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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

OMB No 1545-0047

2011

Open to Public
Inspection

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

A For the 2011 calendar year, or tax year beginning and ending

B Check if applicable	C Name of organization PEOPLE FOR THE AMERICAN WAY FOUNDATION		D Employer identification number 13-3065716
<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	Doing Business As Number and street (or P.O. box if mail is not delivered to street address) 1101 15TH STREET, NW		Room/suite 600
	City or town, state or country, and ZIP + 4 WASHINGTON, DC 20005		
	F Name and address of principal officer MICHAEL B. KEEGAN SAME AS C ABOVE		
I 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			E Telephone number 202-467-4999
J Website: ► WWW.PFAW.ORG			G Gross receipts \$ 11,617,557.
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
			H(c) Group exemption number ►

L Year of formation: **1981** M State of legal domicile: **DE**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: CONDUCTS RESEARCH, LEGAL AND EDUCATION WORK ON BEHALF OF FIRST AMENDMENT FREEDOMS AND DEMOCRATIC		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	28
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	27
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	44
	6 Total number of volunteers (estimate if necessary)	6	0
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	5,481,347.	10,994,081.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,486.	42,696.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,250.	4,536.
		5,490,083.	11,041,313.
		200,000.	400,000.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	2,139,068.	2,222,863.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	146,678.	192,678.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	b Total fundraising expenses (Part IX, column (D), line 25) ► 713,560.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,193,250.	2,635,683.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	4,678,996.	5,451,224.
	19 Revenue less expenses. Subtract line 18 from line 12	811,087.	5,590,089.
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	3,077,871.	8,801,735.
	22 Net assets or fund balances. Subtract line 21 from line 20	983,292.	1,139,100.
		2,094,579.	7,662,635.

Part II Signature Block

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OGDEN, UT

8/21/12

Beginning of Current Year End of Year

3,077,871. 8,801,735.

983,292. 1,139,100.

2,094,579. 7,662,635.

SCANNED SEP 25 2012

Signature of officer Date

MICHAEL B. KEEGAN, PRESIDENT

Type or print name and title

Paid Preparer Use Only	Print/Type preparer's name MARK C. THOMAS, CPA	Preparer's signature <i>Mark C. Thomas CPA</i>	Date 8/16/12	Check <input type="checkbox"/> if self-employed	PTIN F00362982
	Firm's name ► DROLET & ASSOCIATES, P.L.L.C		Firm's EIN ►	52-2057543	
	Firm's address ► 1901 L STREET, NW #250		Phone no.	202-822-0717	
	WASHINGTON, DC 20036				

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

132001 01-23-12 LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III X1 Briefly describe the organization's mission:**CONDUCTS RESEARCH, LEGAL AND EDUCATION WORK ON BEHALF OF FIRST AMENDMENT FREEDOMS AND DEMOCRATIC VALUES.**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 organization's program service accomplishments for each of its three largest program services, as measured 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 \$ **2,205,059.** including grants of \$ _____) (Revenue \$ _____)**LEADERSHIP DEVELOPMENT - DEVELOP AND PROVIDE STRATEGIC LONG-TERM LEADERSHIP DEVELOPMENT TRAINING THAT ENGAGES YOUTH AND TARGET CONSTITUENCIES TO DEVELOP AND SUPPORT THE NEXT GENERATION OF PROGRESSIVE LEADERS ON PROGRESSIVE POLICY ISSUES.**4b (Code _____) (Expenses \$ **805,279.** including grants of \$ **400,000.**) (Revenue \$ _____)**LEGAL AND PUBLIC POLICY - CONDUCT LITIGATION AND RESEARCH ANALYSIS TO PROMOTE AND DEFEND CONSTITUTIONAL LIBERTIES AS WELL AS PROVIDE EDUCATIONAL SUPPORT ON VARIOUS PUBLIC POLICY ISSUES WHICH ALSO SUPPORT CONSTITUTIONAL LIBERTIES.**4c (Code _____) (Expenses \$ **685,452.** including grants of \$ _____) (Revenue \$ _____)**PUBLIC INFORMATION AND MEMBER/CIVIC ENGAGEMENT, - PROVIDES INFORMATION TO MEDIA, ACTIVISTS AND GENERAL PUBLIC EDUCATING THEM ABOUT ORGANIZATIONAL ISSUES, POSITIONS, ACTIVITIES AND PUBLICATIONS THROUGH EVENTS, MULTIMEDIA OUTREACH STRATEGIES, PRESS RELEASES, DISTRIBUTION OF OP-EDS AND EDITORIAL MEMORANDA. EDUCATE MEMBERS AND ACTIVISTS TO ENGAGE IN ORGANIZATIONAL CAMPAIGNS AT THE LOCAL, STATE AND NATIONAL LEVELS.**4d Other program services (Describe in Schedule O.)(Expenses \$ **425,831.** including grants of \$ _____) (Revenue \$ _____)4e Total program service expenses ► **4,121,621.**

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?
If "Yes," complete Schedule A

2 Is the organization required to complete *Schedule B, Schedule of Contributors*?

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*

4 **Section 501(c)(3) organizations.** 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*

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*

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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*

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*

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete *Schedule D, Part III*

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*

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete *Schedule D, Part V*

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*

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*

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*

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*

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete *Schedule D, Part 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*

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete *Schedule D, Parts XI, XII, and XIII*

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

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete *Schedule E*

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete *Schedule F, Parts I and IV*

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*

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*

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*

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*

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*

20a Did the organization operate one or more hospital facilities? If "Yes," complete *Schedule H*

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	X	
2	X	
3		X
4	X	
5		X
6	X	
7		X
8		X
9		X
10	X	
11a	X	
11b		X
11c		X
11d		X
11e	X	
11f		X
12a	X	
12b		X
13		X
14a		X
14b		X
15		X
16		X
17	X	
18		X
19		X
20a		X
20b		

Part IV Checklist of Required Schedules (continued)

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

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
1a	1a	9	
1b	1b	0	
1c	X		
2a	2a	44	
b	2b	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a	3a	X	
3b	3b		
4a	4a	X	
b	5a	X	
5b	5b	X	
c	5c		
6a	6a	X	
b	6b		
7	7a	X	
a	7b	X	
b	7c	X	
c	7d		
d	7e	X	
e	7f	X	
f	7g	N/A	
g	7h	N/A	
8	8		
9	9a		
a	9b		
b	10a		
b	10b		
11	11a		
a	11b		
b	12a		
b	12b		
13	13a		
a	13b		
b	13c		
14a	14a	X	
b	14b		

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

1a Enter the number of voting members of the governing body at the end of the tax year
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.

1b Enter the number of voting members included in line 1a, above, who are independent

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?

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?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a The governing body?

b Each committee with authority to act on behalf of the governing body?

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

	Yes	No
1a		28
1b		27
2	X	
3	X	
4	X	
5	X	
6	X	
7a	X	
7b	X	
8a	X	
8b	X	
9	X	

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

10a Did the organization have local chapters, branches, or affiliates?

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review this Form 990

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

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

b Other officers or key employees of the organization

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?

b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10a	X	
10b		
11a	X	
12a	X	
12b	X	
12c	X	
13	X	
14	X	
15a	X	
15b	X	
16a	X	
16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► **AL, AK, AZ, AR, CA, CT, DC, FL, GA, HI, IL, KS**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made 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 made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► **DAVID J. PERLMAN, CFO - 202-467-4999**

1101 15TH STREET, NW, SUITE 600, WASHINGTON, DC 20005

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

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 (do not check more than one box, unless person is both an officer and a director/trustee)					(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			
(1) MICHAEL B. KEEGAN <u>PRESIDENT</u>	34.00	X		X			197,608.	92,992.	14,909.
(2) EV SHOREY <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(3) NORMAN LEAR <u>DIRECTOR</u>	1.00	X					0.	0.	0.
(4) RONALD FELDMAN <u>DIRECTOR</u>	1.00	X					0.	0.	0.
(5) DAVID E. ALTSCHUL <u>TREASURER</u>	1.00	X	X				0.	0.	0.
(6) JAMES A. AUTRY <u>BOARD CHAIR</u>	2.00	X	X				0.	0.	0.
(7) ALEC BALDWIN <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(8) BARBARA BLUHM-KAUL <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(9) JOHN H. BUCHANAN, JR <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(10) SENATOR KYRSTEN SINEMA <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(11) BERTIS DOWNS <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(12) NATE WESTHEIMER <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(13) JOAN HARRIS <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(14) DANIEL R. KATZ <u>DIRECTOR</u>	1.00	X					0.	0.	0.
(15) REV. TIMOTHY MCDONALD <u>DIRECTOR</u>	1.00	X					0.	0.	0.
(16) JOSHUA SAPAN <u>DIRECTOR</u>	1.00	X					0.	0.	0.
(17) RUTH B. USEM <u>DIRECTOR</u>	0.50	X					0.	0.	0.

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 (do not check more than one box, unless person is both an officer and a director/trustee)					(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			
(18) KATHLEEN TURNER <u>DIRECTOR</u>	1.00	X					0.	0.	0.
(19) MARGERY TABANKIN <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(20) RABBI DAVID SAPERSTEIN <u>DIRECTOR</u>	1.00	X					0.	0.	0.
(21) BRIAN COHEN <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(22) DEBORAH RAPPAPORT <u>DIRECTOR</u>	1.00	X					0.	0.	0.
(23) GERALDINE DAY ZURN <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(24) ARTHUR BELLINZONI <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(25) MARY FRANCES BERRY <u>DIRECTOR</u>	0.50	X					0.	0.	0.
(26) DAVID ROSE <u>DIRECTOR</u>	0.50	X					0.	0.	0.
1b Sub-total						►	197,608.	92,992.	14,909.
c Total from continuation sheets to Part VII, Section A						►	478,356.	367,632.	81,966.
d Total (add lines 1b and 1c)						►	675,964.	460,624.	96,875.

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

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X
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	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
BONNER GROUP PO BOX 523523, SPRINGFIELD, VA 22152	PROFESSIONAL FUNDRAISER	189,285.
DON MISCHER PRODUCTIONS, 8899 BEVERLY BLVD. STE. 902, LOS ANGELES, CA 90048	30TH ANNIVERSARY EVENT	145,336.
CONVIO, 11501 DOMAIN DRIVE SUITE 200, AUSTIN, TX 78758	WEBSITE HOSTING	138,278.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 3

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2011)

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

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, and Other Similar Amounts	1 a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c <u>1,735,808.</u>			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f <u>9,258,273.</u>			
	g Noncash contributions included in lines 1a-1f \$	<u>123,214.</u>			
	h Total. Add lines 1a-1f	► <u>10994081.</u>			
Program Service Revenue	2 a	Business Code			
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f	►			
	3	Investment income (including dividends, interest, and other similar amounts)	►	<u>16,280.</u>	
4	Income from investment of tax-exempt bond proceeds	►			
5	Royalties	►			
6 a	Gross rents	(i) Real	(ii) Personal		
b	Less: rental expenses				
c	Rental income or (loss)				
d	Net rental income or (loss)				
7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
b	Less: cost or other basis and sales expenses	<u>210,176.</u>			
c	Gain or (loss)	<u>183,760.</u>			
d	Net gain or (loss)	<u>26,416.</u>			<u>26,416.</u>
8 a	Gross income from fundraising events (not including \$ <u>1,735,808.</u> of contributions reported on line 1c) See Part IV, line 18	a <u>392,484.</u>			
b	Less: direct expenses	b <u>392,484.</u>			
c	Net income or (loss) from fundraising events	►	<u>0.</u>		
9 a	Gross income from gaming activities. See Part IV, line 19	a			
b	Less: direct expenses	b			
c	Net income or (loss) from gaming activities	►			
10 a	Gross sales of inventory, less returns and allowances	a			
b	Less: cost of goods sold	b			
c	Net income or (loss) from sales of inventory	►			
Miscellaneous Revenue		Business Code			
11 a	<u>MISCELLANEOUS</u>	<u>900099</u>	<u>4,536.</u>	<u>4,536.</u>	
b					
c					
d	All other revenue				
e	Total. Add lines 11a-11d	► <u>4,536.</u>			
12	Total revenue. See instructions.	► <u>11041313.</u>	<u>4,536.</u>	<u>0.</u>	<u>42,696.</u>

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).

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	400,000.	400,000.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	449,678.	185,397.	142,234.	122,047.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,414,373.	1,153,369.	154,835.	106,169.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	73,565.	58,477.	9,666.	5,422.
9 Other employee benefits	153,010.	117,693.	16,139.	19,178.
10 Payroll taxes	132,237.	95,426.	20,789.	16,022.
11 Fees for services (non-employees).				
a Management				
b Legal	414.	81.	333.	
c Accounting	33,906.		33,906.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	192,678.			192,678.
f Investment management fees				
g Other	237,771.	237,739.	32.	
12 Advertising and promotion	12,233.	11,794.	439.	
13 Office expenses	212,652.	140,841.	14,830.	56,981.
14 Information technology	124,372.	107,289.	9,525.	7,558.
15 Royalties				
16 Occupancy	895,625.	645,889.	136,859.	112,877.
17 Travel	246,004.	225,132.	1,767.	19,105.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	564,156.	564,156.		
20 Interest	20,307.		20,307.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	113,394.	91,524.	12,588.	9,282.
23 Insurance	41,955.	35,955.	4,047.	1,953.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a DATA PROCESSING	36,977.	8,737.	6,906.	21,334.
b CONTRIBUTIONS AND MEMBE	26,664.	25,911.	753.	
c CREATIVE FEES	10,720.	500.		10,220.
d GOVERNANCE	8,052.	8,052.		
e All other expenses	50,481.	7,659.	30,088.	12,734.
25 Total functional expenses. Add lines 1 through 24e	5,451,224.	4,121,621.	616,043.	713,560.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
Check here ► <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	60,782.	8,737.	9,517.	42,528.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,031,292.	1	1,010,090.
	2 Savings and temporary cash investments	577,086.	2	281,711.
	3 Pledges and grants receivable, net	1,093,499.	3	1,362,838.
	4 Accounts receivable, net	83,300.	4	22,537.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), 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)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	45,562.	9	42,116.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	628,905.		
	10b Less: accumulated depreciation	124,985.	10c	503,920.
	11 Investments - publicly traded securities	97,217.	11	5,524,897.
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	57,570.	15	53,626.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	3,077,871.	16	8,801,735.
Liabilities	17 Accounts payable and accrued expenses	305,248.	17	543,273.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	678,044.	25	595,827.
	26 Total liabilities. Add lines 17 through 25	983,292.	26	1,139,100.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	884,673.	27	6,101,107.
	28 Temporarily restricted net assets	1,036,216.	28	1,387,838.
	29 Permanently restricted net assets	173,690.	29	173,690.
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	2,094,579.	33	7,662,635.
	34 Total liabilities and net assets/fund balances	3,077,871.	34	8,801,735.

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	11,041,313.
2	5,451,224.
3	5,590,089.
4	2,094,579.
5	-22,033.
6	7,662,635.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990. Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?
 b Were the organization's financial statements audited by an independent accountant?
 c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
 d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
 b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		<input checked="" type="checkbox"/>
2b	<input checked="" type="checkbox"/>	
2c	<input checked="" type="checkbox"/>	
3a		<input checked="" type="checkbox"/>
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

PEOPLE FOR THE AMERICAN WAY FOUNDATION

Employer identification number

13-3065716

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state. _____
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
 h Provide the following information about the supported organization(s).

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?	(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?	(vii) Amount of support
				Yes	No		
Total							

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

Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")	13427173.	8115112.	5214093.	5481347.	10994081.	43231806.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	13427173.	8115112.	5214093.	5481347.	10994081.	43231806.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						8765872.
6 Public support. Subtract line 5 from line 4						34465934.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	13427173.	8115112.	5214093.	5481347.	10994081.	43231806.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	12,198.	-12,892.	9,717.	5,486.	42,696.	57,205.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	69,717.	166,884.	12,068.	3,250.	4,536.	256,455.
11 Total support. Add lines 7 through 10						43545466.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	79.15	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	88.20	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		► <input checked="" type="checkbox"/>	
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		► <input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		► <input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		► <input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		► <input type="checkbox"/>	

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2011. 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 ► <input type="checkbox"/>		
b 33 1/3% support tests - 2010. 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 ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

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► Complete if the organization is described below. ► Attach to Form 990 or Form 990-EZ.
► See separate instructions.

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations. Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations. Complete Part III.

Name of organization

Employer identification number

PEOPLE FOR THE AMERICAN WAY FOUNDATION

13-3065716

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1** Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2** Political expenditures
- 3** Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955
2 Enter the amount of any excise tax incurred by organization managers under section 4955
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
4a Was a correction made?

► \$ _____
► \$ _____

<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
<input type="checkbox"/>	Yes	<input type="checkbox"/>	No

b If "Yes," describe in Part IV.

Part I-C | Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ► \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds	If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

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

Schedule C (Form 990 or 990-EZ) 2011

I-HA

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768
(election under section 501(h)).

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)		400,000.	
c Total lobbying expenditures (add lines 1a and 1b)		400,000.	
d Other exempt purpose expenditures		5,051,224.	
e Total exempt purpose expenditures (add lines 1c and 1d)		5,451,224.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		422,561.	
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e.		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000.		
g Grassroots nontaxable amount (enter 25% of line 1f)		105,640.	
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount			376,616.	422,561.	799,177.
b Lobbying ceiling amount (150% of line 2a, column(e))					1,198,766.
c Total lobbying expenditures			200,000.	400,000.	600,000.
d Grassroots nontaxable amount			94,154.	105,640.	199,794.
e Grassroots ceiling amount (150% of line 2d, column (e))					299,691.
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

<i>For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity</i>	(a)	
	Yes	No
	(b)	
	Amount	
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:		
a Volunteers?		
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		
c Media advertisements?		
d Mailings to members, legislators, or the public?		
e Publications, or published or broadcast statements?		
f Grants to other organizations for lobbying purposes?		
g Direct contact with legislators, their staffs, government officials, or a legislative body?		
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		
i Other activities?		
j Total Add lines 1c through 1i		
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		
b If "Yes," enter the amount of any tax incurred under section 4912		
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912		
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?		

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

1 Were substantially all (90% or more) dues received nondeductible by members? 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less? 3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	Yes	No
	1	
	2	
	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid). a Current year b Carryover from last year c Total 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? 5 Taxable amount of lobbying and political expenditures (see instructions)	1		
		2a	
		2b	
		2c	
	3		
	4		
	5		

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4, Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information

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, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2011Open to Public
Inspection

Name of the organization

PEOPLE FOR THE AMERICAN WAY FOUNDATIONEmployer identification number
13-3065716**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? Yes 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? Yes 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).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 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
2a	
2b	
2c	
2d	

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

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 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.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CAPITAL LEASE PAYABLE	509,575.
(3) SUBLEASE DEPOSITS	7,636.
(4) DUE TO AFFILIATE	78,616.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ►	595,827.

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	11,041,313.
2 Total expenses (Form 990, Part IX, column (A), line 25)	2	5,451,224.
3 Excess or (deficit) for the year. Subtract line 2 from line 1	3	5,590,089.
4 Net unrealized gains (losses) on investments	4	-22,033.
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	-22,033.
10 Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	5,568,056.

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	11,422,801.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments	2a	-22,033.
b Donated services and use of facilities	2b	11,037.
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV.)	2d	392,484.
e Add lines 2a through 2d	2e	381,488.
3 Subtract line 2e from line 1	3	11,041,313.
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	11,041,313.

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

1 Total expenses and losses per audited financial statements	1	5,854,745.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	11,037.
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIV.)	2d	392,484.
e Add lines 2a through 2d	2e	403,521.
3 Subtract line 2e from line 1	3	5,451,224.
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	5,451,224.

Part XIV Supplemental Information

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

PART V, LINE 4: ARTHUR J. KROPP MEMORIAL FUND - CONTRIBUTIONS TO THE

FUND ARE TO BE HELD INDEFINITELY. THE INCOME GENERATED IS TO BE EXPENDED

TO SUPPORT PFAWF'S ADVANCEMENT OF THE LATE PRESIDENT'S DREAM OF A MORE

JUST AND TOLERANT AMERICA.

IN DECEMBER 1999, PFAWF ESTABLISHED THE CAROLE SHIELDS FELLOWSHIP FUND.

THE PURPOSE OF THE FUND IS TO PROVIDE A STIPEND FOR A COLLEGE INTERNSHIP

AT PFAWF.

PART X, LINE 2: THE PROVISIONS OF THE FINANCIAL ACCOUNTING STANDARDS BOARD (FASB), ACCOUNTING STANDARDS CODIFICATION 740, INCOME TAXES (ASC 740) REQUIRE THAT A TAX POSITION BE RECOGNIZED OR DERECOGNIZED BASED ON A "MORE-LIKELY-THAN-NOT" THRESHOLD. THIS APPLIES TO POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. PFAWF DOES NOT BELIEVE ITS FINANCIAL STATEMENTS INCLUDE, OR REFLECT, ANY UNCERTAIN TAX POSITIONS.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENTS

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENTS

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No 1545-0047

2011

Open To Public
Inspection

Name of the organization

PEOPLE FOR THE AMERICAN WAY FOUNDATION

Employer identification number
13-3065716

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

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

a <input checked="" type="checkbox"/> Mail solicitations	e <input type="checkbox"/> Solicitation of non-government grants
b <input checked="" type="checkbox"/> Internet and email solicitations	f <input type="checkbox"/> Solicitation of government grants
c <input checked="" type="checkbox"/> Phone solicitations	g <input checked="" type="checkbox"/> Special fundraising events
d <input checked="" type="checkbox"/> In-person solicitations	

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
BONNER GROUP - PO BOX 523523, SPRINGFIELD, VA 22152	SOLICITOR/CONSULTANT	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	1,268,227.	173,710.	1,094,517.
THE SHARPE GROUP - 8700 TRAIL DRIVE WEST, STE 222, MEMPHIS,	CONSULTANT		0.	18,968.	-18,968.
Total			1,268,227.	192,678.	1,075,549.

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

AL, AK, AZ, AR, CA, CT, DC, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, TX, UT, VA, WA, WV, WI

Part II

Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

	(a) Event #1 30TH CA-ANNIVERSARY-ANNIVERSA (event type)	(b) Event #2 30TH 3 (event type)	(c) Other events 3 (total number)	(d) Total events (add col. (a) through col. (c))
Revenue				
1 Gross receipts	1,303,103.	388,370.	436,819.	2,128,292.
2 Less: Charitable contributions	981,543.	334,937.	419,328.	1,735,808.
3 Gross income (line 1 minus line 2)	321,560.	53,433.	17,491.	392,484.
Direct Expenses				
4 Cash prizes				
5 Noncash prizes				
6 Rent/facility costs				
7 Food and beverages				
8 Entertainment				
9 Other direct expenses	321,560.	53,433.	17,491.	392,484.
10 Direct expense summary. Add lines 4 through 9 in column (d)				► (392,484)
11 Net income summary. Combine line 3, column (d), and line 10				► 0.

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than

\$15,000 on Form 990-EZ, line 6a.

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

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

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

Schedule G (Form 990 or 990-EZ) 2011 **PEOPLE FOR THE AMERICAN WAY FOUNDATION** 13-3065716 Page 3

11 Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: BONNER GROUP

(I) ADDRESS OF FUNDRAISER: PO BOX 523523, SPRINGFIELD, VA 22152

(I) NAME OF FUNDRAISER: THE SHARPE GROUP

(I) ADDRESS OF FUNDRAISER:

8700 TRAIL DRIVE WEST, STE 222, MEMPHIS, TN 38125

SCHEDULE G, PART I, LINE 2B, COLUMN (V): IN ADDITION TO PROFESSIONAL FUNDRAISING FEES, PFAWF PAID BONNER GROUP \$9,285 IN REIMBURSED EXPENSES. PER THE WRITTEN AGREEMENT "PFAWF WILL BE BILLED AND WILL BE RESPONSIBLE FOR PAYING AND/OR REIMBURSING BONNER FOR REASONABLE EXPENSES INCURRED DUE TO BONNER'S ACTIVITIES FOR PFAWF. BONNER SHALL MAINTAIN ADEQUATE RECORDS TO DOCUMENT THESE EXPENSES AND SHALL PRODUCE SUCH DOCUMENTATION UPON REQUEST BY PFAWF. EXPENSES INCLUDE, BUT ARE NOT LIMITED TO:

1. TRAVEL EXPENSES;
2. TELEPHONE AND FAX EXPENSES;
3. PRINTING, POSTAGE AND MAIL-HOUSING EXPENSES;
4. OFFICE AND COMPUTER COSTS TO COVER IN-HOUSE PRINTING AND COPYING FOR
LARGE PRINTING OR COPYING JOBS."

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

2011

Open to Public
Inspection

Name of the organization

PEOPLE FOR THE AMERICAN WAY FOUNDATION

Employer identification number
13-3065716

Part I Questions Regarding Compensation

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

<input type="checkbox"/> First-class or charter travel	<input 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)

Yes

No

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

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?

1b

2

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

<input type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input 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

4a

4b

4c

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

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

Only 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?

- b** Any related organization?

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

5a

5b

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

- a** The organization?

- b** Any related organization?

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

6a

6b

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

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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 MICHAEL B. KEEGAN	(\$197,608.)	0.	0.	0.	9,270.	868.	207,746.
	(\$92,992.)	0.	0.	0.	4,362.	409.	97,763.
	(\$85,022.)	0.	0.	0.	4,567.	3,173.	92,762.
2 DOMINIC UCCI	(\$85,022.)	0.	0.	0.	4,567.	3,173.	92,762.
	(\$95,811.)	0.	0.	0.	5,076.	3,998.	104,885.
3 DAVID J. PERLMAN	(\$56,270.)	0.	0.	0.	2,981.	2,348.	61,599.
	(\$81,471.)	0.	0.	0.	4,386.	3,047.	88,904.
4 MARGERY BAKER	(\$91,871.)	0.	0.	0.	4,946.	3,436.	100,253.
5							0.
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

PEOPLE FOR THE AMERICAN WAY FOUNDATION

Employer identification number
13-3065716

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for
at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for
the entire holding period?

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked,
describe in Part II.

	Yes	No
30a		X
31	X	
32a		X

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

2011

Open to Public
Inspection

Name of the organization

PEOPLE FOR THE AMERICAN WAY FOUNDATION

Employer identification number
13-3065716

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

VALUES

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

PROGRAM DEVELOPMENT AND MANAGEMENT - SHORT AND LONG TERM STRATEGIC
PLANNING ON ORGANIZATIONAL ISSUES AS WELL AS COORDINATE ACTIVITIES
BETWEEN VARIOUS PROGRAMS.

EXPENSES \$ 425,831. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 2: NORMAN LEAR AND DANIEL R. KATZ -
FAMILY RELATIONSHIP

EV SHOREY AND GERALDINE DAY ZURN - FAMILY RELATIONSHIP

FORM 990, PART VI, SECTION B, LINE 11: THE ORGANIZATION'S FORM 990 IS
REVIEWED IN DETAIL BY THE CHIEF FINANCIAL OFFICER AND THE PRESIDENT. IN
ADDITION, A COPY OF THE 990 IS PROVIDED TO MEMBERS OF THE BOARD OF
DIRECTORS BEFORE IT IS FILED.

FORM 990, PART VI, SECTION B, LINE 12C: THE BOARD OF DIRECTORS DISCUSS THE
CONFLICT OF INTEREST POLICY AT BOARD OF DIRECTORS MEETINGS DURING THE YEAR.
MANAGEMENT PERIODICALLY REDISTRIBUTED THE CONFLICT OF INTEREST POLICY TO
STAFF AND MONITORS COMPLIANCE.

FORM 990, PART VI, SECTION B, LINE 15: COMPENSATION OF THE ORGANIZATION'S
OFFICERS AND KEY EMPLOYEES IS REVIEWED AND APPROVED BY THE GOVERNING BOARD
USING THE INPUT OF INDUSTRY DATA, AMOUNTS FROM OTHER ORGANIZATION'S FORM

Name of the organization

PEOPLE FOR THE AMERICAN WAY FOUNDATIONEmployer identification number
13-3065716

990, AND OCCASIONAL INPUT FROM COMPENSATION CONSULTANTS. COMPENSATION FOR THESE INDIVIDUALS IS REVIEWED AND APPROVED ANNUALLY.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AK, AZ, AR, CA, CT, DC, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, OH, OK, OR, PA, RI, SC, TN, TX, UT, VA, WA, WV

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST.

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

NET UNREALIZED LOSSES ON INVESTMENTS: -22,033.

FORM 990, PART XI, LINE 2C

THE BOARD ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT AND SELECTION OF AN INDEPENDENT ACCOUNTANT. THIS PROCESS HAS NOT CHANGED FROM PRIOR YEARS.

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

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EMPLOYEE FOB THE AMERICAN WAY FOUNDATION
13-3065716

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

Part II Identification of Related Tax-Exempt Organizations during the tax year

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
PEOPLE FOR THE AMERICAN WAY - 52-1366721 1101 15TH STREET, NW STE 600 WASHINGTON, DC 20005	TO PROVIDE INFORMATION ON SECURED CONSTITUTIONAL CIVIL RIGHTS TO THE PUBLIC	DISTRICT OF COLUMBIA 501 (C) (4)		N/A		X
PEOPLE FOR THE AMERICAN WAY VOTERS ALLIANCE - 52-2068524. 1101 15TH STREET, NW STE 600. WASHINGTON, DC 20005	TO SUPPORT CANDIDATES IN FEDERAL, STATE AND LOCAL ELECTIONS	DISTRICT OF COLUMBIA 527		N/A		X
PEOPLE FOR THE AMERICAN WAY ACTION FUND - 32-0025893. 1101 15TH STREET, NW STE 600. WASHINGTON, DC 20005	VOTER TURNOUT ACTIVITIES INTENDED TO INFLUENCE OUTCOME OF CANDIDATE ELEC	DISTRICT OF COLUMBIA 527		N/A		X

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

Schedule R (Form 990) 2011

PEOPLE FOB THE AMERICAN WAY FOUNDATION

Part III

Identification of Related Organizations Taxable as a Partnership (Continued)

organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations taxable as corporations or trusts during the tax year.)

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 entry 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?

	Yes	No
1a	X	
1b	X	
1c	X	
1d	X	
1e	X	
1f	X	
1g	X	
1h	X	
1i	X	
1j	X	
1k	X	
1l	X	
1m	X	
1n	X	
1o	X	
1p	X	
1q	X	
1r	X	

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-f)	(c) Amount involved	(d) Method of determining amount involved
(1) PEOPLE FOR THE AMERICAN WAY	B	400,000.		
(2) PEOPLE FOR THE AMERICAN WAY	M	537,552.		
(3) PEOPLE FOR THE AMERICAN WAY	N	1,967,422.		
(4) PEOPLE FOR THE AMERICAN WAY	O	109,782.		
(5) PEOPLE FOR THE AMERICAN WAY	P	111,155.		
(6)				

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entry taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

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

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions PEOPLE FOR THE AMERICAN WAY FOUNDATION	Employer identification number (EIN) or X 13-3065716
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1101 15TH STREET, NW, NO. 600	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20005	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 1**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

DAVID J. PERLMAN, CFO

- The books are in the care of ► **1101 15TH STREET, NW, SUITE 600 - WASHINGTON, DC 20005**
Telephone No. ► **202-467-4999** FAX No. ► **202-293-2672**
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**.

5 For calendar year **2011**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension **ADDITIONAL TIME IS REQUIRED TO OBTAIN THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ► Mark C. Johnson Title ► CPA

Date ► 7/31/12

Form 8868 (Rev. 1-2012)