551.	
	18 Grants payable			
	19 Deferred revenue	3,250.		
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	1,452,798.	135,054.	
	23 **Total liabilities** (add lines 17 through 22)	1,517,703.	214,605.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	32,356,225.	32,470,813.	
	25 Temporarily restricted	322,355.	217,025.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	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**	32,678,580.	32,687,838.	
	31 **Total liabilities and net assets/fund balances**	34,196,283.	32,902,443.	

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	32,678,580.
2	Enter amount from Part I, line 27a	2	<3,176,396.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,420,654.
4	Add lines 1, 2, and 3	4	32,922,838.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT TO NET ASSETS	5	235,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,687,838.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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	26,169,626.		26,761,629.	<592,003.>
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<592,003.>
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 <592,003.>

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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 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	3,218,732.	28,166,581.	.114275
2008	3,380,440.	36,619,875.	.092312
2007	3,161,679.	42,318,930.	.074711
2006	2,970,328.	40,343,172.	.073627
2005	3,316,334.	39,727,822.	.083476

2	**Total** of line 1, column (d)	2	.438401
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	3	.087680
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	31,204,650.
5	Multiply line 4 by line 3	5	2,736,024.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,046.
7	Add lines 5 and 6	7	2,740,070.
8	Enter qualifying distributions from Part XII, line 4	8	3,308,185.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,046.
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	0.
3 Add lines 1 and 2			3	4,046.
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	4,046.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	49,769.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	49,769.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	45,723.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	45,723.	**Refunded** ▶	11	0.

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 instructions for definition)?	1b		X
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.			
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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? *If "Yes," attach a conformed copy of the changes*	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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	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? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.CONSUMERHEALTHFDN.ORG

14 The books are in care of ▶ JANICE THOMAS Telephone no. ▶202-939-3390

Located at ▶1400 16TH STREET, NW, SUITE 710, WASHINGTON, DC ZIP+4 ▶20036

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the 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.

				Yes	No
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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(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)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?		1c		X
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
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?	☐ Yes ☒ No			
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
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?		4b		X

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)? ☐ 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 instructions)? N/A **5b**

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? N/A ☐ 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? **6b** No: X

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? N/A **7b**

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.

(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
SEE STATEMENT 14		214,722.	88,009.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
JANICE THOMAS - 1400 16TH STREET, NW, STE 710, WASHINGTON, DC 20036	DIR. OF FIN & ADMIN. 40.00	116,024.	23,699.	0.
RACHEL WICK - 1400 16TH STREET, NW, STE 710, WASHINGTON, DC 20036	PR. OFFICER 40.00	77,320.	22,147.	0.
JACQUELYN BROWN - 1400 16TH STREET, NW, STE 710, WASHINGTON, DC 20036	PR. OFFICER 40.00	72,423.	17,406.	0.

Total number of other employees paid over $50,000 ▶ 1

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
PEK CONSULTING, LLC - 1522 K STREET NW, SUITE 1130, WASHINGTON, DC 20005	PROGRAM MANAGEMENT	98,868.
BUSINESS COMMUNICATIONS - 7910 WOODMONT AVENUE, SUITE 700, BETHESDA, MD 20814-7034	COMMUNICATIONS	62,674.
PRIME BUCHHOLZ PEASE INTERNATIONAL TRADEPORT 273 CORPORATE DRIVE, PORTSMOUTH, NH 03801	INVESTMENT ADVISORY FEES	50,000.

Total number of others receiving over $50,000 for professional services ▶ 3

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	28,865,757.
b	Average of monthly cash balances	1b	785,908.
c	Fair market value of all other assets	1c	2,028,183.
d	**Total** (add lines 1a, b, and c)	1d	31,679,848.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	31,679,848.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	475,198.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,204,650.
6	**Minimum investment return.** Enter 5% of line 5	6	1,560,233.

Part XI Distributable Amount (see 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	1,560,233.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 4,046.		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	4,046.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,556,187.
4	Recoveries of amounts treated as qualifying distributions	4	40,000.
5	Add lines 3 and 4	5	1,596,187.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,596,187.

Part XII Qualifying Distributions (see 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	3,284,117.
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	24,068.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,308,185.
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	5	4,046.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,304,139.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,596,187.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 1,391,441.				
b From 2006 1,028,813.				
c From 2007 1,140,770.				
d From 2008 1,560,548.				
e From 2009 1,819,769.				
f **Total** of lines 3a through e	6,941,341.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 3,308,185.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,596,187.
e Remaining amount distributed out of corpus	1,711,998.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,653,339.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	1,391,441.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	7,261,898.			
10 Analysis of line 9:				
a Excess from 2006 1,028,813.				
b Excess from 2007 1,140,770.				
c Excess from 2008 1,560,548.				
d Excess from 2009 1,819,769.				
e Excess from 2010 1,711,998.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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 ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
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					
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)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 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 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:

SEE STATEMENT 15

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

c Any submission deadlines:

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

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*				
SEE ATTACHED LISTING				1,723,000.
Total			▶ 3a	1,723,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	545,515.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<592,003.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SUBLEASE INCOME			16	39,100.	
b LITIGATION SETTLEMENT			01	3,285.	
c MISCELLANEOUS INCOME			01	10,964.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		6,861.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 6,861.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ [signature] 11/15/11 ▶ PRESIDENT + CEO

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK H. SMITH	Frank H. Smith	11/14/11		

Firm's name ▶ RAFFA, P.C. Firm's EIN ▶

Firm's address ▶ 1899 L STREET NW, SUITE 900 WASHINGTON, DC 20036 Phone no. 202-822-5000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization	**Employer identification number**
CONSUMER HEALTH FOUNDATION	53-0078064

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	Employer identification number
CONSUMER HEALTH FOUNDATION	53-0078064

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE HARRIS FOUNDATION 1330 POST OAK BLVD. SUITE 2550 HOUSTON, TX 77056	$ 2,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	THE HSC FOUNDATION 1808 EYE STREET, NW SUITE 600 WASHINGTON, DC 20006	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	PUBLIC WELFARE FOUNDATION 1200 U ST., NW WASHINGTON, DC 20009	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	HEALTHCARE INITIATIVE FOUNDATION 7910 WOODMONT AVE, SUITE 500 BETHESDA, MD 20814	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	MORRIS & GWENDOLYN CAFRITZ FND. 1825 K ST., NW WASHINGTON, DC 20006	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6	PRIMARY CARE COALITION OF MONTGOMERY CO. 8757 GEORGIA AVE #1000 SILVER SPRING, MD 20910-3741	$ 10,020.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: CONSUMER HEALTH FOUNDATION

Employer identification number: 53-0078064

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
		$	
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
CONSUMER HEALTH FOUNDATION	53-0078064

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less for the year.** (Enter this information once. See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENTS	545,515.	0.	545,515.
TOTAL TO FM 990-PF, PART I, LN 4	545,515.	0.	545,515.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SUBLEASE INCOME	39,100.	39,100.	
LITIGATION SETTLEMENT	3,285.	3,285.	
MISCELLANEOUS INCOME	10,964.	10,964.	
TOTAL TO FORM 990-PF, PART I, LINE 11	53,349.	53,349.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,087.	0.		4,087.
TO FM 990-PF, PG 1, LN 16A	4,087.	0.		4,087.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/AUDITING FEES	39,425.	31,145.		8,280.
TO FORM 990-PF, PG 1, LN 16B	39,425.	31,145.		8,280.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	155,605.	155,605.		0.
CONSULTANTS	20,844.	0.		20,844.
TO FORM 990-PF, PG 1, LN 16C	176,449.	155,605.		20,844.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	3,338.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,338.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND PUBLICATIONS	13,110.	0.		13,110.
EQUIPMENT MAINTENANCE	19,831.	0.		19,831.
OFFICE SUPPLIES	6,081.	0.		6,343.
POSTAGE AND DELIVERY	1,482.	0.		1,474.
COMPUTER SOFTWARE	4,350.	0.		4,350.
TELEPHONE AND FAX	9,731.	0.		9,731.
COMMUNITY OUTREACH	393,459.	0.		393,691.
MISCELLANEOUS	1,930.	0.		1,965.
TRAINING	2,780.	0.		2,780.
INSURANCE	14,210.	0.		14,210.
PROFESSIONAL DEVELOPMENT	16,635.	0.		17,765.
STORAGE	1,662.	0.		1,662.
TO FORM 990-PF, PG 1, LN 23	485,261.	0.		486,912.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAINS ON INVESTMENTS	3,380,654.
RECOVERY OR PRIOR YEAR GRANT GIVEN	40,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,420,654.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	X		11,393,422.	11,393,422.
TOTAL U.S. GOVERNMENT OBLIGATIONS			11,393,422.	11,393,422.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			11,393,422.	11,393,422.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	4,964,461.	4,964,461.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,964,461.	4,964,461.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GROUP ANNUITY CONTRACTS	FMV	0.	0.
NEW ECON GROWTH OFFSHORE FUND	FMV	190,359.	190,359.
POINTER OFFSHORE LTD	FMV	1,888,850.	1,888,850.
IRONWOOD INTERNATIONAL, LTD	FMV	89,201.	89,201.
GOLDENTREE OFFSHORE FUND, LTD	FMV	1,802,987.	1,802,987.
CALVERT LARGE CAP GROWTH FUND	FMV	0.	0.
THORNBURG INV TR INTL VALUE	FMV	0.	0.

INTERNATIONAL BONDS	FMV	0.	0.
HARTFORD CAPITAL APPREC. FUND	FMV	0.	0.
PIMCO ALL ASSET FUND	FMV	0.	0.
HIPPOCRATES PARTNERS, LP	FMV	0.	0.
IVORY OFFSHORE FLAGSHIP FUND	FMV	1,346,667.	1,346,667.
WEATHERLOW OFFSHORE FUND I	FMV	1,792,858.	1,792,858.
HEDGED STRATEGIES FUND	FMV	1,355,636.	1,355,636.
CITIGROUP VENTURE CAPITAL INTERN. GR. PARTNERSHIP	FMV	258,031.	258,031.
CLOSED END FUNDS	FMV	0.	0.
LOOMIS SAYLES BOND FUND	FMV	0.	0.
IVA WORLDWIDE CLASS I	FMV	0.	0.
MSSB PPIP OPPOR. FUND	FMV	550,062.	550,062.
NOTE RECEIVABLE- LISC	FMV	750,000.	750,000.
NOTE RECEIVABLE- NPFF	FMV	750,000.	750,000.
GENERATION IM FUND	FMV	2,158,082.	2,158,082.
SSGA RE ASSET NL QP CTF	FMV	3,055,062.	3,055,062.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,987,795.	15,987,795.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	44,262.	1,109.	1,109.
DEFERRED COMPENSATION	71,368.	101,632.	101,632.
FEDERAL EXCISE TAX REC.	48,026.	44,688.	44,688.
TO FORM 990-PF, PART II, LINE 15	163,656.	147,429.	147,429.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED COMPENSATION	1,405,124.	101,632.
DEFERRED LEASE INCENTIVE	44,303.	30,051.
SECURITY DEPOSIT	3,371.	3,371.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,452,798.	135,054.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARGARET K. O'BRYON 1400 16TH STREET, NW, STE 710 WASHINGTON, DC 20036	PRESIDENT/CEO 40.00	214,722.	88,009.	0.
CHRISTOPHER KING 1400 16TH STREET, NW, STE 710 WASHINGTON, DC 20036	CHAIR 1.00	0.	0.	0.
ED LAZERE 1400 16TH STREET, NW, STE 710 WASHINGTON, DC 20036	VP/ASSIST. SECRETARY 1.00	0.	0.	0.
MATTHEW S. WATSON 1400 16TH STREET, NW, STE 710 WASHINGTON, DC 20036	SECRETARY/TREASURER 1.00	0.	0.	0.
YANIRA CRUZ 1400 16TH STREET, NW, STE 710 WASHINGTON, DC 20036	MEMBER 1.00	0.	0.	0.
JACQUELYN L. LENDSEY 1400 16TH STREET, NW, STE 710 WASHINGTON, DC 20036	MEMBER 1.00	0.	0.	0.
NAOMI MEZEY 1400 16TH STREET, NW, STE 710 WASHINGTON, DC 20036	MEMBER 1.00	0.	0.	0.
ROBERTA MILMAN 1400 16TH STREET, NW, STE 710 WASHINGTON, DC 20036	MEMBER 1.00	0.	0.	0.
JEANNETTE NOLTENIUS 1400 16TH STREET, NW, STE 710 WASHINGTON, DC 20036	MEMBER 1.00	0.	0.	0.
DAVID C. ROSE 1400 16TH STREET, NW, STE 710 WASHINGTON, DC 20036	MEMBER 1.00	0.	0.	0.
DEBORAH SMITH 1400 16TH STREET, NW, STE 710 WASHINGTON, DC 20036	MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		214,722.	88,009.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RIA PUGEDA
1400 16TH STREET, NW, SUITE 710
WASHINGTON, DC 20036

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

ELECTRONIC SUBMISSION VIA EMAIL

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONPROFIT ORGANIZATIONS PROVIDING SERVICE TO LOW INCOME COMMUNITIES IN THE WASHINGTON DC METRO AREA WHO WORK IN THE AREA OF HEALTH JUSTICE AND HEALTH ACCESS.

BYLAWS

OF

CONSUMER HEALTH FOUNDATION

Amended and Restated as of June 17, 2011

ARTICLE I

Name, Location and Purposes

Section 1.1 Name. The name of the corporation is Consumer Health Foundation (the "Corporation").

Section 1.2 Location. The principal place of business of the Corporation shall be in the District of Columbia. The Corporation may have offices and places of business at such other places within and without the District of Columbia as shall be determined by the Board of Trustees.

Section 1.3 Purposes. The purposes of the Corporation are:

(a) To support initiatives that empower consumers to make decisions and take actions that improve personal, family, and community health.

(b) To support activities that advance the health and well being of historically underserved communities.

(c) To provide funds to recognized nonprofit public service organizations in projects which may assist low-income individuals with health related needs

(d) To build the capacity of nonprofit organizations operating in the DC metropolitan area who are working to advance its mission.

(e) To support coalitions, collaborations, and other partnerships that advance its mission.

(f) To support education for health professionals and consumers to encourage delivery of consumer oriented, preventive, and culturally appropriate health services.

(g) To make the results of studies, and other information relevant to its mission, available to the general public, government agencies, and others in order to educate the public and foster informed discussion.

(h) To promote, encourage and foster any other similar charitable, scientific and/or educational activities.

ARTICLE II

Membership and Community Participation

Section 2.l Membership. The Corporation shall have no members as such, except, however, for the purpose of any statutory provision or rule of law relating to nonprofit corporations, the persons constituting its Board of Trustees shall be considered the members of the Corporation and shall exercise all of the rights and powers of the members thereof.

Section 2.2 Community Participation. The Corporation grew out of Group Health Association, Inc., a pioneer nonprofit health maintenance organization with a strong commitment to meeting the health care needs of the local community and in particular its underserved populations. In consideration of that legacy, and consistent with its obligations as a charitable organization, the Corporation is committed to ensuring that it remains responsive to the community. To further those goals, the Corporation will hold an annual "Community Call" for nominations for Trustees, publish and distribute its annual report, prepare and distribute newsletters, hold an annual community meeting open to the public, and post its annual tax return on its website.

ARTICLE III

Board of Trustees

Section 3.1 **Management of Corporate Affairs**. Except as otherwise provided by applicable law, the Certificate of Incorporation of the Corporation or these By-laws, the activities, property and affairs of the Corporation shall be managed by the Board of Trustees.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Corporation as it may deem proper, not inconsistent with applicable law, the Certificate of Incorporation of the Corporation or these By-laws.

Section 3.2 **Number and Composition**. The number of Trustees constituting the entire Board of Trustees shall be set by the Board, and shall be not less than six (6) Trustees, nor more than fifteen (15) Trustees not including the President, who shall serve as a Trustee ex-officio.

Section 3.3 **Elections and Term**. The Trustees of the Corporation shall elect Trustees to fill vacancies at the annual meeting of the Trustees or, in the event of a vacancy other than by the expiration of a term, at any other meeting of the Board of Trustees. Each Trustee shall hold office until his or her successor has been duly elected, or until removal or resignation as hereinafter provided.

The Trustees shall be divided into three classes, each consisting as nearly as possible of one-third of the whole number of Trustees, so that each year the terms of approximately one-third of the Trustees shall expire. At each annual meeting of the Trustees after the initial classification of Trustees, Trustees to replace those Trustees whose terms expire at such annual meeting shall be elected to serve for a term of three (3) years. A Trustee having served three (3) consecutive three-year terms must be absent from the Board at least one (1) year in order to be eligible for election. A Trustee may fill a partial term in addition to the three (3) consecutive three-year terms. Trustees may place in nomination the names of additional persons at the annual meeting of the Trustees.

Section 3.4 Chair and Vice Chair of the Board. The Trustees shall elect a Chair and Vice Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Trustees, shall be responsible for management of the affairs of the Board and its standing committees, and shall appoint chairs and members of committees. The Vice Chair shall have such powers and duties as from time to time may be assigned by the Chair or the Board of Trustees. In the absence or inability of the Chair, the Vice-Chair shall serve as the Chair.

Section 3.5 Compensation. The Trustees shall serve without compensation or other remuneration, except the Board may from time to time authorize that one or more of its members may be reimbursed for expenses incurred in serving as a Trustee or be compensated for services rendered to the corporation, subject to the provisions of Section 7.2

Section 3.6 Resignation. A Trustee may resign at any time by giving written notice of such resignation to the Chair of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Chair, and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.7 Removal or Suspension. Any Trustee may be removed or suspended at any time with cause by action of the Board, provided that there is a quorum of not less than a majority of the entire Board of Trustees present at the meeting of the Trustees at which such action is taken and that the notice of such meeting specifies that such removal or suspension shall be a matter of business at the meeting. A Trustee may be removed for cause for lack of participation, which may be evidenced by failure to attend three (3) consecutive meetings of the Board or three (3) consecutive meetings of a committee or task force of which such Trustee is a member without valid excuse; in such case, the chairperson of the Nominations Committee or, in that individual's absence, an officer of the Board, may introduce a motion for removal. A Trustee may not vote on his or her own removal or suspension.

Section 3.8 Filling of Vacancies. Any vacancy of a Trustee shall be filled in accordance with Section 3.3. An individual elected to fill a vacancy shall serve for the remainder of the term of the individual being replaced.

ARTICLE IV

Meetings of the Board

Section 4.1 Annual Meeting. The annual meeting of the Trustees shall be held on the first Monday of December or such other date as determined by the Board for the purpose of electing a Chair and Vice Chair of the Board, officers of the Corporation and other Trustees, and for the purpose of transacting such other business as may properly come before the meeting.

Section 4.2 Regular Meetings. Regular meetings of the Board of Trustees shall be held at the time and place to be fixed by the Board. At each meeting the Board shall receive a report by the President and the Treasurer on the activities and financial condition of the Corporation,

Section 4.3 Special Meetings. Special meetings of the Board may be called by the Chair, the Vice-Chair, the President, or not less than one third of the Board members in office. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

Section 4.4 Notice of Meetings. Notice of each meeting of the Board of Trustees shall be in writing and shall state the place, day, and hour of the meeting and, unless it is a regular meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given personally or by facsimile, electronic mail or by first class mail to each Trustee not fewer than five (5) days before the date of the meeting. Notice is deemed given when delivered, faxed or deposited in the United States mail, with postage prepaid, directed to the Trustee at his or her fax number (if any), mailing address, or e-mail address as it appears in the records of the Corporation, or if a Trustee shall have filed with the Secretary a written request that notices to such

Trustee be delivered or mailed to some other address, then delivered or directed to such other address. By consent of a majority of the Trustees, special meetings of the Board may be held without such notice, provided all Trustees have actual notice prior to the meeting.

Section 4.5 Adjournment of Meetings. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjourned meeting of the Board, specifying the time and place of the next meeting, shall be given to the Trustees who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Trustees.

Section 4.6 Waivers. Notice of a Board meeting need not be given to any Trustee who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to him or her.

Section 4.7 Presiding Officer. The Chair of the Board or, in the Chair's absence, the Vice Chair, President or the Secretary, in that order, shall preside at all meetings of the Board.

Section 4.8 Quorum. A majority of the entire Board of Trustees shall constitute a quorum for transaction of business at any meeting of the Board. Only Board members present shall be counted toward a quorum, and there shall be no proxy or mail voting at meetings of the Board.

Section 4.9 Action of the Board. Unless otherwise required by law, or these By-laws, the vote of a majority of the Trustees then in office present in person or by telephone at a meeting at which a quorum is present shall be the act of the Board.

Section 4.10 Written Consent of Trustees. Any action that may be taken by vote of the Board or any committee of the Board may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

Section 4.11 Action by Electronic Communication. A conference among the Board, or any committee thereof, by a means of communication through which the participants may simultaneously hear each other during the conference is a meeting of the Board, if the same notice is given of the conference as would be required for such a meeting and if the number of Trustees participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.

A Trustee may participate in a meeting by a means of communication through which the Trustee, other persons participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by this means is personal presence at the meeting.

ARTICLE V

Committees

Section 5.1 Committees of Trustees. The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, including an Executive Committee which shall exercise the authority of the Board between Board meetings, each of which shall consist of one or more Trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation, except that no such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any Trustee or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon the Board or the individual Trustee by law.

Section 5.2 Nominations Committee. The Nominations Committee shall be composed of a chairperson and four other members, appointed by the Chair of the Board, any or all of whom may be Trustees. The committee, after inviting suggestions from the Trustees, committee members, and the community, shall prepare a list of nominees for Trustee positions on the Board to be filled at the next annual election. Additional nominations may be made by any Board member at the annual meeting of the Board.

Section 5.3 Other Committees. Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be appointed in such manner as may be designated by resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, the President shall appoint the members of such committees. Any member of such committees may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 5.4 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees and until a successor is appointed, unless the committee is sooner terminated, or unless such member be removed from such committee by action of the Board, or unless such member ceases to qualify as a member thereof.

Section 5.5 Committee Chair. One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.

. **Section 5.6** <u>**Vacancies**</u>. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.57 <u>**Rules**</u>. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE VI

Officers

Section 6.1 <u>**Officers**</u>. The officers of the Corporation shall be a President, a Secretary, an Assistant Secretary, a Treasurer and such other officers as may be determined from time to time by the Board of Trustees. The offices of President and Secretary may not be held by the same individual at the same time. The office of Treasurer shall be held by a Trustee. Compensation of officers shall be as established by the Board, subject to the provisions of Sections 6.3 and 7.2.

Section 6.2 <u>**Election and Term of Office**</u>. The Officers, except for the President and such other officers as the Board may determine, shall be elected annually by majority vote of the Board of Trustees at its annual meeting. These officers shall hold office until their successors have been duly elected and have qualified, or until removed as hereinafter provided. Officers may hold consecutive terms.

Section 6.3 <u>**President and CEO**</u>. The Corporation may employ a President with the title of Chief Executive Officer ("President/CEO") pursuant to a written contract of employment which shall be renewable at the option of the Trustees. The President/CEO shall serve as an ex-officio voting member of the Board of Trustees but shall not be subject to the provisions of Bylaw Sections 3.3, 3.5, or 3.6 concerning the election, term, compensation, resignation, removal, or suspension of a Trustee nor the provisions of Bylaw Sections 6.2 and 6.4 concerning the election, term and compensation -- of officers. The President/CEO shall not participate in any discussions or actions of the

Trustees that pertain to his or her contract of employment, performance evaluation, compensation or benefits. The Board of Trustees may remove and replace the President as an officer of the corporation, notwithstanding any provision of the employment contract.

Section 6.4 Compensation. Compensation of officers shall be as established by the Board, subject to the provisions of Sections 6.3 and 7.2

Section 6.5 Resignation. Subject to the provisions of a valid employment contract, if any, any officer may resign at any time by notifying the President in writing, such resignation to take effect at the time specified therein; however, notification of the President's resignation must be sent in writing to the Chair of the Board, if any, and the Secretary, who shall convene a meeting of the Board as promptly as possible for the selection of a new President.

Section 6.6 **Removal.** Any officer may be removed or suspended at any time with cause by a vote of the Trustees.

Section 6.7 **Vacancies.** All Trustee vacancies shall, at the option of the Board, be filled by a vote of the Trustees at any regular or special meeting.

Section 6.9 **Duties of Officers.** The duties and powers of the officers of the Corporation shall be as follows:

(a) **President.** The President shall be responsible for the management and operation of the Corporation. The President shall perform such other duties as may be assigned by the Board of Trustees from time to time. He or she shall report and be accountable directly to the Board of Trustees of the Corporation.

(b) **Secretary.** The Secretary shall attend all meetings of the Board of Trustees and shall record or cause to be recorded all proceedings of such meetings in the minute book of the Corporation. The Secretary shall give or cause to be given proper notice of all meetings of the Board of Trustees. The Secretary shall have custody of the seal of the Corporation and shall affix and attest the seal to documents where duly authorized by the Board. The Secretary shall perform all duties incident to the office of Secretary and such other duties may be assigned by the Chair or by the Board of Trustees. One or more assistant secretaries may assist the Secretary in the performance of his or her duties and responsibilities, and shall be subject to the supervision and direction of the Secretary. The Secretary may delegate such duties as he or she deems appropriate to the President/CEO, who may assign them to the staff of the Corporation.

(c) **Treasurer**. The Treasurer shall be responsible for the keeping of accurate financial records for the Corporation. The Treasurer shall be responsible for the depositing of all moneys, drafts, and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Trustees may from time to time designate. The Treasurer shall have power to endorse for deposit all notes, checks, and drafts received by the Corporation, and issue checks and drafts in the name of the Corporation, as ordered by the Board, making proper vouchers for deposit. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Trustees, making proper vouchers therefor. The Treasurer shall render to the Chair and the Board of Trustees, whenever requested, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. One or more assistant treasurers may assist the Treasurer in the performance of his or her duties and shall be subject to the supervision and direction of the Treasurer. The Treasurer may delegate such duties as he or she deems appropriate to the President/CEO, who may assign them to the staff of the Corporation.

Section 6.10 **Execution of Instruments**. The Board of Trustees shall determine by resolution the officers and/or employees of the Corporation authorized to sign, on behalf of the Corporation, all leases, contracts, bank transactions or other instruments, documents, and agreements.

Section 6.11 **Bonds**. The Board of Trustees may require any officer or employee of the Corporation, at the Corporation's expense, to provide a bond for the faithful discharge of his or her duties, in the form and with such surety or sureties, or without surety, as the Board of Trustees may deem advisable. No bond shall be required of the President/CEO unless required in such officer's contract of employment.

ARTICLE VII

Conflict of Interest and Compensation Policies

Section 7.1 Conflict of Interest. Whenever a trustee or officer has a direct or indirect financial or personal interest in any matter coming before the board of trustees, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested trustees determines that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. All Trustees will sign a conflict of interest statement on an annual basis.

Section 7.2 Compensation Policy. In any decision concerning the compensation of a trustee or officer, or an employee or independent contractor receiving compensation of more than $100,000 per year, the Board shall document the terms of the transaction and the date approved; the trustees who were present during debate and how they voted on the transaction; the comparability data obtained and relied on by the Board and how it was obtained; any actions by a member of the Board having a conflict of interest; and the basis for the determination.

ARTICLE VIII

Tax Exempt Status

Section 8.1 Tax-Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a tax-exempt charitable organization as defined in section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any applicable future U.S. Internal Revenue law).

Section 8.2 **Prohibited Activities**. No part of the net earnings of the organization shall inure to the benefit of any private individual except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the organization. No substantial part of the activities of the organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these By-laws, no Trustee, officer, employee, or representative of this Corporation shall take any action to carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations (or the corresponding provisions of any applicable future U.S. Internal Revenue law).

ARTICLE IX

Indemnification and Insurance

Section 9.1 **Authorized Indemnification**. Unless clearly prohibited by law or Section 9.2 of this Article IX, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Trustee or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 9.2 **Prohibited Indemnification**. The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Trustees in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 9.3 **Advancement of Expenses**. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 9.2 of this Article IX. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 9.4 **Indemnification of Others**. Unless clearly prohibited by law or Section 9.2 of this Article IX, the Board of Trustees may approve Corporation indemnification as set forth in Section 9.1 of this Article IX or advancement of expenses as set forth in Section 9.3 of this Article IX, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 9.5 <u>**Determination of Indemnification**</u>. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Trustees shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Trustees must explicitly find that such indemnification will not violate the provisions of Section 9.2 of this Article IX. No Trustee with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Trustees is not obtainable, the Board of Trustees shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 9.6 <u>**Binding Effect**</u>. Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 9.7 <u>**Insurance**</u>. The Corporation is not required to purchase Trustees' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Trustees. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article IX or operation of law and it may insure directly the Trustees, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article IX as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 9.8 __Nonexclusive Rights__. The provisions of this Article IX shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Trustees is authorized to enter into agreements on behalf of the Corporation with any Trustee, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefor in this Article VIII, subject in all cases to the limitations of Section 9.2 of this Article IX.

ARTICLE X

Contracts, Checks, Deposits, and Funds

Section 10.1 __Contracts__. The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

Section 10.2 __Checks, Drafts, Notes, Etc__. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Trustees.

Section 10.3 __Deposits.__ All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 10.4 __Gifts.__ The Board or the officers may accept, on behalf of the corporation, without further authorization, any contribution, gift, bequest or devise. However, such donation subject to any limitation or condition may be accepted only if the limitation or condition is consistent with the corporation's purposes and is approved by the Board.

Section 10.5 Solicitations. The officers may, without further authorization, solicit funds and other property for and on behalf of the corporation in any manner consistent with applicable law.

ARTICLE XI

Financial and Other Reports

Section 11.1 Independent Auditor. The independent auditor appointed by the Board of Trustees of the corporation shall prepare for the corporation, at such time as the Board of Trustees may determine, but at least annually, a financial statement, including a statement of assets and liabilities, and a statement of income, expenses, and distributions, and a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such additional reports or information as may be ordered from time to time by the Board of Trustees. Such independent auditor shall also prepare such financial data as may be necessary for returns or reports required by federal or state government to be filed by the corporation. The auditor's charges and expenses shall be proper expenses of the corporation. Copies of all audits, statements, reports and data delivered by the auditor to the Board of Trustees shall be made available or furnished to each Trustee.

Section 11.2 Written Reports. The Board of Trustees shall at least annually make such distribution of a written report of the corporation's financial condition, activities, and distributions to such representative persons and organizations in the communities served by the corporation as will, in the opinion of the Board of Trustees, reasonably inform the interested public of the operations of the corporation. The Board of Trustees shall take such other appropriate actions as it may deem necessary or desirable to make the corporation and its purposes and functions known to the people of Washington, DC, and the surrounding region.

ARTICLE XII

Miscellaneous

Section 12.1 __Books and Records__. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees. The corporation shall keep at its registered or principal office a record giving the names and addresses of the trustees and any other information required under District of Columbia law.

Section 12.2 __Corporate Seal__. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Trustees may from time to time determine.

Section 12.3 __Fiscal Year__. The Board of Trustees is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

Section 12.4 __Internal Revenue Code__. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, or to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

Section 12.5 __Construction__. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then so far as is reasonable and possible:

(a) The remainder of these bylaws shall be considered valid and operative; and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 12.6 __Table of Contents; Headings__. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, such contents and headings shall be subordinated in importance to the other written material.

Section 12.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the Statement of Election to Accept of Consumer Health Foundation filed August 17, 1982, as the same may be amended from time to time.

ARTICLE XIII

Amendment

Section 13.1 Amendment. The Statement of Election to Accept and these By-laws may be altered, amended, repealed or added to only upon approval of the Trustees as provided herein at a meeting of the Board of Trustees of the Corporation, notice of which shall have included specifications of the proposed action, subject to applicable provisions of District of Columbia law. Approval shall be by the affirmative vote of two-thirds (67%) of the entire Board.

ARTICLE XIV

Dissolution

Section 14.1 Dissolution. Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any applicable future U.S. Internal Revenue law), as the Board determines. Any such assets not so disposed of shall be disposed of by the appropriate court in the jurisdiction in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

Adoption of Bylaws

Section 15.1 Adoption of Bylaws. These amended and restated bylaws were adopted by resolution of the Board of Trustees of the corporation on December 6, 2010 and shall be effective as of June 17, 2011.

CONSUMER HEALTH FOUNDATION

By: Christopher J. King

Chair, Board of Trustees

Consumer Health Foundation
form 990-PF, part XV- Grants and Contributions Paid during the year
For the Year Ended December 31, 2010 **53-0078064**

Name of Recipient/ Legal Name	Address	Grant Amount
Alliance for Global Justice/D.C. Grassroots	1419 V Street, NW	$ 30,000
Asian Pacific American Legal Resource Center/D C Language Access Coalition	1012 14th Street, NW, Suite 450 Washington, DC 20005	30,000
Asian Pacific American Legal Resource Center/D.C. Language Access Coalition	1012 14th Street, NW, Suite 450 Washington, DC 20005	30,000
Bread For The City Inc	1525 Seventh Street, NW Washington, DC 20001	40,000
CASA of Maryland	8151 15th Avenue Langley Park, MD 20783	50,000
Center on Budget and Policy Priorities/D C Fiscal Policy Institute	820 First Street, NE, Suite 510 Washington, DC 20002	10,000
Center on Budget and Policy Priorities/D C Fiscal Policy Institute	820 First Street, NE, Suite 510 Washington, DC 20002	15,000
Cesar Chavez Public Policy Charter High School	709 12th Street, SE Washington, DC 20003	15,000
Children's Hospital Foundation/Children's National Medical Center	111 Michigan Avenue, NW Washington, DC 20010	15,000
Commonhealth Action	1301 Connecticut Avenue, NW, Suite 200 Washington, DC 20036	73,000
Commonwealth Institute for Fiscal Analysis	1716 East Franklin Street Richmond, VA 23223	15,000
Community Foundation for the National Capital Region/Community Health Empowerment through	7724 Maple Avenue, Suite 13 Takoma Park, MD 20912	5,000
Community of Hope	1717 Massachusetts Avenue, NW, Suite 805 Washington, DC 20036	40,000
D.C. Appleseed Center for Law and Justice Inc.	1111 14th Street, NW, Suite 510 Washington, DC 20005	40,000
D.C. Employment Justice Center	727 15th Street, NW, 2nd Floor Washington, DC 20005	30,000
D.C. Recovery Community Alliance (DCRCA)	1629 K Street, NW Suite 300 Washington, DC 20006	20,000
D.C. Vote	2000 P Street, NW Suite 200 Washington, DC 20036	15,000
D.C. Primary Care Association	1411 K Street, NW, Suite 300 Washington, DC 20005	75,000
DIRECT Action	P.O. Box 21200 Washington, DC 20009	30,000
Family and Medical Counseling Service	2041 Martin Luther King, Jr. Avenue, SE, Suite 303 Washington, DC 20020	40,000
Food Research & Action Center	1875 Connecticut Avenue, NW, Suite 540 Washington, DC 20009	40,000
Food Research and Action Center/DC Hunger Solutions	1875 Connecticut Avenue, NW Suite 540 Washington, DC 20009	60,000
Foster and Adoptive Parent Advocacy Center	1438 Rhode Island Avenue, NE Washington, DC 20018	30,000
Greater Baden Medical Services	7450 Albert Road, 3rd Floor Brandywine, MD 20613	62,500
IMPACT Silver Spring	825 Wayne Avenue Silver Spring, MD 20910	40,000
IONA Senior Services	4125 Albemarle Street, NW Washington, DC 20016	30,000
La Clinica del Pueblo	2831 15th Street, NW Washington, DC 20009	25,000
Latin American Youth Center	1419 Columbia Road, NW Washington, DC 20009	35,000

Legal Aid Society of the District of Columbia	1331 H Street, NW, Suite 350 Washington, DC 20005	25,000
Maryland Citizens' Health Initiative Education Fund	2600 Saint Paul Street Baltimore, MD 21218	20,000
Mary's Center for Maternal & Child Care	2333 Ontario Road, NW Washington, DC 20009	20,000
McClendon Center	1313 New York Avenue, NW Washington, DC 20005	40,000
National Health Law Program	1444 I Street, NW, 11th Floor Washington, DC 20005	40,000
Planned Parenthood of Metropolitan Washington	1108 16th Street, NW Washington, DC 20036	35,000
Primary Care Coalition of Montgomery County	8757 Georgia Avenue, 10th Floor Silver Spring, MD 20910	75,000
Sasha Bruce Youthwork	741 8th Street, SE Washington, DC 20003	35,000
So Others Might Eat	71 O Street, NW Washington, DC 20001	40,000
Spanish Catholic Center/ Centro Catolico Hispano	1618 Monroe Street, NW Washington, DC 20010	40,000
Tenants and Workers United - Inquilinos y Trabajadores Unidos	3801 Mount Vernon Avenue Alexandria, VA 22305	50,000
The Children's Law Center	616 H Street, NW, Suite 300 Washington, DC 20001	25,000
The Community Foundation for the National Capital Region/Greater Washington Workforce	1201 15th Street, NW, Suite 420 Washington, DC 20005	25,000
The Community Foundation for the National Capital Region/Community Foundation for Prince George's	8181 Professional Place, Suite 170 Landover, MD 20785	25,000
The District of Columbia Behavioral Health Association	1221 Taylor Street, NW Washington, DC 20011	25,000
The Nonprofit Roundtable	1201 15th Street, NW, Suite 420 Washington, DC 20005	25,000
The Young Women's Project	1328 Florida Avenue, NW, Suite 2000 Washington, DC 20009	35,000
University Legal Services	220 I Street, NE, Suite 130 Washington, DC 20002	30,000
Unity Health Care, Inc.	1220 12th Street, SE, Suite 120 Washington, DC 20003	30,000
Voices for Virginias Children	4031 University Drive, Suite 200 Fairfax, VA 22030	25,000
Washington Lawyers' Committee for Civil Rights & Urban Affairs/D C. Prisoners' Legal Services Project	11 Dupont Circle, NW, Suite 400 Washington, DC 20036	30,000
Washington Regional Association of Grantmakers	1400 16th Street, NW, Suite 740 Washington, DC 20036	47,500
Whitman-Walker Health	1701 14th Street, NW Washington, DC 20009	40,000
	Total Grants Given	**$ 1,723,000**