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

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

For calendar year 2012 or tax year beginning _____, and ending _____

Name of foundation
THE STEPHEN CASE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1717 RHODE ISLAND AVENUE, NW, SUITE 700

City or town, state, and ZIP code
WASHINGTON, DC 20036

A Employer identification number
54-1848791

B Telephone number
(202) 467-5788

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 530,289.**
J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		3,020,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		141.	141.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,828.	0.		STATEMENT 2
12 Total. Add lines 1 through 11		3,021,969.	141.		
13 Compensation of officers, directors, trustees, etc		471,673.	0.		471,673.
14 Other employee salaries and wages		901,366.	0.		901,366.
15 Pension plans, employee benefits		212,675.	0.		212,675.
16a Legal fees STMT 3		50,407.	0.		50,407.
b Accounting fees STMT 4		19,011.	0.		19,011.
c Other professional fees STMT 5		509,117.	0.		509,117.
17 Interest					
18 Taxes					
19 Depreciation and depletion		16,097.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		191,595.	0.		191,595.
22 Printing and publications					
23 Other expenses STMT 6		417,038.	0.		416,694.
24 Total operating and administrative expenses. Add lines 13 through 23		2,788,979.	0.		2,772,538.
25 Contributions, gifts, grants paid		1,192,211.			1,193,246.
26 Total expenses and disbursements. Add lines 24 and 25		3,981,190.	0.		3,965,784.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<959,221.>			
b Net investment income (if negative, enter -0-)			141.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	500.	500.	500.	
	2 Savings and temporary cash investments	1,453,437.	479,669.	479,669.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶	350.			
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	Assets	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment basis ▶		248,009.			
Less accumulated depreciation ▶		201,733.	41,479.	46,276.	
15 Other assets (describe ▶ STATEMENT 7)		4,188.	3,844.	3,844.	
16 Total assets (to be completed by all filers)		1,499,954.	530,289.	530,289.	
Liabilities		17 Accounts payable and accrued expenses	34,667.	24,793.	
		18 Grants payable			
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)	26,511.	25,941.		
	23 Total liabilities (add lines 17 through 22)	61,178.	50,734.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	1,438,776.	479,555.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	1,438,776.	479,555.			
31 Total liabilities and net assets/fund balances	1,499,954.	530,289.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,438,776.
2 Enter amount from Part I, line 27a	2	<959,221.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	479,555.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	479,555.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,425,630.	1,750,411.	1.957043
2010	3,794,588.	4,575,010.	.829416
2009	4,336,472.	6,158,449.	.704150
2008	7,736,838.	12,694,578.	.609460
2007	9,097,134.	12,663,068.	.718399
2 Total of line 1, column (d)			4.818468
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			.963694
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			960,691.
5 Multiply line 4 by line 3			925,812.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1.
7 Add lines 5 and 6			925,813.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			3,965,784.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	624.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	624.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	623.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 623. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.CASEFOUNDATION.ORG	X		
14	The books are in care of ► THE STEPHEN CASE FOUNDATION Telephone no. ► 202-467-5788 Located at ► 1717 RHODE ISLAND AVE, NW, 700, WASHINGTON, DC ZIP+4 ► 20036			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

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

5b	X
6b	X
7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		471,673.	73,615.	5,388.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GRANA GUILLERMO - 1717 RHODE ISLAND AVENUE, NW, SUITE 700, WASHINGTON, LOUISE STORM - 1717 RHODE ISLAND AVENUE, NW, SUITE 700, WASHINGTON, EMILY YU - 1717 RHODE ISLAND AVENUE, NW, SUITE 700, WASHINGTON, DC 2003	34.00	120,515.	23,183.	2,161.
KATHERINE AHERN - 1717 RHODE ISLAND AVENUE, NW, SUITE 700, WASHINGTON, ALLYSON BURNS - 1717 RHODE ISLAND AVENUE, NW, SUITE 700, WASHINGTON,	37.00	103,833.	18,827.	2,342.
	39.00	94,208.	18,287.	2,457.
	40.00	91,218.	17,714.	2,520.
	20.00	92,853.	13,571.	1,264.

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

1

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CREATIVE SCIENCE LLC 101 WEST SIMPSON ST, TUCSON, AZ 85701	TECHNOLOGY DEVELOPMENT	153,889.
THE HARBOUR GROUP 2300 N ST., NW, WASHINGTON, DC 20037	COMMUNICATIONS SUPPORT	62,712.

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	925,201.
c	Fair market value of all other assets	1c	50,120.
d	Total (add lines 1a, b, and c)	1d	975,321.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	975,321.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,630.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	960,691.
6	Minimum investment return. Enter 5% of line 5	6	48,035.

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

1	Minimum investment return from Part X, line 6	1	48,035.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	48,034.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	48,034.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	48,034.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,965,784.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,965,784.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,965,783.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				48,034.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	8,476,541.			
b From 2008	7,108,869.			
c From 2009	2,986,372.			
d From 2010	3,609,777.			
e From 2011	3,326,039.			
f Total of lines 3a through e	25,507,598.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 3,965,784.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				48,034.
e Remaining amount distributed out of corpus	3,917,750.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	29,425,348.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	8,476,541.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	20,948,807.			
10 Analysis of line 9:				
a Excess from 2008	7,108,869.			
b Excess from 2009	2,986,372.			
c Excess from 2010	3,609,777.			
d Excess from 2011	3,326,039.			
e Excess from 2012	3,917,750.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

SEE STATEMENT 9

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

NONE

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
N/A

b The form in which applications should be submitted and information and materials they should include:
N/A

c Any submission deadlines:
N/A

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT A			SEE STATEMENT A	1,192,211.
Total				▶ 3a 1,192,211.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

THE STEPHEN CASE FOUNDATION

Employer identification number

54-1848791

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE STEPHEN CASE FOUNDATION	Employer identification number 54-1848791
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEPHEN M. CASE AND JEAN N. CASE 1717 RHODE ISLAND AVENUE, NW, SUITE 700 WASHINGTON, DC 20036	\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	GOLDHIRSH FOUNDATION 6300 WILSHIRE BLVD., 15TH FLOOR LOS ANGELES, CA 90048	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE STEPHEN CASE FOUNDATION	Employer identification number 54-1848791
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization THE STEPHEN CASE FOUNDATION	Employer identification number 54-1848791
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET FUNDS	141.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	141.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	1,828.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,828.	0.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	50,407.	0.		50,407.
TO FM 990-PF, PG 1, LN 16A	50,407.	0.		50,407.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,011.	0.		19,011.
TO FORM 990-PF, PG 1, LN 16B	19,011.	0.		19,011.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	3,891.	0.		3,891.
GENERAL CONSULTING SUPPORT	98,920.	0.		98,920.
WEB AND TECHNOLOGICAL RESEARCH	147,453.	0.		147,453.
COMMUNICATIONS	35,090.	0.		35,090.
CREATIVE PRODUCTION	88,828.	0.		88,828.
	134,935.	0.		134,935.
TO FORM 990-PF, PG 1, LN 16C	509,117.	0.		509,117.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMORTIZATION	344.	0.		0.
INSURANCE	22,806.	0.		22,806.
MISCELLANEOUS	14,064.	0.		14,064.
OFFICE SUPPLIES	27,340.	0.		27,340.
MEALS AND ENTERTAINMENT	1,838.	0.		1,838.
POSTAGE & MAILING	5,181.	0.		5,181.
REPAIRS & MAINTENANCE	50,228.	0.		50,228.
TELECOMMUNICATIONS	46,376.	0.		46,376.
TRAINING & RECRUITING	54,696.	0.		54,696.
MARKETING & PROMOTIONS	190,570.	0.		190,570.
MEMBERSHIP DUES	3,595.	0.		3,595.
TO FORM 990-PF, PG 1, LN 23	417,038.	0.		416,694.

FORM 990-PF	OTHER ASSETS		STATEMENT 7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DOMAIN NAME, NET OF AMORTIZATION	4,188.	3,844.	3,844.
TO FORM 990-PF, PART II, LINE 15	4,188.	3,844.	3,844.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN M. CASE 1717 RHODE ISLAND AVENUE, NW, SUITE 700 WASHINGTON, DC 20036	DIRECTOR/CHAIRMAN 1.00	0.	0.	0.
JEAN N. CASE 1717 RHODE ISLAND AVENUE, NW, SUITE 700 WASHINGTON, DC 20036	DIRECTOR/PRESIDENT/CEO 40.00	0.	0.	0.
BRIAN SASSCER 1717 RHODE ISLAND AVENUE, NW, SUITE 700 WASHINGTON, DC 20036	SENIOR VICE PRESIDENT 37.00	214,340.	35,108.	2,356.
ERICH BROKSAS 1717 RHODE ISLAND AVENUE, NW, SUITE 700 WASHINGTON, DC 20036	SENIOR VICE PRESIDENT 10.00	71,673.	9,135.	651.
MICHAEL SMITH 1717 RHODE ISLAND AVENUE, NW, SUITE 700 WASHINGTON, DC 20036	SENIOR VICE PRESIDENT 38.00	185,660.	29,372.	2,381.
JOHN SABIN 1717 RHODE ISLAND AVENUE, NW, SUITE 700 WASHINGTON, DC 20036	TREASURER/SECRETARY/CFO 3.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		471,673.	73,615.	5,388.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 9

NAME OF MANAGER
STEPHEN M. CASE
JEAN N. CASE

THE STEPHEN CASE FOUNDATION
 EIN: 54-1848791

DEPRECIATION SCHEDULE ATTACHED TO AND MADE PART OF
 2012 FORM 990-PF,
 RETURN OF PRIVATE FOUNDATION

Description	Date Place In Service	Life	Cost	Beginning Accumulated Depreciation	Current Year Depreciation	Ending Accumulated Depreciation
Furniture & Fixtures	01/01/02	7	24,926	24,926	0	24,926
Equipment	12/31/01	5	124,527	124,229	168	124,397
Partial Disposal			(3,777)	(1,646)		(1,673)
<i>Subtotal</i>			120,750	122,583	168	122,724
Office Equipment	07/31/07	5	2,125	1,878	247	2,125
Office Equip - CDW	08/28/07	5	1,516	1,315	201	1,516
Office Equip - Dell Marketing LP	08/30/07	5	1,913	1,658	255	1,913
Office Equip - Dell Marketing LP	09/30/07	5	2,258	1,919	339	2,258
Office Equip - RHG	01/03/08	5	2,000	1,600	400	2,000
Office Equip - Dell Marketing LP	01/22/08	5	3,441	2,695	688	3,384
Office Equip - Dell Marketing LP	02/12/08	5	1,617	1,267	323	1,590
Office Equip - Dell Marketing LP	03/11/08	5	1,656	1,269	331	1,601
Office Equip - CDW	04/01/08	5	2,388	1,791	478	2,269
Office Equip - PC Connection	04/16/08	5	1,472	1,104	294	1,398
Office Equip - Dell Marketing LP	06/03/08	5	2,104	1,508	421	1,929
Office Equip - Dell Marketing LP	07/01/08	5	1,353	947	271	1,218
Office Equip	07/02/08	5	2,342	1,640	468	2,108
Office Equip - Dell Marketing LP	07/08/08	5	2,031	1,422	406	1,828
Office Equip - Dell Marketing LP	07/08/08	5	1,656	1,159	331	1,491
Office Equip - Dell Marketing LP	07/15/08	5	2,031	1,422	406	1,828
Office Equip	09/18/08	5	4,354	2,829	871	3,700
Office Equip - Dell Marketing LP	10/02/08	5	2,149	1,397	430	1,826
Office Equip - Docking Stations	04/28/10	5	653	229	131	359
Office Equip - Latituted E4300	05/12/10	5	2,239	746	448	1,194
Office Equip - Latituted E4300	05/12/10	5	2,239	746	448	1,194
Office Equip - Latituted E4300	05/12/10	5	2,239	746	448	1,194
Office Equip - Latituted E4300	05/12/10	5	2,239	746	448	1,194
Office Equip - Optiplex 980	06/30/10	5	1,076	341	215	556
Office Equip - Screen Monitor	07/28/10	5	1,133	340	227	567
Office Equip - Optiplex 980	09/08/10	5	1,229	328	246	574
Office Equip - Monitor/Adaptor	10/22/10	5	617	154	123	278
Office Equip - Camcorder	10/22/10	5	4,054	1,014	811	1,824
Office Equip - Mac Book Pro	11/17/10	5	3,315	774	663	1,437
Office Equip	01/12/11	5	260	45	52	97
Office Equip	02/18/11	5	4,485	785	897	1,682
Office Equip	05/20/11	5	2,121	265	424	689
Office Equip - Macbook Pro	08/19/11	5	2,973	223	595	818
Office Equip	10/21/11	5	1,996	50	399	449
Office Equip	12/23/11	5	1,079	27	216	243
Office Equip - Computers	12/31/11	5	2,746	69	549	618
Office Equip - Computers	12/31/11	5	1,676	42	335	377
Office Equip - Computers	12/31/11	5	1,533	38	77	115
Office Equip	05/23/12	5	1,705		213	213
Office Equip	07/12/12	5	1,467		110	110
Office Equip	07/24/12	5	2,461		185	185
Office Equip - Mac Book Air	08/24/12	5	1,772		133	133
Office Equip - Magic Trackpad	08/24/12	5	80		6	6
Office Equip - Mac Book Air	09/21/12	5	1,674		42	42
Office Equip - AV Microphone	11/30/12	5	13,243		331	331
<i>Subtotal</i>			100,708	36,528	15,929	52,457
Telephone System	09/04/08	3	877	877	-	878
Telephone System	10/06/08	3	748	748	-	748
<i>Subtotal</i>			1,625	1,625	0	1,626
Total			248,009	185,662	16,097	201,733

THE STEPHEN CASE FOUNDATION
EIN: 54-1848791

AMORTIZATION SCHEDULE ATTACHED TO AND MADE PART OF
2012 FORM 990-PF,
RETURN OF PRIVATE FOUNDATION

Description	Date Place in Service	Life	Cost	Beginning Accumulated Amortization	Current Year Amortization	Ending Accumulated Amortization	Fully Amortized
Domain Name	03/04/09	15	5,163	975	344	1,320	No
Total			<u>5,163</u>	<u>975</u>	<u>344</u>	<u>1,320</u>	
Amortization Per G/L						1,319	
Difference						1	

THE STEPHEN CASE FOUNDATION
EIN: 54-1848791

STATEMENT ATTACHED TO AND MADE PART OF
2012 FORM 990-PF,
RETURN OF PRIVATE FOUNDATION

PART XV, LINE 2:

In addition to making monetary grants, the Stephen Case Foundation ("Case Foundation" or "Foundation") believes that it can better maximize the impact of its social investments (i.e. contributions) by developing and executing strategic philanthropic programs that address complex social problems through partnership, collaboration, and the application of entrepreneurial models. As a result, the Foundation has, over time, shifted its funding resources more significantly toward the creation of these programs. The Foundation also continues to leverage its employees' and partners' expertise in social innovation, social networking, marketing, technology, and other areas to provide programmatic support to third-party charitable organizations. Ultimately, this donation of time and service is intended to extend and further leverage monetary grants from either the Foundation or from other donors.

Key 2012 Programs:

As an organization with origins in America's Internet revolution, the Foundation embraces the power of interactive technology as a groundbreaking tool to level uneven playing fields and quicken the pace and ease at which everyday people can become active and engaged citizens. Further, as a Foundation led by former technology executives and entrepreneurs, it embraces an entrepreneurial approach to social solutions that is rooted in effective communications and metrics-driven strategies. As such, the Foundation has recruited and developed a team of executives and practitioners that have become experts in combining technology, entrepreneurship, and social good to produce programs and initiatives that use cutting-edge tools and provide opportunities for the entire nonprofit sector and the people they serve. The following is an overview of some of the initiatives of the Foundation in 2012.

- **Startup America Partnership** – The Case Foundation firmly believes that an entrepreneurial spirit and approach, as well as a willingness to embrace cross-sector partnerships, is critical for anyone who wishes to solve complex social challenges. As such, the Foundation has continued to leverage public-private partnerships and support double-bottom-line businesses (e.g. businesses that have a social objective as well as a business objective), social enterprises, and the intermediaries that support them.

With high unemployment and the need to fuel job growth continuing to take center stage, the Case Foundation partnered with the Ewing Marion Kauffman Foundation in January 2011 to provide the initial funding and in-kind resources to launch the Startup America Partnership. The Partnership was created as an independent, private-sector response to President Obama's Startup America initiative, a White House campaign to celebrate, inspire, and accelerate high-growth entrepreneurship throughout the nation. Realizing that no amount of philanthropic or government investment could substitute a healthy economy with Americans at work, the Case Foundation saw the opportunity to support the creation of an organization designed to implement strategic interventions to reverse trends making it harder to start and grow companies. This approach is consistent with the Foundation's prior track record of investing in economic development in the developing world through initiatives such as the U.S.-Palestinian Partnership, with a view that jobs and businesses are central to healthy communities.

In 2012, in addition to funding the organization, the Case Foundation helped to support essential functions, including organization strategy, partner development, government relations, communications, and website design and development. The Foundation's funding and in-kind support played a central role in the launch of 20 new startup regions across the U.S. (bringing the total number of regions to 30) and identifying key regions like Arizona, Colorado, Nebraska, Iowa, and Tennessee, among others as opportunities for accelerating the growth of entrepreneurial ecosystems.

The Foundation continues to play an important strategic role in guiding the organization, which in early 2013 joined with Startup Weekend to create a new organization, UP Global, and the Case Foundation's chairman Steve Case also serves as chair of the Partnership's board.

- **Be Fearless Campaign** – In 2012, to mark its 15th Anniversary, the Case Foundation launched the Be Fearless initiative, an effort focused on encouraging the philanthropic sector to adopt a more entrepreneurial approach in an effort to uncover breakthrough approaches in solving social challenges. The Be Fearless initiative included several key elements, described in more detail below:

Education and Awareness

When the Case Foundation launched the Be Fearless campaign in the spring of 2012, one of the organization's first commitments was to lead a discussion in the social good sector on how to embrace fearless approaches as a way to ignite innovation and impact. As part of that, the Case Foundation commissioned the development of the "To Be Fearless" report, outlining the five values of fearless changemakers, based on a third-party evaluation of breakthrough innovations in business and the social sector. The "To Be Fearless" report and accompanying website is serving as an introduction to the Be Fearless concept and as a discussion guide for social sector organizations as they consider opportunities to innovate in their work. The To Be Fearless report and five values of fearless changemakers were released at an event hosted by the Case Foundation with nearly 100 social sector leaders in person, thousands online via webcast, and leading practitioners serving as panelists and speakers to instigate an active conversation.

In addition, the Case Foundation was a presenting sponsor of TEDxMidAtlantic 2012 Be Fearless, a two-day event that brought together more than 1,000 attendees in-person (and thousands online) with a diverse set of more than 30 speakers to explore the concept of fearlessness in a variety of sectors and walks of life.

Mobilizing Social Sector Leadership

Leveraging the "To Be Fearless" report, the Case Foundation set out on a deliberate campaign to engage leaders in foundations and other organizations providing funding in the social sector. The Foundation created the Be Fearless Alliance, a group of leading organizations such as the Committee Encouraging Corporate Philanthropy, the Council on Foundations, the Aspen Institute, and others, who have committed to lifting up a conversation about the importance of a fearless approach to creating positive social change. The Alliance members work with the Case Foundation to start conversations among their thousands of members about how we all can make bigger bets, experiment more often, develop interesting partnerships, act with urgency, and make failure matter.

Finding and Funding "Fearless" Changemakers

In addition to introducing and spreading the Be Fearless concept to executives and leaders in the social sector, the Case Foundation also launched "Finding Fearless," a crowdsourced open grant competition designed to identify and reward individuals in communities across the country that have a successful track record of tackling social challenges because their approach is bold, uncommon, experimental, and unconventional. At the end of the campaign, more than 1,000 applications were submitted and scored by more than 100 social sector reviewers, 15,000 votes were cast and 20 exemplary projects were chosen to receive a portion of the \$670,000 in grants and prizes provided by the Case Foundation and its partners, Microsoft, REI, and the Goldhirsh Foundation.

- **A Billion + Change** - The Case Foundation's work to expand the movement for corporations to provide skills-based pro bono to nonprofits began in 2008, when A Billion + Change was launched as a public-private partnership by the President's Council on Service and Civic Participation, which was chaired by Jean Case.

The initiative was reinvigorated in 2011 with expanded leadership under the honorary chairmanship of Senator Mark Warner. Jean Case, CEO of the Foundation, serves on the A Billion + Change leadership council, providing strategy and direction for the initiative, and Case Foundation staff provide programmatic and marketing/communications support for the organization.

In 2012, Foundation staff played a critical hands-on role identifying new pledge companies, expanding marketing and outreach efforts, and developing thought leadership on the growing pro bono sector. Foundation staff also participated on the steering committee of the initiative, providing ongoing guidance to the initiative, helping to organize and participate in events and supporting efforts to identify and secure new corporate commitments. Foundation and partner efforts have led to almost \$2 billion in commitments from more than 300 companies to provide skills-based volunteer services to nonprofits in the United States and worldwide. A Billion + Change is on track to secure pledges from 500 companies in 2013, further strengthening the commitment from corporate America to provide much-needed expertise and capacity-building to nonprofits working to change the world.

- **CaseFoundation.org and SocialCitizens.org** - In 2012, the Foundation continued to focus on leveraging its website (www.casefoundation.org) as a resource for partners, grantees, and the general public to become better informed on topics such as social media for nonprofits, strategies for effective giving, corporate citizenship, and civic engagement, and to have the right tools to take action on issues they care about most.

In addition to the Case Foundation website, the Foundation also redesigned and re-launched the Social Citizens website, featuring topics and discussions about how the next generation is combining new technologies and approaches along with the unique characteristics of their generation to change the way activism and civic engagement is done. As part of these efforts, the Foundation also created the Social Citizens Ambassadors program, engaging with millennial leaders in the social sector to explore new opportunities for engaging the next generation in driving social change.

In addition, the Foundation effectively leveraged social media networks including Twitter and Facebook to extend its reach and interaction with followers, and experimented with new platforms for reaching and engaging with individuals such as Pinterest, Instagram, and Storify to name a few. These combined interactive efforts enabled the Foundation to expand its audience and share new and relevant content, research, and stories that spark conversation and inspire individuals and organizations to take meaningful action in their communities and around the world. Both the Foundation's website and Social Citizens program are managed and maintained by Foundation staff, which functions like an internal editorial team. The team blogs, tweets, develops, and executes cause campaigns and marketing promotions, tracks analytics, makes course corrections along the way, and proactively engages with viewers and followers to ensure content is having the desired impact.

- **White House Convening on Prizes, Challenges, and Open Grantmaking** – In June of 2012, the Case Foundation and the Joyce Foundation, in partnership with the White House Office of Science and Technology Policy and the NASA Center of Excellence for Collaborative Innovation, co-hosted the Collaborative Innovation summit on the use of public sector prizes to spur innovation in the federal government. The cross-sector event brought together hundreds of federal employees and their counterparts in the private sector and featured informative discussions with White House officials, private-sector representatives, and Federal offices that have experimented with prizes and challenges. The event served as a follow-up to a similar gathering co-hosted by the Case Foundation and the White House in the Spring of 2010 and demonstrated the tremendous progress that has been made in the use of prizes and challenges in the two-plus years following President Obama's mandate requiring federal agencies to leverage crowdsourcing techniques as a way to promote innovation and better engage with the public. The Foundation team worked with its partners to design and execute the gathering, participating in multiple key activities including speaker cultivation, agenda design, webcasting, content management, website creation and curation, and marketing and communications strategy and outreach.

Both the 2010 and 2012 events sparked significant activity in prizes and challenges in the public sector, including the General Services Administration's launch of Challenge.gov, which "empowers the U.S. Government and the public to bring the best ideas and top talent to bear on our nation's most pressing challenges." Since launching in 2010, Challenge.gov has served as home to hundreds of prize and challenge programs created by dozens of federal agencies, representing a significant culture shift within the federal government in recognizing the value of these programs. In addition, NASA launched its Centennial Challenges campaign to "find the most innovative solutions to technical challenges through competition and cooperation." In addition, the 2012 event helped to spur the launch of private and cross-sector challenges such as the Mozilla Ignite Challenge and the USAID / Humanity United Tech Challenge.

In addition, in the fall of 2012, the Case Foundation joined with the Joyce and MacArthur foundations to begin planning a gathering with leading foundations to discuss the use of prizes in philanthropic efforts. The meeting was planned for early 2013.

- **Technology leadership** – In 2012, the Foundation undertook a number of initiatives that were focused on continuing to maintain its leadership position in leveraging new technology tools to help address complex social challenges, including
 - *DoGooder Awards* – as part of its commitment to initiatives that encourage nonprofits to leverage a variety of technologies, the Case Foundation provided \$10,000 in grants to the winners of the DoGooder Awards, a contest awarding nonprofit organizations for the most creative use of video in five separate categories (including a new "fearless" category inspired by the Case Foundation's "Be Fearless" initiative), along with strategic staff support of rule development, marketing and promotion, and identifying and disseminating best practices.
 - *Social media training* – through the Foundation's web presence (videos and blogs), and dozens of speaking appearances and workshops, the Foundation continued to help educate nonprofits and other organizations on how to leverage social media more effectively to communicate with key audiences and as part of a broader marketing strategy. In addition, the Case Foundation created a social media learning session for members of the Giving Pledge and their staff, designed to help pledgers better understand how to leverage social media tools and technologies in their philanthropic efforts.
 - *MCON2012* As part of its role in leading the dialogue on Millennials and empowering this generation to create opportunities for social change, the Case Foundation, in partnership with Achieve, sponsored MCON2012 (the 2012 Millennial Conference)—which included research and publication of the Millennial Impact Report. MCON2012 was a virtual conference conducted entirely online enabling more than 1,000 participants the opportunity to interact directly with more than 30 engagement leaders from various sectors. Each guest presenter shared best practices on how to advance creative Millennial involvement in their own organizations. The affiliated Millennial Impact Report reflected the opinions of close to 7,000 Millennials from across the country and explored new and disruptive Millennial trends in online engagement. For both initiatives, the Foundation staff spent significant time supporting all facets of the projects, including: project planning, strategy development, writing, speaker recruitment, technology platforms, focus group facilitation, promotion, marketing, materials development, conference moderation and facilitation, and post-event analysis. The Foundation's efforts and outcomes of MCON2012 were shared more broadly through blog posts, a Google+ hangout, social media, earned media content, and video clips from the event. These efforts led to an increased awareness around the trends for Millennial giving and engagement, setting the stage for more significant participation in the 2013 Millennial Impact Report and Conference.

Following the virtual convening and release of the report, anecdotal feedback from participants and those who interacted with the report highlighted a strong desire for more in-person engagement and information on the topic of Millennial engagement. These findings formed the basis of discussion for a future MCON2013 and the 2013 Millennial Impact Report -- with the

hope that the 2012 outcomes would be part of a larger series of reports and research that could inform, educate, and promote Millennial engagement across sectors.

- **#GivingTuesday:** The Case Foundation was a founding partner of #GivingTuesday, an effort led by the United Nations Foundation and the 92nd Street Y to kick off the holiday charitable giving season in the same fashion as Black Friday or Cyber Monday kick off the holiday shopping season. As part of its #GivingTuesday efforts, the Case Foundation partnered with Network for Good, SixDegrees.org and Crowdrise to offer \$60,000 in matching grants to a wide range of charitable organizations through the Crowdrise website. Due to the popularity of the matching grant and #GivingTuesday momentum, the match was met by 10am ET on #GivingTuesday. A total of 126 donations were made by 122 individuals to 19 different nonprofits.

The Case Foundation also provided significant promotional support for the Giving Tuesday efforts through its social networks and other marketing channels. The broader #GivingTuesday initiative sparked action throughout the online donation space. Blackbaud reported processing \$10 million in donations on #GivingTuesday, a 53 percent increase over the same day the previous year. The average donation made through Blackbaud's platforms on #GivingTuesday was \$101.60, significantly higher than the industry average of \$62. Network for Good more than doubled (+113 percent) the total number of donations processed on #GivingTuesday compared to the Tuesday after Thanksgiving in 2011, and collected 55 percent more than donations made the day before.

Powerful Partnerships: High Engagement Philanthropy

Core to the Foundation's operational model is the belief in a venture-capital inspired approach to philanthropy, wherein it is highly engaged with its grantees to ensure impact and a significant social return on investment. In addition to ongoing meetings and check-ins, the Foundation often provides grantees with web, marketing, communications, and program support. This support manifests itself as executives on loan, strategic counseling sessions (individuals or groups), sharing and discussing lessons learned and best practices and hosting convenings with thought leaders. In 2012, the following two organizations exemplified the typical high-engagement relationship with Foundation partners:

- **Accelerate Brain Cancer Cure ("ABC2")**- ABC2 partners with leading entrepreneurs, scientists, and researchers to find a cure for brain cancer. In 2012, the Case Foundation lent ongoing communications, marketing, and technology support to the ABC2 team. Foundation staff helped with website updates and support both for the organization and their annual Florida Brain Cancer Walk and Race for Hope-DC fundraising events, provided strategic and tactical communications support for major announcements and initiatives, and provided ongoing counsel from senior program staff on organization strategy and partnership development. The Race for Hope-DC had a record-breaking year in 2012, its 15th anniversary. The total raised was \$2,563,000 from 590 teams, the top ten of which raised more than \$30,000 each. There was also a record breaking 350 brain cancer survivors who participated in the race, along with more than 10,000 others. The Race for Hope-DC also had support from local television, radio, and web media in the form of PSAs and race day coverage. In 2012, the Case Foundation team started to work with ABC2 on developing its newest fundraising initiative, Over The Edge, which will take place in San Diego in the fall of 2013. Accelerate Brain Cancer Cure is co-housed with the Foundation.
- **Water for People** - In late 2009, the Foundation partnered with Water for People to take its global water efforts to the next level. In 2012, the organization continued to provide strategic support to the Water for People team on marketing, communications, and program strategy. In addition, a senior vice president from the Foundation serves on the Water for People board, providing ongoing counsel and support to the organization. The Foundation's monetary and in-kind support played a crucial role in the launch of Water for People's "Re-imagine Reporting" platform, a new approach to reporting that provides an interactive, visually compelling way for donors, stakeholders, and the public to understand the organization's progress and outcomes while also allowing for analysis and review of initiatives for programmatic improvements. In addition to providing enhanced visibility to its donors, Water for People also hopes that the Re-imagine Reporting platform will help drive the dialogue around organizational transparency in the broader social sector.

THE STEPHEN CASE FOUNDATION

EIN: 54-1848791

**DONATION REPORT ATTACHED TO AND MADE PART OF
2012 FORM 990-PF,
RETURN OF PRIVATE FOUNDATION**

Recipient's Name and Address	Program	Tax Exempt Status	Purpose of Grant	2012 Amount
Accelerate Brain Cancer Cure, National Brain Tumor Society (Race for Hope) 1717 Rhode Island Ave , NW Washington, DC 20036	ABC2	Public Charity 509(a)(1)	Health Care	50,000
Accelerate Brain Cancer Cure 1717 Rhode Island Ave , NW Washington, DC 20036	ABC2	Public Charity 509(a)(1)	In-Kind Support	6,416
American Social Health Association PO Box 13827 Research Triangle Park, NC 27709	Be Fearless	Public Charity 509(a)(1)	Health Care	10,000
America's Promise Alliance 1110 Vermont Ave, NW, Suite 900 Washington, DC 20005	America's Promise	Public Charity 509(a)(1)	Youth Development	5,000
ArtSpring Inc PO Box 343432 Florida City, FL 33034	Be Fearless	Public Charity 509(a)(1)	Community Development	1,500
Asian Americans/Pacific Islanders in Philanthropy 211 Sutter St , Suite 600 San Francisco, CA 94108	General	Public Charity 509(a)(1)	General Support	250
Bipartisan Policy Center 1225 I Street, NW, Suite 1000 Washington, DC 20005	General	Public Charity 509(a)(1)	General Support	1,000
Buxton Initiative 1717 Rhode Island Avenue, NW #700 Washington, DC 20036	In-Kind - General	Public Charity 509(a)(1) or 509(a)(2)	In-Kind Support	936
Capital Area Food Bank 645 Taylor St NE Washington, DC 20017	General	Public Charity 509(a)(1)	General Support	1,500
Chicago Alliance Against Sexual Exploitation 3304 N Lincoln, Ste 202 Chicago, IL 60657	Be Fearless	Public Charity 509(a)(1)	Education	10,000
City Year - DC 1875 Connecticut Avenue NW, Suite 1130 Washington, DC 20009	Secondary	Public Charity 509(a)(1)	Youth Development	100,000
Clark Fork Coalition PO Box 7593 Missoula, MT 59807	Be Fearless	Public Charity 509(a)(1)	Community Development	10,000
The Communications Network 1717 North Naper Blvd , Suite 102 Naperville, IL 60563	General	Public Charity 509(a)(1)	General Support	250
Community Partners 1000 N Alameda St, Ste 240 Los Angeles, CA 90012	Be Fearless	Public Charity 509(a)(1)	Education	1,635
DC College Access Program 1029 Vermont Avenue NW #500 Washington, DC 20005	New Initiatives	Public Charity 509(a)(1)	Education	5,000
The Give an Hour Nonprofit PO Box 5918 Bethesda, MD 20824	Secondary	Public Charity 509(a)(1)	Veterans Affairs	25,000
Global Giving 1023 15th St, NW, 12 Fl Washington, DC 20005	Be Fearless	Public Charity 509(a)(1)	International Development	77,625
The Global Press Institute 1012 Torney Avenue, Presidio San Francisco, CA 94129	Social Citizens	Public Charity 509(a)(1)	International Development	5,000

THE STEPHEN CASE FOUNDATION

EIN: 54-1848791

**DONATION REPORT ATTACHED TO AND MADE PART OF
2012 FORM 990-PF,**

Good People Fund Inc 384 Wyoming Avenue Millburn, NJ 07041	Be Fearless	Public Charity 509(a)(2)	Community Development	10,000
Grantmakers for Effective Organizations 1725 DeSales St , NW, Suite 404 Washington, DC 20036	General	Public Charity 509(a)(1)	General Support	440
Holladay Family Fund c/o Fidelity Charitable Gift Fund 200 Seaport Blvd Boston, MA 02210	Secondary	Public Charity 509(a)(1) or 509(a)(2)	General Support	12,000
The American Democracy Institute dba Impact Center 1301 Pennsylvania Avenue, NW #500 Washington, DC 20004	Secondary	Public Charity 509(a)(1)	Civic Engagement	40,000
Independent Sector 1602 L St, NW Suite 900 Washington, DC 20036	General	Public Charity 509(a)(1) or 509(a)(2)	Community Development	2,500
Jesuit High School 9000 SW Beaverton-Hillsdale Hw Portland, OR 97225	Be Fearless	Public Charity 509(a)(1)	Education	11,500
Malaria No More 432 Park Avenue South, 4th Floor New York, NY 10016	International	Public Charity 509(a)(1)	International Development	25,000
Miami Foundation Inc 200 S Biscayne Blvd, Ste 505 Miami, FL 33131	Be Fearless	Public Charity 509(a)(1)	Youth Development	10,400
Mobilizing Americas Youth, Inc (Mobilize org) 1029 Vermont Avenue, NW #600 Washington, DC 20005	Social Citizens	Public Charity 509(a)(1)	Youth Development	12,500
National Coalition to Save our Mail P O Box 4709 Rockville, MD 20849	New Initiative	Public Charity 509(a)(1)	Education and Research	10,000
National Conference on Citizenship (NCoC) 1875 K St, NW, 5th Floor Washington, DC 20006	Secondary	Public Charity 509(a)(2)	Civic Engagement	15,000
National Geographic Society 1145 17th St NW Washington, DC 20036	Secondary	Public Charity 509(a)(2)	General Support	50,000
Network for Good, Inc 7920 Norfolk Ave, Ste 520 Bethesda, MD 20814	Various	Public Charity 509(a)(1)	General Support	92,323
New World Foundation 666 West End Ave New York, NY 10025	Be Fearless	Public Charity 509(a)(1)	Community & International Development	10,000
Nonprofit Information Networking Association (Non-Profit Quarterly) 112 Water Street, #400 Boston, MA 02109	General	Public Charity 509(a)(1)	General Support	1,000
NTEN 1020 SW Taylor Street, #800 Portland, Oregon 97205	General	Public Charity 509(a)(1)	General Support	225
One Percent Foundation 144 2nd Street, 1st Floor San Francisco, CA 94105	New Initiatives	Public Charity 509(a)(1)	Youth Development	5,000
PathNorth Inc 1717 Rhode Island Avenue, NW #700 Washington, DC 20036	In-Kind - General	Public Charity 509(a)(1)	In-Kind Support	2,574
Philanthropy for Active Civic Engagement 444 Sherman Street #200 Denver, CO 80203	General	Public Charity 509(a)(1)	Civic Engagement	1,000

THE STEPHEN CASE FOUNDATION

EIN: 54-1848791

**DONATION REPORT ATTACHED TO AND MADE PART OF
2012 FORM 990-PF,**

Popvox, LLC 1424 Ridgeway E Arnold, MD 21012-2433	Be Fearless		Expenditure Responsibility	44,455
Sapling Foundation/Ted Conferences LLC 250 Hudson Street, Suite 1002 New York, NY 10013	Secondary	Private Nonoperating Foundation 501(c)(3)	Expenditure Responsibility	25,000
Startup America Partnership, LLC Ewing Marion Kauffman Foundation 1717 Rhode Island Avenue, N W #700 Washington, DC 20036	c/o Startup America	Private Nonoperating Foundation 501(c)(3)	Expenditure Responsibility	300,000
StartUp America Partnership, LLC c/o Ewing Marion Kauffman Foundation 1717 Rhode Island Avenue, N W #700 Washington, DC 20036	Startup America	Private Nonoperating Foundation 501(c)(3)	In-Kind Support	15,217
Susan G Komen Breast Cancer Foundation 5000 LBJ Freeway, Suite 250 Dallas, TX 75244	New Initiatives	Public Charity 509(a)(1)	Health Care	25,000
Water for People 6666 W Quincy Ave Denver, CO 80235	International	Public Charity 509(a)(1)	International Development	60,000
Youth Service America 1101 15th Street NW, Suite 200 Washington, DC 20005	New Initiatives	Public Charity 509(a)(1)	Youth Development	1,000
Other Miscellaneous Education Development Center Excess Refund from 2009				(1,035)
Total Contributions, gifts, grants paid				1,192,211

THE STEPHEN CASE FOUNDATION
EIN: 54-1848791

STATEMENT ATTACHED TO AND MADE PART OF
2012 FORM 990-PF, RETURN OF PRIVATE FOUNDATION
EXPENDITURE RESPONSIBILITY GRANT
POPVOX, LLC

Pursuant to IRC Regulation 53.4945-5(d)(2), the Stephen Case Foundation provides the following information:

Grantee: Popvox, LLC
1424 Ridgeway E
Arnold, MD 21012-2423

Date of Grant: May 9, 2012

Amount of Grant: \$44,455

Purpose of Grant: To support the production of TEDxMidAtlantic 2012: Be Fearless

Amount Expended: \$44,455

Reports: June 28, 2013

Diversions: To the knowledge of The Stephen Case Foundation, no funds were diverted to any other activity other than the activity for which the grant was originally made

Verification: The Stephen Case Foundation has no reason to doubt the accuracy or reliability from the grantee, therefore, no independent verification was performed.

THE STEPHEN CASE FOUNDATION
EIN: 54-1848791

STATEMENT ATTACHED TO AND MADE PART OF
2012 FORM 990-PF, RETURN OF PRIVATE FOUNDATION
EXPENDITURE RESPONSIBILITY GRANT
STARTUP AMERICA PARTNERSHIP, LLC

Pursuant to IRC Regulation 53.4945-5(d)(2), the Stephen Case Foundation provides the following information.

Grantee: StartUp America Partnership, LLC and Ewing Marion Kauffman Foundation
1717 Rhode Island Avenue, N.W. #700
Washington, DC 20036

Date of Grant: February 27, 2012

Amount of Grant: \$300,000**

Purpose of Grant: In response to President Obama's call to celebrate, inspire and accelerate entrepreneurship in the United States.

Amount Expended: \$300,000

Reports: July 11, 2013

Diversions: To the knowledge of The Stephen Case Foundation, no funds were diverted to any other activity other than the activity for which the grant was originally made.

Verification: The Stephen Case Foundation has no reason to doubt the accuracy or reliability from the grantee, therefore, no independent verification was performed.

**Part of an overall grant which included in-kind services

THE STEPHEN CASE FOUNDATION
EIN: 54-1848791

STATEMENT ATTACHED TO AND MADE PART OF
2012 FORM 990-PF, RETURN OF PRIVATE FOUNDATION
EXPENDITURE RESPONSIBILITY GRANT
SAPLING FOUNDATION

Pursuant to IRC Regulation 53.4945-5(d)(2), the Stephen Case Foundation provides the following information:

Grantee: Sapling Foundation
250 Hudson Street, Suite 1002
New York, NY 10013

Date of Grant: December 5, 2012

Amount of Grant: \$25,000

Purpose of Grant: To support programming in 2013 for the TED Fellows Program.

Amount Expended: \$25,000

Reports: July 1, 2013

Diversions: To the knowledge of The Stephen Case Foundation, no funds were diverted to any other activity other than the activity for which the grant was originally made.

Verification: The Stephen Case Foundation has no reason to doubt the accuracy or reliability from the grantee, therefore, no independent verification was performed.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) . You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. THE STEPHEN CASE FOUNDATION	Employer identification number (EIN) or 54-1848791
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1717 RHODE ISLAND AVENUE, NW, SUITE 700	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20036	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THE STEPHEN CASE FOUNDATION

- The books are in the care of ▶ **1717 RHODE ISLAND AVE, NW, 700 - WASHINGTON, DC 20036**
 Telephone No ▶ **202-467-5788** FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2012** or
 ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	20.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	624.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)