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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation BENTON FOUNDATION		A Employer identification number 13-6075750
Number and street (or P.O. box number if mail is not delivered to street address) 1250 CONNECTICUT AVENUE, NW	Room/suite 200	B Telephone number 202-638-5770
City or town, state, and ZIP code WASHINGTON, DC 20036		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,202,026.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		7,598.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		288,888.	288,888.		
5a Gross rents		1,147,717.	1,147,717.		
b Net rental income or (loss)	31,320.				
6a Net gain or (loss) from sale of assets not on line 10		<6,449.>			
b Gross sales price for all assets on line 6a	768,410.				
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		100.	0.		
12 Total. Add lines 1 through 11		1,437,854.	1,436,605.		
13 Compensation of officers, directors, trustees, etc.		173,253.	0.		173,253.
14 Other employee salaries and wages		208,409.	0.		208,409.
15 Pension plans, employee benefits		12,567.	0.		12,567.
16a Legal fees		578.	0.		578.
b Accounting fees		33,140.	0.		33,140.
c Other professional fees		296,464.	25,553.		270,911.
17 Interest					
18 Taxes		29,453.	0.		27,565.
19 Depreciation and depletion		74,793.	0.		
20 Occupancy		1,116,397.	1,116,397.		0.
21 Travel, conferences, and meetings		52,152.	0.		52,152.
22 Printing and publications		21,226.	0.		21,226.
23 Other expenses		89,374.	0.		89,374.
24 Total operating and administrative expenses. Add lines 13 through 23		2,107,806.	1,141,950.		889,175.
25 Contributions, gifts, grants paid		19,486.			19,486.
26 Total expenses and disbursements. Add lines 24 and 25		2,127,292.	1,141,950.		908,661.
27 Subtract line 26 from line 12		<689,438.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			294,655.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		96,391.	32,551.	32,551.
	2	Savings and temporary cash investments		198,427.		
	3	Accounts receivable ▶ 272,367.				
		Less: allowance for doubtful accounts ▶		286,147.	272,367.	272,367.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable		316,902.		
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges			2,149.	2,149.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 10		7,054,173.	6,769,428.	6,769,428.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		49,085.	0.	0.	
14	Land, buildings, and equipment: basis ▶ 736,213.					
	Less: accumulated depreciation STMT 12 ▶ 736,213.		74,793.	0.	0.	
15	Other assets (describe ▶ STATEMENT 13)		125,927.	125,531.	125,531.	
16	Total assets (to be completed by all filers)		8,201,845.	7,202,026.	7,202,026.	
Liabilities	17	Accounts payable and accrued expenses		98,735.	32,496.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 14)		73,901.	73,901.	
	23	Total liabilities (add lines 17 through 22)		172,636.	106,397.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted		7,841,251.	7,095,629.	
	25	Temporarily restricted		187,958.	0.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		8,029,209.	7,095,629.	
	31	Total liabilities and net assets/fund balances		8,201,845.	7,202,026.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,029,209.
2	Enter amount from Part I, line 27a	2	<689,438.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,339,771.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	244,142.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,095,629.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			P	VARIOUS	VARIOUS
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 768,410.		774,859.	<6,449.>		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			<6,449.>		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	<6,449.>	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,885,885.	7,472,817.	.252366
2009	1,674,962.	6,861,733.	.244102
2008	1,867,288.	9,446,814.	.197663
2007	1,449,477.	11,634,445.	.124585
2006	1,800,682.	10,680,271.	.168599
2 Total of line 1, column (d)			2 .987315
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .197463
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 7,662,025.
5 Multiply line 4 by line 3			5 1,512,966.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,947.
7 Add lines 5 and 6			7 1,515,913.
8 Enter qualifying distributions from Part XII, line 4			8 908,661.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	5,893.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,893.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,893.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11,027.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,027.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,134.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 5,134. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL, NY, DC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.BENTON.ORG	13	X	
14	The books are in care of ► THE BENTON FOUNDATION Telephone no. ► 202-638-5770 Located at ► 1250 CONNECTICUT AVENUE, NW, WASHINGTON, DC ZIP+4 ► 20036			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		173,253.	8,712.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
AMINA FAZULLAH - 1732 U STREET, NW, APT A, WASHINGTON, DC 20009	POLICY ANALYST 40.00	69,133.	4,704.	0.
KIPTON RODERICK - 6412 N GLENWOOD AVE # 2N, CHICAGO, IL 60626	EXEC. ASSISTANT 40.00	63,448.	8,136.	0.
JEREMY ISETT - 319 GRALAN ROAD, CANTONVILLE, MD 21228	WEB SPECIALIST 40.00	58,660.	5,196.	0.

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MASCOMM ASSOCIATES 4510 REGENT ST, MADISON, WI 53705	PROGRAM CONSULTING	117,733.
KEVIN TAGLANG 1037 HULL TERRACE, EVANSTON, IL 60202	PROGRAM CONSULTING	99,228.

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 PUBLIC MEDIA: BRINGING TOGETHER MEDIA-MAKERS, IMMIGRANT ORGANIZATIONS, AND COMMUNITY INSTITUTIONS TO IMPROVE THE HEALTH AND WELL-BEING OF IMMIGRANTS.	257,363.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	7,600,343.
b	Average of monthly cash balances	1b	52,832.
c	Fair market value of all other assets	1c	125,531.
d	Total (add lines 1a, b, and c)	1d	7,778,706.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,778,706.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	116,681.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,662,025.
6	Minimum investment return. Enter 5% of line 5	6	383,101.

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

1	Minimum investment return from Part X, line 6	1	383,101.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,893.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,893.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	377,208.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	377,208.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	377,208.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	908,661.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	908,661.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	908,661.

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

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				377,208.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	1,275,962.			
b From 2007	886,488.			
c From 2008	1,397,747.			
d From 2009	1,333,549.			
e From 2010	1,516,024.			
f Total of lines 3a through e	6,409,770.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	908,661.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				377,208.
e Remaining amount distributed out of corpus	531,453.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,941,223.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,275,962.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,665,261.			
10 Analysis of line 9:				
a Excess from 2007	886,488.			
b Excess from 2008	1,397,747.			
c Excess from 2009	1,333,549.			
d Excess from 2010	1,516,024.			
e Excess from 2011	531,453.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMMON CAUSE EDUCATION FUND 1133 19TH STREET, NW WASHINGTON, DC 20036	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	250.
COMMUNITY MEDIA WORKSHOP 600 SOUTH MICHIGAN AVENUE CHICAGO, IL 60605	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	500.
MEDIA ACCESS PROJECT 3624 MILITARY ROAD WASHINGTON, DC 20015	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	2,500.
AMERICAN UNIVERSITY 4801 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20016	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	536.
UCC OFFICE OF COMMUNICATION 100 MARYLAND AVE, SUITE 330 WASHINGTON, DC 20002	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	1,000.
Total SEE CONTINUATION SHEET(S)			► 3a	19,486.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVII

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



- | 1 | Did the organization directly or indirectly engage in any of the following described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
|---|--|-------|----|
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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

Sign Here  10/31/13  Executive Director

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name DAVID F. GRALING CPA	Preparer's signature <i>David F. Graling CPA</i>	Date 10-29-13	Check <input type="checkbox"/> if self-employed	PTIN P 00366995
	Firm's name ▶ GELMAN, ROSENBERG & FREEDMAN			Firm's EIN ▶ 52-1392008	
	Firm's address ▶ 4550 MONTGOMERY AVE SUITE 650N BETHESDA, MD 20814-2930			Phone no. (301) 951-9090	

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

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

OMB No 1545-0047

2011

Name of the organization

BENTON FOUNDATION

Employer identification number

13-6075750

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

BENTON FOUNDATION**13-6075750****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>ONE COMMUNITY</u> <u>800 WEST ST. CLAIR AVENUE</u> <u>CLEVELAND, OH 44113</u>	\$ <u>7,598.</u>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

BENTON FOUNDATION**13-6075750****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Employer identification number

13-6075750

Part III

► \$

Use duplicate copies of Part III if additional space is needed

Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF COLORADO FOUNDATION 401 UCB - WOLF LAW BUILDING BOULDER, CO 80309	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	1,000.
PUBLIC KNOWLEDGE 1818 N STREET NW #410 WASHINGTON, DC 20036	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	1,000.
MIAMI FOUNDATION 200 SOUTH BISCAYNE BLVD #505 MIAMI, FL 33131	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	2,200.
NATIONAL ASSOCIATION OF BLACK JOURNALISTS 1100 KNIGHT HALL SUITE 3100 COLLEGE PARK, MD 20742	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	2,500.
BINATIONAL INDEPENDENT FILM FESTIVAL 329 PURPLE HILLS WAY EL PASO, TX 79912	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	2,000.
COMMUNITY MEDIA WORKSHOP 600 SOUTH MICHIGAN AVENUE CHICAGO, IL 60605	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	500.
FREEDOM 2 CONNECT EVENT CONTRIBUTION ISEN.COM	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	500.
FOUNDATION FOR NATIONAL PROGRESS 222 SUTTER ST SUITE 600 SAN FRANCISCO, CA 94108	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	5,000.
Total from continuation sheets				14,700.

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE, EQUIP. & LEASEHOLD IMPROVEMENTS		VARIES	11.00	16	736,213.			736,213.	736,213.		0.
	* TOTAL 990-PF PG 1 DEPR					736,213.		0.	736,213.	736,213.	0.	0.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST AND DIVIDENDS FROM INVESTMENTS	288,888.	0.	288,888.
TOTAL TO FM 990-PF, PART I, LN 4	288,888.	0.	288,888.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
1800 K STREET, NW - SUBLEASE	1	1,147,717.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,147,717.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	3
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
OCCUPANCY COSTS - SUBLEASE		1,116,397.	
- SUBTOTAL -	1		1,116,397.
TOTAL RENTAL EXPENSES			1,116,397.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			31,320.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISC. CONSULTING FEE	100.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	100.	0.	

FORM 990-PF		LEGAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL	578.	0.		578.	
TO FM 990-PF, PG 1, LN 16A	578.	0.		578.	

FORM 990-PF		ACCOUNTING FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	33,140.	0.		33,140.	
TO FORM 990-PF, PG 1, LN 16B	33,140.	0.		33,140.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	270,911.	0.		270,911.	
PORTFOLIO MGMT	25,553.	25,553.		0.	
TO FORM 990-PF, PG 1, LN 16C	296,464.	25,553.		270,911.	

FORM 990-PF		TAXES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	27,565.	0.		27,565.	
EXCISE TAX	1,888.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	29,453.	0.		27,565.	

FORM 990-PF	OTHER EXPENSES		STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PHOTOCOPYING	1,312.	0.		1,312.
TELEPHONE AND FAX	5,605.	0.		5,605.
POSTAGE AND DELIVERY	2,180.	0.		2,180.
INSURANCE	46,225.	0.		46,225.
DUES & SUBSCRIPTIONS	5,754.	0.		5,754.
SUPPLIES	4,716.	0.		4,716.
EQUIPMENT	2,242.	0.		2,242.
BAD DEBT EXPENSE	6,555.	0.		6,555.
MOVING EXPENSES	475.	0.		475.
INTERNET	5,496.	0.		5,496.
MISC. OFFICE EXPENSE	3,307.	0.		3,307.
OFFICE EXPENSE	10.	0.		10.
PAYROLL PROCESSING	2,414.	0.		2,414.
IT/COMPUTER EXPENSE	281.	0.		281.
HEADLINES MARKETING	2,000.	0.		2,000.
BANK CHARGES	802.	0.		802.
TO FORM 990-PF, PG 1, LN 23	89,374.	0.		89,374.

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
MUTUAL FUNDS	6,769,428.		6,769,428.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,769,428.		6,769,428.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
	COST	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE, EQUIP. & LEASHOLD IMPROVEMENTS	736,213.	736,213.	0.
TOTAL TO FM 990-PF, PART II, LN 14	736,213.	736,213.	0.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK	57,666.	57,666.	57,666.
DEPOSITS	68,261.	67,865.	67,865.
TO FORM 990-PF, PART II, LINE 15	125,927.	125,531.	125,531.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
REFUNDABLE DEPOSITS	73,901.	73,901.
TOTAL TO FORM 990-PF, PART II, LINE 22	73,901.	73,901.

FORM 990-PF` PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 15
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES BENTON ALL CAN BE REACHED C/O THE ORGANIZATION'S ADDRESS	CHAIRMAN AND CEO 40.00	80,000.	0.	0.
ADRIANNE FURNISS	SECRETARY 1.00	1,000.	0.	0.
CECILIA GARCIA	EXEC. DIRECTOR 40.00	85,753.	8,712.	0.
MICHAEL SMITH	TREASURER 1.00	1,000.	0.	0.
CRAIG BENTON	BOARD MEMBER 1.00	1,000.	0.	0.
ELIZABETH DALEY	BOARD MEMBER 1.00	500.	0.	0.
TERRY GODDARD	BOARD MEMBER 1.00	1,000.	0.	0.
JIM KOHLENBERGER	BOARD MEMBER 1.00	1,000.	0.	0.
LEE LYNCH	TRUSTEE 1.00	0.	0.	0.
LEONARD SCHRAGER	GENERAL COUNSEL 1.00	0.	0.	0.
HENRY RIVERA	BOARD MEMBER 1.00	1,000.	0.	0.

JOANNE HOVIS

BOARD MEMBER

1.00

1,000.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

173,253.

8,712.

0.

GENERAL EXPLANATION

STATEMENT 16

AMENDED FORM 990PF: THE 2011 FORM 990PF HAS BEEN AMENDED TO CORRECT A
TYPO ON PART X, LINE 1A. THE CORRECT AVERAGE MONTHLY FAIR MARKET VALUE
OF SECURITIES HAS BEEN REFLECTED ON THE AMENDED RETURN.