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Form 990

Return of Organization Exempt From Income Tax

2011

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

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

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable

C Name of organization
COUNCIL ON FOUNDATIONS INCD Employer identification number
13-6068327E Telephone number
(800) 673-9036

F Gross receipts \$ 20,284,933

G Amended return

H Application pending

I Initial return

J Terminated

K Name and address of principal officer
JEFF CLARKE
2121 CRYSTAL DRIVE NO 700
ARLINGTON, VA 22202L Name and address of principal officer
JEFF CLARKE
2121 CRYSTAL DRIVE NO 700
ARLINGTON, VA 22202M Tax-exempt status
 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

N Website: ► WWW COF.ORG

O Form of organization
 Corporation Trust Association Other ►

P Year of formation 1957

Q State of legal domicile NY

Part I Summary

1 Briefly describe the organization's mission or most significant activities TO SERVE THE PUBLIC GOOD BY PROMOTING AND ENHANCING RESPONSIBLE AND EFFECTIVE PHILANTHROPY
2 Check this box ► 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)
4 Number of independent voting members of the governing body (Part VI, line 1b)
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)
6 Total number of volunteers (estimate if necessary)
7a Total unrelated business revenue from Part VIII, column (C), line 12
b Net unrelated business taxable income from Form 990-T, line 34

Revenue	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	10,092,110	9,172,971
9 Program service revenue (Part VIII, line 2g)	5,694,818	7,749,520
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	776,342	480,086
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	130,641	397,273
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	16,693,911	17,799,850

Expenses	Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	117,200	14,550
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	7,544,450	9,562,577
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ► 366,604		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	9,846,231	11,809,475
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	17,507,881	21,386,602
19 Revenue less expenses Subtract line 18 from line 12	-813,970	-3,586,752

Net Assets or Fund Balances	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	23,550,862	18,872,089
21 Total liabilities (Part X, line 26)	5,373,539	5,506,535
22 Net assets or fund balances Subtract line 21 from line 20	18,177,323	13,365,554

Part II Signature Block

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

Sign Here	***** Signature of officer JEFF CLARKE INTERIM PRESIDENT/CEO Type or print name and title	2012-05-18 Date

Paid Preparer's Use Only	Preparer's signature ► FRANK H SMITH	Date 2012-05-18	Check if self-employed ►	Preparer's taxpayer identification number (see instructions) P00639053
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► RAFFA PC 1899 L STREET NW SUITE 900 WASHINGTON, DC 20036	EIN ► 52-1511275	Phone no ► (202) 822-5000	

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1** Briefly describe the organization's mission

TO PROVIDE THE OPPORTUNITY, LEADERSHIP, AND TOOLS NEEDED BY PHILANTHROPIC ORGANIZATIONS TO EXPAND, ENHANCE, AND SUSTAIN THEIR ABILITY TO ADVANCE THE COMMON GOOD

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 \$ 8,909,951 including grants of \$) (Revenue \$ 7,212,528)

MEMBER SERVICES - THE COUNCIL ENSURES THAT FOUNDATIONS ARE CONNECTED TO HIGH-QUALITY SERVICES ACROSS A BROAD RANGE OF NEEDS. TO THIS END, THE COUNCIL HAS BECOME BOTH A DEVELOPER AND GO-TO SOURCE FOR EDUCATIONAL EXPERTISE AND NETWORKING OPPORTUNITIES RELATED TO CORE FIELD-WIDE ISSUES (E.G., EDUCATIONAL EXPERTISE THAT SUPPORTS THE FIELD'S ABILITY TO ACHIEVE STANDARDS OF STRONG GOVERNANCE AND EFFECTIVENESS IN GRANTMAKING). ADDITIONALLY, THE COUNCIL SEEKS OPPORTUNITIES TO PARTNER WITH THE BROADER NETWORK OF PHILANTHROPIC INFRASTRUCTURE ORGANIZATIONS TO CO-CREATE AND DELIVER HIGH-QUALITY, CO-BRANDED EDUCATIONAL OFFERINGS

4b (Code) (Expenses \$ 2,839,138 including grants of \$ 10,750) (Revenue \$ 66,862)

STRATEGIC COMMUNICATIONS - INCREASE OUTREACH AND COMMUNICATIONS TO MEMBERS, INFRASTRUCTURE PARTNERS, THE FIELD, AND THE MEDIA THROUGH MULTIPLE HIGH-IMPACT COMMUNICATIONS PLATFORMS. THE COUNCIL CAPITALIZES ON 21ST CENTURY TRENDS OF NETWORKING AND KNOWLEDGE MANAGEMENT, INCORPORATING INNOVATIVE USES OF TECHNOLOGY. THIS ENSURES FOUNDATIONS ARE CONNECTED TO ONE ANOTHER (FOR PEER-TO-PEER LEARNING) AND TO EXPERT CONTENT TO ADDRESS THEIR MOST PRESSING NEEDS

4c (Code) (Expenses \$ 1,571,012 including grants of \$) (Revenue \$)

PUBLIC POLICY - THE COUNCIL IS THE LEADING ADVOCACY ORGANIZATION PROMOTING A POSITIVE VISION FOR PHILANTHROPY, MAKING PHILANTHROPY CONSEQUENTIAL, AND CONVEYING TO INFLUENTIAL PUBLIC LEADERS AND POLICY MAKERS A COMPELLING, CLEAR AGENDA AND CASE FOR ENABLING PHILANTHROPY. THE COUNCIL STRIVES TO ENSURE A POSITIVE LEGISLATIVE AND REGULATORY ENVIRONMENT FOR PHILANTHROPY, AS WELL AS HIGHLIGHT FOR LAWMAKERS THE CRITICAL WORK BEING DONE BY FOUNDATIONS IN COMMUNITIES ACROSS THE COUNTRY. THESE EFFORTS ENTAIL ADVANCING PUBLIC POLICIES ON KEY ISSUES, INCLUDING TAX POLICY

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 13,320,101

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* (see instructions)?

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, Part I.

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 U.S.? If "Yes," complete Schedule F, Part 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 U.S.? If "Yes," complete Schedule F, Part 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 hospitals? If "Yes," complete Schedule H.

b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements.

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

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	<input checked="" type="checkbox"/>	21	Yes	
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	<input checked="" type="checkbox"/>	22	No	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	<input checked="" type="checkbox"/>	23	Yes	
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 questions 24b-24d and complete Schedule K. If "No," go to line 25		24a	No	
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		24b		
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		24c		
24d	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	No	
25b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		25b	No	
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	No	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		27	No	
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		28a	No	
28b	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		28b	No	
28c	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		28c	No	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	<input checked="" type="checkbox"/>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	<input checked="" type="checkbox"/>	30	No	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		31	No	
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	No	
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	<input checked="" type="checkbox"/>	33	No	
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	<input checked="" type="checkbox"/>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?		35a	Yes	
35b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	<input checked="" type="checkbox"/>	35b	No	
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	<input checked="" type="checkbox"/>	36	No	
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	<input checked="" type="checkbox"/>	37	No	
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	Yes	

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	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	52
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	113
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a	No
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).	7a	Yes
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	Yes
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	No
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state	13b	
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
c	Enter the aggregate amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 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

1a	35
1b	34

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
2		No
3		No
4	Yes	
5		No
6	Yes	
7a	Yes	
7b	Yes	
8a	Yes	
8b	Yes	
9		No

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 the 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		No
10b		
11a	Yes	
12a	Yes	
12b	Yes	
12c	Yes	
13	Yes	
14	Yes	
15a	Yes	
15b		No
16a		No
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, FL, GA, IL, KS, KY, LA, MD, MA, MI, MN, MS, NH, NJ, NM, NY, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (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. See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►

SHANNON SCOTT VICE PRESIDENT AND C
2121 CRYSTAL DRIVE 700
ARLINGTON, VA 22202
(800) 673-9036

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 VI

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, and **current** key employees 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, or 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 organizations compensated any current or former officer, director, or trustee.

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

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 **►11**

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

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)	(B)	(C)
Name and business address	Description of services	Compensation
ROCHELLE COLCLOUGH		
3407 ASHLEY VIEW DRIVE		
CHARLOTTE, NC 28213	CONFERENCE CONSULTING	212,515
PARTNERS INTERNATIONAL		
PO BOX 759024		
BALTIMORE, MD 212759024	IT SUPPORT	207,310
CAPLIN AND DRYSDALE		
ONE THOMAS CIRCLE NW SUITE 1100		
WASHINGTON, DC 20005	LEGAL	168,353
LARSON ALLEN LLP		
PO BOX 643637		
CINCINNATI, OH 452643637	ACCOUNTING SERVICES	161,379
RAFFA PC		
1899 L ST NW SUITE 900		
WASHINGTON, DC 20036	AUDIT SERVICES	152,177

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 ►10

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a					
	b Membership dues	1b 6,158,806					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 3,014,165					
	g Noncash contributions included in lines 1a-1f \$ 335,139						
	h Total. Add lines 1a-1f		9,172,971				
Program Service Revenue	Business Code						
			2a MEMBERSHIP DUES	900099	4,602,200	4,602,200	
			b CONF REGIST /EXHIBIT	900099	3,062,991	2,592,861	470,130
			c PUBLICATIONS	900099	66,862	66,862	
			d HONORARIA AND FEES	900099	17,467	17,467	
			e				
	f All other program service revenue						
	g Total. Add lines 2a-2f		7,749,520				
3 Investment income (including dividends, interest and other similar amounts)		353,430		353,430			
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6a Gross rents	(I) Real	(II) Personal					
b Less rental expenses							
c Rental income or (loss)							
d Net rental income or (loss)							
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other					
b Less cost or other basis and sales expenses	2,611,739						
c Gain or (loss)	2,485,083						
d Net gain or (loss)	126,656			126,656			
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18							
b Less direct expenses	b						
c Net income or (loss) from fundraising events							
9a Gross income from gaming activities See Part IV, line 19							
b Less direct expenses	b						
c Net income or (loss) from gaming activities							
10a Gross sales of inventory, less returns and allowances							
b Less cost of goods sold	b						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue		Business Code					
11a MISCELLANEOUS	900099	316,104		316,104			
b OFFICE RENTAL INCOME	900099	31,338		31,338			
c CONFERENCE ROOM RENTAL	900099	27,410		27,410			
d All other revenue		22,421	22,421				
e Total. Add lines 11a-11d		397,273					
12 Total revenue. See Instructions		17,799,850	7,279,390	22,421	1,325,068		

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 **Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	10,750	10,750		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	3,800	3,800		
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	1,512,707	656,629	795,057	61,021
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	6,735,131	4,144,639	2,512,996	77,496
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	156,112	110,483	43,575	2,054
9 Other employee benefits	626,106	468,148	151,640	6,318
10 Payroll taxes	532,521	308,426	215,188	8,907
11 Fees for services (non-employees)				
a Management				
b Legal	372,545	337,348	35,197	
c Accounting	270,207		270,207	
d Lobbying				
e Professional fundraising See Part IV, line 17				
f Investment management fees	60,110		60,110	
g Other	4,255,913	2,608,284	1,552,128	95,501
12 Advertising and promotion	51,433	6,903	39,530	5,000
13 Office expenses	1,416,397	651,415	758,459	6,523
14 Information technology	112,448	52,055	60,393	
15 Royalties				
16 Occupancy	1,484,423	878,067	544,360	61,996
17 Travel	621,122	480,014	136,425	4,683
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	2,110,023	1,989,793	116,378	3,852
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	730,144	431,896	267,754	30,494
23 Insurance	66,068	39,081	24,228	2,759
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a MAINTENANCE	134,669	24,500	110,169	
b AUTHORS AND SPEAKERS	96,589	95,012	1,577	
c LICENSE FEES	22,700	22,700		
d LOSS ON DISPOSAL	4,526		4,526	
e				
f All other expenses	158	158		
25 Total functional expenses. Add lines 1 through 24f	21,386,602	13,320,101	7,699,897	366,604
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	307	1	418
	2 Savings and temporary cash investments	1,713,492	2	1,110,899
	3 Pledges and grants receivable, net	1,924,890	3	662,680
	4 Accounts receivable, net	41,336	4	129,353
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	232,438	9	295,693
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	6,326,226	10a	
	b Less accumulated depreciation	2,856,458	10b	3,603,943
	11 Investments—publicly traded securities	14,353,986	11	11,920,777
	12 Investments—other securities See Part IV, line 11	1,527,360	12	1,066,229
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	153,110	15	216,272
	16 Total assets. Add lines 1 through 15 (must equal line 34)	23,550,862	16	18,872,089
Liabilities	17 Accounts payable and accrued expenses	1,144,823	17	1,852,969
	18 Grants payable		18	
	19 Deferred revenue	859,511	19	574,837
	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	3,369,205	25	3,078,729
	26 Total liabilities. Add lines 17 through 25	5,373,539	26	5,506,535
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	13,994,668	27	9,958,852
	28 Temporarily restricted net assets	3,984,050	28	3,208,097
	29 Permanently restricted net assets	198,605	29	198,605
	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	18,177,323	33	13,365,554
	34 Total liabilities and net assets/fund balances	23,550,862	34	18,872,089

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	17,799,850
2	Total expenses (must equal Part IX, column (A), line 25)	2	21,386,602
3	Revenue less expenses Subtract line 2 from line 1	3	-3,586,752
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	18,177,323
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-1,225,017
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	13,365,554

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

	Yes	No
1 Accounting method used to prepare the Form 990	<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O	
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		2a
2b Were the organization's financial statements audited by an independent accountant?	2b Yes	No
2c If "Yes," to 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		2c Yes
2d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated 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?		3a
3b 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		3b No

2011

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**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.

Department of the Treasury
Internal Revenue Service

Name of the organization
COUNCIL ON FOUNDATIONS INC

Employer identification number

13-6068327

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 **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

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 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	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in IRC 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")	15,673,205	15,474,885	14,242,352	10,092,110	9,172,971	64,655,523
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	15,673,205	15,474,885	14,242,352	10,092,110	9,172,971	64,655,523
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)						3,780,290
6 Public Support. Subtract line 5 from line 4						60,875,233

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	15,673,205	15,474,885	14,242,352	10,092,110	9,172,971	64,655,523
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,543,924	985,751	625,005	356,827	412,178	3,923,685
9 Net income from unrelated business activities, whether or not the business is regularly carried on		23,694				23,694
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	36,169	43,772	166,817	69,574	316,104	632,436
11 Total support (Add lines 7 through 10)						69,235,338
12 Gross receipts from related activities, etc (See instructions)					12	24,786,168
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						<input checked="" 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	87 930 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	89 360 %
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 the 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 checked="" 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 checked="" 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 checked="" 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 checked="" type="checkbox"/>

Part III Support Schedule for Organizations Described in IRC 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 501(c)(3) organization, check this box and stop here						

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

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Additional Data

Software ID:
Software Version:
EIN: 13-6068327
Name: COUNCIL ON FOUNDATIONS INC

Form 990, Special Condition Description:**Special Condition Description****Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
CAROL S LARSON CHAIR	8 50	X		X			0	0	0
KEVIN K MURPHY VICE CHAIR	8 50	X		X			0	0	0
WILLIAM W GINSBERG TREASURER	8 50	X		X			0	0	0
SHERECE WEST SECRETARY	8 50	X		X			0	0	0
AKHTAR BADSHAH DIRECTOR	8 50	X					0	0	0
MICHAEL JOHN BALAOING ESQ DIRECTOR	8 50	X					0	0	0
C DAVID CAMPBELL DIRECTOR	8 50	X					0	0	0
ANN CRAMER DIRECTOR	8 50	X					0	0	0
DINAH DITTMAN DIRECTOR	8 50	X					0	0	0
GEORGE E ESPY DIRECTOR	8 50	X					0	0	0
DAVID ETZWILER DIRECTOR	8 50	X					0	0	0
THERESA FAY-BUSTILLOS DIRECTOR	8 50	X					0	0	0
SHARNA GOLDSEKER DIRECTOR	8 50	X					0	0	0
CAROL GOSS DIRECTOR	8 50	X					0	0	0
TERI HANSEN DIRECTOR	8 50	X					0	0	0
ANTONIA HERNANDEZ DIRECTOR	8 50	X					0	0	0
REGINALD JONES DIRECTOR	8 50	X					0	0	0
DANIEL LEE DIRECTOR	8 50	X					0	0	0
LANCE E LINDBLOM DIRECTOR	8 50	X					0	0	0
SHERRY P MAGILL PHD DIRECTOR	8 50	X					0	0	0
TERRY MAZANY DIRECTOR	8 50	X					0	0	0
JOSHUA MINTZ DIRECTOR	8 50	X					0	0	0
JUDY JOLLEY MOHRAZ PHD DIRECTOR	8 50	X					0	0	0
RICHARD L MOORE DIRECTOR	8 50	X					0	0	0
WENDA WEEKS MOORE DIRECTOR	8 50	X					0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director	Individual trustee	Institutional Trustee	Office	Key employee	Highest compensated employee	Former	
JOAN M PRINCE PHD DIRECTOR	8.50	X							0
RONALD B RICHARD DIRECTOR	8.50	X							0
SHERRY RISTAU DIRECTOR	8.50	X							0
CARLA ROBERTS DIRECTOR	8.50	X							0
DIANA R SIEGER DIRECTOR	8.50	X							0
NINA STACK DIRECTOR	8.50	X							0
CHET TCHOZEWSKI DIRECTOR	8.50	X							0
MARTA TELLADO DIRECTOR	8.50	X							0
RICHARD WOO DIRECTOR	8.50	X							0
STEVE GUNDERSON - UNTIL 8/31/11 FORMER PRESIDENT/CEO	35.00	X		X				431,363	0
JEFF CLARKE INTERIM PRESIDENT/CEO	35.00			X				109,106	0
STEVEN SIESSE - UNTIL 2/25/11 VP OF FINANCE/ADMINISTRATION	35.00			X				47,311	0
KISHA DIMBO EXECUTIVE VP/COO	35.00				X			219,810	0
JANNE GALLAGHER VP/GENERAL COUNSEL	35.00				X			250,940	0
BEVERLY BARNES - UNTIL 9/21/11 FORMER VP OF COMM & MRKTG	35.00				X			185,575	0
ANDREW SCHULZ VP GOVT REL & POLICY	35.00				X			170,822	0
MATTHEW NELSON VP MEMBER SERVICES	35.00					X		155,553	0
KELLY SIMONE DEPUTY LEGAL COUNSEL	35.00					X		138,109	0
RENEE BRANCH AVP DIVERSITY & INCL	35.00					X		143,405	0
RACHEL J MOSHER-WILLIAMS VP - CONFERENCES	35.00					X		140,777	0
STEPHANIE POWERS DIRECTOR - PUBLIC-PHILANTHROPIC PARTNERSHIP	35.00					X		126,386	0

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2011****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

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

**Open to Public
Inspection**

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, line 35c (Proxy Tax), then

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

Name of the organization COUNCIL ON FOUNDATIONS INC	Employer identification number 13-6068327
--------------------------------------------------------	----------------------------------------------

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 on behalf of or in opposition to candidates for public office 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? Yes No
- 4a Was a correction made? Yes No
- 4b 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-

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)		13,783	
b Total lobbying expenditures to influence a legislative body (direct lobbying)		60,874	
c Total lobbying expenditures (add lines 1a and 1b)		74,657	
d Other exempt purpose expenditures		21,301,478	
e Total exempt purpose expenditures (add lines 1c and 1d)		21,376,135	
f Lobbying nontaxable amount Enter the amount from the following table in both columns		1,000,000	
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)		250,000	
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 non-taxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	67,208	45,839	85,888	74,657	273,592
d Grassroots non-taxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures	59,106	45,268	70,607	13,783	188,764

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)).

	(a)		(b)	
	Yes	No	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? If "Yes," describe in Part IV				
j Total 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?	Yes	No
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	1	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	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) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid)	2a	
a Current year	2b	
b Carryover from last year	2c	
c Total	3	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	4	
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	
5 Taxable amount of lobbying and political expenditures (see instructions)		

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, and Part II-B, line 11. Also, complete this part for any additional information

Identifier	Return Reference	Explanation

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2011****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Name of the organization
COUNCIL ON FOUNDATIONS INC**Employer identification number**

13-6068327

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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? 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 pleasure) Preservation of an historically importantly land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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 170(h)(4)(B)(ii)? Yes No

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

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

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

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

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

a Public exhibition d Loan or exchange programs
 b Scholarly research e Other
 c Preservation for future generations

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	269,128	255,041	221,197	623,724	
b Contributions					
c Investment earnings or losses	-10,199	25,399	47,740	-85,532	
d Grants or scholarships					
e Other expenditures for facilities and programs		11,312	13,896	316,995	
f Administrative expenses					
g End of year balance	258,929	269,128	255,041	221,197	

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

a Board designated or quasi-endowment ► 0 %
 b Permanent endowment ► 76 700 %
 c Term endowment ► 23 300 %

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

	Yes	No
3a(i) unrelated organizations		No
3a(ii) related organizations		No
3b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?		

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

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

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land					
b Buildings					
c Leasehold improvements		2,815,704	958,509	1,857,195	
d Equipment		3,510,522	1,897,949	1,612,573	
e Other					
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				3,469,768	

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) TIFF MULTI-ASSET MUTUAL FUND	1,066,229	F

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	17,799,850
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	21,386,602
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-3,586,752
4	Net unrealized gains (losses) on investments	4	-1,225,017
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 - 8	9	-1,225,017
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-4,811,769

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	16,574,833
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-1,225,017
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	-1,225,017
3	Subtract line 2e from line 1	3	17,799,850
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 should equal Form 990, Part I, line 12)	5	17,799,850

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

1	Total expenses and losses per audited financial statements	1	21,386,602
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	21,386,602
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 should equal Form 990, Part I, line 18)	5	21,386,602

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, 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.

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE ANNUAL EARNINGS ON THE ROBERT W SCRIVNER AWARD ENDOWMENT ARE RESTRICTED TO THE SCRIVNER AWARD PROJECT EXPENSES
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE COUNCIL REVIEWS AND ASSESSES ALL ACTIVITIES ANNUALLY TO IDENTIFY ANY CHANGES IN THE SCOPE OF THE ACTIVITIES AND REVENUE SOURCES AND THE TAX TREATMENT THEREOF TO IDENTIFY ANY UNCERTAIN TAX POSITIONS FOR THE YEAR ENDED DECEMBER 31, 2011, NO PROVISION FOR INCOME TAXES WAS MADE FOR THE COUNCIL AS THE COUNCIL HAD NO SIGNIFICANT NET UNRELATED BUSINESS INCOME AND DID NOT IDENTIFY ANY UNCERTAIN TAX POSITIONS REQUIRING RECOGNITION OR DISCLOSURE IN THESE FINANCIAL STATEMENTS

**Schedule I
(Form 990)**

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

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.

► Attach to Form 990

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

COUNCIL ON FOUNDATIONS INC

Employer identification number

13-6068327

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed .

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE COUNCIL PROVIDES GRANTS TO ORGANIZATIONS THAT ADVANCE THE FIELD OF PHILANTHROPY. GRANT RECIPIENTS ARE REQUIRED TO SIGN A GRANT AGREEMENT THAT CLARIFIES THE PURPOSE OF THE AWARD, THE GRANT PERIOD, THE PAYMENT CONDITIONS, THE USE AND RESTRICTIONS OF USE OF THE FUNDS AND THE PAYMENT SCHEDULE. THE AGREEMENT ALSO REQUIRES THAT THE GRANTEE MAINTAIN ADEQUATE RECORDS TO ALLOW CONFIRMATION OF THE APPROPRIATE USE OF THE GRANT FUNDS. THE COUNCIL ALSO REQUIRES THE GRANTEE TO MAKE ITS BOOKS AND RECORDS AVAILABLE FOR INSPECTION.

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2011Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

Open to Public Inspection**Name of the organization**
COUNCIL ON FOUNDATIONS INC**Employer identification number**

13-6068327

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)

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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?

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

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

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

a Receive a severance payment or change-of-control payment?
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 501(c)(3) and 501(c)(4) organizations only 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

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

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

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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

	Yes	No
1b		
2		
4a	Yes	
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space 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, columns (D) and (E) for that individual.

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	PART I, LINE 4A	DURING THE YEAR ENDED DECEMBER 31, 2011, STEVE GUNDERSON, PRESIDENT AND CEO, AND BEVERY BARNES, VP OF COMMUNICATION AND MARKETING RECEIVED SEVERANCE PAYMENTS OF \$125,021 AND \$59,463, RESPECTIVELY

SCHEDULE M
(Form 990)

NonCash Contributions

OMB No 1545-0047

2011

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

►Complete if the organization answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.

Name of the organization
COUNCIL ON FOUNDATIONS INC

Employer identification number

13-6068327

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining 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 ► (SOFTWARE)	X	1	335,139	FMV
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	

	Yes	No
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?	30a	No
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?	31	No
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a	No
b If "Yes," describe in Part II		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

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

2011**Open to Public
Inspection**Name of the organization
COUNCIL ON FOUNDATIONS INC**Employer identification number**

13-6068327

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 4	THE BOARD OF DIRECTORS AMENDED THE COUNCIL'S BYLAWS IN DECEMBER, 2011 TO REQUIRE BOARD MEMBERS TO OFFER THEIR RESIGNATION AS A BOARD MEMBER IF THEIR PRIMARY COUNCIL MEMBER AFFILIATION CHANGES

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE COUNCIL HAS TWO CLASSES OF MEMBERSHIP WHICH ARE VOTING MEMBERS AND ASSOCIATE MEMBERS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	EACH VOTING MEMBER WHO IS IN GOOD STANDING 50 DAYS BEFORE A MEETING OF THE COUNCIL QUALIFIES AS A MEMBER OF RECORD FOR THAT MEETING, AND SHALL BE ENTITLED TO ONE VOTE AT SUCH MEETING APPROXIMATELY ONE-THIRD OF THE DIRECTORS (OTHER THAN EX-OFFICIO BOARD MEMBERS) SHALL BE ELECTED EACH YEAR TO SERVE FOR THREE YEARS THE ELECTION OF DIRECTORS SHALL TAKE PLACE AT THE ANNUAL MEETING OF THE MEMBERS, OR AT A SPECIAL MEETING CALLED FOR THAT PURPOSE THE ELECTION OF DIRECTORS SHALL BE BY VOICE VOTE UNLESS A VOTING MEMBER, SECONDED BY FIVE ADDITIONAL VOTING MEMBERS, SHALL CALL FOR A SECRET BALLOT, ALL SECRET BALLOTS SHALL BE BY NON-CUMULATIVE VOTING THE PRESIDING OFFICER OF THE MEETING SHALL APPOINT INSPECTORS FOR THE ELECTION THE INSPECTORS SHALL LIST ALL CANDIDATES VALIDLY NOMINATED IN DESCENDING ORDER ACCORDING TO THE VOTES CAST FOR EACH, AND SHALL DECLARE ELECTED AS DIRECTORS IN ACCORDANCE WITH RANK IN THE VOTING THAT NUMBER OF VALID NOMINEES REQUIRED TO FILL ALL VACANCIES ON THE ENTIRE BOARD OF DIRECTORS DIRECTORS SHALL BE ELECTED BY A PLURALITY OF THE VOTES CAST AT A MEETING OF THE MEMBERS ENTITLED TO VOTE IN THE ELECTION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	UNDER NEW YORK STATE LAW, VOTING MEMBERS OF THE COUNCIL HAVE THE RIGHT TO APPROVE ANY PLAN OF MERGER OR CONSOLIDATION AND/OR PLAN FOR DISSOLUTION AND DISTRIBUTION OF ASSETS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	ALL FINANCIAL AND NARRATIVE INFORMATION IN THE FORM 990 IS REVIEWED BY THE FOLLOWING STAFF AND THE AUDIT COMMITTEE: EXECUTIVE VICE PRESIDENT AND COO, CHIEF FINANCIAL OFFICER, GENERAL COUNSEL, AND THE PRESIDENT AND CEO. THE FINANCIAL INFORMATION IS COMPARED TO THE AUDITED FINANCIAL STATEMENTS WHICH IS REVIEWED BY THE FULL BOARD AND THE AUDIT COMMITTEE. THE FEDERAL FORM 990 IS PROVIDED TO THE FULL BOARD BEFORE THE 990 IS SUBMITTED TO THE IRS.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	<p>COUNCIL BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES MUST ANNUALLY DISCLOSE, IN FULL, THE NAME OF EACH BUSINESS OR NONPROFIT ORGANIZATION THAT HAS OR REASONABLY EXPECTS TO HAVE ANY MATERIAL INTEREST IN ANY PROPOSED OR EXISTING CONTRACT, TRANSACTION OR ARRANGEMENT WITH THE COUNCIL ON FOUNDATIONS AND IN WHICH HE/SHE, HIS/HER SPOUSE OR ANY MEMBER OF THEIR IMMEDIATE FAMILY IS A MEMBER, DIRECTOR, OFFICER, EMPLOYER OR PARTNER. BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES ARE GIVEN A FORM EACH YEAR FOR THIS PURPOSE AND MUST EITHER CHECK A BOX THAT THEY ARE NOT AWARE OF ANY CONFLICT THAT MUST BE DISCLOSED OR MUST ATTACH A LETTER DESCRIBING ANY INTERESTS THAT MUST BE DISCLOSED. COUNCIL STAFF FOLLOWS UP WITH BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES AS NECESSARY TO MAKE SURE THAT ALL FORMS ARE EXECUTED AND RETURNED. IN ADDITION TO THE ANNUAL DISCLOSURE, THE COUNCIL'S CONFLICT OF INTEREST POLICIES FOR BOARD AND STAFF, WHICH ALL BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES MUST SIGN EACH YEAR, PROVIDES THAT BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES HAVE A CONTINUING OBLIGATION TO REPORT CONFLICTS AND MUST PROMPTLY REPORT ANY CONFLICT THAT HAS NOT PREVIOUSLY BEEN REPORTED. BOARD MEMBERS THAT ARE DEEMED TO HAVE A CONFLICT OF INTEREST BASED ON THE ABOVE PROCESSES MUST ABSTAIN FROM PARTICIPATING IN THE VOTE. OFFICERS AND KEY EMPLOYEES ARE NOT PERMITTED TO PARTICIPATE IN A DECISION REGARDING WHICH THEY HAVE A CONFLICT OF INTEREST.</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15A	THE COUNCIL CONTRACTS A CONSULTANT FIRM TO CONDUCT A MARKET ANALYSIS, WHICH RECOMMENDS COMPENSATION ADJUSTMENTS FOR THE PRESIDENT AND CEO. THE CONSULTANT'S RECOMMENDATIONS ARE THEN FORWARDED TO THE EXECUTIVE COMMITTEE WHICH RECOMMENDS THE COMPENSATION FOR THE PRESIDENT AND CEO TO THE FULL BOARD WHICH DETERMINES THE FINAL COMPENSATION. THE COUNCIL PERIODICALLY CONDUCTS COMPENSATION STUDIES FOR SENIOR MANAGEMENT POSITIONS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE COUNCIL'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, FINANCIAL STATEMENTS, AND THE FEDERAL FORM 990 ARE AVAILABLE ON THE COUNCIL'S WEBSITE AND UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -1,225,017

Identifier	Return Reference	Explanation
		<p>PART VI, SECTION A, LINE 1 THE EXECUTIVE COMMITTEE IS CHAIRED BY THE BOARD CHAIR AND COMPOSED OF SEVEN TO ELEVEN DIRECTORS, INCLUDING THE BOARD OFFICERS, AS WELL AS THE CHAIRS OF THE REMAINING COMMITTEES OF THE BOARD, PLUS SUCH OTHER DIRECTORS APPOINTED BY THE BOARD CHAIR, IN CONSULTATION WITH THE PRESIDENT AND CEO, AND APPROVED BY THE BOARD IN ADDITION, THE PRESIDENT AND CEO SERVES ON THE COMMITTEE EX OFFICIO WITHOUT A VOTE ALL OF THE MEMBERS OF THE EXECUTIVE COMMITTEE ARE ON THE GOVERNING BODY OF THE BOARD OF DIRECTORS OF THE COUNCIL ON FOUNDATIONS THE EXECUTIVE COMMITTEE HAS THE FOLLOWING RESPONSIBILITIES AS LISTED IN THE EXECUTIVE COMMITTEE CHARTER -ACTS AS A LIAISON TO THE PRESIDENT AND CEO, PROVIDING COUNSEL, FEEDBACK AND SUPPORT AND, TOGETHER WITH THE PRESIDENT AND CEO, ESTABLISHES THE CHIEF EXECUTIVE'S GOALS FOR THE FOLLOWING YEAR -ENSURES DEVELOPMENT AND IMPLEMENTATION OF A STRATEGIC PLAN AND ITS ALIGNMENT WITH THE OPERATING BUDGET -RESOLVES URGENT AND SENSITIVE ISSUES WHEN NEEDED BETWEEN FULL BOARD MEETINGS, IN CONJUNCTION WITH THE PRESIDENT AND CEO -ANNUALLY FACILITATES AN ASSESSMENT OF THE PRESIDENT AND CEO'S PERFORMANCE AND COMPENSATION, AND PRESENTS RECOMMENDATIONS TO THE FULL BOARD -ESTABLISHES AN EXECUTIVE SEARCH PROCESS FOR A PRESIDENT AND CEO, AS NEEDED AS SPECIFIED IN THE BYLAWS OF THE COUNCIL ON FOUNDATIONS, THE EXECUTIVE COMMITTEE CANNOT AMEND BYLAWS, ELECT OR REMOVE BOARD MEMBERS, HIRE OR FIRE THE CHIEF EXECUTIVE, APPROVE THE CHIEF EXECUTIVE'S COMPENSATION, APPROVE OR CHANGE THE AUDIT OR ANNUAL BUDGET, OR CHANGE THE STRUCTURE OF THE BOARD OR THE ORGANIZATION ALL OF THESE POLICY DECISIONS MUST BE CONSIDERED AND APPROVED BY THE FULL BOARD OF DIRECTORS</p>

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Department of the Treasury
Internal Revenue ServiceOpen to Public
Inspection

► 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.

Name of the organization
COUNCIL ON FOUNDATIONS INCEmployer identification number
13-6068327**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more 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 organization	
						Yes	No
(1) FORUM OF REGIONAL ASSOCIATIONS OF GRANTMAKERS 2121 CRYSTAL DRIVE 700 ARLINGTON, VA 22202 52-2122029	STRENGTHEN THE ABILITY OF REGIONAL ASSOCIATIONS TO FULFILL THEIR MISSION	VA	501(C)(3)	LINE 11	N/A		No
(2) COMMUNITY FOUNDATIONS NATIONAL STANDARDS BOARD 2121 CRYSTAL DRIVE 700 ARLINGTON, VA 22202 27-0448505	ADMINISTER THE NATIONAL STANDARDS ACCREDITATION PROCESS	VA	501(C)(3)	LINE 11	N/A	Yes	

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

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

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III or IV**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)
- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses
- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

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

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) COMMUNITY FOUNDATIONS NATIONAL STANDARDS BOARD	N	92,040	FAIR MARKET VALUE
(2)			
(3)			
(4)			
(5)			
(6)			

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

Provide the following information for each entity 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)

Identifier	Return Reference	Explanation