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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation MARGUERITE CASEY FOUNDATION		A Employer identification number 91-2062197
Number and street (or P.O. box number if mail is not delivered to street address) 1425 4TH AVENUE	Room/suite 900	B Telephone number 206-691-3134
City or town, state, and ZIP code SEATTLE, WA 98101-2222		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 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) \$ 574,631,698	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)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	2,070.	2,070.		
4 Dividends and interest from securities	2,253,773.	1,985,284.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	30,543,349.			
b Gross sales price for all assets on line 6a	249,052,120.			
7 Capital gain net income (from Part IV, line 2)		30,372,653.		
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	194,803.	4,316.		STATEMENT 1
12 Total. Add lines 1 through 11	32,993,995.	32,364,323.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	818,354.	0.		818,354.
14 Other employee salaries and wages	1,588,600.	0.		1,588,600.
15 Pension plans, employee benefits	715,288.	0.		715,241.
16a Legal fees STMT 2	102,460.	0.		113,604.
b Accounting fees STMT 3	53,573.	0.		50,435.
c Other professional fees STMT 4	2,526,820.	2,038,800.		483,574.
17 Interest				
18 Taxes STMT 5	639,275.	3,194.		7,292.
19 Depreciation and depletion	31,186.	0.		
20 Occupancy	286,887.	0.		289,480.
21 Travel, conferences, and meetings	169,809.	0.		180,507.
22 Printing and publications	38,932.	0.		38,932.
23 Other expenses STMT 6	1,208,576.	341,980.		1,171,586.
24 Total operating and administrative expenses. Add lines 13 through 23	8,179,760.	2,383,974.		5,457,605.
25 Contributions, gifts, grants paid	27,444,158.			25,772,794.
26 Total expenses and disbursements. Add lines 24 and 25	35,623,918.	2,383,974.		31,230,399.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<2,629,923.			
b Net investment income (if negative, enter -0-)		29,980,349.		
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	954,402.	671,767.	671,767.
	2 Savings and temporary cash investments	1,183,567.	1,282,689.	1,282,689.
	3 Accounts receivable ▶ 264,489.			
	Less allowance for doubtful accounts ▶	172,038.	264,489.	264,489.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	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	135,942.	74,462.	74,462.
	10a Investments - U S and state government obligations STMT 7	48,695,546.	70,460,784.	70,460,784.
	b Investments - corporate stock STMT 8	387,979,536.	336,367,418.	336,367,418.
	c Investments - corporate bonds STMT 9	70,656,439.	45,715,282.	45,715,282.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	88,619,096.	119,726,722.	119,726,722.
	14 Land, buildings, and equipment basis ▶ 353,553.			
	Less: accumulated depreciation ▶ 285,468.	88,908.	68,085.	68,085.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	598,485,474.	574,631,698.	574,631,698.
	17 Accounts payable and accrued expenses	352,227.	523,186.	
	18 Grants payable	9,137,850.	10,834,391.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	1,637,344.	1,569,107.	
	23 Total liabilities (add lines 17 through 22)	11,127,421.	12,926,684.	
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	587,358,053.	561,705,014.	
	25 Temporarily restricted			
	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	587,358,053.	561,705,014.	
	31 Total liabilities and net assets/fund balances	598,485,474.	574,631,698.	

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	587,358,053.
2 Enter amount from Part I, line 27a	2	<2,629,923.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	584,728,130.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	23,023,116.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	561,705,014.

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			
b PASS THROUGH INVESTMENTS REPORTED ON SCH K-1	P	VARIOUS	VARIOUS
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 249,052,120.		219,428,681.	29,623,439.
b			749,214.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			29,623,439.
b			749,214.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	30,372,653.
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	25,956,692.	560,395,370.	.046319
2009	27,296,710.	485,509,619.	.056223
2008	37,853,013.	622,318,669.	.060826
2007	33,702,589.	735,116,614.	.045847
2006	32,605,355.	674,420,625.	.048346

2 Total of line 1, column (d)	2	.257561
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	.051512
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	598,357,692.
5 Multiply line 4 by line 3	5	30,822,601.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	299,803.
7 Add lines 5 and 6	7	31,122,404.
8 Enter qualifying distributions from Part XII, line 4 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	8	31,240,762.

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)		1	299,803.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	299,803.
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	299,803.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	600,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	100,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	700,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	7.	
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	400,190.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 400,190. 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
1c 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?	x	
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"/> WA		
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

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 ► <u>WWW.CASEYGRANTS.ORG</u>	13	X	
14	The books are in care of ► <u>JOYCE LEE</u> Telephone no ► <u>206-691-3134</u> Located at ► <u>1425 4TH AVENUE, SUITE 900, SEATTLE, WA</u> ZIP+4 ► <u>98101-2222</u>			
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 checked="" type="checkbox"/> Yes <input 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

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 12		818,354.	216,003.	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
CYNTHIA RENFRO - 1425 4TH AVENUE, #900, SEATTLE, WA 98101-2222	DIRECTOR OF PROGRAMS & EVALUATION	40.00 169,000.	42,249.	0.
KATHLEEN BACA - 1425 4TH AVENUE, #900, SEATTLE, WA 98101-2222	DIRECTOR OF COMMUNICATIONS	40.00 162,900.	36,141.	0.
PETER BLOCH GARCIA - 1425 4TH AVENUE, #900, SEATTLE, WA 98101-2222	PROGRAM OFFICER	40.00 107,300.	39,250.	0.
ALICE ITO - 1425 4TH AVENUE, #900, SEATTLE, WA 98101-2222	PROGRAM OFFICER	40.00 104,000.	40,400.	0.
JAMES CARLTON - 1426 4TH AVENUE, #900, SEATTLE, WA 98101-2223	PROGRAM OFFICER	40.00 114,353.	17,529.	0.

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

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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
ADAMS STREET PARTNERS - ONE NORTH WACKER DRIVE, SUITE 2200, CHICAGO, IL 60606	INVESTMENT MANAGER	415,000.
HARBOURVEST PARTNERS, LLC - ONE FINANCIAL CENTER, 44TH FLOOR, BOSTON, MA 02111	INVESTMENT MANAGER	283,370.
RCP ADVISORS, LLC - 100 N RIVERSIDE PLAZA, SUITE 2400, CHICAGO, IL 60606	INVESTMENT MANAGER	271,754.
HEWITT ENNISKNUPP, INC. - 10 SOUTH RIVERSIDE PLAZA, SUITE 1600, CHICAGO, IL 60606	INVESTMENT CONSULTANT	228,929.
BLACKROCK 400 HOWARD STREET, SAN FRANCISCO, CA 94105	INVESTMENT MANAGER	188,719.
Total number of others receiving over \$50,000 for professional services		10

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 SPONSORSHIPS AND MEMBERSHIPS	
	305,000.
2 CURRICULUM DEVELOPMENT AND STRATEGIC PLANNING FOR EQUAL VOICE FOR AMERICA'S FAMILIES CAMPAIGN.	
	298,706.
3 PUBLICATIONS AND SUPPORT ACTIVITIES FOR GRANTEE PROGRAMS AND ORGANIZATIONS.	
	258,772.
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	493,854,565.
b	Average of monthly cash balances	1b	753,285.
c	Fair market value of all other assets	1c	112,861,888.
d	Total (add lines 1a, b, and c)	1d	607,469,738.
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	607,469,738.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,112,046.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	598,357,692.
6	Minimum investment return. Enter 5% of line 5	6	29,917,885.

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	29,917,885.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	299,803.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	299,803.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,618,082.
4	Recoveries of amounts treated as qualifying distributions	4	25,177.
5	Add lines 3 and 4	5	29,643,259.
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	29,643,259.

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	31,230,399.
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	10,363.
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	31,240,762.
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	299,803.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	30,940,959.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				29,643,259.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,834,389.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 31,240,762.				
a Applied to 2010, but not more than line 2a			1,834,389.	
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				29,406,373.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				236,886.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2011

(b) 2010

(c) 2009

(d) 2008

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,070.	
4 Dividends and interest from securities			14	2,253,773.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	5,375.	18	30,537,974.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a DEFERRED FEDERAL EXCISE TAX BENEFIT			01	194,803.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		5,375.		32,988,620.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	32,993,995.

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

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

Line No.



Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

**AMENDED AND RESTATED BYLAWS
OF
MARGUERITE CASEY FOUNDATION**

As Amended May 16, 2011

(A non-profit corporation incorporated under the
Washington Non-Profit Corporation Act, RCW 24.03)

PART I

Powers

The corporation shall have all of the powers of a nonprofit corporation permitted under the Washington Nonprofit Corporation Act, Ch. 24.03 RCW, as now or hereafter in effect ("Act"), which powers shall be exercised by its Board of Directors and officers.

PART II

Board of Directors

A. Number. The business affairs and property of the corporation shall be managed by a Board of Directors, consisting of not less than three (3) and no more than nine (9) persons. The Board of Directors, by resolution, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent director, or reducing the number of directors to less than three (3).

B. Qualification and Election. Directors shall be individuals who have reached the age of majority and shall have such other qualifications as the Board of Directors may prescribe by resolution or amendment to these Bylaws. Unless the Board of Directors is reducing the number of directors as provided in these Bylaws, the Board of Directors shall appoint a successor director to replace each director whose term is ending. The Board of Directors may make any such appointment at the annual meeting at which the director's term is scheduled to end or at any other meeting not earlier than six (6) months prior to such annual meeting.

C. Term of Office. Upon the first annual election of directors, the directors shall be divided into three (3) classes, the first class to serve a term of one (1) year, the second to serve a term of two (2) years and the third to serve a term of three (3) years thereafter. Each such director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. The term of office of a class of directors after those elected at the first annual meeting shall be three (3) years.

D. Vacancies. Except as otherwise provided by law, vacancies in the Board of Directors, whether caused by resignation, death, retirement, disqualification, removal or otherwise, may be filled by a majority of the remaining directors attending any meeting of the Board of Directors, even though less than a quorum is present. A director elected to fill any

vacancy shall hold office for the unexpired term of his or her predecessor and until his or her successor is elected and qualified.

E. Board Discipline; Removal. The Board of Directors shall have the sole and exclusive authority and responsibility to evaluate the performance of and take disciplinary action, including removal from the Board of Directors, with regard to all of the corporation's directors. At a meeting called expressly for that purpose, the Board of Directors may remove by a majority vote of all of the directors then in office one or more directors for cause, as long as there is at least one director remaining after such removal. For purposes of this Part II.E, "cause" shall mean (1) any act or omission for which the director is not entitled to indemnification under the corporation's Articles of Incorporation or these Bylaws, or (2) repeated failure by the director to comply with the terms of the corporation's Board of Director's manual.

F. Quorum and Voting. At any meeting of the Board of Directors, the presence in person of a majority of the directors shall constitute a quorum for the transaction of business. If a quorum is present, the act of a majority of the directors present at such meeting shall be the act of the Board of Directors of this corporation except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these Bylaws. A director present at a Board of Directors meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; (b) the director delivers his or her dissent or abstention to such action to the person acting as the secretary of the meeting before the adjournment thereof; or (c) the director delivers such dissent or abstention to the secretary of the corporation immediately after the adjournment of the meeting. Notwithstanding the foregoing, such right to dissent or abstain shall not apply to a director who voted in favor of such action.

G. Annual Meeting. The annual meeting for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held each year in the month of May at a time and place designated by the Chair or otherwise specified by resolution.

H. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place, day and hour as shall from time to time be fixed by resolution of the Board.

I. Special Meetings. Special meetings of the Board of Directors may be held at any place at any time whenever called by the Chair, or any two or more directors.

J. Notice of Meetings. No notice of the annual meeting of the Board of Directors shall be required. No notice of any regular meeting shall be required, if the time and place thereof shall have been fixed by resolution of the Board of Directors and a copy of such resolution delivered in the form of a record to every director at least three (3) days before the first meeting held pursuant thereto. In all other cases, for any meeting of the Board of Directors or any committee designated by the Board of Directors for which notice is required by these Bylaws or by applicable Washington law, a notice stating the place, date, and hour of the meeting shall be delivered prior thereto in the form of a record to each director at his or her address shown on the records of the corporation. The method of notice need not be the same to

each director. If notice is provided in a tangible medium, it shall be given at least two (2) days prior to the meeting, and may be transmitted by: mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, the notice shall be deemed effective when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the corporation with postage thereon prepaid. Other forms of notice in a tangible medium described in this paragraph are effective when received.

If notice is provided in an electronic transmission, it must satisfy the following requirements:

1. Notice to directors in an electronic transmission that otherwise complies with these Bylaws is effective only with respect to directors who have consented, in the form of a record, to receive notices by electronic transmission.

a. Notice to directors includes material that these Bylaws require or permit to accompany the notice.

b. A director who provides consent, in the form of a record, to receipt of notices by electronic transmission shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be sent by electronic transmission.

c. A director who has consented to receipt of notices by electronic transmission may revoke the consent by delivering a revocation to the corporation in the form of a record.

d. The consent of any director is revoked if the corporation is unable to deliver two consecutive notices by electronic transmission in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

2. Notice to directors who have consented to receipt of notices by electronic transmission may be provided by posting the notice on an electronic network and delivering to the director a separate record of the posting, together with instructions regarding how to obtain access to this posting on the electronic network.

3. Notice provided in an electronic transmission is effective when it:

a. Is given by electronic transmission to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or

b. Has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with instructions regarding how to obtain access to the posting on the electronic network.

K. Waiver of Notice.

1. Waiver by Communication. Whenever any notice is required to be given to any director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record executed by the director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2. Waiver by Attendance. Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a director or a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

L. Directors' Action Without a Meeting. Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the state of Washington, to be taken at a meeting of the directors of the corporation or at a meeting of a committee of the Board of Directors may be taken without a meeting if a consent, in the form of a record, setting forth the action so taken, shall be executed by all of the directors or all of the members of the committee, as the case may be, entitled to vote with respect to the subject matter thereof. Such consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. Any such consent shall be inserted in the minute book as if it were the minutes of a meeting of the Board of Directors.

M. Committees. By resolution adopted by a majority of the directors in office, the Board of Directors may establish one or more committees consisting of two (2) or more directors and such other person(s) as the Board of Directors shall appoint, which committees shall have and exercise the authority of the Board of Directors, to the extent provided in such resolution and subject to any limitations imposed by law. The Chair shall serve, *ex officio*, as a voting member of each committee.

PART III

Officers

A. Officers Enumerated – Election; Powers. The officers of the corporation shall be a Chair, a President, a Vice Chair, a Secretary and a Treasurer and such other officers as the Board of Directors may designate ("Officer"). Officers shall be elected by the Board of Directors at each annual meeting of directors, to hold office until the next annual meeting of the corporation, or until his or her successor is elected and qualified, if not removed earlier by a vote of the Board of Directors. The Officers shall have the powers described in this Part III but at all

times be subject to the authority and direction of the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

B. Qualifications. Officers of the corporation need not be directors.

C. The Chair. The Chair shall preside at meetings of the Board of Directors and perform such other duties as the Board of Directors may from time to time designate.

D. The President. The President shall exercise the usual executive powers pertaining to the office of President and perform such other duties as the Board of Directors may from time to time designate.

E. Vice Chair. The Vice Chair shall act as Chair in the absence or disability of the Chair and shall perform such other duties as the Board of Directors may from time to time designate.

F. The Secretary. The Secretary, personally or with the assistance of others, shall keep records of the proceedings of the directors and committees, attest all deeds, bonds, contracts and other obligations or instruments in the name of the corporation; keep the corporate seal, if any, and affix the same to proper documents; and perform such other duties as the Board of Directors may from time to time designate.

G. The Treasurer. The Treasurer shall have the care and custody, and be responsible for, all funds and securities of the corporation, and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer, and such other duties as the Board of Directors may from time to time designate.

H. Vacancies. Vacancies in any Officer position arising from any cause may be filled by the Board of Directors at any regular or special meeting.

I. Compensation. The salaries, if any, of the directors and all Officers of the corporation shall be fixed by the Board of Directors.

PART IV

Membership

As set forth in the Articles of Incorporation, the corporation shall have no members.

PART V

Books, Records and Reports

A. Books and Records. The corporation shall keep the following records at its registered office or its principal office in the State of Washington:

1. Current copies of its Articles of Incorporation and Bylaws, as amended;
2. Correct and adequate records of accounts and finances;
3. A record of officers' and directors' names and addresses;
4. Minutes of the proceedings of its Board of Directors, and any minutes that may be maintained by committees having any of the authority of the Board of Directors;
5. Copies of such documents as may be required to be made publicly available under the Internal Revenue Code of 1986, as amended (the "Code"), including copies of its application for recognition of tax-exempt status on Form 1023 and copies of its Form 990-PF and Form 990-T, if any; and
6. Such other records as may be necessary or advisable.

Such records may be made available in any manner and by any means permitted under the Act and the Code, as applicable. All books and records of the corporation shall be open at any reasonable time to inspection by any director.

B. Reliance on Copies of Resolutions. Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or its committees, when certified by the Chair or Secretary.

PART VI

Fiscal Year

The fiscal year of the corporation shall be the calendar year.

PART VII

Corporate Seal

The corporate seal of the corporation, if any, shall be in such form as the Board of Directors may approve from time to time.

PART VIII

Miscellaneous

A. Loans. No loans shall be made by the corporation to any officer or director of the corporation.

B. Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of directors and committees, where those rules are not inconsistent with the Articles of Incorporation, Bylaws or special rules of order of the corporation.

C. Amendment. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the directors then in office.

PART IX

Indemnification

A. Definitions. As used in this Article:

1. "Agent" means an individual who is, or was, an agent of the Corporation or an individual who, while an agent of the Corporation, is, or was, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. "Agent" includes, unless the context requires otherwise, the estate or personal representative of an Agent.

2. "Corporation" means this Corporation, and any domestic or foreign successor entity.

3. "Director" means an individual who is, or was, a director of the Corporation or an individual who, while a director of the Corporation, is, or was, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.

4. "Employee" means an individual who is, or was, an employee of the Corporation or an individual who, while an employee of the Corporation, is, or was, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. "Employee" includes, unless the context requires otherwise, the estate or personal representative of an Employee.

5. "Expenses" means all fees and expenses incurred in any Proceeding, including without limitation, the fees and expenses of counsel.

6. "Indemnitee" means an individual made a Party to a Proceeding because the individual is, or was, a Director, Officer, Employee, or Agent, and who possesses indemnification rights pursuant to the Articles of Incorporation, the Corporation's Bylaws, or other corporate action. "Indemnitee" shall also include the heirs, executors, and other successors in interest of such individuals.

7. "Liability" means the obligation to pay a judgment, settlement, penalty, or fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable Expenses incurred with respect to a Proceeding.

8. "Officer" means an individual who is, or was, an officer of the Corporation or an individual who, while an officer of the Corporation, is, or was, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. "Officer" includes, unless the context requires otherwise, the estate or personal representative of an Officer.

9. "Party" includes an individual who was, is, or is threatened to be, named a defendant or a respondent in a Proceeding.

10. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

B. Indemnification Rights of Directors, Officers, Employees and Agents.

1. The indemnification rights and the right to advancement of expenses of the Corporation's Directors shall be as set forth in the Articles of Incorporation and these Bylaws. The procedures of paragraph IX.C. shall apply to such indemnification rights and advancement of expenses unless the Board of Directors adopts or approves further indemnification and expense advancement arrangements as may be permitted by law.

2. The indemnification rights of the Corporation's Officers shall be as set forth in these Bylaws. The Corporation shall indemnify its Officers, to the full extent permitted by law, subject to RCW 23B.08.510 through RCW 23B.08.550, against Liability arising out of a Proceeding to which such individual was made a Party because the individual is or was an Officer of the Corporation. The Corporation shall advance Expenses incurred by such Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding, as provided herein.

3. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a Proceeding to Employees and Agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of

Directors and Officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

C. Procedure for Seeking Indemnification and/or Advancement of Expenses.

1. Notification and Defense of Claim. Indemnatee shall promptly notify the Corporation, in the form of a record, of any Proceeding for which indemnification could be sought under this Article or the Articles of Incorporation. In addition, Indemnatee shall give the Corporation such information and cooperation as it may reasonably require and as shall be within Indemnatee's power. With respect to any such Proceeding as to which Indemnatee has notified the Corporation:

(a) The Corporation shall be entitled to participate therein at its own expense; or

(b) Except as otherwise provided below, to the extent that it may wish, the Corporation, jointly with any other indemnifying Party similarly notified, will be entitled to assume the defense thereof, with counsel satisfactory to Indemnatee. Indemnatee's consent to such counsel may not be unreasonably withheld.

After notice from the Corporation to Indemnatee of its election to assume the defense, the Corporation will not be liable to Indemnatee under this Article for any Expenses subsequently incurred by Indemnatee in connection with such defense. However, Indemnatee shall continue to have the right to employ its counsel in such Proceeding, at Indemnatee's expense; and if:

(a) The employment of counsel by Indemnatee has been authorized by the Corporation;

(b) Indemnatee shall have reasonably concluded that there may be a conflict of interest between the Corporation and Indemnatee in the conduct of such defense; or

(c) The Corporation shall not, in fact, have employed counsel to assume the defense of such Proceeding;

then the fees and expenses of Indemnatee's counsel shall be at the expense of the Corporation.

The Corporation shall not be entitled to assume the defense of any Proceeding brought by, or on behalf of, the Corporation or as to which Indemnatee shall reasonably have made the conclusion that a conflict of interest may exist between the Corporation and the Indemnatee in the conduct of the defense.

2. Information to be Submitted and Method of Determination and Authorization of Indemnification. For the purpose of pursuing rights to indemnification under the Articles of Incorporation and/or this Article, Indemnatee shall submit to the Board or Directors a sworn statement requesting indemnification and reasonable evidence of all amounts

for which such indemnification is requested (together, the sworn statement and the evidence constitute an "Indemnification Statement").

Submission of an Indemnification Statement to the Board of Directors shall create a presumption that the Indemnitee is entitled to indemnification hereunder, and the Corporation shall, within sixty (60) calendar days thereafter, make the payments requested in the Indemnification Statement to, or for the benefit of, the Indemnitee, unless: (a) within such sixty (60) calendar day period it shall be determined by the Corporation that the Indemnitee is not entitled to indemnification under the Articles of Incorporation; (b) such vote shall be based upon clear and convincing evidence (sufficient to rebut the foregoing presumption); and (c) the Indemnitee shall receive notice of such determination in the form of a record, which shall disclose with particularity the evidence upon which the determination is based.

The foregoing determination shall be made (a) by the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the Proceeding; (b) if a quorum cannot be obtained under (a) in this paragraph, by majority vote of a committee duly designated by the Board of Directors, in which designation Directors who are Parties may participate, consisting solely of two or more Directors not at the time Parties to the Proceeding; or (c) by special legal counsel as provided by RCW 23B.08.550.

Any determination that the Indemnitee is not entitled to indemnification, and any failure to make the payments requested in the Indemnification Statement, shall be subject to judicial review by any court of competent jurisdiction.

3. Special Procedure Regarding Advance for Expenses. An Indemnitee seeking payment of Expenses in advance of a final disposition of the Proceeding must furnish the Corporation, as part of the Indemnification Statement:

(a) a written affirmation, given in the form of a record, of the Indemnitee's good faith belief that the Indemnitee has met the standard of conduct required to be eligible for indemnification; and

(b) a written undertaking, in the form of a record constituting an unlimited general obligation of the Indemnitee, to repay the advance if it is ultimately determined by the final disposition of a court of competent jurisdiction that the Indemnitee did not meet the required standard of conduct.

If the Corporation determines that indemnification is authorized, the Indemnitee's request for advance of Expenses shall be granted.

4. Settlement. The Corporation is not liable to indemnify Indemnitee for any amounts paid in settlement of any Proceeding without the Corporation's consent, given in the form of a record. The Corporation shall not settle any Proceeding in any manner that would impose any penalty or limitation on Indemnitee without Indemnitee's consent, given in the form of a record. Neither the Corporation nor Indemnitee may unreasonably withhold its consent to a proposed settlement.

D. Contract and Related Rights.

1. Contract Rights. The right of an Indemnatee to indemnification and advancement of Expenses is a contract right upon which the Indemnatee shall be presumed to have relied in determining to serve, or to continue to serve, in his or her capacity with the Corporation. Such right shall continue as long as the Indemnatee shall be subject to any possible Proceeding. Any amendment to, or repeal of, this Article shall not adversely affect any right or protection of an Indemnatee with respect to any acts or omissions of such Indemnatee occurring prior to such amendment or repeal.

2. Optional Insurance, Contracts, and Funding. The Corporation may:

(a) Maintain insurance, at its expense, to protect itself and any Indemnatee against any Liability;

(b) Enter into contracts with any Indemnatee in furtherance of this Article and consistent with the Act; and

(c) Create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

3. Severability. If any provision or application of this Article shall be invalid or unenforceable, the remainder of this Article and its remaining applications shall not be affected thereby, and shall continue in full force and effect.

4. Right of Indemnatee to Bring Suit. If (a) a claim under the Articles of Incorporation and/or this Article for indemnification is not paid in full by the Corporation within sixty (60) days after notice of a claim has been received by the Corporation; or (b) a claim under this Article for advancement of Expenses is not paid in full by the Corporation within twenty (20) days after notice of a claim, then the Indemnatee may, but need not, at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. To the extent successful in whole or in part, the Indemnatee shall be entitled to also be paid the expense (to be proportionately prorated if the Indemnatee is only partially successful) of prosecuting such claim.

Neither (a) the failure of the Corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such Proceeding that indemnification or reimbursement or advancement of Expenses to the Indemnatee is proper in the circumstances, nor (b) an actual determination by the Corporation (including its Board of Directors or its independent legal counsel) that the Indemnatee is not entitled to indemnification or to the reimbursement or advancement of Expenses, shall be a defense to the Proceeding or create a presumption that the Indemnatee is not so entitled.

E. Exceptions. Notwithstanding any other provision herein or in the Corporation's Articles of Incorporation to the contrary, the Corporation shall not be obligated pursuant to the

terms of this Article to indemnify or advance Expenses to Indemnatee with respect to any Proceeding:

1. Initiated or brought voluntarily by Indemnatee and not by way of defense, except with respect to Proceedings brought to establish or enforce a right to indemnification under the Bylaws, or any other statute or law or as otherwise required under the statute; but such indemnification or advancement of Expenses may be provided by the Corporation in specific cases if the Board of Directors finds it to be appropriate.
2. Instituted by Indemnatee to enforce or interpret rights under the Bylaws, if a court of competent jurisdiction determines that each of the material assertions made by Indemnatee in such Proceeding was not made in good faith or was frivolous.
3. For which any of the Expenses or Liabilities for indemnification being sought have been paid directly to Indemnatee by an insurance carrier under an insurance policy maintained by the Corporation.
4. If the Corporation is prohibited by its Articles of Incorporation, the Act or other applicable law as then in effect from paying such indemnification and/or advancement of Expenses.
5. If the Corporation's payment of indemnification would result in an act of self-dealing within the meaning of Section 4941(d) of the Code or the corresponding provision of any future federal tax law.

PART X

Definitions

Except as otherwise provided herein, as used in these Bylaws:

- A. "Deliver" means:
 1. Mail; or
 2. Transmit by facsimile equipment, for purposes of delivering a demand consent, notice, or waiver to the Corporation or one of its officers or directors; or
 3. Make an electronic transmission, in accordance with the officer's or director's consent, for purposes of delivering a demand, consent, notice, or waiver to the Corporation or one of its officers or directors under Article 5, Section 10 of these Bylaws.
- B. "Electronic transmission" means an electronic communication:
 1. Not directly involving the physical transfer of a record in a tangible medium; and

2. That may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.

C. "Execute" means:

1. Sign, with respect to a written record; or
2. Electronically transmit along with sufficient information to determine the sender's identity; or
3. File in compliance with the standards for filing with the office of the secretary of state as prescribed by the secretary of state, with respect to a record to be filed with the secretary of state.

D. "Record" means information inscribed on a tangible medium or contained in an electronic transmission.

E. "Tangible medium" means a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or other tangible material.

F. "Writing" does not include an electronic transmission.

CERTIFICATION

Douglas X. Patiflo, being Secretary of Marguerite Casey Foundation, hereby certifies that the foregoing Amended and Restated Bylaws were approved by the Board of Directors effective as of May 16, 2011.



Douglas X. Patiflo, Secretary

Marguerite Casey Foundation

EIN: 91-2062197

Year End: December 31, 2011

Form 990-PF, Part XV, line 3a

Grants and Contributions Paid During the Year

Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
9to5, Atlanta Working Women FS 9to5, National Association of Working Women	501 Pulliam Street, #344 Atlanta, GA 30312	None	509(a)(1) or (a)(2)	For building a movement of low-wage women to promote state and local policies that address the issue of working poverty	\$75,000
Action Communication and Education Reform	307 Main Street Duck Hill, MS 38925	None	509(a)(1) or (a)(2)	For general support	\$75,000
Action Now FS Logan Square Neighborhood Association	209 West Jackson Blvd, 2nd Floor Chicago, IL 60606	None	509(a)(1) or (a)(2)	For organizing and advocacy among and by low-income and working families in Chicago and its suburbs, and strengthening networks addressing concerns of low-income families	\$150,000
Advocates for Community and Rural Education dba Rural Community Alliance	633 Highway 9 Fox, AR 72051	None	509(a)(1) or (a)(2)	For general support	\$75,000
Alabama Council on Human Relations	Suite 900, Bell Building Montgomery, AL 36106	None	509(a)(1) or (a)(2)	For support of expanding the Alabama Organizing Project's number of trained leaders. These leaders will hold 96 community meetings to expand the AOP constituent base, increase buy-in to the Equal Voice National Family Platform, and use it to impact state level public policy	\$25,000
Alabama State University	915 South Jackson Street Montgomery, AL 36101	None	Governmental Unit	Scholarship for future teachers of children from disadvantaged and challenging backgrounds	\$10,000
Albany Park Neighborhood Council	3334 W Lawrence, 3rd Floor Chicago, IL 60625	None	509(a)(1) or (a)(2)	For support of the Leaders Investing for Equality (LIFE) Campaign led by Albany Park Neighborhood Council and Kenwood Oakland Community Organization to organize across racial lines and advocate for public policy reforms and resources to prevent and address violence impacting youth in Chicago	\$25,000

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Albany Park Neighborhood Council	3334 W Lawrence, 3rd Floor Chicago, IL 60625	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Alliance for Justice	11 Dupont Circle NW, 2nd Floor Washington, DC 20036	None	509(a)(1) or (a)(2)	For general support	\$100,000
American Friends Service Committee - San Francisco	65 Ninth Street San Francisco, CA 94103	None	509(a)(1) or (a)(2)	For general support.	\$100,000
American Indian Association of Tucson dba Tucson Indian Center	97 East Congress, Suite 101 Tucson, AZ 85701	None	509(a)(1) or (a)(2)	For general support	\$150,000
American Indian Center	1630 W Wilson Avenue Chicago, IL 60640	None	509(a)(1) or (a)(2)	For general support.	\$135,000
Americans for Indian Opportunity	1001 Marquette Avenue NW Albuquerque, NM 87102	None	509(a)(1) or (a)(2)	For strengthening a national Equal Voice Native Network by increasing the number of member organizations and collaborative advocacy on federal-level health and education issues	\$25,000
Applied Research Center	32 Broadway, Suite 1801 New York, NY 10004	None	509(a)(1) or (a)(2)	For general support.	\$200,000
ARISE Support Center	1417 S Tower Road Alamo, TX 78516	None	509(a)(1) or (a)(2)	For general support.	\$100,000
Arizona Center for Empowerment (ACE) FS Leadership Center for the Common Good	3635 N. 37th Street, Unit #12 Phoenix, AZ 85018	None	509(a)(1) or (a)(2)	For leadership development and policy advocacy training of low-income families to influence local, state and federal policies that have a negative impact on families in Arizona.	\$150,000
Arizona Community Action Association	2700 North 3rd Street, Suite 3040 Phoenix, AZ 85004	None	509(a)(1) or (a)(2)	For general support	\$112,500
Arkansas Public Policy Panel	1308 West 2nd Street Little Rock, AR 72201	None	509(a)(1) or (a)(2)	For general support	\$300,000
Asian Americans/Pacific Islanders in Philanthropy (AAPIP)	211 Sutter Street, Suite 600 San Francisco, CA 94108	None	509(a)(1) or (a)(2)	For general support.	\$400
Asian Counseling and Referral Service	720 8th Avenue South, Suite 200 Seattle, WA 98104	None	509(a)(1) or (a)(2)	For general support.	\$400

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Asian Immigrant Women Advocates	310 8th Street, Suite 301 Oakland, CA 94607	None	509(a)(1) or (a)(2)	For general support	\$100,000
Asian Pacific American Legal Center	1145 Wilshire Boulevard, 2nd Floor Los Angeles, CA 90017	None	509(a)(1) or (a)(2)	For general support.	\$250,000
Asian Pacific Environmental Network	310 8th Street, Suite 309 Oakland, CA 94607	None	509(a)(1) or (a)(2)	For general support	\$225,000
Association of Black Foundation Executives (ABFE)	333 7th Avenue, 14th Floor New York, NY 10001	None	509(a)(1) or (a)(2)	For general support	\$100,000
Be Present	4151 Memorial Drive , Suite 103A Decatur, GA 30032	None	509(a)(1) or (a)(2)	For general support	\$2,200
Big Brothers Big Sisters of Kentuckiana	1519 Gardiner Lane, Suite B Louisville, KY 40218	None	509(a)(1) or (a)(2)	For general support	\$1,000
Black Mesa Water Coalition FS Native Movement	PO Box 613 Flagstaff, AZ 86002	None	509(a)(1) or (a)(2)	For developing the leadership of Navajo and Hopi families and youth to engage in advocacy and activism for sustainable economic development and green jobs	\$105,000
Border Action Network	PO Box 384 Tucson, AZ 85702	None	509(a)(1) or (a)(2)	For general support.	\$300,000
Border Angels	701 Kettner Blvd #201 San Diego, CA 92101	None	509(a)(1) or (a)(2)	For general support	\$5,000
Brownsville Community Health Center	2137 East 22nd Street Brownsville, TX 78521	None	509(a)(1) or (a)(2)	For general support	\$150,000
Buckhorn Children and Family Services	116 Buckhorn Lane Buckhorn, KY 41721	None	509(a)(1) or (a)(2)	For general support	\$2,000
Building Movement Project FS Demos A Network for Ideas and Action	220 Fifth Ave, 5th Floor New York, NY 10001	None	509(a)(1) or (a)(2)	For research, publications that provide ideas, data and evidence to support ways in which nonprofit organizations can embrace and employ movement building for social change that aligns with the Equal Voice framework for movement building	\$100,000
Calexico Carnegie Technology Center	850 Encinas Ave Calexico, CA 92231	None	509(a)(1) or (a)(2)	For general support	\$5,000

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California Child Care Resource and Referral Network - Parent Voices	111 New Montgomery Street, 7th Floor San Francisco, CA 94105	None	509(a)(1) or (a)(2)	For the Bay Area Equal Voice Caucus - an emerging network intended to build and strengthen connections across multiracial, multicultural and multilingual communities in the East Bay, South Bay, San Francisco, and Marin regions of the Bay Area in order to advance the Equal Voice platform and improve the lives of low-income families	\$25,000
California Child Care Resource and Referral Network - Parent Voices	111 New Montgomery Street, 7th Floor San Francisco, CA 94105	None	509(a)(1) or (a)(2)	For general support.	\$128,000
California State University - Sacramento Trust Foundation	6000 J Street Sacramento Hall #118 Sacramento, CA 95819	None	509(a)(1) or (a)(2)	For general support	\$5,000
CANGRESS dba Los Angeles Community Action Network	530 S Main Street Los Angeles, CA 90013	None	509(a)(1) or (a)(2)	For general support.	\$152,500
Carden School of Sacramento	3020 Marconi Avenue Sacramento, CA 95821	None	509(a)(1) or (a)(2)	For general support.	\$15,000
Casa de Proyecto Libertad	113 N 1st Street Harlingen, TX 78550	None	509(a)(1) or (a)(2)	For general support.	\$210,000
CDC Foundation	55 Park Place, Suite 400 Atlanta, GA 30303	None	509(a)(1) or (a)(2)	For the Edward Jenner Museum	\$25,000
Center for Community Change	1536 U Street NW Washington, DC 20009	None	509(a)(1) or (a)(2)	For general support	\$400,000
Center for Effective Philanthropy	675 Massachusetts Avenue, 7th Floor Cambridge, MA 02139	None	509(a)(1) or (a)(2)	For general support.	\$25,000
Center for Lobbying in the Public Interest	1612 K Street NW, Suite 505 Washington, DC 20006	None	509(a)(1) or (a)(2)	For general support	\$25,000
Center for Social Inclusion FS Tides Center	150 Broadway, Suite 303 New York, NY 10038	None	509(a)(1) or (a)(2)	For supporting education and advocacy that results in transformative policies, effective alliances and meaningful communications strategies for equity for communities of color.	\$150,000

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Grants and Contributions Paid During the Year

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Center for the Future of Arizona	541 East Van Buren, Suite B-5 Phoenix, AZ 85004	None	509(a)(1) or (a)(2)	For collaborative projects and initiatives that serve the public interest and common good	\$30,000
Center for the Study of Social Policy	1575 Eye Street NW, Suite 500 Washington, DC 20005	None	509(a)(1) or (a)(2)	For general support	\$50,000
Centers for New Horizons	4150 South King Drive Chicago, IL 60653	None	509(a)(1) or (a)(2)	For support of the Community Reinvention Employment Alliance for Training and Education partnership to engage constituents and advance public policies addressing education and employment needs of low-income families.	\$25,000
Centers for New Horizons	4150 South King Drive Chicago, IL 60653	None	509(a)(1) or (a)(2)	For general support	\$375,000
Central American Resource Center (CARECEN) of San Francisco	3101 Mission Street, Suite 101 San Francisco, CA 94110	None	509(a)(1) or (a)(2)	For general support	\$50,000
Central Arizonans for a Sustainable Economy (CASE) FS The Partnership for Working Families	2401 N. Central Avenue Phoenix, AZ 85053	None	509(a)(1) or (a)(2)	For continued collaboration of the One Arizona statewide network, to invite new member organizations, and to establish a Phoenix-specific civic engagement strategy targeting Latino voters	\$25,000
Central Arizonans for a Sustainable Economy (CASE) FS The Partnership for Working Families	2401 N. Central Avenue Phoenix, AZ 85053	None	509(a)(1) or (a)(2)	For developing and engaging community leaders in advocating for improved municipal policies that support low-income families.	\$112,500
Centro Binacional para el Desarrollo Indígena Oaxaqueño	744 N. Abby Street Fresno, CA 93701	None	509(a)(1) or (a)(2)	For continued support of Equal Voice for Change in the Central Valley - a network of community-based organizations working across race, culture and language to build and sustain a family-led movement in the Fresno and Madera counties of California's Central Valley	\$25,000

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Centro Binacional para el Desarrollo Indígena Oaxaqueño	744 N. Abby Street Fresno, CA 93701	None	509(a)(1) or (a)(2)	For general support.	\$50,000
Centro Del Obrero Fronterizo dba La Mujer Obrera	2000 Texas Avenue El Paso, TX 79901	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Centro Hispano of Dane County	810 West Badger Road Madison, WI 53713	None	509(a)(1) or (a)(2)	For general support.	\$20,000
Charitable Ventures of Orange County	1505 E. 17th Street, Suite 101 Santa Ana, CA 92705	None	509(a)(1) or (a)(2)	For a fiscal agency to support the creation of an organization that will focus on criminal justice reform in Orange County. Deliverables include: creation of 501c3 and 1-3 year strategic plan	\$40,000
Chicago Coalition for the Homeless	70 E Lake Street, Suite 700 Chicago, IL 60601	None	509(a)(1) or (a)(2)	For support of the Chicago People's Unity Budget Campaign network, which mobilizes families to organize and advocate for equitable city budget policies that raise revenue and prevent cuts that hurt low-income families.	\$25,000
Chicago Legal Advocacy for Incarcerated Mothers (CLAIM)	70 East Lake Street, Suite 1120 Chicago, IL 60601	None	509(a)(1) or (a)(2)	For general support	\$180,000
Child Development	2012 Fisher Street Madison, WI 53713	None	509(a)(1) or (a)(2)	For general support.	\$2,400
Child Health Foundation	10630 Little Patuxent PKY, Century Plaza, Suite 126 Columbia, MD 21044	None	509(a)(1) or (a)(2)	For ICDDR,B core support.	\$4,000
Child Welfare League of America (CWLA)	1726 M Street NW, Suite 500 Washington, DC 20036	None	509(a)(1) or (a)(2)	To help children to be held harmless during the budget cuts	\$5,000
Child Welfare League of America (CWLA)	1726 M Street NW, Suite 500 Washington, DC 20036	None	509(a)(1) or (a)(2)	For general support	\$300,000
Children's Action Alliance	4001 North Third Street, Suite 160 Phoenix, AZ 85012	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Children's Alliance	718 6th Avenue South Seattle, WA 98104	None	509(a)(1) or (a)(2)	For general support.	\$100,000
Children's Museum of Tacoma	936 Broadway Avenue Tacoma, WA 98402	None	509(a)(1) or (a)(2)	For general support	\$10,000

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Chinatown Community Development Center	1525 Grant Avenue San Francisco, CA 94133	None	509(a)(1) or (a)(2)	For general support	\$150,000
Church Council of Greater Seattle	2701 First Avenue, Suite 240 Seattle, WA 98121	None	509(a)(1) or (a)(2)	For general support	\$150,000
Citizens for a Better Greenville FS Southern Echo	PO Box 5673 Greenville, MS 38703	None	509(a)(1) or (a)(2)	For supporting low-wealth parent and student organizing and advocacy for quality education in the public schools of Greenville, Mississippi	\$270,000
Coalition for Humane Immigrant Rights of Los Angeles	2533 West 3rd Street, Suite 101 Los Angeles, CA 90057	None	509(a)(1) or (a)(2)	For general support	\$100,000
Coalition of African, Arab, Asian, European and Latino Immigrants of Illinois (CAAAELII)	4300 N Hermitage Avenue Chicago, IL 60613	None	509(a)(1) or (a)(2)	For general support	\$150,000
Coalition of Immokalee Workers	PO Box 603 Immokalee, FL 34143	None	509(a)(1) or (a)(2)	For general support	\$300,000
Coleman Advocates for Children and Youth	459 Vienna Street San Francisco, CA 94110	None	509(a)(1) or (a)(2)	For general support	\$225,000
CollegeBound Foundation	The Canton House 300 Water Street, Suite 300 Baltimore, MD 21202	None	509(a)(1) or (a)(2)	Support of the work of the CollegeBound Foundation in preparing Baltimore City at risk students for college	\$5,000
Common Cause Education Fund	1133 19th Street, 9th Floor Washington, DC 20036	None	509(a)(1) or (a)(2)	For good government, civility and public financing	\$15,000
Community Coalition for Substance Abuse Prevention and Treatment	8101 S Vermont Avenue Los Angeles, CA 90044	None	509(a)(1) or (a)(2)	For general support.	\$250,000
Community Culture and Resource Center	PO Box 784 Lexington, MS 39095	None	509(a)(1) or (a)(2)	For support of services to poor people	\$750
Community Culture and Resource Center	PO Box 784 Lexington, MS 39095	None	509(a)(1) or (a)(2)	For general support	\$150,000
Community Foundation of South Alabama	PO Box 990 Mobile, AL 33601	None	509(a)(1) or (a)(2)	Project support for the Social Impact Fund	\$50,000
Community Justice for Youth Institute	3424 S State Street, #3C3-1 Chicago, IL 60616	None	509(a)(1) or (a)(2)	For general support	\$75,000

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Community Media Organizing Project FS: Statewide Organizing for Community eMpowerment	2921 Kenilworth Lane Knoxville, TN 37917	None	509(a)3 Type I	For increasing the use of media to support and improve community organizing in the South as a means of building a movement for social change using the Equal Voice framework for movement building in the region	\$60,000
Community Partners FBO The City Project	1055 Wilshire Blvd , Suite 1660 Los Angeles, CA 90017	None	509(a)(1) or (a)(2)	For general support.	\$5,000
Community Policy, Research and Training Institute	1072 Lynch Street, Suite 7 Jackson, MS 39203	None	509(a)(1) or (a)(2)	For general support	\$200,000
Concentric Educational Solutions	4455 Connecticut Ave NW, Suite 310 Washington, DC 20008	None	509(a)(1) or (a)(2)	For general support.	\$25,000
Concentric Educational Solutions	4455 Connecticut Ave NW, Suite 310 Washington, DC 20008	None	509(a)(1) or (a)(2)	For an organization that works with urban schools on attendance and behavior issues of students, especially boys of color, with special emphasis placed on building relationships between the schools and families of these children.	\$30,000
Concentric Educational Solutions FS: Building Hope - A Charter Schools Facilities Fund	4455 Connecticut Avenue NW, Suite 310 Washington, DC 20008	None	509(a)(1) or (a)(2)	For an organization that works with urban schools on attendance and behavior issues of students, especially boys of color, with special emphasis placed on building relationships between the schools and families of these children	\$10,000
Concerned Citizens for a Better Tunica County FS Southern Echo	PO Box 2249 1028 Prichard Road, Suite 201 Tunica, MS 38676	None	509(a)(1) or (a)(2)	For education, advocacy and activism to hold policymakers accountable to low-income communities in the Mississippi Delta and statewide, particularly on issues of education, economic development, environment and affordable housing.	\$150,000

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Congregations Organized for Prophetic Engagement (COPE)	600 N Arrowhead Street, Suite 300 San Bernardino, CA 92401	None	509(a)(1) or (a)(2)	For general support	\$150,000
Consejo de Federaciones Mexicanas en Norte América (COFEM)	125 Paseo de la Plaza, Suite 101 Los Angeles, CA 90012	None	509(a)(1) or (a)(2)	For general support	\$150,000
Cornish College of the Arts	1000 Lenora Street Seattle, WA 98121	None	509(a)(1) or (a)(2)	For the Sergei Tschernusch Endowed Scholarship Fund	\$4,500
Cornish College of the Arts	1000 Lenora Street Seattle, WA 98121	None	509(a)(1) or (a)(2)	For scholarship support.	\$7,500
Densho	1416 S. Jackson Street Seattle, WA 98144	None	509(a)(1) or (a)(2)	For general support	\$400
Denver Indian Family Resource Center	4700 Morrison Road, Suite 100 Denver, CO 80219	None	509(a)(1) or (a)(2)	For general support	\$5,000
DeSales High School	425 Kenwood Drive Louisville, KY 40214	None	509(a)(1) or (a)(2)	For general support	\$200
Developing Communities Project	212 E 95th Street Chicago, IL 60619	None	509(a)(1) or (a)(2)	For general support	\$105,000
Diné Citizens Against Ruining our Environment	HC-63 PMB 6113 Winslow, AZ 86047	None	509(a)(1) or (a)(2)	For general support	\$75,000
Diversity 5 Initiative FS Rockefeller Philanthropy Advisors	980 N Michigan Ave Chicago, IL 60611	None	509(a)(1) or (a)(2)	For general support	\$50,000
Dona Ana County Colonias Development Council	1050 Monte Vista Ave Las Cruces, NM 88001	None	509(a)(1) or (a)(2)	For general support	\$150,000
East Bay Alliance for a Sustainable Economy	1814 Franklin Street, Suite 325 Oakland, CA 94612	None	509(a)(1) or (a)(2)	For general support	\$100,000
East Bay Depot of Bay Area Creative Reuse	4695 Telegraph Avenue Oakland, CA 94609	None	509(a)(1) or (a)(2)	For wellness programs for low-income migrant workers/families, winter clothing and over the counter medications	\$10,000
El Centro de La Raza	2524 16th Avenue South Seattle, WA 98144	None	509(a)(1) or (a)(2)	To memorialize Roberto Maestas's legacy of community leadership and activism by creating an annual recognition award	\$25,000

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Emerging Practitioners in Philanthropy FS: Tides Center	Policy, Strategy, Global Initiatives PO Box 29907 San Francisco, CA 94129	None	509(a)(1) or (a)(2)	For the tenth anniversary conference sponsorship and participant scholarships	\$15,000
Emerging Practitioners in Philanthropy FS: Tides Center	Policy, Strategy, Global Initiatives PO Box 29907 San Francisco, CA 94129	None	509(a)(1) or (a)(2)	For the tenth anniversary conference sponsorship and participant scholarships.	\$35,000
Emma Norton Services	670 N. Robert St St Paul, MN 55101	None	509(a)(1) or (a)(2)	For general support.	\$900
Emory University - South Georgia Farmworker Health Project	1462 Clifton Road, Suite 280 Atlanta, GA 30322	None	509(a)(1) or (a)(2)	For general support	\$10,000
English Speaking Union of the United States	144 East 39th Street New York, NY 10016	None	509(a)(1) or (a)(2)	For the Luard Scholarship, to provide scholarships for historically black college students	\$5,000
English Speaking Union of the United States	144 East 39th Street New York, NY 10016	None	509(a)(1) or (a)(2)	For education of students and teachers.	\$15,000
Environmental Health Coalition	2727 Hoover Ave , Suite 202 National City, CA 91950	None	509(a)(1) or (a)(2)	For general support.	\$225,000
Environmental Leadership Program	PO Box 907 Greenbelt, MD 20768	None	509(a)(1) or (a)(2)	For general support	\$200
Equal Justice Initiative	122 Commerce St Montgomery, AL 36104	None	509(a)(1) or (a)(2)	For the defense of poor people	\$1,500
Families and Friends of Louisiana's Incarcerated Children (FFLIC)	1600 Oretha Castle Haley Blvd New Orleans, LA 70113	None	509(a)(1) or (a)(2)	For general support.	\$112,500
Families First	1105 West Peachtree Street NE Atlanta, GA 30309	None	509(a)(1) or (a)(2)	For support for poor families	\$750
Families First	1105 West Peachtree Street NE Atlanta, GA 30309	None	509(a)(1) or (a)(2)	For work with foster care children	\$5,625
Family Programs Hawaii	250 Vineyard Street Honolulu, HI 96813	None	509(a)(1) or (a)(2)	For general support	\$5,000

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Farmworker Association of Florida	1264 Apopka Blvd. Apopka, FL 32703	None	509(a)(1) or (a)(2)	For activism and advocacy to support the well-being of farmworker families in Florida and across the South	\$150,000
Farmworkers Self-Help	37240 Calle de Milagros Dade City, FL 33523	None	509(a)(1) or (a)(2)	For support for college scholarships	\$6,000
Farmworkers Self-Help	37240 Calle de Milagros Dade City, FL 33523	None	509(a)(1) or (a)(2)	For continued support of the Equal Voice for Florida's Families Coalition to build a collective voice and statewide participation in policy advocacy that ensures the well-being of low-income and working families.	\$25,000
Federation of Child Care Centers of Alabama (FOCAL)	P O. Box 214 Montgomery, AL 36101	None	509(a)(1) or (a)(2)	For a second phase of a Citizen Engagement Project to further expand the grassroots representation and engagement of the Alabama Child Care Alliance, and increase its ability to influence policy change in child care for the benefit of working families	\$25,000
Ferret Shelter Northwest	PO Box 1963 Vashon, WA 98070	None	509(a)(1) or (a)(2)	For general support.	\$300
Fisk University	1000 17th Avenue North Nashville, TN 37208	None	509(a)(1) or (a)(2)	For support of education for low-income students.	\$5,625
Florida Immigrant Coalition	8325 NE 2nd Avenue, Suite 206 Miami, FL 33138	None	509(a)(1) or (a)(2)	For general support	\$150,000
Forward Theater Company	PO Box 14574 Madison, WI 53708	None	509(a)(1) or (a)(2)	For general support	\$5,000
Foster Care Alumni of America	901 N. Washington Street, Suite 208 Alexandria, VA 22314	None	509(a)(1) or (a)(2)	For general support	\$7,500
Foster Care Alumni of America	901 N. Washington Street, Suite 208 Alexandria, VA 22314	None	509(a)(1) or (a)(2)	For general support	\$200,000
Foundation Center	79 Fifth Avenue New York, NY 10003	None	509(a)(1) or (a)(2)	For general support.	\$10,000
Futuro Media Group	87 Lafayette Street, 3rd Floor New York, NY 10013	None	509(a)(1) or (a)(2)	For general support.	\$100,000

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Garniel Foundation	203 North Wabash, Suite 808 Chicago, IL 60601	None	509(a)(1) or (a)(2)	For organizational transition support	\$30,000
Gay City Health Project	511 E. Pike Street Seattle, WA 98122	None	509(a)(1) or (a)(2)	For general support.	\$500
Georgia Citizens' Coalition on Hunger	9 Gammon Ave. Atlanta, GA 30315	None	509(a)(1) or (a)(2)	For general support	\$75,000
Georgia Strategic Alliance for New Directions and Unified Policies (STAND-UP)	501 Pulliam Street SW, Suite 500 Atlanta, GA 30312	None	509(a)(1) or (a)(2)	For general support	\$125,000
Grant Park Conservancy	PO Box 89189 Atlanta, GA 30312	None	509(a)(1) or (a)(2)	For Greenspace Preservation	\$300
Grantmakers Concerned with Immigrants and Refugees	P O Box 1100 Sebastopol, CA 95473	None	509(a)(1) or (a)(2)	For general support	\$400
Grantmakers for Effective Organizations (GEO)	1725 DeSales Street NW, Suite 404 Washington, DC 20036	None	509(a)(1) or (a)(2)	For general support	\$10,000
Grantmakers for Effective Organizations (GEO)	1725 DeSales Street NW, Suite 404 Washington, DC 20036	None	509(a)(1) or (a)(2)	For support for the 2012 GEO Seattle Conference.	\$25,000
Grassroots Collaborative FS. Chicago Coalition for the Homeless	637 South Dearborn, 3rd Floor Chicago, IL 60605	None	509(a)(1) or (a)(2)	For using the Equal Voice framework for movement building to engage low-income family leaders in organizing and policy advocacy, skills development and effective coalition partnerships for policy change	\$75,000
Grassroots Global Justice	PO Box 2096 Beaumont, CA 92223	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Greater Birmingham Ministries	2304 12th Avenue North Birmingham, AL 35234	None	509(a)(1) or (a)(2)	For general support.	\$100,000
Greater Tacoma Community Foundation	950 Pacific Avenue, Suite 1100 Tacoma, WA 98402	None	509(a)(1) or (a)(2)	For the Youth Against Violence Initiative	\$50,000
Heifer Project International	1 World Avenue Little Rock, AR 72202	None	509(a)(1) or (a)(2)	For general support	\$900
Help Now of Osceola	PO Box 420370 Kissimmee, FL 34742	None	509(a)(1) or (a)(2)	To sustain the battered women's shelter in one of Florida's poorest counties	\$5,000
Hindman Settlement School	PO Box 844 Hindman, KY 41822	None	509(a)(1) or (a)(2)	For general support	\$400

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Hispanic Interest Coalition of Alabama	PO Box 190299 Birmingham, AL 35219	None	509(a)(1) or (a)(2)	For general support	\$100,000
Hispanic Scholarship Fund	55 2nd Street, Suite 1500 San Francisco, CA 94105	None	509(a)(1) or (a)(2)	For general support	\$10,000
Hispanics in Philanthropy	55 Second Street, Suite 1500 San Francisco, CA 94105	None	509(a)(1) or (a)(2)	For general support	\$25,000
Hispanics in Philanthropy	55 Second Street, Suite 1500 San Francisco, CA 94105	None	509(a)(1) or (a)(2)	For general support	\$125,000
Hope Community Center	1016 N Park Ave Apopka, FL 32712	None	509(a)(1) or (a)(2)	To help the center to continue to help new immigrants in their struggle	\$5,000
Howard University	2244 10th Street NW, Suite 401 Washington, DC 20059	None	509(a)(1) or (a)(2)	For the Divinity School Library.	\$6,000
Howard University - Divinity School	1400 Shepherd Street NE Washington, DC 20017	None	509(a)(1) or (a)(2)	For books to prepare clergy to serve and address needs of low-income families	\$10,000
IAF Northwest	649 Strander Blvd , Suite B Tukwila, WA 98188	None	509(a)(1) or (a)(2)	For general support	\$50,000
Independent Sector	1602 L Street NW, Suite 900 Washington, DC 20036	None	509(a)(1) or (a)(2)	For project support for 2011 Annual Conference Scholarships	\$10,000
Independent Sector	1602 L Street NW, Suite 900 Washington, DC 20036	None	509(a)(1) or (a)(2)	For general support	\$20,000
Independent Sector	1602 L Street NW, Suite 900 Washington, DC 20036	None	509(a)(1) or (a)(2)	For general support	\$225,000
InnerCity Struggle	124 North Townsend Ave Los Angeles, CA 90063	None	509(a)(1) or (a)(2)	For general support.	\$150,000

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Instituto de Educación Popular del Sur de California (IDEPSCA)	1565 W 14th Street Los Angeles, CA 90015	None	509(a)(1) or (a)(2)	For continued support of Equal Voice for America's Families-Los Angeles Network - a multiracial, multi-issue alliance of 25 Southern California organizations working to build and sustain its regional capacity to effectively participate in a national, family-led movement.	\$25,000
Intercultural Development Research Association	5815 Callaghan Road, Suite 101 San Antonio, TX 78228	None	509(a)(1) or (a)(2)	For general support.	\$125,000
International Community Health Services Foundation	PO Box 3007 Seattle, WA 98114	None	509(a)(1) or (a)(2)	For general support.	\$300
International Community Health Services Foundation	PO Box 3007 Seattle, WA 98114	None	509(a)(1) or (a)(2)	For general support	\$300
Jobs with Justice Education Fund	1325 Massachusetts Avenue NW, Suite 200 Washington, DC 20005	None	509(a)(1) or (a)(2)	For general support.	\$100,000
Juvenile Justice Project of Louisiana	1600 Oretha Castle Haley Blvd. New Orleans, LA 70113	None	509(a)(1) or (a)(2)	For general support	\$100,000
KARE Family Center/Arizona's Children Association	2833 North Third Street Phoenix, AZ 85004	None	509(a)(1) or (a)(2)	For support for Children's Baile Folklorica dance group	\$22,000
KCTS Television	401 Mercer St Seattle, WA 98109	None	509(a)(1) or (a)(2)	For general support	\$300
Kentucky Public Radio dba Louisville Public Media	619 S. Fourth St Louisville, KY 40202	None	509(a)(1) or (a)(2)	For general support.	\$200
Kirkland Interfaith Transitions in Housing (KITH)	125 State Street S Kirkland, WA 98033	None	509(a)(1) or (a)(2)	For general support.	\$200
KPLU FM 88.5- Pacific Lutheran University	12182 Park Ave S Tacoma, WA 98447	None	509(a)(1) or (a)(2)	For the Annual Pledge Drive/general support	\$730
KPLU FM 88.5- Pacific Lutheran University	12182 Park Ave S Tacoma, WA 98447	None	509(a)(1) or (a)(2)	To promote improvements in global health, poverty reduction and development via the Humanosphere program.	\$20,000
La Unión del Pueblo Entero	PO Box 188 San Juan, TX 78589	None	509(a)(1) or (a)(2)	For general support	\$130,000

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Labor Community Strategy Center	3780 Wilshire Blvd , Suite 1200 Los Angeles, CA 90010	None	509(a)(1) or (a)(2)	For general support	\$500,000
Lakeside School	Development Office 14050 1st Ave NE Seattle, WA 98125	None	509(a)(1) or (a)(2)	For general support	\$700
Lance Armstrong Foundation	National Mail Processing Center ATTN: Matching Gifts PO Box 6003 Albert Lea, NM 56007	None	509(a)(1) or (a)(2)	For a donation.	\$200
Latino Center for Prevention and Action in Health and Welfare dba Latino Health Access	450 W 4th Street, Suite 130 Santa Ana, CA 92701	None	509(a)(1) or (a)(2)	To support community project for Marshallese Community in Ocean View, HI.	\$19,064
Latino Center for Prevention and Action in Health and Welfare dba Latino Health Access	450 W. 4th Street, Suite 130 Santa Ana, CA 92701	None	509(a)(1) or (a)(2)	For the Marshallese Community of Ocean View Project	\$25,000
Latino Center for Prevention and Action in Health and Welfare dba Latino Health Access	450 W 4th Street, Suite 130 Santa Ana, CA 92701	None	509(a)(1) or (a)(2)	For implementation of a strategic action plan developed by Equal Voice for America's Families-Los Angeles Network - a multiracial, multi-issue alliance of 25 Southern California organizations working to build and sustain its regional capacity to effectively participate in a national, family-led movement	\$25,000
Latino Center for Prevention and Action in Health and Welfare dba Latino Health Access	450 W. 4th Street, Suite 130 Santa Ana, CA 92701	None	509(a)(1) or (a)(2)	For general support	\$200,000
Latino Community Fund of Washington State	PO Box 30669 Seattle, WA 98103	None	509(a)(1) or (a)(2)	For general support	\$200
Latino Community Fund of Washington State	PO Box 30669 Seattle, WA 98103	None	509(a)(1) or (a)(2)	For general support	\$1,200
Latino Community Fund of Washington State	PO Box 30669 Seattle, WA 98103	None	509(a)(1) or (a)(2)	For general support	\$780
Latino Community Fund of Washington State	PO Box 30669 Seattle, WA 98103	None	509(a)(1) or (a)(2)	For general support.	\$1,200
Leadership Center for the Common Good	11 Dupont Circle, Suite 240 Washington, DC 20036	None	509(a)(1) or (a)(2)	For project support for engaging a Civic Engagement Director	\$50,000

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Leadership Center for the Common Good	11 Dupont Circle, Suite 240 Washington, DC 20036	None	509(a)(1) or (a)(2)	For general support.	\$100,000
Little Village Community Development Corporation dba Enlace Chicago	2756 S Harding Avenue Chicago, IL 60623	None	509(a)(1) or (a)(2)	For general support	\$375,000
Logan Square Neighborhood Association	2840 N Milwaukee Ave. Chicago, IL 60618	None	509(a)(1) or (a)(2)	For general support.	\$105,000
Los Angeles Alliance for a New Economy	464 Lucas Avenue, Suite 202 Los Angeles, CA 90017	None	509(a)(1) or (a)(2)	For general support.	\$400,000
Los Angeles Metropolitan Churches	5801 S. San Pedro Street Los Angeles, CA 90011	None	509(a)(1) or (a)(2)	For general support.	\$75,000
Louisiana Environmental Action Network	PO Box 66323 Baton Rouge, LA 70896	None	509(a)(1) or (a)(2)	For general support.	\$75,000
Louisiana Housing Alliance FS Greater New Orleans Fair Housing Action Center	460 N 11th Street Baton Rouge, LA 70802	None	509(a)(1) or (a)(2)	For using the Equal Voice framework for movement building to ensure the preservation and production of quality affordable housing for low- and moderate-income Louisianans and those with special needs.	\$75,000
Louisiana Justice Institute	1631 Elysian Fields Avenue New Orleans, LA 70117	None	509(a)(1) or (a)(2)	For general support	\$75,000
Low-Income Families' Empowerment Through Education (LIFETIME)	1880 Fairway Drive San Leandro, CA 94577	None	509(a)(1) or (a)(2)	For general support	\$100,000
Lussier Community Education Center	55 S. Gammon Road Madison, WI 53717	None	509(a)(1) or (a)(2)	For general support	\$5,000
Madison Area Technical College Foundation	3550 Anderson Street, Room 254 Madison, WI 53704	None	509(a)(1) or (a)(2)	For general support	\$10,000
Madison Symphony Orchestra	222 West Washington Ave. Suite 460 Madison, WI 53703	None	509(a)(1) or (a)(2)	For general support.	\$9,000

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Marin County Grassroots Leadership Network dba Grassroots Leadership Network of Marin	30 North San Pedro Road, Suite 290 San Rafael, CA 94903	None	509(a)(1) or (a)(2)	For general support	\$150,000
Mariposa Community Health Center	1852 N. Mastick Way Nogales, AZ 85621	None	509(a)(1) or (a)(2)	For general support	\$100,000
Mary Queen of Viet Nam Community Development Corporation	4626 Alcee Fortier Blvd , Suite E New Orleans, LA 70129	None	509(a)(1) or (a)(2)	For general support	\$50,000
Metropolitan Tenants Organization	2150 S Canalport, Suite 2-B2 Chicago, IL 60608	None	509(a)(1) or (a)(2)	For general support	\$135,000
Miami Workers Center	6127 NW 7th Avenue Miami, FL 33127	None	509(a)(1) or (a)(2)	To help support Grassroots Councils of low-income people	\$5,000
Miami Workers Center	6127 NW 7th Avenue Miami, FL 33127	None	509(a)(1) or (a)(2)	For support of allied efforts to transform the statewide JustWork! Campaign from a focus on equitable use of the American Reinvestment and Recovery Act funding into a sustainable statewide economic justice network advocating for jobs and other employment-related issues	\$25,000
Miami Workers Center	6127 NW 7th Avenue Miami, FL 33127	None	509(a)(1) or (a)(2)	For Transforming Organizing Initiative planning	\$50,000
Miami Workers Center	6127 NW 7th Avenue Miami, FL 33127	None	509(a)(1) or (a)(2)	For general support	\$225,000
Miami Workers Center	6127 NW 7th Avenue Miami, FL 33127	None	509(a)(1) or (a)(2)	For general support	\$225,000
Mission Recreation Center REBELS FS City of San Francisco	2450 Harrison Street San Francisco, CA 94110	None	509(a)(1) or (a)(2)	For support of girls' sports programs (ages 11-13)	\$15,000
Mississippi Immigrants Rights Alliance (MIRA)	612 N State Street Jackson, MS 39202	None	509(a)(1) or (a)(2)	For general support	\$150,000
Mississippi Workers' Center for Human Rights	213 Main Street Greenville, MS 38701	None	509(a)(1) or (a)(2)	For general support	\$100,000
Mona Foundation	218 Main Street, Suite 404 Kirkland, WA 98033	None	509(a)(1) or (a)(2)	For general support	\$200

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Mountain Association for Community Economic Development (MACED)	433 Chestnut Street Berea, KY 40403	None	509(a)(1) or (a)(2)	For general support	\$112,500
Movement Vision Lab FS Grassroots Policy Project	103 Berkeley Place Brooklyn, NY 11217	None	509(a)(1) or (a)(2)	For the Movement Vision Lab to work with community organizations through strategic communications and technology to introduce into the mainstream public discourse more transformative ideas about building a better American society	\$150,000
Mujeres Latinas en Acción	2124 West 21st Place Chicago, IL 60608	None	509(a)(1) or (a)(2)	For general support	\$127,500
NAACP Legal Defense and Educational Fund	99 Hudson Street, 16th Floor New York, NY 10013	None	509(a)(1) or (a)(2)	For support of anti-discrimination litigation.	\$750
National Association for the Advancement of Colored People (NAACP)	4805 Mt. Hope Drive Baltimore, MD 21215	None	509(a)(1) or (a)(2)	For general support.	\$100,000
National Association of Latino Elected and Appointed Officials Educational Fund (NALEO)	1122 W. Washington Blvd , 3rd Floor Los Angeles, CA 90015	None	509(a)(1) or (a)(2)	For general support.	\$50,000
National Committee for Responsive Philanthropy	1331 H Street NW, Suite 200 Washington, DC 20005	None	509(a)(1) or (a)(2)	For general support	\$500
National Committee for Responsive Philanthropy	1331 H Street NW, Suite 200 Washington, DC 20005	None	509(a)(1) or (a)(2)	For general support	\$100,000
National Council of La Raza	1126 16th Street NW, 6th Floor Washington, DC 20036	None	509(a)(1) or (a)(2)	For One Nation Working Together.	\$50,000
National People's Action	810 N Milwaukee Avenue Chicago, IL 60642	None	509(a)(1) or (a)(2)	For general support	\$100,000
National Urban Indian Family Coalition FS: Native American Youth & Family Center	Box 99100, Discovery Park Seattle, WA 98139	None	509(a)(1) or (a)(2)	For policy advocacy, action research to advance policy reform, constituent engagement and leadership development	\$75,000

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Native Americans in Philanthropy	2801 21st Avenue South, Suite 132 D Minneapolis, MN 55407	None	509(a)(1) or (a)(2)	For general support	\$100,000
Neighborhood Funders Group	1301 Connecticut Avenue NW, Suite 500 Washington, DC 20036	None	509(a)(1) or (a)(2)	For general support	\$600
Neighborhood Funders Group	1301 Connecticut Avenue NW, Suite 500 Washington, DC 20036	None	509(a)(1) or (a)(2)	For general support	\$50,000
New Faculty Majority Foundation FS Community Training and Assistance Center	1700 W Market Street, Suite 159 Akron, OH 44313	None	509(a)(1) or (a)(2)	For New Faculty Majority Foundation	\$25,000
New Mexico Acequia Association	805 Early Street, Suite 203B Santa Fe, NM 87505	None	509(a)(1) or (a)(2)	For general support	\$105,000
New Partnership Foundation	11518 E. Wimbley Court Cerritos, CA 90703	None	509(a)(1) or (a)(2)	For general support	\$30,000
Nollie Jenkins Family Center	109 Swinney Lane PO Box 276 Lexington, MS 39095	None	509(a)(1) or (a)(2)	For general support	\$180,000
Nonprofit Assistance Center	1618 S Lane Street, Suite 201 Seattle, WA 98144	None	509(a)(1) or (a)(2)	For general support	\$2,000
Nonprofit Assistance Center	1618 S Lane Street, Suite 201 Seattle, WA 98144	None	509(a)(1) or (a)(2)	For general support.	\$112,500
Northern California Grantmakers	625 Market Street, Suite 300 San Francisco, CA 94105	None	509(a)(1) or (a)(2)	For general support	\$100,000
Northwest SEED	1402 3rd Avenue, Suite 901 Seattle, WA 98101	None	509(a)(1) or (a)(2)	For general support	\$200
Nutrition Plus Holistic Services	3245 Donnebroom Lane Atlanta, GA 30354	None	509(a)(1) or (a)(2)	For support of low-income African children.	\$4,500
OneAmerica	1227 S Weller, Suite 200 Seattle, WA 98144	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Orange County Communities Organized for Responsible Development	13252 Garden Grove Blvd, Suite 204 Garden Grove, CA 92843	None	509(a)(1) or (a)(2)	For general support	\$10,000

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Pacific Institute for Community Organizations dba PICO National Network	171 Santa Rosa Avenue Oakland, CA 94610	None	509(a)(1) or (a)(2)	For the 2011 Organizing Convening.	\$15,000
Parents for Public Schools	200 North Congress Street, Suite 500 Jackson, MS 39201	None	509(a)(1) or (a)(2)	For general support.	\$75,000
Peace and Justice Action League of Spokane FS: Washington Community Action Network Education and Research Fund (Washington CAN!)	35 W Main Ave, Suite 120M Spokane, WA 99201	None	509(a)(1) or (a)(2)	For support of using the Equal Voice framework for movement building for community organizing, education and advocacy on issues of economic justice, human rights and peace that affect low-income families.	\$80,000
People for Community Recovery	13116 S. Ellis Avenue Chicago, IL 60827	None	509(a)(1) or (a)(2)	For general support	\$400
People Organized to Win Employment Rights	335 South Van Ness Ave , 2nd Floor San Francisco, CA 94103	None	509(a)(1) or (a)(2)	For general support.	\$75,000
People's Institutional Baptist Church	159 24th Avenue Seattle, WA 98122	None	509(a)(1) or (a)(2)	To provide books, backpacks and other educational tools to children from poor working families.	\$15,000
Plan International USA dba Plan USA	1730 Rhode Island Avenue NW, 11th Floor Washington, DC 20036	None	509(a)(1) or (a)(2)	For the 'Because I am a Girl' campaign	\$30,000
Planned Parenthood of the Great Northwest	2001 E Madison Street Seattle, WA 98122	None	509(a)(1) or (a)(2)	For general support	\$200
PolicyLink	1438 Webster Street, Suite 303 Oakland, CA 94612	None	509(a)(1) or (a)(2)	For general support	\$100,000
Potlatch Fund	801 Second Avenue, Suite 304 Seattle, WA 98104	None	509(a)(1) or (a)(2)	For general support.	\$800
Potlatch Fund	801 Second Avenue, Suite 304 Seattle, WA 98104	None	509(a)(1) or (a)(2)	For general support.	\$90,000
Preserve Our Islands	PO Bos 845 Vashon, WA 98070	None	509(a)(1) or (a)(2)	For general support	\$600
Primavera Foundation	702 South 6th Avenue Tucson, AZ 85701	None	509(a)(1) or (a)(2)	For general support	\$150,000

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Project South Institute for the Elimination of Poverty & Genocide	9 Gammon Avenue Atlanta, GA 30315	None	509(a)(1) or (a)(2)	For general support	\$200,000
Proyecto Azteca	PO Box 27 San Juan, TX 78589	None	509(a)(1) or (a)(2)	For a comprehensive increase in the technology infrastructure and staff skills for each member organization of the Equal Voice Network – Rio Grande Valley.	\$25,000
Proyecto Azteca	PO Box 27 San Juan, TX 78589	None	509(a)(1) or (a)(2)	For general support.	\$300,000
Proyecto Juan Diego	PO Box 8038 Brownsville, TX 78526	None	509(a)(1) or (a)(2)	For general support	\$75,000
Public Interest Projects Chicago Communities for Public Education Reform	45 West 36th Street, 6th Floor New York, NY 10018	None	509(a)(1) or (a)(2)	For general support	\$50,000
Puentes New Orleans	1050 S Jefferson Davis Parkway, Suite 321 New Orleans, LA 70125	None	509(a)(1) or (a)(2)	A one-time grant for fostering collaboration between Latino and African-American communities to effect positive, sustainable change for all of America's families	\$150,000
Puget Sound Sage	1032 S Jackson Street, Suite 203 Seattle, WA 98104	None	509(a)(1) or (a)(2)	For organizing and policy advocacy by the Transit and Transit Oriented Development (TOD) Equity Coalition in the Home State	\$25,000
Pushback Network	330 7th Ave, 19th Floor New York, NY 10001	None	509(a)(1) or (a)(2)	For general support	\$300,000
Radio Bilingue	5005 E Belmont Ave. Fresno, CA 93727	None	509(a)(1) or (a)(2)	For general support	\$50,000
Rainbow Dreams Educational Foundation - Las Vegas CDF Freedom Schools	PO Box 34271 Las Vegas, NV 89133	None	509(a)(1) or (a)(2)	For general support	\$5,000

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Refugee Federation Service Center	7101 Martin Luther King Jr Way, Suite 214 Seattle, WA 98118	None	509(a)(1) or (a)(2)	For the Refugee Advocacy Action Committee and related activities to strengthen the immigrant and refugee community advocacy network led by Refugee Federation Service Center, in cooperation with other grantees and non-grantee groups in Washington state	\$25,000
Resurrection Catholic Missions of the South - Resurrection Catholic School	2860 Milton Road Montgomery, AL 36110	None	509(a)(1) or (a)(2)	For the use of university classrooms and resources for five weeks and secure transportation and a modest stipend for participating professors and community partners as the school tries to design a Forensic Science series	\$5,000
Right to the City Alliance	81 Willoughby Street, Suite 701 Brooklyn, NY 11201	None	509(a)(1) or (a)(2)	For general support	\$300,000
Robert F Kennedy Center for Justice and Human Rights	1367 Connecticut Avenue NW, Suite 200 Washington, DC 20036	None	509(a)(1) or (a)(2)	For general support	\$300
Robert F Kennedy Center for Justice and Human Rights	1367 Connecticut Avenue NW, Suite 200 Washington, DC 20036	None	509(a)(1) or (a)(2)	For the Robert F Kennedy Juvenile Justice Collaborative.	\$30,000
Rocklin High School	5301 Victory Lane Rocklin, LA 95765	None	509(a)(1) or (a)(2)	For general support.	\$300
Sacred Heart Cathedral Preparatory	1055 Ellis Street San Francisco, CA 94109	None	509(a)(1) or (a)(2)	For a walkathon	\$600
Sacred Heart of Jesus Parish	205 2nd Ave N Seattle, WA 98109	None	509(a)(1) or (a)(2)	For general support	\$13,800
San Francisco Elite Wrestling Association	Archbishop Riordan High School 175 Phelan Avenue San Francisco, CA 94112	None	509(a)(1) or (a)(2)	For general support.	\$6,000
San Francisco Senators	1351 42nd Avenue, Room 106 San Francisco, CA 94122	None	509(a)(1) or (a)(2)	1/3 for general support, and 2/3 for capital expenditures	\$15,000

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Grants and Contributions Paid During the Year

Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
Seattle Children's Hospital Foundation	PO Box 5371 MS S-200 Seattle, WA 98145	None	509(a)(1) or (a)(2)	For general support.	\$320
Seattle International Film Festival (SIFF)	400 9th Avenue North Seattle, WA 98109	None	509(a)(1) or (a)(2)	For general support	\$250
Seattle Repertory Theatre	PO Box 900923 Seattle, WA 98109	None	509(a)(1) or (a)(2)	For general support	\$1,500
Second Harvest Foodbank of Southern Wisconsin	2802 Dairy Drive Madison, WI 53718	None	509(a)(1) or (a)(2)	For general support	\$10,000
Seventy-Eighth Precinct Youth Council	123 Seventh Avenue, PMB 202 Brooklyn, NY 11215	None	509(a)(1) or (a)(2)	For general support	\$9,000
Social Justice Fund Northwest	603 Stewart Street, Suite 1007 Seattle, WA 98101	None	509(a)(1) or (a)(2)	For general support	\$200
Social Justice Fund Northwest	603 Stewart Street, Suite 1007 Seattle, WA 98101	None	509(a)(1) or (a)(2)	For general support	\$400
Social Justice Leadership FS: Jewish Funds for Justice	1916 Park Avenue, Suite 305 New York, NY 10037	None	509(a)(1) or (a)(2)	For Social Justice Leadership Florida and Louisiana Transformative Organizing Initiatives	\$50,000
Society of Advancement of Chicanos and Native Americans in Science (SACNAS)	PO Box 8526 Santa Cruz, CA 95061	None	509(a)(1) or (a)(2)	To promote activities to increase the number of Hispanic, Chicano, and Native American scientists.	\$10,000
Somos Un Pueblo Unido	1804 Espinacitas St Santa Fe, NM 87505	None	509(a)(1) or (a)(2)	For general support.	\$75,000
South Texas Adult Resource and Training Center	743 North Sam Houston Blvd San Benito, TX 78586	None	509(a)(1) or (a)(2)	For general support	\$75,000
South x Southwest Experiment FS SouthWest Organizing Project	211 10th Street SW Albuquerque, NM 87102	None	509(a)(1) or (a)(2)	For movement building, using the Equal Voice framework to develop a multiracial, multistate constituent base of engaged youth and adult leaders advocating fair electoral representation and governance accountable to community members	\$200,000
Southern Center for Human Rights	83 Poplar Street NW Atlanta, GA 30303	None	509(a)(1) or (a)(2)	For support for poverty alleviation and criminal justice activities	\$750

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Grants and Contributions Paid During the Year

Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
Southern Echo	1350 Livingston Lane, Suite C Jackson, MS 39213	None	509(a)(1) or (a)(2)	For leadership development	\$15,000
Southern Echo	1350 Livingston Lane, Suite C Jackson, MS 39213	None	509(a)(1) or (a)(2)	For general support	\$637,500
Southern Education Foundation	135 Auburn Ave NE, 2nd Floor Atlanta, GA 30303	None	509(a)(1) or (a)(2)	For general support.	\$50,000
Southern Education Foundation	135 Auburn Ave NE, 2nd Floor Atlanta, GA 30303	None	509(a)(1) or (a)(2)	For general support	\$187,500
Southern Mutual Help Association	3602 Old Jeanerette Road New Iberia, LA 70563	None	509(a)(1) or (a)(2)	For general support.	\$100,000
Southern Organizing Working Group FS Louisiana Disaster Recovery Foundation	4354 S Sherwood Forest Blvd., Suite 200 Baton Rouge, LA 70816	None	509(a)(1) or (a)(2)	For general support for the Southern Organizing Working Group	\$20,000
Southern Rural Black Women's Initiative FS. Children's Defense Fund	PO Box 11437 Jackson, MS 39283	None	509(a)(1) or (a)(2)	For training and mobilization of a core group of young people in Alabama, Arkansas, Georgia, and Mississippi to mount a youth-led campaign for reforms that help ensure access to child care, health care, and quality early childhood and k-12 education	\$25,000
Southern Rural Black Women's Initiative FS Children's Defense Fund	PO Box 11437 Jackson, MS 39283	None	509(a)(1) or (a)(2)	For developing community leadership among low-income young and adult women in rural communities and engaging them in advocacy for equitable health care, education and job training policies, using the Equal Voice framework for movement building.	\$150,000
SouthWest Organizing Project	211 10th Street SW Albuquerque, NM 87102	None	509(a)(1) or (a)(2)	For general support	\$247,500

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Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
Southwest Workers' Union FS. Centro Por La Justicia	1416 E Commerce San Antonio, TX 78205	None	509(a)(1) or (a)(2)	For movement building, using the Equal Voice framework to form movement building networks and to develop low-income family leaders and engage them in local and state-level advocacy.	\$100,000
St Mark's Cathedral	1245 104th Avenue East Seattle, WA 98102	None	509(a)(1) or (a)(2)	For music program outreach efforts.	\$10,000
St Mary's S F Youth Basketball Club	163 Longford Drive South San Francisco, CA 94080	None	509(a)(1) or (a)(2)	To create a first-class training program available for interested kids from diverse cultures, races and economic backgrounds, emphasizing academic achievement in accord with athletic expertise and accomplishment for everyone participating	\$25,000
Statewide Poverty Action Network FS Solid Ground	1501 N 45th Street Seattle, WA 98103	None	509(a)(1) or (a)(2)	For continued development of a statewide multi-issue family prosperity coalition led by Statewide Poverty Action Network and its partners in Washington state	\$25,000
Statewide Poverty Action Network FS Solid Ground	1501 N. 45th Street Seattle, WA 98103	None	509(a)(1) or (a)(2)	For using the Equal Voice framework for movement building to engage low-income families in effecting policies that have a positive impact on their lives	\$112,500
Strategic Actions for a Just Economy (SAJE)	152 West 32nd Street Los Angeles, CA 90007	None	509(a)(1) or (a)(2)	For general support	\$225,000
Strategic Concepts in Organizing and Policy Education (SCOPE)	1715 W Florence Ave Los Angeles, CA 90047	None	509(a)(1) or (a)(2)	For general support	\$337,500
Sunflower County Parents and Students Organization FS Southern Echo	612 Sunflower Avenue Ext, Suite 18 A Indianola, MS 38751	None	509(a)(1) or (a)(2)	For community education, advocacy and activism to improve public education in Sunflower County and across the state of Mississippi	\$150,000
Swarthmore College	500 College Avenue Swarthmore, PA 19081	None	509(a)(1) or (a)(2)	For general support	\$500
Tacoma Art Museum	1701 Pacific Avenue Tacoma, WA 98402	None	509(a)(1) or (a)(2)	For general support	\$15,000

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Grants and Contributions Paid During the Year

Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
Tennesseans for Fair Taxation	116 Hotel Road Knoxville, TN 37918	None	509(a)(1) or (a)(2)	For general support	\$112,500
Tennessee Health Care Campaign	1103 Chapel Avenue Nashville, TN 37206	None	509(a)(1) or (a)(2)	For general support.	\$75,000
Tennessee Immigrant and Refugee Rights Coalition (TIRRC)	446 Metroplex Drive, Bldg A, Suite 224 Nashville, TN 37211	None	509(a)(1) or (a)(2)	For general support	\$25,000
Tennessee Immigrant and Refugee Rights Coalition (TIRRC)	446 Metroplex Drive, Bldg A, Suite 224 Nashville, TN 37211	None	509(a)(1) or (a)(2)	For general support	\$112,500
Tewa Women United	PO Box 397 Santa Cruz, NM 87567	None	509(a)(1) or (a)(2)	For general support.	\$105,000
Texas Organizing Project Education Fund	2506 Sutherland Houston, TX 77023	None	509(a)(1) or (a)(2)	For general support.	\$100,000
Texas RioGrande Legal Aid	300 S. Texas Blvd Weslaco, TX 78596	None	509(a)(1) or (a)(2)	For general support	\$187,500
The Center Orange County	1605 N Spurgeon Street Santa Ana, CA 92701	None	509(a)(1) or (a)(2)	For general support	\$5,000
The Early Childhood Initiative Foundation	3250 SW 3rd Avenue Miami, FL 33129	None	509(a)(1) or (a)(2)	For support to continue the Milk & Cookies campaign in Florida	\$5,000
The OLÉ Education Fund	411 Bellamah NW Albuquerque, NM 87102	None	509(a)(1) or (a)(2)	For general support	\$112,500
The Satcher Health Leadership Institute FS Morehouse School of Medicine	720 Westview Drive, NCPC Suite 238 Atlanta, GA 30310	None	509(a)(1) or (a)(2)	For the Satcher Health Leadership Institute's Community Health Leadership Program to develop leaders from communities that most reflect the disparities in health in America	\$150,000
The Task Force for Global Health	325 Swanton Way Decatur, GA 30300	None	509(a)(1) or (a)(2)	To promote solutions for public health and equity for human development	\$20,000
The Tides Center - Women's Leadership Circles	6230-A Wilshire Blvd, Suite 2115 Los Angeles, CA 90048	None	509(a)(1) or (a)(2)	For project support for the Advisory Board Convening in October 2011.	\$10,000
Theatre Off Jackson	409 7th Ave S. Seattle, WA 98104	None	509(a)(1) or (a)(2)	For general support.	\$200
Toby's Dream Foundation	283 Constitution Drive, Suite 900 Virginia Beach, VA 23462	None	509(a)(1) or (a)(2)	For general support	\$200

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Grants and Contributions Paid During the Year

Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
Tohono O'odham Community Action	PO Box 1790 Sells, AZ 85634	None	509(a)(1) or (a)(2)	For general support	\$300,000
Tonatierra Community Development Institute	802 N. 7th Street Phoenix, AZ 85006	None	509(a)(1) or (a)(2)	For general support	\$210,000
Tucson Children's Museum	200 South 6th Ave Avenida Cesar Chavez PO Box 2609 Tucson, AZ 85702	None	509(a)(1) or (a)(2)	For general support	\$50,000
UCLA Labor Center - Dream Summer	10945 LeConte Ave , Suite 1103 Los Angeles, CA 90095	None	509(a)(1) or (a)(2)	For project support for Dream Summer, a national internship for Dream Act student leaders	\$15,000
United Congress of Community and Religious Organizations FS TARGET Area Development Corporation	1542 West 79th Street Chicago, IL 60620	None	509(a)(1) or (a)(2)	For support of nonpartisan redistricting education, training, communications and coalition-building activities	\$25,000
United Indians of All Tribes Foundation	PO Box 99100, Discovery Park Seattle, WA 98139	None	509(a)(1) or (a)(2)	For general support	\$50,000
United National Indian Tribal Youth	500 North Broadway Avenue, Suite 10 Oklahoma City, OK 73102	None	509(a)(1) or (a)(2)	For general support	\$250,000
United South Broadway Corporation	PO Box 25242 Albuquerque, NM 87125	None	509(a)(1) or (a)(2)	For bringing together three existing single-issue networks to form a new statewide Equal Voice network that collectively advocates on state-level policies concerning immigration, housing and childcare	\$25,000
University of Illinois Foundation	1305 West Green Street Urbana, IL 61801	None	509(a)(1) or (a)(2)	For Clarence Shelley Scholarship Fund	\$3,000
University of Maryland Baltimore County Shriver Center, Choice Program	1000 Hilltop Circle Baltimore, MD 21250	None	Governmental Unit	For general support	\$150,000
University of Wisconsin Foundation - Posse Program	1848 University Ave Madison, WI 53708	None	509(a)(1) or (a)(2)	For general support	\$5,000
Urban Habitat	436 14th Street, Suite 1205 Oakland, CA 94612	None	509(a)(1) or (a)(2)	For general support	\$150,000

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Grants and Contributions Paid During the Year

Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
Vashon Interfaith Council to Prevent Homelessness	PO Box 330 Vashon, WA 98070	None	509(a)(1) or (a)(2)	For general support.	\$600
Vashon Maury Community Food Bank	PO Box 1205 Vashon, WA 98070	None	509(a)(1) or (a)(2)	For general support	\$1,500
Vashon United Methodist Church	PO Box 330 Vashon, WA 98070	None	509(a)(1) or (a)(2)	For general support.	\$3,600
Vashon United Methodist Church	PO Box 330 Vashon, WA 98070	None	509(a)(1) or (a)(2)	For general support	\$6,000
Vera Project	305 Harrison Street Seattle, WA 98109	None	509(a)(1) or (a)(2)	For general support.	\$200
W Haywood Burns Institute	180 Howard Street, Suite 320 San Francisco, CA 94105	None	509(a)(1) or (a)(2)	For general support.	\$187,500
Washington Community Action Network Education and Research Fund (Washington CAN!)	220 South River Street, Suite 11 Seattle, WA 98108	None	509(a)(1) or (a)(2)	For organizing, research and other activities of the Racial Justice Report Card network in the Home State	\$25,000
Washington Community Action Network Education and Research Fund (Washington CAN!)	220 South River Street, Suite 11 Seattle, WA 98108	None	509(a)(1) or (a)(2)	For general support.	\$160,000
Watts/Century Latino Organization	10360 Wilmington Ave Los Angeles, CA 90002	None	509(a)(1) or (a)(2)	For project support for succession planning and an executive search	\$50,000
Wellspring Family Services	1900 Rainier Avenue South Seattle, WA 98144	None	509(a)(1) or (a)(2)	To support Morningsong Homeless Children's Center	\$5,500
Westside Health Authority	5417 West Division Street Chicago, IL 60651	None	509(a)(1) or (a)(2)	For general support.	\$150,000
White Earth Land Recovery Project	607 Main Avenue PO Box 97 Callaway, MN 56521	None	509(a)(1) or (a)(2)	For project support for Njugu Radio	\$20,000
Williams College	75 Park Street Williamstown, MA 01267	None	509(a)(1) or (a)(2)	For general support.	\$200

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Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
Windcall Institute FS Common Counsel Foundation	405 14th Street, Suite 809 Oakland, CA 946112	None	509(a)(1) or (a)(2)	Carry out Windcall's strategic planning this fall leading up to a Board Retreat in the first half of 2012 and to deepen Windcall's impact on frontline organizers of color, women and those working in regions where it is especially challenging to do organizing.	\$10,000
Wing Luke Asian Museum	407 Seventh Avenue South Seattle, WA 98104	None	509(a)(1) or (a)(2)	For general support	\$400
Women 4 Women	323 West Broadway, Suite 502 Louisville, KY 40202	None	509(a)(1) or (a)(2)	For general support	\$2,000
Women's Foundation of California	340 Pine Street, Suite 302 San Francisco, CA 94104	None	509(a)(1) or (a)(2)	For general operating support and regranting to youth-serving organizations.	\$50,000
Woodland Park Zoological Society	601 N 59th Street Seattle, WA 98103	None	509(a)(1) or (a)(2)	For general support	\$200
Working Partnerships USA	2102 Almaden Road, Suite 107 San Jose, CA 95125	None	509(a)(1) or (a)(2)	For general support	\$150,000
YWCA Madison	101 East Mifflin Street, Suite 100 Madison, WI 53703	None	509(a)(1) or (a)(2)	For general support	\$10,000

Total Grants Paid During 2011: \$25,772,794

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Grants and Contributions Approved for Future Payment

Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
9to5, Atlanta Working Women FS 9to5, National Association of Working Women	501 Pulliam Street, #344 Atlanta, GA 30312	None	509(a)(1) or (a)(2)	For building a movement of low-wage women to promote state and local policies that address the issue of working poverty	\$75,000
American Indian Center	1630 W Wilson Avenue Chicago, IL 60640	None	509(a)(1) or (a)(2)	For general support	\$135,000
Brownsville Community Health Center	2137 East 22nd Street Brownsville, TX 78521	None	509(a)(1) or (a)(2)	For general support	\$150,000
CANGRESS dba Los Angeles Community Action Network	530 S Main Street Los Angeles, CA 90013	None	509(a)(1) or (a)(2)	For general support	\$152,500
Center for Community Change	1536 U Street NW Washington, DC 20009	None	509(a)(1) or (a)(2)	For general support.	\$350,000
Center for Social Inclusion FS Tides Center	150 Broadway, Suite 303 New York, NY 10038	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Coalition of African, Arab, Asian, European and Latino Immigrants of Illinois (CAAAELII)	4300 N Hermitage Avenue Chicago, IL 60613	None	509(a)(1) or (a)(2)	For general support	\$150,000
Diné Citizens Against Ruining our Environment	HC-63 PMB 6113 Winslow, AZ 86047	None	509(a)(1) or (a)(2)	For general support	\$75,000
Families and Friends of Louisiana's Incarcerated Children (FFLIC)	1600 Oretha Castle Haley Blvd New Orleans, LA 70113	None	509(a)(1) or (a)(2)	For general support.	\$112,500
Labor Community Strategy Center	3780 Wilshire Blvd , Suite 1200 Los Angeles, CA 90010	None	509(a)(1) or (a)(2)	For general support	\$500,000
Los Angeles Alliance for a New Economy	464 Lucas Avenue, Suite 202 Los Angeles, CA 90017	None	509(a)(1) or (a)(2)	For general support	\$350,000
Marin County Grassroots Leadership Network dba Grassroots Leadership Network of Marin	30 North San Pedro Road, Suite 290 San Rafael, CA 94903	None	509(a)(1) or (a)(2)	For general support	\$150,000
Mississippi Immigrants Rights Alliance (MIRA)	612 N State Street Jackson, MS 39202	None	509(a)(1) or (a)(2)	For general support	\$150,000
Mujeres Latinas en Acción	2124 West 21st Place Chicago, IL 60608	None	509(a)(1) or (a)(2)	For general support	\$127,500

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Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
National Association for the Advancement of Colored People (NAACP)	4805 Mt. Hope Drive Baltimore, MD 21215	None	509(a)(1) or (a)(2)	For general support.	\$100,000
South Texas Adult Resource and Training Center	743 North Sam Houston Blvd San Benito, TX 78586	None	509(a)(1) or (a)(2)	For general support	\$75,000
Tennesseans for Fair Taxation	116 Hotel Road Knoxville, TN 37918	None	509(a)(1) or (a)(2)	For general support.	\$112,500
Tennessee Immigrant and Refugee Rights Coalition (TIRRC)	446 Metroplex Drive, Bldg A, Suite 224 Nashville, TN 37211	None	509(a)(1) or (a)(2)	For general support	\$112,500
Working Partnerships USA	2102 Almaden Road, Suite 107 San Jose, CA 95125	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Albany Park Neighborhood Council	3334 W Lawrence, 3rd Floor Chicago, IL 60625	None	509(a)(1) or (a)(2)	For general support	\$150,000
Alliance for Justice	11 Dupont Circle NW, 2nd Floor Washington, DC 20036	None	509(a)(1) or (a)(2)	For general support.	\$50,000
Building Movement Project FS Demos A Network for Ideas and Action	220 Fifth Ave, 5th Floor New York, NY 10001	None	509(a)(1) or (a)(2)	For research, publications that provide ideas, data and evidence to support ways in which nonprofit organizations can embrace and employ movement building for social change that aligns with the Equal Voice framework for movement building	\$50,000
Community Media Organizing Project FS Statewide Organizing for Community eMpowerment	2921 Kenilworth Lane Knoxville, TN 37917	None	509(a)(1) or (a)(2)	For increasing the use of media to support and improve community organizing in the South as a means of building a movement for social change using the Equal Voice framework for movement building in the region	\$60,000
Developing Communities Project	212 E 95th Street Chicago, IL 60619	None	509(a)(1) or (a)(2)	For general support.	\$105,000
Florida Immigrant Coalition	8325 NE 2nd Avenue, Suite 206 Miami, FL 33138	None	509(a)(1) or (a)(2)	For general support.	\$150,000

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Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
Grassroots Collaborative FS Chicago Coalition for the Homeless	637 South Dearborn, 3rd Floor Chicago, IL 60605	None	509(a)(1) or (a)(2)	For using the Equal Voice framework for movement building to engage low-income family leaders in organizing and policy advocacy, skills development and effective coalition partnerships for policy change	\$75,000
Hispanics in Philanthropy	55 Second Street, Suite 1500 San Francisco, CA 94105	None	509(a)(1) or (a)(2)	For general support	\$125,000
InnerCity Struggle	124 North Townsend Ave Los Angeles, CA 90063	None	509(a)(1) or (a)(2)	For general support	\$150,000
Intercultural Development Research Association	5815 Callaghan Road, Suite 101 San Antonio, TX 78228	None	509(a)(1) or (a)(2)	For general support	\$125,000
Louisiana Justice Institute	1631 Elysian Fields Avenue New Orleans, LA 70117	None	509(a)(1) or (a)(2)	For general support	\$75,000
Nonprofit Assistance Center	1618 S Lane Street, Suite 201 Seattle, WA 98144	None	509(a)(1) or (a)(2)	For general support.	\$112,500
Primavera Foundation	702 South 6th Avenue Tucson, AZ 85701	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Southern Education Foundation	135 Auburn Ave NE, 2nd Floor Atlanta, GA 30303	None	509(a)(1) or (a)(2)	For general support	\$187,500
SouthWest Organizing Project	211 10th Street SW Albuquerque, NM 87102	None	509(a)(1) or (a)(2)	For general support.	\$247,500
Statewide Poverty Action Network FS. Solid Ground	1501 N 45th Street Seattle, WA 98103	None	509(a)(1) or (a)(2)	For using the Equal Voice framework for movement building to engage low-income families in effecting policies that have a positive impact on their lives	\$112,500
Tewa Women United	PO Box 397 Santa Cruz, NM 87567	None	509(a)(1) or (a)(2)	For general support.	\$105,000

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Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
Urban Habitat	436 14th Street, Suite 1205 Oakland, CA 94612	None	509(a)(1) or (a)(2)	For general support	\$150,000
W Haywood Burns Institute	180 Howard Street, Suite 320 San Francisco, CA 94105	None	509(a)(1) or (a)(2)	For general support	\$187,500
Trinity Cathedral	2620 Capitol Avenue Sacramento, CA 95816	None	509(a)(1) or (a)(2)	For general support.	\$5,000
Anse Citizens' Policy Project	PO Box 1188 Montgomery, AL 36101	None	509(a)(1) or (a)(2)	For general support	\$100,000
Asian Pacific American Legal Center	1145 Wilshire Boulevard, 2nd Floor Los Angeles, CA 90017	None	509(a)(1) or (a)(2)	For general support	\$250,000
Asian Pacific Environmental Network	310 8th Street, Suite 309 Oakland, CA 94607	None	509(a)(1) or (a)(2)	For general support	\$225,000
Center for Third World Organizing	1218 E 21st Street Oakland, CA 94606	None	509(a)(1) or (a)(2)	For general support	\$100,000
Centro Del Obrero Fronterizo dba La Mujer Obrera	2000 Texas Avenue El Paso, TX 79901	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Chicago Coalition for the Homeless	70 E Lake Street, Suite 700 Chicago, IL 60601	None	509(a)(1) or (a)(2)	For general support	\$180,000
Chicago Coalition for the Homeless	70 E Lake Street, Suite 700 Chicago, IL 60601	None	509(a)(1) or (a)(2)	For general support.	\$180,000
Community Coalition for Substance Abuse Prevention and Treatment	8101 S. Vermont Avenue Los Angeles, CA 90044	None	509(a)(1) or (a)(2)	For general support	\$250,000
Dona Ana County Colonias Development Council	1050 Monte Vista Ave. Las Cruces, NM 88001	None	509(a)(1) or (a)(2)	For general support	\$150,000
Environmental Health Coalition	2727 Hoover Ave , Suite 202 National City, CA 91950	None	509(a)(1) or (a)(2)	For general support	\$225,000
Erie Neighborhood House	1701 West Superior Street Chicago, IL 60622	None	509(a)(1) or (a)(2)	For general support	\$112,500

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Ene Neighborhood House	1701 West Superior Street Chicago, IL 60622	None	509(a)(1) or (a)(2)	For general support.	\$112,500
Federation of Southern Cooperatives Land Assistance Fund	2769 Church Street East Point, GA 30344	None	509(a)(1) or (a)(2)	For general support	\$100,000
Georgia Citizens' Coalition on Hunger	9 Gammon Ave Atlanta, GA 30315	None	509(a)(1) or (a)(2)	For general support	\$75,000
Grassroots Global Justice	PO Box 2096 Beaumont, CA 92223	None	509(a)(1) or (a)(2)	For general support	\$150,000
Highlander Research and Education Center	1959 Highlander Way New Market, TN 37820	None	509(a)(1) or (a)(2)	For general support	\$150,000
Highlander Research and Education Center	1959 Highlander Way New Market, TN 37820	None	509(a)(1) or (a)(2)	For general support	\$150,000
Illinois Coalition for Immigrant and Refugee Rights	55 East Jackson Blvd , Suite 2075 Chicago, IL 60604	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Louisiana Children's Museum	420 Julia Street New Orleans, LA 70130	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Louisiana Children's Museum	420 Julia Street New Orleans, LA 70130	None	509(a)(1) or (a)(2)	For general support	\$150,000
Louisiana Housing Alliance FS Greater New Orleans Fair Housing Action Center	460 N 11th Street Baton Rouge, LA 70802	None	509(a)(1) or (a)(2)	For using the Equal Voice framework for movement building to ensure the preservation and production of quality affordable housing for low- and moderate-income Louisianans and those with special needs	\$75,000
Lower 9th Ward Neighborhood Empowerment Network Association	1120 Lamanche Street New Orleans, LA 70117	None	509(a)(1) or (a)(2)	For general support	\$75,000
Metropolitan Tenants Organization	2150 S Canalport, Suite 2-B2 Chicago, IL 60608	None	509(a)(1) or (a)(2)	For general support	\$135,000

Marguerite Casey Foundation**EIN: 91-2062197****Year End: December 31, 2011****Form 990-PF, Part XV, line 3b****Grants and Contributions Approved for Future Payment**

Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
National People's Action	810 N. Milwaukee Avenue Chicago, IL 60642	None	509(a)(1) or (a)(2)	For general support.	\$100,000
New Mexico Acequia Association	805 Early Street, Suite 203B Santa Fe, NM 87505	None	509(a)(1) or (a)(2)	For general support	\$105,000
Southwest Organizing Project	2609 W 63rd Street Chicago, IL 60629	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Southwest Organizing Project	2609 W. 63rd Street Chicago, IL 60629	None	509(a)(1) or (a)(2)	For general support.	\$150,000
Strategic Concepts in Organizing and Policy Education (SCOPE)	1715 W Florence Ave Los Angeles, CA 90047	None	509(a)(1) or (a)(2)	For general support.	\$337,500
Texas RioGrande Legal Aid	300 S Texas Blvd Weslaco, TX 78596	None	509(a)(1) or (a)(2)	For general support.	\$187,500
Village of Hope FS People's Institute for Survival and Beyond	9421 18th Avenue SW Seattle, WA 98106	None	509(a)(1) or (a)(2)	For family engagement, leadership development, organizing and policy advocacy to reduce racial inequities and promote community well-being, using the Equal Voice framework for movement building.	\$80,000
Westside Health Authority	5417 West Division Street Chicago, IL 60651	None	509(a)(1) or (a)(2)	For general support	\$150,000
YMCA of Greater Long Beach Community Development Branch	525 E. 7th St Long Beach, CA 90813	None	509(a)(1) or (a)(2)	For general support	\$150,000
YMCA of Greater Long Beach Community Development Branch	525 E. 7th St Long Beach, CA 90813	None	509(a)(1) or (a)(2)	For general support.	\$150,000
The Task Force for Global Health	325 Swanton Way Decatur, GA 30300	None	509(a)(1) or (a)(2)	For general support.	\$10,000
University of Washington Foundation - Thomas Francis Fund	University of Washington School of Public Health Box 357230 Seattle, WA 98195	None	509(a)(1) or (a)(2)	For general support	\$5,000
University of Maryland Foundation for UMBC	3300 Metzgerott Road Adelphi, MD 20783	None	509(a)(1) or (a)(2)	For general support.	\$27,000

Marguerite Casey Foundation

EIN: 91-2062197

Year End: December 31, 2011

Form 990-PF, Part XV, line 3b

Grants and Contributions Approved for Future Payment

Recipient Name	Address	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
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Total grants approved for future payment during the year: \$10,547,000

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PARTNERSHIP INVSTMTS	0.	4,316.	
DEFERRED FEDERAL EXCISE TAX BENEFIT	194,803.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	194,803.	4,316.	

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	102,460.	0.		113,604.
TO FM 990-PF, PG 1, LN 16A	102,460.	0.		113,604.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND AUDITING FEES	53,573.	0.		50,435.
TO FORM 990-PF, PG 1, LN 16B	53,573.	0.		50,435.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	2,038,800.	2,038,800.		0.
CONSULTANTS	477,470.	0.		474,262.
INFO SYSTEMS SERVICES	10,550.	0.		9,312.
TO FORM 990-PF, PG 1, LN 16C	2,526,820.	2,038,800.		483,574.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAXES	0.	3,194.		0.
EXCISE TAX CURRENT PROVISION	635,759.	0.		0.
SALES AND USE TAX	3,391.	0.		7,167.
BUSINESS TAX	125.	0.		125.
TO FORM 990-PF, PG 1, LN 18	639,275.	3,194.		7,292.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES & EQUIPMENT	133,417.	0.		135,894.
POSTAGE	9,596.	0.		9,896.
DUES & SUBSCRIPTIONS	8,561.	0.		8,561.
FIDUCIARY & ADVISORY	69,886.	0.		71,949.
INSURANCE	30,969.	0.		30,969.
TEMPORARY SERVICES	60,611.	0.		59,140.
TRAINING	27,618.	0.		27,618.
BANK FEES	5,440.	5,440.		0.
OTHER CHARITABLE PROGRAM SERVICES	862,478.	0.		827,559.
PARTNERSHIP INVESTMENT EXPENSES	0.	336,540.		0.
TO FORM 990-PF, PG 1, LN 23	1,208,576.	341,980.		1,171,586.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BARCLAYS CAPITAL INTERMEDIATE AGGREGATE STRATEGY	x		70,460,784.	70,460,784.
TOTAL U.S. GOVERNMENT OBLIGATIONS			70,460,784.	70,460,784.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			70,460,784.	70,460,784.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BGI US EQUITY MARKET FUND B	235,730,073.	235,730,073.
BGI ACWI EX-US SUPERFUND B	100,637,345.	100,637,345.
TOTAL TO FORM 990-PF, PART II, LINE 10B	336,367,418.	336,367,418.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BARCLAYS CAPITAL INTERMEDIATE AGGREGATE STRATEGY	45,715,282.	45,715,282.
TOTAL TO FORM 990-PF, PART II, LINE 10C	45,715,282.	45,715,282.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESCO REAL ESTATE FUND II, L.P.	FMV	7,655,861.	7,655,861.
PRUDENTIAL PRISA II	FMV	14,995,581.	14,995,581.
BLACKROCK GRANITE PROPERTY FUND	FMV	11,481,633.	11,481,633.
LASALLE INCOME & GROWTH FUND V	FMV	8,914,252.	8,914,252.
CORNERSTONE PATRIOT FUND LP	FMV	9,589,259.	9,589,259.

MARGUERITE CASEY FOUNDATION

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ADAMS STREET PARTNERSHIP FUND - 2007 NON-U.S. FUND, L.P.	FMV	5,511,999.	5,511,999.
ADAMS STREET 2008 DIRECT FUND, L.P.	FMV	1,107,706.	1,107,706.
ADAMS STREET PARTNERSHIP FUND - 2008 NON-U.S. FUND, L.P.	FMV	1,908,507.	1,908,507.
ADAMS STREET PARTNERSHIP FUND - 2008 U.S. FUND, L.P.	FMV	3,818,883.	3,818,883.
ADAMS STREET 2011 US FUND LP	FMV	3,150,116.	3,150,116.
HARBOURVEST PARTNERS VIII-CAYMAN BUYOUT FUND L.P.	FMV	6,702,268.	6,702,268.
HARBOURVEST PARTNERS VIII-CAYMAN MEZZANINE AND DISTRESSED DEBT FUND L.P.	FMV	3,076,613.	3,076,613.
HARBOURVEST PARTNERS VIII-CAYMAN VENTURE FUND L.P.	FMV	8,279,334.	8,279,334.
AQR GLOBAL RISK PREMIUM OFFSHORE FUND, LTD.	FMV	32,604,799.	32,604,799.
RCP FUND VII FEEDER, LTD.	FMV	929,911.	929,911.
TOTAL TO FORM 990-PF, PART II, LINE 13		119,726,722.	119,726,722.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
BOARD OF DIRECTOR DEFERRED COMPENSATION & INTEREST	710,565.	760,573.
EXECUTIVE DEFERRED COMPENSATION & INTEREST	439,526.	516,084.
DEFERRED TAX LIABILITY	487,253.	292,450.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,637,344.	1,569,107.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FREEMAN A. HRABOWSKI III 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	CHAIR 6.00	26,667.	13,333.	0.
PATRICIA SCHROEDER 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	VICE-CHAIR 5.00	23,334.	11,667.	0.
DAVID VILLA 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	TREASURER 5.00	26,667.	13,333.	0.
DOUGLAS X. PATINO 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	SECRETARY 11.00	26,667.	13,333.	0.
WILLIAM H. FOEGE 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	DIRECTOR 4.00	26,667.	13,333.	0.
LYNN HUNTLEY 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	DIRECTOR 4.00	54,852.	0.	0.
JOAN POLIAK 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	DIRECTOR 5.00	0.	0.	0.
AMERICA BRACHO 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	DIRECTOR 4.00	0.	0.	0.
LUZ VEGA-MARQUIS 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	PRESIDENT, CEO 40.00	421,500.	96,556.	0.
STEPHEN SAGE 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	CHIEF FINANCIAL OFFICER 40.00	212,000.	54,448.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		818,354.	216,003.	0.

GENERAL EXPLANATION

STATEMENT 13

FORM 990-PF, PART VII-B, LINE 1A(3) AND 1A(4): SELF-DEALING

MARGUERITE CASEY FOUNDATION PAYS REASONABLE COMPENSATION FOR THE GRANT-MAKING AND ADMINISTRATIVE SERVICES PROVIDED TO THE FOUNDATION BY VARIOUS MEMBERS OF THE BOARD. THESE SERVICES ARE NECESSARY IN CARRYING OUT THE FOUNDATION'S EXEMPT PURPOSE AND COMPENSATION IS REASONABLE BASED ON COMPARATIVE SALARIES. AS SUCH, THE COMPENSATION IS NOT CONSIDERED AN ACT OF SELF-DEALING UNDER IRC SECTION 4941(D)(2)(E). PLEASE SEE FORM 990-PF, PART VIII FOR DETAIL OF COMPENSATION PROVIDED.

FORM 990-PF		PART I, LINE 19 & PART II, LINE 14 - DEPRECIATION & FIXED ASSETS		
	COST- 12/31/2011	DEPRECIATION EXPENSE	ACCUMULATED DEPRECIATION	NET BOOK VALUE
LEASEHOLD IMPROVEMENTS	10,651	1,065	1,331	9,320
FURNITURE	141,022	3,530	133,014	8,008
EQUIPMENT	201,880	26,591	151,123	50,757
PLANT, PROPERTY & EQUIPMENT	353,553	31,186	285,468	68,085
FIXIED ASSETS - PART II, LINE14	353,553		285,468	68,085
DEPRECIATION EXPENSE - PART I, LINE 19		31,186		