



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990**Department of the Treasury  
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No 1545-0047

**2010**Open to Public  
Inspection**A** For the 2010 calendar year, or tax year beginning **MAR 1, 2010** and ending **FEB 28, 2011**

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>NRF FOUNDATION</b>		<b>D</b> Employer identification number <b>52-1224690</b>
	Doing Business As		<b>E</b> Telephone number <b>202-626-8155</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts \$ <b>2,431,641.</b>
	<b>LIBERTY PLACE, 325 7TH ST., NW</b>	<b>1100</b>	
	City or town, state or country, and ZIP + 4 <b>WASHINGTON, DC 20004</b>		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
<b>F</b> Name and address of principal officer: <b>CARLEEN KOHUT</b> <b>SAME AS C ABOVE</b>			
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ▶ <b>WWW.NRF.COM</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: <b>1981</b> <b>M</b> State of legal domicile: <b>DC</b>

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>TO PURSUE THE PUBLIC EDUCATION AND RESEARCH PURPOSES OF THE NATIONAL RETAIL FEDERATION.</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>17</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>16</b>
	<b>5</b> Total number of individuals employed in calendar year 2010 (Part V, line 2a)	<b>5</b>	<b>0</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>40</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>7b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>142,936.</b>	<b>172,774.</b>
	<b>10</b> Investment income (Part VII, column (A), lines 3, 4, and 7d)	<b>1,461,841.</b>	<b>1,608,925.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8g, 9c, 10c, and 11e)	<b>8,751.</b>	<b>35,226.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>113,585.</b>	<b>614,716.</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>1,727,113.</b>	<b>2,431,641.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>69,000.</b>	<b>40,000.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>0.</b>	<b>0.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>404,247.</b>	<b>429,391.</b>
	<b>16b</b> Total fundraising expenses (Part IX, column (D), line 2p)	<b>0.</b>	<b>0.</b>
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	<b>0.</b>	<b>0.</b>
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>959,528.</b>	<b>1,051,803.</b>
<b>Net Assets or Fund Balances</b>	<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>1,432,775.</b>	<b>1,521,194.</b>
	<b>20</b> Total assets (Part X, line 16)	<b>294,338.</b>	<b>910,447.</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>Beginning of Current Year</b>	<b>End of Year</b>
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>3,087,289.</b>	<b>4,293,526.</b>	
		<b>567,374.</b>	<b>542,480.</b>
		<b>2,519,915.</b>	<b>3,751,046.</b>

**Part II Signature Block**

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

<b>Sign Here</b>	Signature of officer <i>Carleen Kohut</i>		Date <i>1/13/12</i>
	CARLEEN KOHUT, COO/CFO		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>JENNIFER GILARDI</b>	Preparer's signature <i>Jennifer Gilardi</i>	Date <i>1-11-12</i>
	Firm's name <b>DELOITTE TAX LLP</b>	Firm's EIN <b>86-1065772</b>	Check if self-employed <input type="checkbox"/> PTIN <b>P00653098</b>
	Firm's address <b>200 RENAISSANCE CENTER, STE 3900 DETROIT, MI 48243</b>	Phone no. (313) 396-3000	

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

☒ Yes ☐ No*Call 18*

**Part III Statement of Program Service Accomplishments**

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

☒ X**1** Briefly describe the organization's mission:

TO PURSUE THE PUBLIC EDUCATION AND RESEARCH PURPOSES OF THE NATIONAL  
RETAIL FEDERATION.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?☐ Yes ☒ No

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

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?☐ Yes ☒ No

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

**4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses.

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a** (Code: ) (Expenses \$ 632,661. including grants of \$ ) (Revenue \$ 1,027,142. )

CUSTOMER SERVICE CERTIFICATION: ASSESSMENTS LEADING TO A CERTIFICATION  
IN CUSTOMER SERVICE, SALES AND RETAIL MANAGEMENT LEAD RETAIL ASSOCIATES  
OR POTENTIAL EMPLOYEES FOR RETAIL TO DEMONSTRATE MASTERY OF THE SKILLS  
AND KNOWLEDGE TO PERFORM SUCCESSFULLY AND ADVANCE IN RETAIL OR SALES  
RELATED CAREERS. THE BENEFIT IS TO THE INDIVIDUALS, RETAILERS AND ANY  
CUSTOMER SERVICE ORIENTED EMPLOYER. ADVANCES NRF MISSION OF PROVIDING  
INFORMATION TO DRIVE RETAILER'S SUCCESS. THIS PROGRAM IS CHARTERED BY  
THE DEPARTMENT OF LABOR.

**4b** (Code: ) (Expenses \$ 171,722. including grants of \$ ) (Revenue \$ 239,473. )

PUBLICATIONS AND TESTS: NRF FOUNDATION SELLS VARIOUS RESEARCH STUDIES  
AS WELL AS WORKBOOKS FOR STUDENTS PURSUING EDUCATION IN VARIOUS ASPECTS  
OF RETAILING. IN ADDITION, THE FOUNDATION SELLS A PRE-EMPLOYMENT  
ASSESSMENT DESIGNED TO BE A PRE TRAINING SKILLS ASSESSMENT OF RETAIL  
EMPLOYEES. ALL OF THE ABOVE ARE IN SUPPORT OF THE FOUNDATION'S MISSION  
TO PROVIDE EDUCATION TO THOSE INVOLVED IN THE RETAIL INDUSTRY.

**4c** (Code: ) (Expenses \$ 138,572. including grants of \$ ) (Revenue \$ 262,046. )

RESEARCH AND RETAIL RELATED PROJECTS: RETAIL HORIZONS, BENCH MARKS AND  
FORECASTS, THE DEFINITIVE STATE OF THE INDUSTRY REPORT, RETAIL INDUSTRY  
INDICATORS IS A COMPENDIUM OF DEMOGRAPHIC INFORMATION THAT INCLUDES ALL  
INFORMATION COLLECTED BY GOVERNMENT AGENCIES, AS WELL AS DATA FROM  
SEVERAL NRF-RELATED SURVEYS. OTHER PROGRAMS INCLUDE THE NRF FOUNDATION-  
AMERICAN EXPRESS ASPIRE2RETAIL INTERCOLLEGIATE RETAIL CHALLENGE AND THE  
NRF FOUNDATION - AMERICAN EXPRESS CUSTOMERS' CHOICE AWARDS WHICH HONORS  
THE TOP TEN RETAILERS FOR THE BEST CUSTOMER SERVICE.

**4d** Other program services. (Describe in Schedule O.)

(Expenses \$ 202,422. including grants of \$ ) (Revenue \$ 80,264. )

**4e** Total program service expenses 1,145,377.

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		X
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? <b>Note.</b> Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Form 990 (2010)

**Part IV Checklist of Required Schedules** (continued)

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

Form 990 (2010)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V ☐

	Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	19	
<b>1b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
<b>1c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	0	
<b>2b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)		
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
<b>3b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
<b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>4b</b> If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>5b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>5c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
<b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
<b>6b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year	7d	
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>g</b> Did the organization receive a contribution of qualified intellectual property, did the organization file Form 8899 as required?		N/A
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		N/A
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b> Did the organization make any taxable distributions under section 4966?		N/A
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?		N/A
<b>10 Section 501(c)(7) organizations.</b> Enter:		
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	N/A	10a
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		10b
<b>11 Section 501(c)(12) organizations.</b> Enter:		
<b>a</b> Gross income from members or shareholders	N/A	11a
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		11b
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		12a
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year	N/A	12b
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		13a
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		13b
<b>c</b> Enter the amount of reserves on hand		13c
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?		X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		14b

Form 990 (2010)

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

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

**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	17	
b Enter the number of voting members included in line 1a, above, who are independent	16	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?		X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

**Section C. Disclosure**

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

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

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **CARLEEN KOHUT - 202-783-7971**  
**LIBERTY PLACE, 325 7TH ST., NW NO. 1100, WASHINGTON, DC 20004**

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

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

☒ X**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
KIP TINDELL CHAIRMAN	0.50	X						0.	0.	0.
H. JAMES BAUM SECRETARY/TREASURER	0.50	X						0.	0.	0.
ROBERT M. BEALL II DIRECTOR	0.50	X						0.	0.	0.
SHANE BERRY DIRECTOR	0.50	X						0.	0.	0.
MELINDA BURKE DIRECTOR	0.50	X						0.	0.	0.
PAUL R. CHARRON DIRECTOR	0.50	X						0.	0.	0.
JAN DE JONG DIRECTOR	0.50	X						0.	0.	0.
MARSHA EVERTON DIRECTOR	0.50	X						0.	0.	0.
ROBERT A. GLICK DIRECTOR	0.50	X						0.	0.	0.
DAVID GRUEHN DIRECTOR	0.50	X						0.	0.	0.
STEVEN D. LADWIG DIRECTOR	0.50	X						0.	0.	0.
MARK LARSON DIRECTOR	0.50	X						0.	0.	0.
RICHARD LAST DIRECTOR	0.50	X						0.	0.	0.
CLAUDIA MOBLEY, PH.D. DIRECTOR	0.50	X						0.	0.	0.
DARYL ROUTZAHN DIRECTOR	0.50	X						0.	0.	0.
ROBERT J. CORLISS DIRECTOR	5.00	X						0.	0.	0.
MATTHEW SHAY PRESIDENT (MAY - FEB)	5.00	X		X				0.	383,960.	38,273.



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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
TRACY MULLIN CEO (MAR - MAY)	5.00	X		X				0.	2,911,327.	192,510.
CARLEEN KOHUT SR VP AND CFO	5.00			X				0.	269,670.	84,163.
MALLORY DUNCAN GENERAL COUNSEL	5.00			X				0.	313,054.	96,100.
KATHERINE T. MANCE VICE PRESIDENT	50.00				X			187,514.	0.	58,234.
<b>1b Sub-total</b>								187,514.	3,878,011.	469,280.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>								187,514.	3,878,011.	469,280.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization 1

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

	Yes	No
3		X
4	X	
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
CASTLE WORLDWIDE, INC, 900 PERIMETER PARK DRIVE, SUITE G, MORRISVILLE, NC 27560	SERVICE PROVIDER	597,913.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization 1

**Part VIII** Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>					
	<b>b</b> Membership dues	<b>1b</b>					
	<b>c</b> Fundraising events	<b>1c</b>					
	<b>d</b> Related organizations	<b>1d</b>	139,504.				
	<b>e</b> Government grants (contributions)	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	33,270.				
	<b>g</b> Noncash contributions included in lines 1a-1f \$						
	<b>h</b> Total. Add lines 1a-1f			172,774.			
<b>Program Service Revenue</b>	<b>2 a</b> ASSESS/CERTIFICATIONS	Business Code	900099	1,027,142.	1,027,142.		
	<b>b</b> RESEARCH AND PROJECTS		611710	262,046.	262,046.		
	<b>c</b> PUBS/RET. READINESS		611600	239,473.	239,473.		
	<b>d</b> DISTANCE LEARNING		611600	45,638.	45,638.		
	<b>e</b> EDUCATIONAL EVENTS		611710	34,626.	34,626.		
	<b>f</b> All other program service revenue		611710				
	<b>g</b> Total. Add lines 2a-2f			1,608,925.			
	<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)			35,226.		
<b>4</b> Income from investment of tax-exempt bond proceeds							
<b>5</b> Royalties				614,716.			614,716.
<b>6 a</b> Gross Rents		(i) Real	(ii) Personal				
<b>b</b> Less: rental expenses							
<b>c</b> Rental income or (loss)							
<b>d</b> Net rental income or (loss)							
<b>7 a</b> Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other				
<b>b</b> Less: cost or other basis and sales expenses							
<b>c</b> Gain or (loss)							
<b>d</b> Net gain or (loss)							
<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18		<b>a</b>					
<b>b</b> Less: direct expenses		<b>b</b>					
<b>c</b> Net income or (loss) from fundraising events							
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19		<b>a</b>					
<b>b</b> Less: direct expenses		<b>b</b>					
<b>c</b> Net income or (loss) from gaming activities							
<b>10 a</b> Gross sales of inventory, less returns and allowances		<b>a</b>					
<b>b</b> Less: cost of goods sold	<b>b</b>						
<b>c</b> Net income or (loss) from sales of inventory							
<b>Miscellaneous Revenue</b>			<b>Business Code</b>				
<b>11 a</b> _____							
<b>b</b> _____							
<b>c</b> _____							
<b>d</b> All other revenue							
<b>e</b> Total. Add lines 11a-11d							
<b>12</b> Total revenue. See instructions.				2,431,641.	1,608,925.	0.	649,942.

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	20,000.	20,000.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	20,000.	20,000.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	252,472.		252,472.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	123,958.	70,000.	53,958.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	52,961.	23,016.	29,945.	
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management	17,500.	17,500.		
b Legal				
c Accounting	15,175.		15,175.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	694,354.	686,854.	7,500.	
12 Advertising and promotion	1,864.	1,864.		
13 Office expenses	349.		349.	
14 Information technology	4,248.		4,248.	
15 Royalties	26,446.	26,446.		
16 Occupancy				
17 Travel	17,107.	13,749.	3,358.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	55,908.	55,908.		
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a COST OF SALES-PUBS & RE	174,632.	174,632.	0.	0.
b				
c				
d				
e				
f All other expenses	44,220.	35,408.	8,812.	
25 Total functional expenses. Add lines 1 through 24f	1,521,194.	1,145,377.	375,817.	0.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	724,842.	<b>1</b>	773,252.
	<b>2</b> Savings and temporary cash investments .....	2,223,907.	<b>2</b>	3,128,972.
	<b>3</b> Pledges and grants receivable, net .....		<b>3</b>	
	<b>4</b> Accounts receivable, net .....	84,803.	<b>4</b>	233,638.
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	53,737.	<b>9</b>	157,664.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b>		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b>	<b>10c</b>	
	<b>11</b> Investments - publicly traded securities .....		<b>11</b>	
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....		<b>15</b>	
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	3,087,289.	<b>16</b>	4,293,526.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	130,253.	<b>17</b>	73,336.
	<b>18</b> Grants payable .....		<b>18</b>	
	<b>19</b> Deferred revenue .....	437,121.	<b>19</b>	465,210.
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> Other liabilities. Complete Part X of Schedule D .....	0.	<b>25</b>	3,934.
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 .....	567,374.	<b>26</b>	542,480.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	1,442,418.	<b>27</b>	1,809,692.
	<b>28</b> Temporarily restricted net assets .....	1,052,497.	<b>28</b>	1,916,354.
	<b>29</b> Permanently restricted net assets .....	25,000.	<b>29</b>	25,000.
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
	<b>33</b> <b>Total net assets or fund balances</b> .....	2,519,915.	<b>33</b>	3,751,046.
<b>34</b> <b>Total liabilities and net assets/fund balances</b> .....	3,087,289.	<b>34</b>	4,293,526.	

Form 990 (2010)

**Part XI Reconciliation of Net Assets**

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

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,431,641.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,521,194.
3	Revenue less expenses. Subtract line 2 from line 1	3	910,447.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,519,915.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	320,683.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	3,751,045.

**Part XII Financial Statements and Reporting**

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

☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Form 990 (2010)



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
<b>6 Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions)					<b>12</b>	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	%
<b>15</b> Public support percentage from 2009 Schedule A, Part II, line 14	<b>15</b>	%
<b>16a 33 1/3% support test - 2010.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>b 33 1/3% support test - 2009.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>17a 10% -facts-and-circumstances test - 2010.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>b 10% -facts-and-circumstances test - 2009.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2010

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1,565,364.	723,718.	91,100.	142,936.	172,774.	2,695,892.
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	1,117,906.	1,320,471.	1,373,736.	1,461,841.	1,608,925.	6,882,879.
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513	85,182.	77,645.	77,859.			240,686.
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5	2,768,452.	2,121,834.	1,542,695.	1,604,777.	1,781,699.	9,819,457.
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
<b>c</b> Add lines 7a and 7b						0.
<b>8 Public support</b> (Subtract line 7c from line 6)						9,819,457.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>9</b> Amounts from line 6	2,768,452.	2,121,834.	1,542,695.	1,604,777.	1,781,699.	9,819,457.
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,424.	1,477.	432,603.	122,336.	649,942.	1,207,782.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b	1,424.	1,477.	432,603.	122,336.	649,942.	1,207,782.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12)	2,769,876.	2,123,311.	1,975,298.	1,727,113.	2,431,641.	11,027,239.

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

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	89.05 %
<b>16</b> Public support percentage from 2009 Schedule A, Part III, line 15	<b>16</b>	95.15 %

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	10.95 %
<b>18</b> Investment income percentage from 2009 Schedule A, Part III, line 17	<b>18</b>	4.85 %

**19a 33 1/3% support tests - 2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☒

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

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐



**SCHEDULE D**  
(Form 990)Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2010**Open to Public  
Inspection

Name of the organization

NRF FOUNDATION

Employer identification number

52-1224690

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$
(ii) Assets included in Form 990, Part X	▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition  
b ☐ Scholarly research  
c ☐ Preservation for future generations

- d ☐ Loan or exchange programs  
e ☐ Other \_\_\_\_\_

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

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

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

- a Board designated or quasi-endowment \_\_\_\_\_ %  
b Permanent endowment \_\_\_\_\_ %  
c Term endowment \_\_\_\_\_ %

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

- (i) unrelated organizations  
(ii) related organizations

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

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

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

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

0.

Schedule D (Form 990) 2010

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) DUE TO AFFILIATE	3,934.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	

3,934.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	2,431,641.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,521,194.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	910,447.
4	Net unrealized gains (losses) on investments	4	320,684.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	320,684.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	1,231,131.

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

1	Total revenue, gains, and other support per audited financial statements	1	2,752,325.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	320,684.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	320,684.
3	Subtract line 2e from line 1	3	2,431,641.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	2,431,641.

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

1	Total expenses and losses per audited financial statements	1	1,521,193.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	1,521,193.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	1,521,193.

**Part XIV Supplemental Information**

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

NRF FOUNDATION DOES NOT HAVE A SPECIFIC FIN48 FOOTNOTE BUT DOES HAVE THE

FOLLOWING LANGUAGE INDICATED IN ITS SIGNIFICANT ACCOUNTING POLICIES:

THE FOUNDATION BELIEVES THAT IT HAS APPROPRIATE SUPPORT FOR ANY TAX

POSITIONS TAKEN, AND AS SUCH, DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS

THAT ARE MATERIAL TO THE FINANCIAL STATEMENTS.





**Part IV** Supplemental Information

REFERENCE. FINALLY STUDENTS MUST DEMONSTRATE LEADERSHIP IN THE COMMUNITY OR  
ON THE CAMPUS.

**SCHEDULE J**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

▶ Complete if the organization answered "Yes" to Form 990,  
Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

NRF FOUNDATION

Employer identification number

52-1224690

**Part I Questions Regarding Compensation**

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

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

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

**1b** ☒

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

**2** ☒

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

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

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing  
organization or a related organization:

**a** Receive a severance payment or change-of-control payment from the organization or a related organization?

**4a** ☒

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**4b** ☒

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

**4c** ☒

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

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

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

**a** The organization?

**5a** ☒

**b** Any related organization?

**5b** ☒

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

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

**a** The organization?

**6a** ☒

**b** Any related organization?

**6b** ☒

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

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

**7** ☒

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

**8** ☒

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in  
Regulations section 53.4958-6(c)?

**9**

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

Schedule J (Form 990) 2010



**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
<b>1</b> MATTHEW SHAY	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 383,960.	0.	0.	7,350.	30,923.	422,233.	0.
<b>2</b> TRACY MULLIN	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 345,000.	276,000.	2,290,327.	142,830.	49,680.	3,103,837.	1,942,268.
<b>3</b> CARLEEN KOHUT	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 269,670.	0.	0.	62,443.	21,720.	353,833.	0.
<b>4</b> MALLORY DUNCAN	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 310,000.	0.	3,054.	71,300.	24,800.	409,154.	0.
<b>5</b> KATHERINE T. MANCE	(i) 187,514.	0.	0.	43,206.	15,028.	245,748.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
<b>6</b>	(i)						
	(ii)						
<b>7</b>	(i)						
	(ii)						
<b>8</b>	(i)						
	(ii)						
<b>9</b>	(i)						
	(ii)						
<b>10</b>	(i)						
	(ii)						
<b>11</b>	(i)						
	(ii)						
<b>12</b>	(i)						
	(ii)						
<b>13</b>	(i)						
	(ii)						
<b>14</b>	(i)						
	(ii)						
<b>15</b>	(i)						
	(ii)						
<b>16</b>	(i)						
	(ii)						

Part III Supplemental Information

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

PART I, LINE 1A: NRF IS THE COMMON PAYMASTER FOR NRF FOUNDATION.

OVERSEAS FIRST CLASS TRAVEL IS PROVIDED TO NRF EMPLOYEES ON AN EXCEPTION

BASIS. FACTORS CONSIDERED ARE ITINERARY AND BUSINESS NEEDS. THE AMOUNT OF

TRAVEL IS NOT INCLUDED IN COMPENSATION AS NRF CONSIDERS THE MODE OF

TRANSPORTATION A BUSINESS NECESSITY.

PART I, LINE 4B: THE FOLLOWING INDIVIDUAL RECEIVED PAYMENT(S) FROM

THEIR RESPECTIVE SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN:

TRACY MULLIN - \$3,125,114

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No 1545-0047

**2010**  
Open to Public  
Inspection

Name of the organization

NRF FOUNDATION

Employer identification number

52-1224690

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

WORKFORCE DEVELOPMENT ACTIVITIES, VARIOUS SCHOLARSHIP PROGRAMS AS WELL

AS NRF UNIVERSITY ONLINE COURSES THAT ARE RUN BY THE FOUNDATION.

EXPENSES \$ 202,422. INCLUDING GRANTS OF \$ 0. REVENUE \$ 80,264.

FORM 990, PART VI, SECTION A, LINE 2: AS OF 2/28/2011, THE FOLLOWING

PERSONS SERVED ON THE BOARD OF THE FOUNDATION AND NRF ENTERPRISES, A

RELATED FOR-PROFIT ORGANIZATION: H. JAMES BAUM; ROBERT M. BEALL, II;

MATTHEW SHAY; DARYL ROUTZAHN; AND KIP TINDELL.

FORM 990, PART VI, SECTION B, LINE 11: THE NRF FOUNDATION PREPARES ITS

FORM 990 INTERNALLY THEN SUBMITS IT TO OUTSIDE TAX ADVISORS FOR REVIEW. A

DRAFT RETURN IS PROVIDED TO ALL BOARD MEMBERS VIA A SECURE WEBPAGE. AN

APPROPRIATE TIME IS GIVEN FOR REVIEW AND COMMENT THEN THE RETURN IS

FINALIZED AND SIGNED BY THE COO/CFO AND TAX ADVISOR.

FORM 990, PART VI, SECTION B, LINE 12C: FOUNDATION EMPLOYEES ARE PAID BY A

COMMON PAYMASTER AND ADHERE TO THE GUIDELINES ESTABLISHED BY THE NATIONAL

RETAIL FEDERATION (NRF). NRF PERIODICALLY REVIEWS ITS BUSINESS ETHICS AND

EMPLOYEE CONDUCT POLICY WITH STAFF AND REQUIRES EMPLOYEES TO ANNUALLY

CERTIFY THEIR COMPLIANCE WITH THE POLICY. BOARD MEETINGS OF THE NRF

FOUNDATION ARE OPENED WITH EITHER A WRITTEN DISTRIBUTION OF THE NRF

ANTITRUST GUIDELINES OR A GENERAL REFERENCE TO THE FACT THAT THE NRF

FOUNDATION DOES FOLLOW SUCH GUIDELINES AND THOSE ATTENDING THE MEETING ARE

REQUESTED TO ADHERE TO THEM. THE FOUNDATION'S GOVERNING BODY ALSO ATTESTS

ANNUALLY TO THE NRF CONFLICT OF INTEREST POLICY ADOPTED BY THE NRF

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

Schedule O (Form 990 or 990-EZ) (2010)

032211  
01-24-11

Name of the organization

NRF FOUNDATION

Employer identification number

52-1224690

FOUNDATION BOARD. IN THE EVENT A CONFLICT IS DETERMINED, THE BOARD MEMBER

WITH THE CONFLICT IS ASKED TO RECUSE HIM OR HERSELF FROM VOTING ON THE

MATTER UNDER DISCUSSION.

FORM 990, PART VI, SECTION B, LINE 15: THE NRF FOUNDATION IS PAID BY A

COMMON PAYMASTER, THE NATIONAL RETAIL FEDERATION (NRF), WHO ALSO MANAGES

THE BUSINESS RELATED ACTIVITIES OF THE FOUNDATION. THESE SERVICES PROVIDED

BY THE NATIONAL RETAIL FEDERATION ARE CONTRIBUTED SERVICES AND AS SUCH ARE

NOT REFLECTED ON THE FORM 990. CONSISTENT WITH NRF GUIDELINES, NRF'S

PRESIDENT AND COO ESTABLISH THE COMPENSATION OF OFFICERS AND OTHER HIGHLY

COMPENSATED INDIVIDUALS. IN SETTING COMPENSATION, PERFORMANCE TO GOALS ARE

EVALUATED AND COMPARABLE DATA FROM SIMILAR ORGANIZATIONS IS ALSO

BENCHMARKED.

FORM 990, PART VI, SECTION C, LINE 19: THE NRF FOUNDATION MAKES ITS

GOVERNING DOCUMENTS AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST.

FORM 990, PART VII:

AVG HOURS DEVOTED TO RELATED ORG(S) WHEN RELATED COMP IS REPORTED:

ALL COMPENSATION OF THE CEO AND CFO ARE REPORTED ON THE FORM 990 OF THE

AFFILIATED 501(C)(6) FORM 990. PRIMARILY ALL TIME IS DEVOTED TO THAT

ORGANIZATION. WITH THE EXCEPTION OF DIRECT EMPLOYEES WHO MANAGE AND

EXECUTE THE PROGRAMMATIC ACTIVITIES OF THE FOUNDATION, ALL OTHER

SERVICES NECESSARY TO RUN THE FOUNDATION ARE CONTRIBUTED BY THE

NATIONAL RETAIL FEDERATION (NRF). THIS INCLUDES THOSE OF THE CEO, CFO

AND GENERAL COUNSEL OF THE NRF. THE OFFICERS OF NRF DEVOTE MINIMAL

HOURS TO THE ACTIVITIES OF THE NRF FOUNDATION AND THEIR COMPENSATION IS

PAID AND REPORTED BY NRF WHO FILES A SEPERATE FORM 990.

032212  
01-24-11

Name of the organization

NRF FOUNDATION

Employer identification number

52-1224690

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS:

320,683.

## Related Organizations and Unrelated Partnerships

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

2010

**Open to Public Inspection**

Name of the organization

**NRF FOUNDATION**

**Employer identification number**  
52-1224690

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

[illegible]

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

[illegible]

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

Schedule R (Form 990) 2010



**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to other organization(s)**c** Gift, grant, or capital contribution from other organization(s)**d** Loans or loan guarantees to or for other organization(s)**e** Loans or loan guarantees by other organization(s)**f** Sale of assets to other organization(s)**g** Purchase of assets from other organization(s)**h** Exchange of assets**i** Lease of facilities, equipment, or other assets to other organization(s)**j** Lease of facilities, equipment, or other assets from other organization(s)**k** Performance of services or membership or fundraising solicitations for other organization(s)**l** Performance of services or membership or fundraising solicitations by other organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets**n** Sharing of paid employees**o** Reimbursement paid to other organization for expenses**p** Reimbursement paid by other organization for expenses**q** Other transfer of cash or property to other organization(s)**r** Other transfer of cash or property from other organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) NRF ENTERPRISES	C	139,504	FAIR MARKET VALUE
(2) NATIONAL RETAIL FEDERATION	L	64,319	COST
(3) NATIONAL RETAIL FEDERATION	O	426,631	COST
(4) NATIONAL RETAIL FEDERATION	R	259,613	COST
(5)			
(6)			





**Part VII** Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).