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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

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

2

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

☐ Yes

☒ No

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

3

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

☐ Yes

☒ No

If "Yes," describe these changes on Schedule O

4

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

4a

(Code) (Expenses \$ 8,165,759 including grants of \$ 10,000) (Revenue \$ 5,107,376)

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

4b

(Code) (Expenses \$ 2,128,678 including grants of \$) (Revenue \$)

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

4c

(Code) (Expenses \$ 1,451,105 including grants of \$) (Revenue \$ 101,961)

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

4d

Other program services (Describe in Schedule O)

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

4e

Total program service expenses

11,745,542

Form 990 (2012)

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 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 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 	3	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 	4 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 	5	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 	6	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 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, 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 	9	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 	10 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 	11a 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 	11b Yes	
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 	11c	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 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e 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 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	No
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 and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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, Parts I and IV	14b	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 United States? If "Yes," complete Schedule F, Parts II and IV	15	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 United States? If "Yes," complete Schedule F, Parts III and IV	16	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 (see instructions)	17	No
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	18	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	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
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, line 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 lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <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		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <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		No
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		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, 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	Yes	
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		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <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 11b 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.	73	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	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, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	101
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, securities account, or other financial 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 as charitable contributions?	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	Yes
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes
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. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the 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 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	26	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b	Enter the number of voting members included in line 1a, above, who are independent	25	
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
7b	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		
8a	a The governing body?	8a	Yes
8b	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	No
10b	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	
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 this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
12b	b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	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?		
15a	a The organization's CEO, Executive Director, or top management official	15a	Yes
15b	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
16b	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	AL, AK, AZ, AR, CA, CT, FL, GA, IL, KS, KY, LA, MD, MA, MI, MN, MS, NH, NJ, NM, NY, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	BRIAN CROWE DIRECTOR OF FINANCE 2121 CRYSTAL DRIVE 700 ALEXANDRIA, VA (800) 673-9036

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

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 compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, 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 organization compensated any current officer, director, or trustee

[illegible]

Part VII

1b	Sub-Total	▼			
c	Total from continuation sheets to Part VII, Section A	▼			
d	Total (add lines 1b and 1c)	▼	2,546,096	0	237,651

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 22

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
PARTNERS INTERNATIONAL PO BOX 759024 BALTIMORE MD 21275	IT SUPPORT	194,014
CAPLIN AND DRYSDALE CHARTERED ONE THOMAS CIRCLE NW SUITE 1100 WASHINGTON DC 20005	LEGAL SERVICES	183,903
CLARK & WAMBERG LLC 101 CONSTITUTION AVENUE NW SUITE WASHINGTON DC 20001	LEGISLATIVE AND REGULATORY CONSULTATION	180,000
THE 360 GROUP 182 SECOND STREET FOURTH FLOOR SAN FRANCISCO CA 94105	STRATEGIC PLANNING	150,000
CSG CREATIVE 313 S PATRICK STREET ALEXANDRIA VA 22314	MARKETING AND PROMOTION	133,149
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 ▶6		

Part VIII

Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b	8,331,733				
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	2,534,758				
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f			10,866,491			
Program Service Revenue	2a	MEMBERSHIP DUES	Business Code					
			900099	2,975,630	2,975,630			
	b	CONFERENCE REG & EXHI	900099	2,555,188	2,100,683		454,505	
	c	PUBLICATIONS	900099	101,961	101,961			
	d	HONORARIA & FEES	900099	31,063	31,063			
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			5,663,842			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		363,813			363,813	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6a	(i) Real		(ii) Personal				
		59,169						
		0						
		59,169						
	d	Net rental income or (loss)			59,169		59,169	
	7a	(i) Securities		(ii) Other				
		6,296,117						
		6,159,232						
		136,885						
	d	Net gain or (loss)			136,885		136,885	
	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								
b	Less cost of goods sold		b					
c	Net income or (loss) from sales of inventory							
Miscellaneous Revenue		Business Code						
11a	MISCELLANEOUS	900099	166,964			166,964		
b	WEB ADVERTISING	900099	59,634		59,634			
c								
d	All other revenue							
e	Total. Add lines 11a-11d			226,598				
12	Total revenue. See Instructions			17,316,798	5,209,337	59,634	1,181,336	

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).

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.				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	10,000	10,000		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	1,976,662	1,196,219	403,293	377,150
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	298,201		298,201	
7	Other salaries and wages.	5,710,027	3,789,508	1,718,360	202,159
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	186,912	124,046	56,249	6,617
9	Other employee benefits.	505,647	335,577	152,168	17,902
10	Payroll taxes.	407,192	270,237	122,539	14,416
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	130,374	87,968	42,406	
c	Accounting.	35,874		35,874	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	135,984	35	135,934	15
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	2,461,609	1,553,941	907,668	
12	Advertising and promotion.				
13	Office expenses.	313,547	263,990	46,240	3,317
14	Information technology.	142,944	40,189	101,519	1,236
15	Royalties.				
16	Occupancy.	1,549,204	852,077	625,041	72,086
17	Travel.	525,202	425,280	95,728	4,194
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	1,834,937	1,799,915	34,783	239
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	889,729	472,514	377,240	39,975
23	Insurance.	184,630	111,889	68,945	3,796
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	PRINTING AND PRODUCTION	299,164	289,096	9,958	110
b	AUTHORS AND SPEAKERS	119,640	119,640		
c	TAXES AND REGISTRATION	63,494	3,421	60,070	3
d					
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	17,780,973	11,745,542	5,292,216	743,215
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		418	1	240
	2	Savings and temporary cash investments		1,110,899	2	2,952,843
	3	Pledges and grants receivable, net		662,680	3	1,837,160
	4	Accounts receivable, net		129,353	4	20,006
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) 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		295,693	9	373,394
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a6,450,074			
	b	Less accumulated depreciation	10b3,746,186	3,469,768	10c	2,703,888
	11	Investments—publicly traded securities		11,920,777	11	9,452,928
	12	Investments—other securities See Part IV, line 11		1,066,229	12	1,691,970
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		216,272	15	167,884
	16	Total assets. Add lines 1 through 15 (must equal line 34)		18,872,089	16	19,200,313
Liabilities	17	Accounts payable and accrued expenses		1,852,969	17	1,272,155
	18	Grants payable			18	
	19	Deferred revenue		574,837	19	1,264,476
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		3,078,729	25	2,800,597
	26	Total liabilities. Add lines 17 through 25		5,506,535	26	5,337,228
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		9,958,852	27	9,982,401
	28	Temporarily restricted net assets		3,208,097	28	3,682,079
	29	Permanently restricted net assets		198,605	29	198,605
	Organizations that do not follow SFAS 117 (ASC 958), 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		13,365,554	33	13,863,085
	34	Total liabilities and net assets/fund balances		18,872,089	34	19,200,313

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	17,316,798
2	Total expenses (must equal Part IX, column (A), line 25)	2	17,780,973
3	Revenue less expenses Subtract line 2 from line 1	3	-464,175
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13,365,554
5	Net unrealized gains (losses) on investments	5	961,706
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	13,863,085

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

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

2012

Open to Public Inspection

Name of the organization
COUNCIL ON FOUNDATIONS INC

Employer identification number
13-6068327

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

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

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33¹/₃% 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 33¹/₃% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

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

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated
- e

☐

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

☐

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

☐

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

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

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

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

h

☐

Provide the following information about the supported organization(s)
- | | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |
- | (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1 - 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | | (v) Did you notify the organization in col (i) of your support? | | (vi) Is the organization in col (i) organized in the U S ? | | (vii) Amount of monetary support |
|------------------------------------|----------|---|--|----|---|----|--|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | |
- For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

Part II

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	15,474,885	14,242,352	10,092,110	9,172,971	10,866,491	59,848,809
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	15,474,885	14,242,352	10,092,110	9,172,971	10,866,491	59,848,809
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						3,705,628
6 Public support. Subtract line 5 from line 4						56,143,181

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	15,474,885	14,242,352	10,092,110	9,172,971	10,866,491	59,848,809
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	985,751	625,005	356,827	412,178	422,982	2,802,743
9 Net income from unrelated business activities, whether or not the business is regularly carried on	23,694				7,427	31,121
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	43,772	166,817	69,574	316,104	166,964	763,231
11 Total support (Add lines 7 through 10)						63,445,904
12 Gross receipts from related activities, etc. (see instructions)					12	21,668,084
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 2012 (line 6, column (f) divided by line 11, column (f))	14	88 490 %
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	87 930 %
16a 33 1/3% support test—2012. 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—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	▶	
17a 10%-facts-and-circumstances test—2012. 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—2011. 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 IIISupport Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2012. 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—2011. 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and 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				
OTHER INCOME - 2008 AMOUNT	\$ 43,772	2009 AMOUNT	\$	
166,817		2010 AMOUNT	\$ 69,574	2011 AMOUNT \$ 316,104
				2012 AMOUNT \$ 166,964

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

2012

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, Part V, line 35c (Proxy Tax), then

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

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

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

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

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

Part II-A

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

- A
- Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B
- Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		39,500													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		38,146													
c Total lobbying expenditures (add lines 1a and 1b)		77,646													
d Other exempt purpose expenditures		17,780,973													
e Total exempt purpose expenditures (add lines 1c and 1d)		17,858,619													
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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable 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	45,839	85,888	74,657	77,646	284,030
d Grassroots nontaxable 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	45,268	70,607	13,783	39,500	169,158

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)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(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?			
j	Total. Add lines 1c through 1i.			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912.			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912.			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

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

		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 carry over 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
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, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
COUNCIL ON FOUNDATIONS INC

Employer identification number
13-6068327

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

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

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

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

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

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

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

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

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

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

Part III

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

3

Using the organization's acquisition, 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 XIII

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 XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	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 XIII Check here if the explanation has been provided in Part XIII

☐

Part V

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	258,929	269,128	255,041	221,197	623,724
b Contributions					
c Net investment earnings, gains, and losses	19,194	-10,199	25,399	47,740	-85,532
d Grants or scholarships					
e Other expenditures for facilities and programs	10,721		11,312	13,896	316,995
f Administrative expenses					
g End of year balance	267,402	258,929	269,128	255,041	221,197

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment 74 270 %

c

Temporarily restricted endowment 25 730 %

The percentages in lines 2a, 2b, and 2c should equal 100%

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 XIII the intended uses of the organization's endowment funds

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		2,815,704	1,195,119	1,620,585
d Equipment		3,634,370	2,551,067	1,083,303
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,703,888

Schedule D (Form 990) 2012

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return				
1	Total revenue, gains, and other support per audited financial statements	1	18,278,504	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a	961,706	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d	2e	961,706	
3	Subtract line 2e from line 1	3	17,316,798	
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 XIII)	4b		
c	Add lines 4a and 4b	4c	0	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	17,316,798	
Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return				
1	Total expenses and losses per audited financial statements	1	17,780,973	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d	2e	0	
3	Subtract line 2e from line 1	3	17,780,973	
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 XIII)	4b		
c	Add lines 4a and 4b	4c	0	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	17,780,973	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, 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 TEMPORARILY RESTRICTED EARNINGS ON THIS AWARD ARE USED TO PRESENT THE SCRIVNER AWARD. THIS AWARD, ESTABLISHED IN 1985, RECOGNIZES A GRANTMAKER WHO HAS DEMONSTRATED OUTSTANDING CREATIVITY.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE COUNCIL AND CFNSB ARE EXEMPT FROM INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. IN ADDITION, THE COUNCIL AND CFNSB QUALIFY FOR CHARITABLE CONTRIBUTION DEDUCTIONS AND HAVE BEEN CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION. INCOME WHICH IS NOT RELATED TO EXEMPT PURPOSES, LESS APPLICABLE DEDUCTIONS, IS SUBJECT TO FEDERAL AND STATE CORPORATE INCOME TAXES. MANAGEMENT EVALUATED THE COUNCIL AND CFNSB'S TAX POSITIONS AND CONCLUDED THAT THE COUNCIL AND CFNSB HAD TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS. FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011, NO PROVISION FOR INCOME TAXES WAS MADE FOR THE COUNCIL OR CFNSB, AS NEITHER ORGANIZATION HAD ANY SIGNIFICANT NET UNRELATED BUSINESS INCOME AND DID NOT IDENTIFY ANY UNCERTAIN TAX POSITIONS REQUIRING RECOGNITION OR DISCLOSURE IN THE CONSOLIDATED FINANCIAL STATEMENTS. THE COUNCIL AND CFNSB FILE INCOME TAX RETURNS IN THE U.S. FEDERAL JURISDICTION. THE COUNCIL IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2009. CFNSB WAS INCORPORATED IN APRIL 2009 AND THEREFORE ONLY THE TAX YEARS BEGINNING IN 2009 THROUGH 2012 ARE OPEN AND SUBJECT TO EXAMINATION.

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

2012

Open to Public
Inspection

Name of the organization
COUNCIL ON FOUNDATIONS INC

Employer identification number
13-6068327

Part I

General Information on Grants and Assistance

- 1

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

☒ Yes ☐ No
- 2

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

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated 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

2

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

▶

3

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

▶

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.
Part III can be duplicated 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) AWARD FOR DEMONSTRATION OF EXCELLENCE IN GRANTMAKING	1	10,000			

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), 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 SCRIVNER AWARD FOR CREATIVE GRANTMAKING WAS ESTABLISHED IN 1985 TO RECOGNIZE A GRANTMAKER WHO HAS DEMONSTRATED OUTSTANDING CREATIVITY IT HONORS GRANTMAKERS WHO, WITH A COMBINATION OF VISION, PRINCIPLE AND PERSONAL COMMITMENT, ARE MAKING A CRITICAL DIFFERENCE IN A CREATIVE WAY THE AWARD WAS CREATED AS A MEMORIAL TO THE LATE ROBERT WINSTON SCRIVNER, FORMER STAFF ASSOCIATE OF THE ROCKEFELLER BROTHERS FUND AND FIRST EXECUTIVE DIRECTOR OF THE ROCKEFELLER FAMILY FUND, BY A NUMBER OF HIS FRIENDS AND COLLEAGUES IN ACCORDANCE WITH THE WISHES OF THE DONORS, THE COUNCIL ON FOUNDATIONS ADMINISTERS THE AWARD PROGRAM A SELECTION TASK FORCE CAREFULLY REVIEWS EACH NOMINATION AND DETERMINES THE AWARD WINNER

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

2012

Open to Public Inspection

Name of the organization
COUNCIL ON FOUNDATIONS INC

Employer identification number
13-6068327

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 of the expenses described above? If "No," complete Part III to explain	1b	
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	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☒ 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?	4a	Yes
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
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	4c	No
Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a The organization?	5a	No
b Any related organization? If "Yes," to line 5a or 5b, describe in Part III	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?	6a	No
b Any related organization? If "Yes," to line 6a or 6b, describe in Part III	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 Regulations 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 duplicate copies if additional space is needed.

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

Part III **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 4A	STEVE GUNDERSON AND KISHA DIMBO RECEIVED SEVERANCE PAYMENTS IN THE AMOUNT OF \$250,043 AND \$31,250, RESPECTIVELY

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

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) 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 compensation				
VERONIQUE N SPRUILL	(i)	191,236	0	1,806	0	10,200	203,242	0
	(ii)	0	0	0	0	0	0	0
JEFFREY CLARKE	(i)	272,622	0	1,415	0	11,560	285,597	0
	(ii)	0	0	0	0	0	0	0
SHANNON SCOTT	(i)	174,005	500	17,822	0	8,981	201,308	0
	(ii)	0	0	0	0	0	0	0
KISHA DIMBO	(i)	185,933	0	31,925	8,560	19,582	246,000	0
	(ii)	0	0	0	0	0	0	0
MARK BOLGIANO	(i)	225,926	0	1,763	4,467	15,598	247,754	0
	(ii)	0	0	0	0	0	0	0
RENEE BRANCH	(i)	162,549	500	512	8,191	8,752	180,504	0
	(ii)	0	0	0	0	0	0	0
JANNE GALLAGHER	(i)	212,684	0	23,951	11,735	14,212	262,582	0
	(ii)	0	0	0	0	0	0	0
RACHEL MOSHER-WILLIAMS	(i)	151,966	0	325	7,698	19,848	179,837	0
	(ii)	0	0	0	0	0	0	0
KELLY SIMONE	(i)	141,567	0	285	7,444	10,389	159,685	0
	(ii)	0	0	0	0	0	0	0
STEPHANIE POWERS	(i)	128,512	0	1,888	6,750	13,113	150,263	0
	(ii)	0	0	0	0	0	0	0
STEVE GUNDERSON	(i)	0	0	250,043	0	0	250,043	0
	(ii)	0	0	0	0	0	0	0

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

2012

Open to Public
Inspection

Name of the organization COUNCIL ON FOUNDATIONS INC	Employer identification number 13-6068327
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Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE COUNCIL HAS TWO CLASSES OF MEMBERSHIP WHICH ARE VOTING MEMBERS AND ASSOCIATE MEMBERS

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

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

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	ALL FINANCIAL AND NARRATIVE INFORMATION IN THE FORM 990 IS REVIEWED BY THE AUDIT COMMITTEE AND EXECUTIVE LEADERSHIP STAFF INCLUDING, BUT NOT LIMITED TO THE PRESIDENT AND CEO, CHIEF FINANCIAL OFFICER AND LEGAL COUNSEL

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

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

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

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	THE EXECUTIVE COMMITTEE IS CHAIRED BY THE BOARD CHAIR AND COMPOSED OF SEVEN TO ELEVEN DIRECTORS, INCLUDING THE BOARD OFFICERS, AS WELL AS THE CHAIRS OF THE REMAINING COMMITTEES OF THE BOARD, PLUS SUCH OTHER DIRECTORS APPOINTED BY THE BOARD CHAIR, IN CONSULTATION WITH THE PRESIDENT AND CEO, AND APPROVED BY THE BOARD IN ADDITION, THE PRESIDENT AND CEO SERVES ON THE COMMITTEE EX OFFICIO WITHOUT A VOTE ALL OF THE MEMBERS OF THE EXECUTIVE COMMITTEE ARE ON THE GOVERNING BODY OF THE BOARD OF DIRECTORS OF THE COUNCIL ON FOUNDATIONS THE EXECUTIVE COMMITTEE HAS THE FOLLOWING RESPONSIBILITIES AS LISTED IN THE EXECUTIVE COMMITTEE CHARTER -ACTS AS A LIAISON TO THE PRESIDENT AND CEO, PROVIDING COUNSEL, FEEDBACK AND SUPPORT AND, TOGETHER WITH THE PRESIDENT AND CEO, ESTABLISHES THE CHIEF EXECUTIVE'S GOALS FOR THE FOLLOWING YEAR - ENSURES DEVELOPMENT AND IMPLEMENTATION OF A STRATEGIC PLAN AND ITS ALIGNMENT WITH THE OPERATING BUDGET -RESOLVES URGENT AND SENSITIVE ISSUES WHEN NEEDED BETWEEN FULL BOARD MEETINGS, IN CONJUNCTION WITH THE PRESIDENT AND CEO -ANNUALLY FACILITATES AN ASSESSMENT OF THE PRESIDENT AND CEO'S PERFORMANCE AND COMPENSATION, AND PRESENTS RECOMMENDATIONS TO THE FULL BOARD -ESTABLISHES AN EXECUTIVE SEARCH PROCESS FOR A PRESIDENT AND CEO, AS NEEDED AS SPECIFIED IN THE BY LAWS OF THE COUNCIL ON FOUNDATIONS, THE EXECUTIVE COMMITTEE CANNOT AMEND BYLAWS, ELECT OR REMOVE BOARD MEMBERS, HIRE OR FIRE THE CHIEF EXECUTIVE, APPROVE THE CHIEF EXECUTIVE'S COMPENSATION, APPROVE OR CHANGE THE AUDIT OR ANNUAL BUDGET, OR CHANGE THE STRUCTURE OF THE BOARD OR THE ORGANIZATION ALL OF THESE POLICY DECISIONS MUST BE CONSIDERED AND APPROVED BY THE FULL BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
AVERAGE HOURS PER WEEK	FORM 990, PART VII, SECTION A, COLUMN B	WHILE THE COUNCIL'S STANDARD WORK WEEK IS 35 HOURS PER WEEK, THE JOB DUTIES AND RESPONSIBILITIES OF KEY AND HIGHLY COMPENSATED EMPLOYEES REQUIRE ADDITIONAL TIME TO PERFORM THEIR DUTIES. THE COUNCIL DOES NOT QUANTIFY THE ADDITIONAL HOURS OF TIME PUT FORTH BY THESE DEDICATED KEY EMPLOYEES.

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
Attach to Form 990. See separate instructions.

Name of the organization
COUNCIL ON FOUNDATIONS INC

Employer identification number
13-6068327

Part I

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

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

Part II

Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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 entity?	
						Yes	No
(1) FORUM OF REGIONAL ASSOCIATIONS OF GRANTMAKERS 2121 CRYSTAL DRIVE 700 ARLINGTON, VA 22202 52-2122029	STRENGTHEN THE ABILITY OF REGIONAL ASSOCIATIONS TO FULFILL THEIR MISSION	DC	501(C)(3)	LINE 11A, I	N/A		No
(2) COMMUNITY FOUNDATIONS NATIONAL STANDARDS BOARD 2121 CRYSTAL DRIVE 700 ARLINGTON, VA 22202 27-0448505	ADMINISTER THE NATIONAL STANDARDS ACCREDITATION PROCESS	VA	501(C)(3)	LINE 11A, I	N/A	Yes	

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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" to 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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

Part V

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

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

Lease of facilities, equipment, or other assets to related organization(s)

k

Lease of facilities, equipment, or other assets from related organization(s)

l

Performance of services or membership or fundraising solicitations for related organization(s)

m

Performance of services or membership or fundraising solicitations by related organization(s)

n

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

Other transfer of cash or property to related organization(s)

s

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

1s

Yes

Yes

Yes

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1) COMMUNITY FOUNDATIONS NATIONAL STANDARDS BOARD	O	56,036	FAIR MARKET VALUE
(2) COMMUNITY FOUNDATIONS NATIONAL STANDARDS BOARD	R	102,171	FAIR MARKET VALUE

Schedule R (Form 990) 2012

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

Additional Data

Software ID:

Software Version:

EIN: 13-6068327

Name: COUNCIL ON FOUNDATIONS INC

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
KEVIN K MURPHY CHAIR	8 50	X		X				0	0	0
SHERRY P MAGILL VICE CHAIR	8 50	X		X				0	0	0
AKHTAR BADSHAH SECRETARY	8 50	X		X				0	0	0
WILLIAM W GINSBERG TREASURER	8 50	X		X				0	0	0
VERONIQUE N SPRUILL EX-OFFICIO/PRESIDENT & CEO	35 00	X		X				193,042	0	10,200
MICHAEL HOHN BALAOING ESQ DIRECTOR THROUGH MAY 2012	8 50	X						0	0	0
EUGENE W COCHRANE JR DIRECTOR	8 50	X						0	0	0
ANN CRAMER DIRECTOR THROUGH MAY 2012	8 50	X						0	0	0
DINAH WALDSMITH DITTMAN DIRECTOR	8 50	X						0	0	0
DAVID ETZWILER DIRECTOR THROUGH MAY 2012	8 50	X						0	0	0
LINDA P EVANS DIRECTOR	8 50	X						0	0	0
MARY L GALETI DIRECTOR	8 50	X						0	0	0
SHARNA GOLDSEKER DIRECTOR	8 50	X						0	0	0
CAROL A GOSS DIRECTOR	8 50	X						0	0	0
TERI A HANSEN DIRECTOR	8 50	X						0	0	0
ANTONIA HERNANDEZ DIRECTOR	8 50	X						0	0	0
REGINALD JONES DIRECTOR THROUGH MAY 2012	8 50	X						0	0	0
CAROL S LARSON DIRECTOR	8 50	X						0	0	0
DANIEL J LEE DIRECTOR	8 50	X						0	0	0
LANCE E LINDBLOM DIRECTOR	8 50	X						0	0	0
TERRY MAZANY DIRECTOR	8 50	X						0	0	0
JOSHUA MINTZ DIRECTOR	8 50	X						0	0	0
JUDY JOLLEY MOHRAZ PHD DIRECTOR THROUGH MAY 2012	8 50	X						0	0	0
WENDA WEEKES MOORE DIRECTOR	8 50	X						0	0	0
RONALD B RICHARD DIRECTOR THROUGH MAY 2012	8 50	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
SHERRY ELISE RISTAU DIRECTOR	8 50	X						0	0	0
CARLA ROBERTS DIRECTOR	8 50	X						0	0	0
DIANA R SIEGER DIRECTOR	8 50	X						0	0	0
JAVIER ALBERTO SOTO DIRECTOR	8 50	X						0	0	0
NINA STACK DIRECTOR	8 50	X						0	0	0
CHET TCHOZEWSKI DIRECTOR	8 50	X						0	0	0
MARTA L TELLADO DIRECTOR	8 50	X						0	0	0
SHERECE WEST DIRECTOR THROUGH MAY 2012	8 50	X						0	0	0
JEFFREY CLARKE INTERIM PRESIDENT/CEO	35 00			X				274,037	0	11,560
SHANNON SCOTT VP/CFO	35 00			X				192,327	0	8,981
KISHA DIMBO COO	35 00				X			217,858	0	28,142
MARK BOLGIANO VP ICT/CIO	35 00				X			227,689	0	20,065
RENEE BRANCH VP PROF DEV	35 00				X			163,561	0	16,943
JANNE GALLAGHER SR VP - GENERAL COUNSEL	35 00				X			236,635	0	25,947
RACHEL MOSHER-WILLIAMS VP CONFERENCES / PARTNERSHIPS	35 00				X			152,291	0	27,546
KELLY SIMONE DEPUTY GENERAL COUNSEL	35 00					X		141,852	0	17,833
WILLIAM HEATON CHIEF OF STAFF	35 00					X		123,820	0	24,640
STEPHANIE POWERS DIRECTOR - PUBLIC PHILANTHROPIC PART	35 00					X		130,400	0	19,863
JOHN HARVEY MANAGING DIR, GLOBAL PHILANTHROPY	35 00					X		124,054	0	11,710
ELIZABETH SULLIVAN MANAGING DIR, CORP , INDPENDENT & FAMILY SERVICES	35 00					X		118,487	0	14,221
STEVE GUNDERSON FORMER PRESIDENT/CEO	35 00						X	250,043	0	0