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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2011 Open to Public Inspection
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2011 calendar year, or tax year beginning 04-01-2011 and ending 03-31-2012		D Employer identification number 13-6213516	
B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending		E Telephone number (212) 549-2500	
C Name of organization AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 125 BROAD STREET 18TH FLOOR City or town, state or country, and ZIP + 4 NEW YORK, NY 10004		G Gross receipts \$ 501,043,505	
F Name and address of principal officer ANTHONY ROMERO 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number ▶	
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (Insert no) ☐ 4947(a)(1) or ☐ 527			
J Website: ▶ WWW.ACLU.ORG			
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶		L Year of formation 1966	M State of legal domicile NY

Part I		Summary		
Activities & Governance	1 Briefly describe the organization's mission or most significant activities PRESERVATION AND PROMOTION OF CIVIL RIGHTS AND CIVIL LIBERTIES			
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	11	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	11	
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	269	
	6 Total number of volunteers (estimate if necessary)	6	118	
7a Total unrelated business revenue from Part VIII, column (C), line 12		7a	395,150	
b Net unrelated business taxable income from Form 990-T, line 34		7b	34,985	
Revenue			Prior Year	Current Year
	8	Contributions and grants (Part VIII, line 1h)	64,722,436	58,074,573
	9	Program service revenue (Part VIII, line 2g)	2,189,804	2,374,888
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,355,732	18,466,269
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,522,517	1,692,015
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	74,790,489	80,607,745
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	4,367,815	5,551,018
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	28,130,454	31,023,307
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	859,458	722,147
	b	Total fundraising expenses (Part IX, column (D), line 25) 7,052,902		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	36,807,989	34,239,034
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	70,165,716	71,535,506
	19	Revenue less expenses Subtract line 18 from line 12	4,624,773	9,072,239
	Net Assets or Fund Balances			Beginning of Current Year
20		Total assets (Part X, line 16)	376,124,099	341,064,393
21		Total liabilities (Part X, line 26)	87,287,126	68,191,565
22		Net assets or fund balances Subtract line 21 from line 20	288,836,973	272,872,828

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

Sign Here	***** Signature of officer			2012-10-04 Date	
	ALMA MONTCLAIR DIR OF ADMIN & FINANCE/ASST TR Type or print name and title				
Paid Preparer's Use Only	Preparer's signature	MARTIN GREIF	Date	Check if self-employed ☐	Preparer's taxpayer identification number (see instructions) P00029738
	Firm's name (or yours if self-employed), address, and ZIP + 4	MCGLADREY LLP 1185 AVENUE OF THE AMERICAS NEW YORK, NY 100362602			EIN 42-0714325
					Phone no (212) 372-1000

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

Part III

Statement of Program Service Accomplishments

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

☐

☒

1

Briefly describe the organization's mission

AS NOTED IN ITS ARTICLES OF INCORPORATION, THE MISSION OF THE ACLU FOUNDATION IS "TO ENCOURAGE, SPONSOR, AND FACILITATE THE CULTIVATION AND DIFFUSION OF KNOWLEDGE AND UNDERSTANDING OF THE VARIOUS CIVIL LIBERTIES AND CIVIL RIGHTS WHICH ARE PROTECTED BY THE CONSTITUTIONS AND LAWS OF THE UNITED STATES OR OF THE VARIOUS STATES TO PERSONS INVOLVED IN ACTIVITIES WHEREIN THEIR CIVIL RIGHTS AND LIBERTIES ARE THREATENED OR INFRINGED " THE ACLU FOUNDATION TODAY REMAINS FOCUSED ON THE OVERARCHING GOALS SET BY ITS FOUNDERS, SERVING AS THE NATION'S GUARDIAN OF LIBERTY, WORKING DAILY IN COURTS, LEGISLATURES AND COMMUNITIES TO DEFEND AND PRESERVE THE INDIVIDUAL RIGHTS AND LIBERTIES THAT THE CONSTITUTION AND LAWS OF THE US GUARANTEE THE ACLU ALSO WORKS TO EXTEND RIGHTS TO SEGMENTS OF THE POPULATION THAT HAVE TRADITIONALLY BEEN DENIED THEIR RIGHTS, INCLUDING PEOPLE OF COLOR, WOMEN, LESBIANS, GAY MEN, BISEXUALS AND TRANSGENDER PEOPLE, PRISONERS, AND PEOPLE WITH DISABILITIES

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

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

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 23,556,663 including grants of \$ 1,364,237) (Revenue \$ 2,374,888)

THE ACLU FOUNDATION'S LITIGATION PROGRAM IS THE CORNERSTONE OF ITS CIVIL LIBERTIES PROGRAM THE ACLU TODAY IS THE NATION'S PREEMINENT CIVIL LIBERTIES ORGANIZATION, WITH A STAFF OF ATTORNEYS IN THE NATIONAL OFFICE WORKING IN COLLABORATION WITH ATTORNEYS AT AFFILIATE OFFICES NATIONWIDE TO ADDRESS CASES INVOLVING A WIDE RANGE OF CIVIL LIBERTIES ISSUES THE ACLU APPEARS BEFORE THE U S SUPREME COURT MORE THAN ANY OTHER LEGAL SERVICES ORGANIZATION OR GOVERNMENTAL AGENCY EXCEPT THE U S DEPARTMENT OF JUSTICE

4b

(Code) (Expenses \$ 25,909,717 including grants of \$ 4,186,781) (Revenue \$)

THE ACLU HAS AN AFFILIATE OR CHAPTER IN EVERY STATE AND IN PUERTO RICO AFFILIATES HANDLE REQUESTS FOR LEGAL ASSISTANCE, LOBBY STATE LEGISLATURES AND HOST EDUCATIONAL FORUMS THROUGHOUT THE YEAR THE NATIONAL ACLU COORDINATES FUNDRAISING EFFORTS WITH ITS AFFILIATES AND SHARES THE PROCEEDS OF FUNDRAISING EFFORTS WITH AFFILIATES IN ACCORDANCE WITH A DETAILED POLICY THROUGH ITS AFFILIATE SUPPORT AND ADVOCACY DEPARTMENT, THE NATIONAL ACLU ALSO PROVIDES GRANTS TO AFFILIATES TO SUPPORT WORK ON SPECIFIC INITIATIVES AND PROJECTS THAT HAVE BEEN IDENTIFIED AS INVOLVING MATTERS OF BOTH LOCAL/REGIONAL AND NATIONAL SIGNIFICANCE THE AFFILIATE SUPPORT AND ADVOCACY DEPARTMENT OFFERS TRAINING AND TECHNICAL ASSISTANCE TO AFFILIATES ACROSS THE COUNTRY ON A VARIETY OF TOPICS OF RELEVANCE

4c

(Code) (Expenses \$ 7,159,225 including grants of \$) (Revenue \$ 48,706)

THROUGH NEWSLETTERS, ITS COMPREHENSIVE WEBSITE, ADVERTISEMENTS, OP-ED ARTICLES, MEDIA INTERVIEWS, PUBLICATIONS, AND NUMEROUS MEETINGS AND WORKSHOPS CONDUCTED IN COLLABORATION WITH ITS AFFILIATES THROUGHOUT THE US, THE ACLU FOUNDATION PROVIDES ONGOING EDUCATION TO THE ACLU'S 500,000 MEMBERS NATIONWIDE AND TO THE PUBLIC AT LARGE WITH RESPECT TO A WIDE RANGE OF CIVIL LIBERTIES ISSUES AND CONCERNS A CORE COMPONENT OF THE ORGANIZATION'S EDUCATIONAL CAMPAIGNS IS THE EMPHASIS ON KEY RIGHTS, INCLUDING FIRST AMENDMENT RIGHTS TO FREE SPEECH, ASSOCIATION AND ASSEMBLY, THE RIGHT TO EQUAL PROTECTION UNDER THE LAW, THE RIGHT TO DUE PROCESS AND TO FAIR TREATMENT WHEN THE LOSS OF LIBERTY OR PROPERTY IS AT STAKE, AND THE RIGHT TO PRIVACY AND FREEDOM FROM UNWARRANTED GOVERNMENT INTRUSION INTO PERSONAL AND PRIVATE AFFAIRS

(Code) (Expenses \$ 3,896,378 including grants of \$) (Revenue \$)

THE ACLU SEEKS TO IMPACT CIVIL LIBERTIES THROUGH WORK ON LEGISLATION AT THE FEDERAL AND STATE LEVEL, AS APPROPRIATE THE ORGANIZATION'S LEGISLATIVE ADVOCATES ARE A CONSTANT PRESENCE ON FEDERAL AND STATE CIVIL LIBERTIES LEGISLATIVE ISSUES UPDATES ON KEY LEGISLATIVE ISSUES IMPACTING CIVIL LIBERTIES ARE INCLUDED IN MAIL, EMAIL, AND OTHER COMMUNICATIONS TO ACLU MEMBERS NATIONWIDE, AS WELL AS IN PUBLIC EDUCATION CAMPAIGNS IN ADDITION, THE ACLU DEVELOPS POLICY RELATING TO POSITIONS ON CIVIL LIBERTIES ISSUES

4d

Other program services (Describe in Schedule O)

(Expenses \$ 3,896,378 including grants of \$) (Revenue \$)

4e

Total program service expenses

\$ 60,521,983

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A.	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I.		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II.	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III.		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I.		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II.		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV.		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V.	Yes	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		No
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I.		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II and IV.		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV.		No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I.	Yes	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II.		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III.		No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H.		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

Part IV

Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance						
Check if Schedule O contains a response to any question in this Part V ☐						
		Yes	No			
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	1a	158			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes			
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	269			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes			
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	Yes			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a				No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a				No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b				No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c				
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a				No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b				
7	Organizations that may receive deductible contributions under section 170(c).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a				No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b				
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c				No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e				No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f				No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8				
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b				
10	Section 501(c)(7) organizations. Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b				
11	Section 501(c)(12) organizations. Enter					
a	Gross income from members or shareholders.	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a				
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b				
c	Enter the aggregate amount of reserves on hand.	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a				No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b				

Part VI

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

Section A. Governing Body and Management			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a11		
b	Enter the number of voting members included in line 1a, above, who are independent	1b11		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Did the organization have members or stockholders?	6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	Yes	
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	Yes	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? <i>If "No," go to line 13</i>	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b		No
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure	
17	List the States with which a copy of this Form 990 is required to be filed▶AK , AR , AZ , CA , CO , CT , FL , GA , HI , IL , KS , KY , LA , MA , MD , ME , MI , MN , MO , MS , NC , ND , NH , NJ , NM , NY , OH , OK , OR , PA , RI , SC , TN , UT , WA , WI , WV
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☒ Own website ☒ Another's website ☒ Upon request
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ TERENCE DOUGHERTY 125 BROAD STREET 18TH FLOOR NEW YORK,NY 10004 (212) 549-2500

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
 - List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
 - List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ANGELOS CLAUDIA DIRECTOR	2 50	X						0	0	0
(2) BEEM MARC DIRECTOR	2 50	X						0	0	0
(3) BUITRAGO LUZ DIRECTOR	2 50	X						0	0	0
(4) CHESTER ROBERT DIRECTOR	2 50	X						0	0	0
(5) ESTES MILTON DIRECTOR / VICE PRESIDENT	2 50	X		X				0	0	0
(6) HERMAN SUSAN DIRECTOR / PRESIDENT	2 50	X		X				0	0	0
(7) HERRON AUNDRE DIRECTOR	2 50	X						0	0	0
(8) LEWIS M CALIEN DIRECTOR	2 50	X						0	0	0
(9) REMAR ROBERT DIRECTOR / VICE PRESIDENT / TREASURER / SECRETARY	2 50	X		X				0	0	0
(10) SCHATZ ANDREW DIRECTOR	2 50	X						0	0	0
(11) SWEAT JOSEPH DIRECTOR	2 50	X						0	0	0
(12) WILLIAMS GARY DIRECTOR / VICE PRESIDENT	2 50	X		X				0	0	0
(13) ANTHONY D ROMERO EXECUTIVE DIRECTOR/CEO	35 00			X				0	382,339	23,882
(14) ALMA MONTCLAIR DIR OF ADMIN & FINANCE/ASST TREAS	35 00			X				0	285,692	135,006
(15) TERENCE DOUGHERTY GENERAL COUNSEL & ASST SEC	35 00			X				0	233,704	29,052
(16) DOROTHY M EHRLICH DEPUTY EXECUTIVE DIRECTOR	35 00				X			0	302,214	71,807
(17) CAROLINE GREENE CHIEF FINANCIAL OFFICER	35 00				X			0	242,875	56,719

Part VII

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) LAURA W MURPHY DIR OF WASHINGTON LEGIS OF	35 00				X			0	273,430	18,873
(19) DONNA MCKAY DIR INST ADVANCEMENT/SPEC	35 00				X			249,042	0	24,601
(20) GERI ROZANSKI DIR AFFILIATE SUPP/ADVOCAC	35 00				X			255,688	0	53,824
(21) STEVEN SHAPIRO LEGAL DIRECTOR	35 00				X			299,777	0	54,963
(22) EMILY TYNES DIRECTOR OF COMMUNICATIONS	35 00				X			251,008	0	62,776
(23) MATTHEW COLES DEPUTY LEGAL DIRECTOR	35 00					X		221,260	0	48,722
(24) JAMEEL JAFFER DEPUTY LEGAL DIRECTOR	35 00					X		201,768	0	33,154
(25) DENNIS PARKER DIRECTOR, RACIAL JUSTICE PROJECT	35 00					X		171,752	0	51,708
(26) RACHEL FISHMAN DEPUTY DIRECTOR OF DEVELOP	35 00					X		195,721	0	42,173
(27) LOUISE MELLING DEPUTY LEGAL DIRECTOR	35 00					X		191,535	0	24,320
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								2,037,551	1,720,254	731,580

2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶45

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

Section B. Independent Contractors

1

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

(A) Name and business address	(B) Description of services	(C) Compensation
SCHOENBACH CONSTRUCTION CORP 140 WOOD AVE MIDDLESEX, NJ 08846	BUILDING REPAIRS & MAINTENANCE	664,038
MATHIAS & CARR INC 225 VARICK ST NEW YORK, NY 10014	PRINTING & OFFICE SUPPLIES	647,302
BLACKBAUD INC PO BOX 930256 ATLANTA, GA 31193	DATABASE SUPPORT	576,627
ZEROCHAOS PO BOX 534305 ATLANTA, GA 30353	CONSULTING SERVICES	441,840
L & E MERIDIAN 7400 FULLERTON RD SPRINGFIELD, VA 22153	PRINTING & PUBLISHING	266,096

2

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶5

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a268,490					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d40,000					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f57,766,083					
	g	Noncash contributions included in lines 1a-1f \$ 2,254,391						
	h	Total. Add lines 1a-1f						58,074,573
Program Service Revenue			Business Code					
	2a	LEGAL EXP AWARDED,NET	900099	2,374,888	2,374,888			
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		2,374,888				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		6,102,731			6,102,731	
	4	Income from investment of tax-exempt bond proceeds . .						
	5	Royalties						
	6a	(i) Real		1,643,309				
		(ii) Personal						
	b	Less rental expenses		0				
	c	Rental income or (loss)		1,643,309				
	d	Net rental income or (loss)		1,643,309		395,150	1,248,159	
	7a	(i) Securities		432,799,298				
		(ii) Other						
	b	Less cost or other basis and sales expenses		420,435,760				
	c	Gain or (loss)		12,363,538				
	d	Net gain or (loss)		12,363,538			12,363,538	
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18		a				
	b	Less direct expenses		b				
	c	Net income or (loss) from fundraising events . .						
	9a	Gross income from gaming activities See Part IV, line 19		a				
	b	Less direct expenses		b				
	c	Net income or (loss) from gaming activities . .						
10a	Gross sales of inventory, less returns and allowances		a					
b	Less cost of goods sold		b					
c	Net income or (loss) from sales of inventory . .							
Miscellaneous Revenue			Business Code					
11a	OTHER INCOME		900099	40,224	40,224			
b	PAMPHLET AND BOOK SALE		900099	8,482	8,482			
c								
d	All other revenue							
e	Total. Add lines 11a-11d			48,706				
12	Total revenue. See Instructions			80,607,745	2,423,594	395,150	19,714,428	

Part IX

Statement of Functional Expenses

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

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	5,538,518	5,538,518		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	12,500	12,500		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	2,656,635	1,660,953	720,199	275,483
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	20,378,118	16,614,338	919,430	2,844,350
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	2,743,269	2,211,292	189,300	342,677
9	Other employee benefits	3,566,189	2,874,630	246,086	445,473
10	Payroll taxes	1,679,096	1,353,484	115,866	209,746
11	Fees for services (non-employees)				
a	Management				
b	Legal	273,000	105,585	128,905	38,510
c	Accounting	164,991		164,991	
d	Lobbying	462,285	462,285		
e	Professional fundraising See Part IV, line 17	722,147			722,147
f	Investment management fees				
g	Other	3,731,463	3,147,576	494,774	89,113
12	Advertising and promotion				
13	Office expenses	1,442,051	972,834	61,245	407,972
14	Information technology				
15	Royalties				
16	Occupancy	2,460,169	2,209,978	4,948	245,243
17	Travel	1,659,912	1,356,260	136,403	167,249
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	421,136	361,894	14,314	44,928
20	Interest	161,093	117,801	18,225	25,067
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	3,479,090	2,247,078	677,548	554,464
23	Insurance				
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	SHARED PORTION - CONTR	7,214,134	7,214,134		
b	SHARED PORTION - BEQUES	5,399,053	5,399,053		
c	SPECIAL AFFILIATE SUBSI	5,087,340	5,087,340		
d	OTHER EXPENSES	948,700	667,771	28,600	252,329
e					
f	All other expenses	1,334,617	906,679	39,787	388,151
25	Total functional expenses. Add lines 1 through 24f	71,535,506	60,521,983	3,960,621	7,052,902
26	Joint costs. Check here ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			18,371,237	1	17,140,012
	2	Savings and temporary cash investments			6,111,363	2	5,533,179
	3	Pledges and grants receivable, net			35,807,376	3	14,379,873
	4	Accounts receivable, net				4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			1,383,552	9	1,395,767
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	51,076,421			
	b	Less: accumulated depreciation	10b	18,499,711	34,650,633	10c	32,576,710
	11	Investments—publicly traded securities			275,040,871	11	263,742,852
	12	Investments—other securities. See Part IV, line 11				12	
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			4,759,067	15	6,296,000
	16	Total assets. Add lines 1 through 15 (must equal line 34)			376,124,099	16	341,064,393
Liabilities	17	Accounts payable and accrued expenses			2,490,487	17	2,848,315
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties			21,773,089	23	16,170,000
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			63,023,550	25	49,173,250
	26	Total liabilities. Add lines 17 through 25			87,287,126	26	68,191,565
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			184,141,095	27	172,810,254
	28	Temporarily restricted net assets			65,693,669	28	59,709,239
	29	Permanently restricted net assets			39,002,209	29	40,353,335
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			288,836,973	33	272,872,828
	34	Total liabilities and net assets/fund balances			376,124,099	34	341,064,393

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	80,607,745
2	Total expenses (must equal Part IX, column (A), line 25)	2	71,535,506
3	Revenue less expenses Subtract line 2 from line 1	3	9,072,239
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	288,836,973
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-25,036,384
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	272,872,828

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC	Employer identification number 13-6213516
---	--

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

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

1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10

☐

An organization organized and operated exclusively to test for public safety Se**section 509(a)(4).**

11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

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

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

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	76,362,326	62,247,393	78,208,002	64,722,436	58,074,573	339,614,730
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	76,362,326	62,247,393	78,208,002	64,722,436	58,074,573	339,614,730
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						46,866,507
6 Public Support. Subtract line 5 from line 4						292,748,223

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	76,362,326	62,247,393	78,208,002	64,722,436	58,074,573	339,614,730
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	10,972,050	7,547,260	5,430,971	5,850,741	7,350,890	37,151,912
9 Net income from unrelated business activities, whether or not the business is regularly carried on	-1,544	17,129	22,628	-27,965	34,985	45,233
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets		92,348	49,404	51,652	48,706	242,110
11 Total support (Add lines 7 through 10)						377,053,985

12 Gross receipts from related activities, etc (See instructions)

1212,850,591

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	77 640 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	71 790 %

16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part IIIPart III

Support Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

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

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

Section C. Computation of Public Support Percentage		
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization		
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions		

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

Facts And Circumstances Test

Explanation
SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME ROYALTY & OTHER MISC INCOME

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC	Employer identification number 13-6213516
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☒ 501(c)(3) (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☐ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

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

Special Rules

☒ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC	Employer identification number 13-6213516
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_____	See Additional Data Table _____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC	Employer identification number 13-6213516
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Part II

Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC	Employer identification number 13-6213516
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:

Software Version:

EIN: 13-6213516

Name: AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	FOUNDATION TO PROMOTE OPEN SOCIETY C/O ACLUF 125 BROAD STREET NEW YORK, NY 10004	\$ <u>6,212,582</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	MR PETER B LEWIS C/O ACLUF 125 BROAD STREET NEW YORK, NY 10004	\$ <u>3,000,000</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>3</u>	SANDLER FOUNDATION C/O ACLUF 125 BROAD STREET NEW YORK, NY 10004	\$ <u>2,950,000</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>4</u>	JEWISH COMMUNITY FOUNDATION OF SAN C/O ACLUF 125 BROAD STREET NEW YORK, NY 10004	\$ <u>2,000,000</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>5</u>	ESTATE OF JOAN E GOODY C/O ACLUF 125 BROAD STREET NEW YORK, NY 10004	\$ <u>1,862,085</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>6</u>	MACARTHUR FOUNDATION C/O ACLUF 125 BROAD STREET NEW YORK, NY 10004	\$ <u>1,697,167</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	ESTATE OF CHESTER FISHER CHAPIN C/O ACLUF 125 BROAD STREET NEWYORK, NY 10004	\$ 1,300,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
8	ESTATE OF JANET A FISHER C/O ACLUF 125 BROAD STREET NEWYORK, NY 10004	\$ 1,231,355	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2011

Open to Public Inspection

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

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

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

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

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

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

Name of the organization AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC	Employer identification number 13-6213516
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1

Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV
- 2

Political expenditures ▶ \$
- 3

Volunteer hours

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

- 1

Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2

Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3

If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a

Was a correction made? ☐ Yes ☐ No
- b

If "Yes," describe in Part IV

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

- 1

Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2

Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities ▶ \$
- 3

Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$
- 4

Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5

Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

Part II-A

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

- A

Check

☐

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

Check

☐

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	62,519													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	399,766													
c	Total lobbying expenditures (add lines 1a and 1b)	462,285													
d	Other exempt purpose expenditures	70,755,532													
e	Total exempt purpose expenditures (add lines 1c and 1d)	71,217,817													
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000													
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000													
h	Subtract line 1g from line 1a If zero or less, enter -0-	0													
i	Subtract line 1f from line 1c If zero or less, enter -0-	0													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		☐ Yes ☐ No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	771,429	926,026	407,622	462,285	2,567,362
d Grassroots non-taxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures	190,741	201,549	85,666	62,519	540,475

Part II-B

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

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

Part III-A

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

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

Part III-B

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

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

Part IV

Supplemental Information

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

Identifier	Return Reference	Explanation
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SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC

Employer identification number
13-6213516

Part I

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

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

Part II

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure) ☐ Preservation of an historically importantly land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

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

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

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

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

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

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

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

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

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

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

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

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

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

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

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

1a

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

☐ Yes

☐ No

b

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

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance	53,004,434	48,404,027	36,581,995	50,337,752
b	Contributions	1,884,014	214,555	362,722	321,382
c	Investment earnings or losses	-20,724	6,142,555	13,265,164	12,876,199
d	Grants or scholarships				
e	Other expenditures for facilities and programs	1,846,569	1,756,703	1,805,854	1,200,940
f	Administrative expenses				
g	End of year balance	53,021,155	53,004,434	48,404,027	36,581,995

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶ 100 000 %

c

Term endowment ▶

3a

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

(i)

unrelated organizations

3a(i)

Yes

No

(ii)

related organizations

3a(ii)

Yes

No

b

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

3b

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		4,925,713		4,925,713
b Buildings		42,982,487	16,436,475	26,546,012
c Leasehold improvements				
d Equipment		1,448,227	1,015,416	432,811
e Other		1,719,994	1,047,820	672,174
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				32,576,710

Part XI

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	80,607,745
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	71,535,506
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	9,072,239
4	Net unrealized gains (losses) on investments	4	-24,118,648
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-917,736
9	Total adjustments (net) Add lines 4 - 8	9	-25,036,384
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-15,964,145

Part XII

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	63,532,179
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-24,118,648
b	Donated services and use of facilities	2b	7,960,818
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-917,736
e	Add lines 2a through 2d	2e	-17,075,566
3	Subtract line 2e from line 1	3	80,607,745
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	80,607,745

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	79,496,324
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	7,960,818
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	7,960,818
3	Subtract line 2e from line 1	3	71,535,506
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	71,535,506

Part XIV

Supplemental Information

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

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE PURPOSE OF THE ENDOWMENT FUND IS TO BUILD AN ENDURING ENDOWMENT TO CARRY OUT THE WORK OF THE ACLU AND ITS AFFILIATES IN PROTECTING, PRESERVING AND EXPANDING THE CIVIL LIBERTIES OF ALL PERSONS IN THE UNITED STATES OF AMERICA
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE FOUNDATION IS A NOT-FOR-PROFIT ORGANIZATION EXEMPT FROM INCOME TAXES UNDER SECTION 501(C)(3), OF THE U S INTERNAL REVENUE CODE. THE FOUNDATION IS SUBJECT TO TAXES ON UNRELATED BUSINESS INCOME. THE LLC IS TREATED AS A DISREGARDED (TAX) ENTITY. THE FOUNDATION FILES TAX AND INFORMATION RETURNS WITH THE INTERNAL REVENUE SERVICE AND WITH VARIOUS STATES. MANAGEMENT EVALUATED THE FOUNDATION'S TAX POSITION AND CONCLUDED THAT THE ORGANIZATION HAD TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE. GENERALLY, THE FOUNDATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY U S FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR TAX YEARS BEFORE 2008, WHICH IS THE STANDARD STATUTE OF LIMITATIONS LOOK-BACK PERIOD. AT MARCH 31, 2012, THE FOUNDATION HAS UNRECOGNIZED TAX BENEFITS AND IMPLEMENTED A SETTLEMENT WITH THE IRS DURING 2012.
PART XI, LINE 8 - OTHER ADJUSTMENTS		CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS - 917,736
PART XII, LINE 2D - OTHER ADJUSTMENTS		CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS - 917,736

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC

Employer identification number
13-6213516

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1

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

☒ Mail solicitations

b

☒ Internet and e-mail solicitations

c

☒ Phone solicitations

d

☒ In-person solicitations

e

☒ Solicitation of non-government grants

f

☐ Solicitation of government grants

g

☐ Special fundraising events
- 2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☒ Yes ☐ No
- b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
OMP 1133 19TH ST NW STE 300 WASHINGTON, DC 20036	FUNDRAISING STRATEGY/CONSULTING		No	5,040,757	228,719	4,812,038
DONOR SERVICE GROUP 6715 SUNSET BLVD LOS ANGELES, CA 90028	FUNDRAISING STRATEGY/CONSULTING		No	228,719	44,123	184,596
BLACKBAUD INC PO BOX 930256 ATLANTA, GA 31193	FUNDRAISING DATABASE SUPPORT		No	0	442,043	-442,043
Total ▶				5,269,476	714,885	4,554,591

- 3

List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.
- AK, AL, AR, AZ, CA, CO, CT, FL, GA, HI, IL, KS, KY, MA, MD, MI, MN, MO, MS, NC, ND, NH, NJ, NM, NY, OH, OK, OR, PA, RI, SC, TN, UT, WA, WI, WV, LA, ME, SD, VA
-

Part II Fundraising Events.

Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		(event type)	(event type)	(total number)	(Add col (a) through col (c))
Revenue	1	Gross receipts			
	2	Less Charitable contributions			
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			()
	11	Net income summary Combine lines 3 and 10 in column (d). ▶			

Part III Gaming.

Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor ☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No	
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			()
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

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

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

b If "No," Explain _____

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

b If "Yes," Explain _____

- 11

Does the organization operate gaming activities with nonmembers?

Yes

No
- 12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

Yes

No

13

Indicate the percentage of gaming activity operated in

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

14

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

Name

Address

15a

Does the organization have a contract with a third party from whom the organization receives gaming revenue?

Yes

No

b

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

c

If "Yes," enter name and address

Name

Address

16

Gaming manager information

Name

Gaming manager compensation

\$

Description of services provided

Director/officer

Employee

Independent contractor

17

Mandatory distributions

a

Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

Yes

No

b

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

Part IV

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

Identifier	ReturnReference	Explanation
------------	-----------------	-------------

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number
13-6213516

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

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

Part II

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

31

3

Enter total number of other organizations listed in the line 1 table ▶

12

Part III

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

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) ROGER BALDWIN MEDAL OF LIBERTY	1	12,500			

Part IV

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE ACLU HAS ESTABLISHED PROCEDURES FOR THE RELEASE OF GRANTS TO ITS AFFILIATES, AS WELL AS FOR MONITORING OF OUTCOMES TO DETERMINE WHETHER THE GOALS OF A PARTICULAR GRANT AWARD HAVE BEEN MET GRANT AWARDS ARE CONFIRMED IN WRITING AND SUPPORTED BY A WRITTEN AGREEMENT THAT SPECIFIES THE PURPOSE OF THE GRANT, THE SPECIFIC OUTCOMES TO BE ACHIEVED, AND, IF APPLICABLE, THE INDICATORS THAT THE PARTIES AGREE WILL BE USED TO MEASURE PROGRESS TOWARDS AGREED UPON GOALS WRITTEN AGREEMENTS DETAIL THE SPECIFIC ACTIVITIES FOR WHICH FUNDING IS TO BE PROVIDED AND DOCUMENT THE AFFILIATE'S COMMITMENT TO USING THE FUNDS PROVIDED TO PURSUE SPECIFIC STRATEGIES IN ADDRESSING PROGRAM GOALS AND TARGET OUTCOMES AFFILIATES AND OTHER ORGANIZATIONSWHO RECEIVE GRANT AWARDS MAY BE REQUIRED TO PROVIDE QUANTITATIVE AND/OR QUALITATIVE REPORTS, AND THESE REPORTS MAY BE USED TO DETERMINE WHETHER ADDITIONAL FUNDING MAY BE REQUIRED AND/OR TO ENHANCE FUTURE GRANT PROGRAMS

Software ID:

Software Version:

EIN: 13-6213516

Name: AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ACLU OF ALABAMA 207 MONTGOMERY ST SUITE 910 MONTGOMERY,AL 36104	23-7093412	501(C)(4)	10,000				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF ALABAMA207 MONTGOMERY ST SUITE 910 MONTGOMERY,AL 36104	63-0883872	501(C)(3)	15,750				AFFILIATE PROGRAM
ACLU FOUNDATION OF ARIZONAPO BOX 17148 PHOENIX,AZ 85011	23-7238580	501(C)(3)	300,899				AFFILIATE PROGRAM
ACLU FOUNDATION OF NORTHERN CALIFORNIA39 DRUMM ST SAN FRANCISCO,CA 94111	94-0279770	501(C)(3)	330,732				AFFILIATE PROGRAM
ACLU FOUNDATION OF SAN DIEGO & IMPERIAL COUNTIES PO BOX 87131 SAN DIEGO, CA 92138	33-0325791	501(C)(3)	35,000				AFFILIATE PROGRAM
ACLU FOUNDATION OF SOUTHERN CALIFORNIA1313 W 8TH STREET SUITE 200 LOS ANGELES,CA 900174441	95-2673361	501(C)(3)	168,650				AFFILIATE PROGRAM
ACLU FOUNDATION OF COLORADOPO BOX 18986 DENVER,CO 80218	23-7028224	501(C)(3)	542,141				AFFILIATE PROGRAM
ACLU OF CONNECTICUT330 MAIN STREET 1ST FLOOR HARTFORD,CT 06106	06-0813249	501(C)(4)	6,943				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF FLORIDA4500 BISCAYNE BLVD SUITE 340 MIAMI,FL 33137	23-7137529	501(C)(3)	303,519				AFFILIATE PROGRAM
ACLU OF FLORIDA 4500 BISCAYNE BLVD SUITE 340 MIAMI,FL 33137	59-0883831	501(C)(4)	20,000				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ROGER BALDWIN FOUNDATION OF ACLU INC (ILLINOIS AFFILIATE)180 N MICHIGAN AVE SUITE 2300 CHICAGO,IL 60601	36-2682569	501(C)(3)	86,340				AFFILIATE PROGRAM
ACLU OF INDIANA 1031 E WASHINGTON STREET INDIANAPOLIS,IN 46202	35-0930337	501(C)(4)	5,000				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF KANSAS & WESTERN MISSOURI 3601 MAIN ST KANSAS CITY,MO 64111	43-0926406	501(C)(3)	11,500				AFFILIATE PROGRAM
ACLU FOUNDATION OF KENTUCKY315 GUTHRIE ST SUITE 300 LOUISVILLE,KY 40202	61-6058569	501(C)(3)	15,000				AFFILIATE PROGRAM
ACLU FOUNDATION OF LOUISIANAPO BOX 56157 NEW ORLEANS,LA 70156	72-0717944	501(C)(3)	10,000				AFFILIATE PROGRAM
ACLU OF MARYLAND 3600 CLIPPER MILL RD SUITE 350 BALTIMORE,MD 21211	52-0746271	501(C)(4)	10,000				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF MARYLAND3600 CLIPPER MILL RD SUITE 350 BALTIMORE,MD 21211	23-7209538	501(C)(3)	11,188				AFFILIATE PROGRAM
ACLU FOUNDATION OF MASSACHUSETTS 211 CONGRESS ST BOSTON,MA 21100	23-7312949	501(C)(3)	60,000				AFFILIATE PROGRAM
ACLU FOUNDATION OF MICHIGAN2966 WOODWARD AVENUE DETROIT,MI 48201	23-7243421	501(C)(3)	399,953				AFFILIATE PROGRAM
ACLU OF MICHIGAN 2966 WOODWARD AVENUE DETROIT,MI 48201	38-1643182	501(C)(4)	10,000				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ACLU FOUNDATION OF MISSISSIPPIPO BOX 2242 JACKSON, MS 39225	64-0694013	501(C)(3)	293,608				AFFILIATE PROGRAM
ACLU OF EASTERN MISSOURI FUND454 WHITTIER AVE ST LOUIS, MO 63108	43-6070952	501(C)(3)	269,474				AFFILIATE PROGRAM
ACLU FOUNDATION OF MONTANAPO BOX 1317 HELENA, MT 59624	81-0445339	501(C)(3)	290,040				AFFILIATE PROGRAM
ACLU OF MONTANA PO BOX 1317 HELENA, MT 59624	81-0431527	501(C)(4)	5,200				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF NEW MEXICOPO BOX 566 ALBUQUERQUE, NM 87103	85-0275276	501(C)(3)	382,106				AFFILIATE PROGRAM
NEW YORK CIVIL LIBERTIES UNION 125 BROAD ST 19TH FLOOR NEW YORK, NY 10004	13-5628799	501(C)(4)	5,000				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
NEW YORK CIVIL LIBERTIES UNION FOUNDATION125 BROAD ST 19TH FLOOR NEW YORK, NY 10004	13-6167267	501(C)(3)	257,500				AFFILIATE PROGRAM
ACLU OF NORTH CAROLINA LEGAL FOUNDATIONPO BOX 28004 RALEIGH, NC 27611	56-1019644	501(C)(3)	44,600				AFFILIATE PROGRAM
ACLU FOUNDATION OF OKLAHOMA3000 PASEO DRIVE OKLAHOMA CITY, OK 73103	73-1003205	501(C)(3)	5,000				AFFILIATE PROGRAM
ACLU FOUNDATION OF OREGONPO BOX 40585 PORTLAND, OR 97240	23-7048829	501(C)(3)	315,000				AFFILIATE PROGRAM
ACLU OF OREGON PO BOX 40585 PORTLAND, OR 97240	93-0556378	501(C)(4)	13,520				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF PENNSYLVANIA PO BOX 40008 PHILADELPHIA, PA 19106	23-1742013	501(C)(3)	37,000				AFFILIATE PROGRAM
ACLU OF PENNSYLVANIAPO BOX 40008 PHILADELPHIA, PA 19106	23-7184439	501(C)(4)	7,000				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU OF SOUTH CAROLINA FOUNDATIONPO BOX 20998 CHARLESTON, SC 29403	27-1942832	501(C)(3)	256,875				AFFILIATE PROGRAM
ACLU FOUNDATION OF TENNESSEEOPO BOX 120160 NASHVILLE, TN 37212	62-0988329	501(C)(3)	210,572				AFFILIATE PROGRAM
ACLU FOUNDATION OF TEXASPO BOX 8306 HOUSTON, TX 77288	76-0343171	501(C)(3)	588,935				AFFILIATE PROGRAM
ACLU OF TEXASPO BOX 8306 HOUSTON, TX 77288	76-0343140	501(C)(4)	3,750				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF UTAH355 N 300 W SUITE 1 SALT LAKE CITY, UT 84103	87-0439810	501(C)(3)	25,000				AFFILIATE PROGRAM
ACLU FOUNDATION OF VIRGINIA530 E MAIN ST SUITE 310 RICHMOND, VA 23219	52-1283242	501(C)(3)	5,000				AFFILIATE PROGRAM
ACLU FOUNDATION OF WASHINGTON 901 5TH AVE SUITE 630 SEATTLE, WA 98164	23-7076867	501(C)(3)	87,495				AFFILIATE PROGRAM

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MISSISSIPPIANS FOR HEALTHY FAMILIESPO BOX 55662 JACKSON,MS 39296	45-3273830	501(C)(4)	50,000				AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ADVOCATES FOR YOUTH2000 M STREET NW SUITE 750 WASHINGTON,DC 20036	52-1173590	501(C)(3)	10,724				LEGAL PROGRAM
LONG ISLAND GLBT SERVICE NETWORK 34 PARK AVENUE BAYSHORE,NY 11706	11-3192966	501(C)(3)	12,500				ROGER BALDWIN MEDAL OF LIBERTY

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC	Employer identification number 13-6213516
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Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Travel for companions ☒ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☒ Compensation committee ☐ Independent compensation consultant ☒ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization a Receive a severance payment or change-of-control payment? b Participate in, or receive payment from, a supplemental nonqualified retirement plan? c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4a	No
		4b	Yes
		4c	No
5	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9. For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of a The organization? b Any related organization? If "Yes," to line 5a or 5b, describe in Part III	5a	No
		5b	No
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of a The organization? b Any related organization? If "Yes," to line 6a or 6b, describe in Part III	6a	No
		6b	No
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) ANTHONY D ROMERO	(i)	0	0	0	0	0	0	0
	(ii)	380,125	0	2,214	12,927	10,955	406,221	0
(2) ALMA MONTCLAIR	(i)	0	0	0	0	0	0	0
	(ii)	258,147	0	27,545	114,259	20,747	420,698	0
(3) TERENCE DOUGHERTY	(i)	0	0	0	0	0	0	0
	(ii)	216,954	0	16,750	8,687	20,365	262,756	0
(4) DOROTHY M EHRLICH	(i)	0	0	0	0	0	0	0
	(ii)	292,888	0	9,326	38,119	33,688	374,021	0
(5) CAROLINE GREENE	(i)	0	0	0	0	0	0	0
	(ii)	252,762	0	-9,887	23,309	33,410	299,594	0
(6) LAURA W MURPHY	(i)	0	0	0	0	0	0	0
	(ii)	276,075	0	-2,645	15,216	3,657	292,303	0
(7) DONNA MCKAY	(i)	252,900	0	-3,858	14,404	10,197	273,643	0
	(ii)	0	0	0	0	0	0	0
(8) GERI ROZANSKI	(i)	258,147	0	-2,459	33,077	20,747	309,512	0
	(ii)	0	0	0	0	0	0	0
(9) STEVEN SHAPIRO	(i)	288,643	0	11,134	34,126	20,837	354,740	0
	(ii)	0	0	0	0	0	0	0
(10) EMILY TYNES	(i)	234,678	0	16,330	42,114	20,662	313,784	0
	(ii)	0	0	0	0	0	0	0
(11) MATTHEW COLES	(i)	204,500	0	16,760	28,429	20,293	269,982	0
	(ii)	0	0	0	0	0	0	0
(12) JAMEEL JAFFER	(i)	184,050	0	17,718	6,413	26,741	234,922	0
	(ii)	0	0	0	0	0	0	0
(13) DENNIS PARKER	(i)	178,589	0	-6,837	18,724	32,984	223,460	0
	(ii)	0	0	0	0	0	0	0
(14) RACHEL FISHMAN	(i)	205,027	0	-9,306	9,152	33,021	237,894	0
	(ii)	0	0	0	0	0	0	0
(15) LOUISE MELLING	(i)	194,275	0	-2,740	13,993	10,327	215,855	0
	(ii)	0	0	0	0	0	0	0

Part III

Supplemental Information

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

Identifier	Return Reference	Explanation
	PART I, LINE 1A	GROSS-UP PAYMENTS TO EMPLOYEES WITH DOMESTIC PARTNER COVERAGE, ALL TREATED AS TAXABLE INCOME
SUPPLEMENTAL INFORMATION	PART III	PART I, LINE 4B. OTHER REPORTABLE COMPENSATION (PART II, COLUMN B (III)) INCLUDES, AMONG OTHER THINGS (SEE BELOW), SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN PAYMENTS FOR THE FOLLOWING INDIVIDUALS: A. ROMERO (\$6,773), A. MONTCLAIR (\$2,603), D. EHRLICH (\$11,097), C. GREENE (\$28), L. MURPHY (\$1,574), AND S. SHAPIRO (\$9,977). PART II, COLUMN B(I) INCLUDES BASE COMPENSATION, COLUMN B(II) INCLUDES BONUS PAYMENTS (THERE WERE NONE IN 2011) AND COLUMN B(III) INCLUDES ALL OTHER REPORTABLE COMPENSATION, INCLUDING ANY "GROSS UPS" FOR DOMESTIC PARTNER HEALTH COVERAGE, AND REDUCTIONS TO TAXABLE COMPENSATION RELATED TO PARTICIPATION IN HEALTH OR DEPENDENT SPENDING ACCOUNTS, IF/AS APPLICABLE. NEGATIVE NUMBERS IN COLUMN B(III) OCCUR WHEN THE AMOUNTS DEDUCTED FROM REPORTABLE COMPENSATION ARE GREATER THAN THE COSTS OF OTHER TAXABLE BENEFITS REPORTED IN THIS COLUMN. COLUMN C INCLUDES EMPLOYER CONTRIBUTIONS TO THE DEFINED BENEFIT PENSION PLAN OR, FOR EMPLOYEES HIRED ON OR AFTER APRIL 1, 2009, TO THE NEW DEFINED CONTRIBUTION 401(K) PLAN, THE TOTALS SHOWN REFLECT AMOUNTS EARNED DURING THE YEAR, WHETHER OR NOT THE EMPLOYEE IS FULLY VESTED. COLUMN D INCLUDES NON-TAXABLE BENEFITS, SUCH AS HEALTH AND OTHER INSURANCE, AS WELL AS AMOUNTS SET ASIDE BY EMPLOYEES IN THE HEALTH AND/OR DEPENDENT CARE FLEXIBLE SPENDING PLANS, WHICH WE HAVE ADDED BACK TO PROVIDE THE FULLEST PICTURE POSSIBLE OF TOTAL COMPENSATION.

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Employer identification number
13-6213516

Part I

Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A NEW YORK CITY INDUSTRIAL DEVELOPMENT AGENCY	13-2906040	64971C3V4	01-05-2005	20,000,000	SEE PART VI FOR DETAILS		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired	3,830,000							
2	Amount of bonds defeased								
3	Total proceeds of issue	20,225,905							
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds	225,905							
6	Proceeds in refunding escrow								
7	Issuance costs from proceeds	390,719							
8	Credit enhancement from proceeds	160,000							
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds	15,782,366							
11	Other spent proceeds	3,665,915							
12	Other unspent proceeds								
13	Year of substantial completion	2008							
		Yes	No						
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III

Private Business Use

				A		B		C		D	
				Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?				X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?			X							

Part IIIPrivate Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X						
b	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government								
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6	Total of lines 4 and 5								
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IVArbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2	Is the bond issue a variable rate issue?	X							
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?	X							
b	Name of provider	JP MORGAN CHASE							
c	Term of hedge	5 000000000000							
d	Was the hedge superintegrated?		X						
e	Was a hedge terminated?		X						
4a	Were gross proceeds invested in a GIC?		X						
b	Name of provider	NA							
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?		X						
5	Were any gross proceeds invested beyond an available temporary period?	X							
6	Did the bond issue qualify for an exception to rebate?		X						

Part VProcedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations ☐ Yes ☒ No

Part VISupplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE K SUPPLEMENTAL INFORMATION		SCHEDULE K, PART I, LINE A, COLUMN F DESCRIPTION OF PURPOSE (1) PAY PORTION OF THE COSTS OF PURCHASING, RENOVATING, AND EQUIPPING THE 19TH FLOOR AND THE COST OF PURCHASING A PROPORTIONAL COMMON INTEREST IN LAND ASSOCIATED WITH THE 17TH, 18TH AND 19TH FLOORS AT 125 BROAD STREET, NY, NY, (2) REFUNDING 1997 BONDS, AND (3) COST OF ISSUANCE SCHEDULE K, PART III, LINE 4 FOLLOWING IMPLEMENTATION OF VOLUNTARY CLOSING AGREEMENT WITH IRS EFFECTIVE NOVEMBER 7, 2011 SCHEDULE K, PART IV, LINE 5 PROCEEDS INVESTED AT BELOW ARBITRAGE YIELD ON BONDS

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V lines 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC

Employer identification number
13-6213516

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total ▶ \$ _____										

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IVBusiness Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) GARY D SOWARDS	SPOUSE OF A KEY EMPLOYEE	43,263	PAYMENT FOR LEGAL SERVICES		No

Part VSupplemental Information

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

Identifier	Return Reference	Explanation
PART IV	DESCRIPTION OF TRANSACTION	DURING FISCAL YEAR 2012 GARY D SOWARDS, THE SPOUSE OF KEY EMPLOYEE, DOROTHY EHRLICH, PROVIDED LEGAL SERVICES IN CONNECTION WITH THE ACLU FOUNDATION'S JOHN ADAMS PROJECT, WHICH HAS ARRANGED FOR THE REPRESENTATION OF AN INDIVIDUAL CHARGED WITH A CAPITAL CRIME A NATIONALLY KNOWN EXPERT IN CAPITAL PUNISHMENT, MR SOWARDS WAS RETAINED VIA A DECISION MAKING PROCESS THAT DID NOT INVOLVE THE KEY EMPLOYEE AND AT RATES THAT ARE CUSTOMARY FOR THE SERVICES PROVIDED

SCHEDULE M
(Form 990)

NonCash Contributions

OMB No 1545-0047

2011

Open to Public Inspection

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

Name of the organization
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC

Employer identification number
13-6213516

Part I

Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	109	2,254,391	FAIR MARKET VALUE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ►()				
27 Other ►()				
28 Other ► ()				

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

29

30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	Yes	No
b	If "Yes," describe the arrangement in Part II		No
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?		No
b	If "Yes," describe in Part II		
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part III

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

Identifier	Return Reference	Explanation
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SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC	Employer identification number 13-6213516
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Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	ACLU FOUNDATION IS A MEMBERSHIP ORGANIZATION ITS MEMBERS ARE THE BOARD DIRECTORS OF THE AMERICAN CIVIL LIBERTIES UNION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	ACLU FOUNDATION'S MEMBERS ELECT THE BOARD DIRECTORS OF ACLU FOUNDATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	ACLU FOUNDATION'S MEMBERS HAVE THE AUTHORITY TO AMEND ITS BY LAWS, AND UNDER NEW YORK LAW, THE ORGANIZATION'S MEMBERS HAVE THE RIGHT TO APPROVE A DECISION BY THE BOARD TO DISSOLVE, MERGE/CONSOLIDATE WITH ANOTHER ORGANIZATION OR DISPOSE OF ALL OR SUBSTANTIALLY ALL OF THE ORGANIZATION'S ASSETS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 WAS PREPARED BY MANAGEMENT IN CONSULTATION WITH THE ORGANIZATION'S AUDITORS. THE ORGANIZATION'S AUDIT COMMITTEE AND ITS TREASURER REVIEWED A DRAFT OF THE 990 AND PROVIDED COMMENTS. A COMPLETE COPY OF THE FORM 990 WAS PROVIDED TO THE ORGANIZATION'S GOVERNING BODY BEFORE IT WAS FILED.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE ORGANIZATION DISTRIBUTES ITS CONFLICT OF INTEREST POLICY ON AN ANNUAL BASIS TO EVERY KEY EMPLOYEE, OFFICER AND BOARD DIRECTOR AND REQUESTS DISCLOSURE OF ANY POTENTIAL CONFLICTS OF INTEREST. THE CHIEF FINANCIAL OFFICER AND THE IN-HOUSE GENERAL COUNSEL/ASSISTANT SECRETARY OF THE ORGANIZATION REVIEW ANY DISCLOSURE MADE DURING THIS ANNUAL REVIEW. IF A MATTER IS RAISED THAT MAY BE A CONFLICT OF INTEREST INVOLVING A BOARD MEMBER OR AN OFFICER, THEY REFER THE MATTER TO THE BOARD PRESIDENT AND APPROPRIATE FOLLOW UP IS UNDERTAKEN AS SET FORTH IN THE POLICY. IF A MATTER IS RAISED THAT MAY BE A CONFLICT OF INTEREST INVOLVING A KEY EMPLOYEE THEY REFER THE MATTER TO THE EXECUTIVE DIRECTOR OR HIS DESIGNEE AND APPROPRIATE FOLLOW UP IS UNDERTAKEN AS SET FORTH IN THE POLICY. BOARD DIRECTORS, OFFICERS AND KEY EMPLOYEES ALSO MAY REPORT CONFLICTS OF INTEREST THAT ARISE DURING THE YEAR. THE ORGANIZATION'S CONFLICT OF INTEREST POLICY REQUIRES THAT INDIVIDUALS WITH CONFLICTS OF INTEREST WITH RESPECT TO A TRANSACTION OR ACTION MAY NOT PARTICIPATE IN THE DECISION-MAKING WITH RESPECT TO THAT TRANSACTION OR ACTION AND IN SOME CIRCUMSTANCES MAY NOT PARTICIPATE IN THE DISCUSSION.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15A	ON AN ANNUAL BASIS, A COMMITTEE OF THE BOARD OF THE ORGANIZATION REVIEWS THE EXECUTIVE DIRECTOR'S COMPENSATION. NO MEMBER OF THE COMMITTEE HAS A CONFLICT OF INTEREST WITH RESPECT TO THE COMPENSATION ARRANGEMENT. THE COMMITTEE PERIODICALLY REVIEWS COMPENSATION STUDIES AND COMPARABLE COMPENSATION DATA FOR OTHER EXECUTIVE DIRECTORS AT SIMILARLY SITUATED ORGANIZATIONS. THE COMMITTEE CONTEMPORANEOUSLY DOCUMENTS AND RECORDS IN ITS MINUTES ITS DELIBERATIONS AND DECISIONS. NO ACLU FOUNDATION OFFICER RECEIVES COMPENSATION IN HIS/HER CAPACITY AS OFFICER. COMPENSATION OF KEY EMPLOYEES OTHER THAN THE EXECUTIVE DIRECTOR IS SET BY THE ORGANIZATION'S EXECUTIVE DIRECTOR OR THE KEY EMPLOYEE'S MANAGER, IF THE MANAGER IS NOT THE EXECUTIVE DIRECTOR. COMPENSATION DATA FOR FUNCTIONALLY COMPARABLE POSITIONS AT SIMILAR ORGANIZATIONS PERIODICALLY IS CONSIDERED AND DECISIONS ARE CONTEMPORANEOUSLY DOCUMENTED.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION'S FORM 990, FOR THE PAST THREE OR MORE YEARS, EXCLUDING SCHEDULE B, IS AVAILABLE ON THE ORGANIZATION'S WEBSITE. SCHEDULE B OF THE FORM 990 AND THE ORGANIZATION'S FORM 990-T ARE AVAILABLE UPON REQUEST. COPIES OF THE ORGANIZATION'S FORM 990 ARE ALSO AVAILABLE ON THE GUIDESTAR WEBSITE. THE ORGANIZATION'S IRS FORM 1023, BYLAWS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS FOR THE PRIOR THREE YEARS ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE. THE ORGANIZATION'S ARTICLES OF INCORPORATION ARE AVAILABLE UPON REQUEST OR THROUGH THE NEW YORK OFFICE OF THE SECRETARY OF STATE.

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -24,118,648 CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS -917,736 TOTAL TO FORM 990, PART XI, LINE 5 -25,036,384

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC

Employer identification number
13-6213516

Part I

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) 915 15TH STREET LLC 915 15TH STREET NW WASHINGTON, DC 20005 13-6213516	REAL ESTATE HOLDING COMPANY	DC			N/A

Part II

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) AMERICAN CIVIL LIBERTIES UNION INC 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004 13-3871360	PRESERVATION AND PROMOTION OF CIVIL RIGHTS AND LIBERTIES	DC	501(C)(4)		N/A		No
(2) RBSO INC 125 BROAD STREET 18TH FLOOR NEW YORK, NE 10004 04-3730759	SUPPORTING ORGANIZATION	DE	501(C)(3)	LINE 11D, III-O	N/A		No

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Yes	No
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- | | | |
|-----------|------------|-----------|
| 1a | | No |
| 1b | | No |
| 1c | Yes | |
| 1d | | No |
| 1e | | No |

- | | | |
|-----------|------------|-----------|
| 1f | | No |
| 1g | | No |
| 1h | | No |
| 1i | | No |
| | | |
| 1j | | No |
| 1k | | No |
| 1l | | No |
| 1m | Yes | |
| 1n | Yes | |

- | | | |
|----|-----|--|
| 1o | Yes | |
| 1p | Yes | |

- | | | |
|-----------|--|-----------|
| 1q | | No |
| 1r | | No |

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) AMERICAN CIVIL LIBERTIES UNION	M	405,931	FTE BASED ALLOCATION METHODOLOGY
(2) AMERICAN CIVIL LIBERTIES UNION	N	9,548,382	REVENUE BASED ALLOCATION METHO
(3) AMERICAN CIVIL LIBERTIES UNION	O	405,931	FTE BASED ALLOCATION METHODOLOGY
(4) AMERICAN CIVIL LIBERTIES UNION	P	9,548,382	REVENUE BASED ALLOCATION METHO
(5)			
(6)			

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

[illegible]

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation	
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Additional Data

Software ID:
Software Version:
EIN: 13-6213516
Name: AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services
(Code) (Expenses \$ 3,896,378 including grants of \$) (Revenue \$) THE ACLU SEEKS TO IMPACT CIVIL LIBERTIES THROUGH WORK ON LEGISLATION AT THE FEDERAL AND STATE LEVEL, AS APPROPRIATE THE ORGANIZATION'S LEGISLATIVE ADVOCATES ARE A CONSTANT PRESENCE ON FEDERAL AND STATE CIVIL LIBERTIES LEGISLATIVE ISSUES UPDATES ON KEY LEGISLATIVE ISSUES IMPACTING CIVIL LIBERTIES ARE INCLUDED IN MAIL, EMAIL, AND OTHER COMMUNICATIONS TO ACLU MEMBERS NATIONWIDE, AS WELL AS IN PUBLIC EDUCATION CAMPAIGNS IN ADDITION, THE ACLU DEVELOPS POLICY RELATING TO POSITIONS ON CIVIL LIBERTIES ISSUES