Form **990** | **Return of Organization Exempt From Income Tax** | OMB No. 1545-0047 **2011**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury Internal Revenue Service ▶ The organization may have to use a copy of this return to satisfy state reporting requirements. **Open to Public Inspection**

A For the 2011 calendar year, or tax year beginning JUL 1, 2011 and ending JUN 30, 2012

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

C Name of organization: FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 16 HURD ROAD | Room/suite

City or town, state or country, and ZIP + 4: BROOKLINE, MA 02445-6919

D Employer identification number: 04-2761636

E Telephone number: 617-735-1627

G Gross receipts $ 30,560,467.

F Name and address of principal officer: MARGOT STERN STROM SAME AS C ABOVE

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No If "No," attach a list. (see instructions)

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.FACINGHISTORY.ORG

H(c) Group exemption number ▶

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶ **L** Year of formation: 1982 **M** State of legal domicile: MA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: FACING HISTORY AND OURSELVES IS AN INTERNATIONAL EDUCATIONAL AND PROFESSIONAL DEVELOPMENT

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	33
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	32
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	187
6	Total number of volunteers (estimate if necessary)	6	25
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	2,438.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	1,438.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	28,505,078.	27,925,974.
	9	Program service revenue (Part VIII, line 2g)	897,423.	1,027,301.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	279,047.	588,342.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	23,806.	63,628.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	29,705,354.	29,605,245.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	12,334,478.	14,780,602.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,795,426.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,683,041.	6,037,033.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	17,017,519.	20,817,635.
	19	Revenue less expenses. Subtract line 18 from line 12	12,687,835.	8,787,610.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	41,182,780.	48,245,897.
	21	Total liabilities (Part X, line 26)	1,549,184.	961,493.
	22	Net assets or fund balances. Subtract line 21 from line 20	39,633,596.	47,284,404.

Part II Signature Block

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

Sign Here ▶ Signature of officer: Martin Sleeper | Date 5/14/13

▶ MARTIN SLEEPER, ASSOCIATE EXECUTIVE DIRECTOR
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
JOSEPH M. GISO	Joseph M. Giso	04/30/13		P00030126

Firm's name ▶ CBIZ TOFIAS | Firm's EIN ▶ 26-3753134

Firm's address ▶ 500 BOYLSTON STRE: BOSTON, MA 02116 | Phone no. 617-761-0600

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

FACING HISTORY AND OURSELVES IS AN INTERNATIONAL EDUCATIONAL AND PROFESSIONAL DEVELOPMENT ORGANIZATION WHOSE MISSION IS TO ENGAGE STUDENTS OF DIVERSE BACKGROUNDS IN AN EXAMINATION OF RACISM, PREJUDICE, AND ANTISEMITISM IN ORDER TO PROMOTE THE DEVELOPMENT OF A

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 [X] 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 [X] No

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses $ 16,537,155. including grants of $) (Revenue $ 1,027,301.)

FACING HISTORY AND OURSELVES PROMOTES STUDENT ENGAGEMENT, CRITICAL THINKING, AND A DEEPER UNDERSTANDING OF THE LESSONS OF HISTORY BY TRAINING AND SUPPORTING MIDDLE AND HIGH SCHOOL TEACHERS. THROUGH OFFICES IN THE UNITED STATES, PARTNER ENTITIES IN ENGLAND AND CANADA, AND PARTNERSHIPS ACROSS THE WORLD, FACING HISTORY PROVIDES PROFESSIONAL DEVELOPMENT OPPORTUNITIES, RESOURCES, AND LONG-TERM SUPPORT FOR EDUCATORS. IN FY 12, FACING HISTORY'S IN-DEPTH SEMINARS ONLINE, AND IN LOCATIONS ACROSS THE UNITED STATES AND INTERNATIONALLY, REACHED MORE THAN 1,100 EDUCATORS. FACING HISTORY CONDUCTED 269 IN-PERSON WORKSHOPS, 12 ONLINE WORKSHOPS, AND SIX WEBINARS THAT COLLECTIVELY REACHED MORE THAN 6,900 EDUCATORS ACROSS THE U.S. AND AROUND THE WORLD. EACH OF THESE EDUCATORS, AS WELL AS THE 29,000

4b (Code:) (Expenses $ including grants of $) (Revenue $)

4c (Code:) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O.)

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

4e Total program service expenses ▶ 16,537,155.

SEE SCHEDULE O FOR CONTINUATION(S)

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	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
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		X
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		X
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		X
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		X
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		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
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	X	
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	X	
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		X
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		X
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		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
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	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
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	X	
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	X	
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		X
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*	17		X
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	X	
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		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
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)*

			Yes	No
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? *If "Yes," complete Schedule I, Parts I and II*	21		X
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? *If "Yes," complete Schedule I, Parts I and III*	22		X
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? *If "Yes," complete Schedule J*	23	X	
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? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25*	24a		X
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? *If "Yes," complete Schedule L, Part I*	25a		X
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? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
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? *If "Yes," complete Schedule L, Part III*	27		X
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? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b	X	
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? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
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? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
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? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	81		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
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	187		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b	X	
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		X
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		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
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	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
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		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
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?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
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		X
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 line 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 ..... [X]

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	1a 33			
	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.				
b	Enter the number of voting members included in line 1a, above, who are independent	1b 32			
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	X	
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		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Did the organization have members or stockholders?		6		X
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		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
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		X

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		X
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	X	
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	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
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	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	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		X
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 ▶MA,CA,IL,CO,OH,TN,NY

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[ ] Own website [X] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public 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: ▶

MARGOT STROM - 617-735-1627
16 HURD ROAD, BROOKLINE, MA 02445-6919

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

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

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. 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, and 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.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) MARGOT STERN STROM PRESIDENT/EXEC. DIR.	40.00	X		X				329,266.	0.	23,679.
(2) SETH A. KLARMAN CHAIR, BOARD DIR.	1.00	X		X				0.	0.	0.
(3) JEFFREY J. BUSSGANG VICE CHAIR BOARD OF DIR.	1.00	X		X				0.	0.	0.
(4) RONALD G. CASTY VICE CHAIR BOARD OF DIR.	1.00	X		X				0.	0.	0.
(5) KATHY FULD VICE CHAIR BOARD OF DIR.	1.00	X		X				0.	0.	0.
(6) TRACY PALANDJIAN VC, AD, BOARD CHAIR NE	1.00	X		X				0.	0.	0.
(7) ELIZABETH JICK DIRECTOR/TREASURER	1.00	X		X				0.	0.	0.
(8) SANDRA P. GORDON DIRECTOR/SECRETARY	1.00	X		X				0.	0.	0.
(9) MARTHA MINOW DIRECTOR/CHAIR, SCHOLARS	1.00	X						0.	0.	0.
(10) KAREN G. HARRISON DIRECTOR/CHAIR, COG	1.00	X						0.	0.	0.
(11) DANA W. SMITH DIRECTOR/CHAIR, BD. OF TRUSTEES	1.00	X						0.	0.	0.
(12) PAUL H. BERZ DIRECTOR	1.00	X						0.	0.	0.
(13) ELLEN B. CARMELL DIRECTOR	1.00	X						0.	0.	0.
(14) DAVID P. FIALKOW DIRECTOR	1.00	X						0.	0.	0.
(15) PHILIP H. GORDON DIRECTOR	1.00	X						0.	0.	0.
(16) JILL KARP DIRECTOR	1.00	X						0.	0.	0.
(17) LAWRENCE M. LEVY DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(18) JAMES F. MOONEY III DIRECTOR	1.00	X						0.	0.	0.
(19) JANE OCH DIRECTOR	1.00	X						0.	0.	0.
(20) RICHARD PERRY DIRECTOR	1.00	X						0.	0.	0.
(21) RICHARD A. SMITH DIRECTOR	1.00	X						0.	0.	0.
(22) ROBERT A. SMITH DIRECTOR	1.00	X						0.	0.	0.
(23) DOROTHY P. TANANBAUM DIRECTOR	1.00	X						0.	0.	0.
(24) DORA Z. ULLIAN DIRECTOR	1.00	X						0.	0.	0.
(25) MAURICE VANDERPOL DIRECTOR	1.00	X						0.	0.	0.
(26) JILL GARLING DIRECTOR	1.00	X						0.	0.	0.
1b Sub-total								329,266.	0.	23,679.
c Total from continuation sheets to Part VII, Section A								1,953,547.	0.	257,007.
d Total (add lines 1b and 1c)								2,282,813.	0.	280,686.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 19

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
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? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

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
BRIDGESPAN 535 BOYLSTON STREET, BOSTON, MA 02116	CONSULTANT	412,122.
RP3 AGENCY 7316 WISCONSIN, BETHESDA, MD 20814	CONSULTANT	276,666.
GOVCONNECTION P.O. BOX 081018, WOBURN, MA 01813	COMPUTER & SUPPLIES	198,121.
PIER SIXTY, LLC 1300 CHURCH ST., BROOKLYN, NY 11226	FUNDRAISING EVENT	169,385.
WESTIN HOTEL BOSTON 10 HUNTINGTON AVE., BOSTON, MA 02110	FUNDRAISING EVENT	158,253.

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

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(27) JULIE ABRAMS LEFF DIRECTOR	1.00	X						0.	0.	0.
(28) JOHN KATZENBERG DIRECTOR	1.00	X						0.	0.	0.
(29) MARTY S. KELMAN, CFP DIRECTOR	1.00	X						0.	0.	0.
(30) EUGENE I. KRIEGER DIRECTOR	1.00	X						0.	0.	0.
(31) MYRA NOVOGRODSKY DIRECTOR	1.00	X						0.	0.	0.
(32) SUSIE RICHARDSON DIRECTOR	1.00	X						0.	0.	0.
(33) HEATHER ROSS-LOWENSTEIN DIRECTOR	1.00	X						0.	0.	0.
(34) MICHAEL DURNEY CHIEF OPERATING OFFICER	40.00			X				204,965.	0.	16,584.
(35) BENJAMIN MAHNKE CHIEF FINANCIAL OFFICER	40.00			X				154,872.	0.	17,273.
(36) USHA PASI CHIEF DEVELOPMENT OFFICER	40.00				X			207,327.	0.	7,277.
(37) MARC SKVIRSKY CHIEF PROGRAM OFFICER	40.00				X			204,965.	0.	38,584.
(38) MARTIN SLEEPER ASSOCIATE EXEC. DIR.	40.00				X			207,692.	0.	23,851.
(39) ANNE C. STOKES DIR. DEV. & EXTERNAL	40.00				X			169,875.	0.	23,658.
(40) TERRY TOLLEFSON CHIEF STRATERGY OFFICER	40.00				X			204,965.	0.	37,595.
(41) PETER NELSON PROGRAM DIR NY OFFICE	40.00					X		128,871.	0.	30,507.
(42) THEODORE SCOTT PROG. DIR. FOR REGIONS	40.00					X		112,189.	0.	22,572.
(43) JANICE DARSA DIR. JEWISH EDUCATION	40.00					X		110,368.	0.	22,306.
(44) STACY ABRAMSON DIRECTOR, NEW YORK OFFICE	40.00					X		110,312.	0.	562.
(45) ADAM STROM DIRECTOR OF R&D	40.00					X		137,146.	0.	16,238.
Total to Part VII, Section A, line 1c								1,953,547.		257,007.

132201 05-01-11

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts						
1 a Federated campaigns	1a					
b Membership dues	1b					
c Fundraising events	1c	4,627,882.				
d Related organizations	1d					
e Government grants (contributions)	1e					
f All other contributions, gifts, grants, and similar amounts not included above	1f	23298092.				
g Noncash contributions included in lines 1a-1f: $ 2,107,832.						
h **Total.** Add lines 1a-1f		▶	27925974.			
Program Service Revenue		Business Code				
2 a FEES		611710	1,027,301.	1,027,301.		
b						
c						
d						
e						
f All other program service revenue						
g **Total.** Add lines 2a-2f		▶	1,027,301.			
Other Revenue						
3 Investment income (including dividends, interest, and other similar amounts)		▶	67,430.		2,438.	64,992.
4 Income from investment of tax-exempt bond proceeds		▶				
5 Royalties		▶				
	(i) Real	(ii) Personal				
6 a Gross rents						
b Less: rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)		▶				
	(i) Securities	(ii) Other				
7 a Gross amount from sales of assets other than inventory	520,912.					
b Less: cost or other basis and sales expenses	0.					
c Gain or (loss)	520,912.					
d Net gain or (loss)		▶	520,912.			520,912.
8 a Gross income from fundraising events (not including $ 4,627,882. of contributions reported on line 1c). See Part IV, line 18	a	690,879.				
b Less: direct expenses	b	690,879.				
c Net income or (loss) from fundraising events		▶	0.			
9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities		▶				
10 a Gross sales of inventory, less returns and allowances	a	327,971.				
b Less: cost of goods sold	b	264,343.				
c Net income or (loss) from sales of inventory		▶	63,628.			63,628.
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue						
e **Total.** Add lines 11a-11d		▶				
12 **Total revenue.** See instructions.		▶	29605245.	1,027,301.	2,438.	649,532.

132009 01-23-12

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,618,274.	2,049,528.	188,796.	379,950.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	9,013,869.	7,057,046.	649,410.	1,307,413.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	1,048,125.	820,450.	75,577.	152,098.
9 Other employee benefits	1,088,112.	851,751.	78,461.	157,900.
10 Payroll taxes	1,012,222.	790,683.	73,540.	147,999.
11 Fees for services (non-employees):				
a Management	3,081,322.	2,756,476.	155,019.	169,827.
b Legal				
c Accounting	100,864.	27,675.	68,201.	4,988.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	255,791.	197,424.	25,925.	32,442.
14 Information technology	267,165.	208,718.	23,407.	35,040.
15 Royalties				
16 Occupancy	575,964.	408,971.	73,159.	93,834.
17 Travel	592,546.	491,828.	18,485.	82,233.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	44,922.	35,163.	3,239.	6,520.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	464,976.	363,958.	33,528.	67,490.
23 Insurance	29,765.	22,919.	2,381.	4,465.
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	208,581.	141,474.	644.	66,463.
b POSTAGE & SHIPPING	178,793.	127,761.	6,777.	44,255.
c MACHINE MAINTENANCE	102,112.	81,866.	7,990.	12,256.
d AUDIO VISUAL & LIBRARY	53,377.	45,244.	515.	7,618.
e All other expenses	80,855.	58,220.		22,635.
25 **Total functional expenses.** Add lines 1 through 24e	20,817,635.	16,537,155.	1,485,054.	2,795,426.
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

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	2,870,616.	1	2,297,808.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	21,623,281.	3	21,443,034.
	4	Accounts receivable, net	122,533.	4	204,737.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), 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)		6	
	7	Notes and loans receivable, net	842,648.	7	578,376.
	8	Inventories for sale or use	104,479.	8	181,043.
	9	Prepaid expenses and deferred charges	279,035.	9	230,072.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a: 6,061,830.			
	b	Less: accumulated depreciation — 10b: 4,693,290.	1,510,642.	10c	1,368,540.
	11	Investments - publicly traded securities	13,829,546.	11	21,942,287.
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	41,182,780.	16	48,245,897.
Liabilities	17	Accounts payable and accrued expenses	509,279.	17	930,018.
	18	Grants payable		18	
	19	Deferred revenue	19,490.	19	31,475.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	944,076.	23	0.
	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	76,339.	25	0.
	26	**Total liabilities.** Add lines 17 through 25	1,549,184.	26	961,493.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	8,931,471.	27	9,785,106.
	28	Temporarily restricted net assets	19,012,135.	28	16,371,159.
	29	Permanently restricted net assets	11,689,990.	29	21,128,139.
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	39,633,596.	33	47,284,404.
	34	Total liabilities and net assets/fund balances	41,182,780.	34	48,245,897.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	29,605,245.
2	Total expenses (must equal Part IX, column (A), line 25)	2	20,817,635.
3	Revenue less expenses. Subtract line 2 from line 1	3	8,787,610.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	39,633,596.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-1,136,802.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	47,284,404.

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 [X] 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?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	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?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

Form 990 (2011)

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.

Employer identification number 04-2761636

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

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

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

10 [ ] An organization organized and operated exclusively to test for public safety. 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 - Other

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

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

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

			Yes	No
(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?	11g(i)		
(ii)	A family member of a person described in (i) above?	11g(ii)		
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(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? Yes	No	(v) Did you notify the organization in col. (i) of your support? Yes	No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	No	(vii) Amount of support
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	25227428.	19691317.	11437870.	28505078.	27925974.	112787667
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	25227428.	19691317.	11437870.	28505078.	27925974.	112787667
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)						11574660.
6 **Public support.** Subtract line 5 from line 4.						101213007

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	25227428.	19691317.	11437870.	28505078.	27925974.	112787667
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	82,714.	70,103.	18,925.	37,282.	67,430.	276,454.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						113064121

12 Gross receipts from related activities, etc. (see instructions) 12 8,573,231.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) 14 89.52 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 15 91.19 %

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

b **33 1/3% support test - 2010.** 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 - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

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

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) 15 %

16 Public support percentage from 2010 Schedule A, Part III, line 15 16 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f)) 17 %

18 Investment income percentage from **2010** Schedule A, Part III, line 17 18 %

19a **33 1/3% support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization: FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.

Employer identification number: 04-2761636

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)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

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

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

1a If the organization elected, as permitted under SFAS 116 (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 XIV, 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 XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	7,676,597.	5,353,608.	5,619,932.	5,417,101.	
b Contributions	7,304,257.	1,800,074.	37,276.	977,973.	
c Net investment earnings, gains, and losses	-300,738.	772,404.	715,812.	-616,656.	
d Grants or scholarships					
e Other expenditures for facilities and programs	-274,236.	-249,489.	-425,152.	-158,486.	
f Administrative expenses					
g End of year balance	14,405,880.	7,676,597.	5,947,868.	5,619,932.	

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

a Board designated or quasi-endowment ▶ .69 %

b Permanent endowment ▶ 93.69 %

c Temporarily restricted endowment ▶ 5.62 %

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:

		Yes	No
(i) unrelated organizations	3a(i)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		2,286,070.	1,578,353.	707,717.
d Equipment		2,317,172.	1,843,512.	473,660.
e Other		1,458,588.	1,271,425.	187,163.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				1,368,540.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	

2\. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI | Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	29,605,245.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	20,817,635.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	8,787,610.
4	Net unrealized gains (losses) on investments	4	-1,136,802.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	-1,136,802.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	7,650,808.

Part XII | Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	29,473,601.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	-1,136,802.		
b	Donated services and use of facilities	2b	740,815.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d	264,343.		
e	Add lines 2a through 2d			2e	-131,644.
3	Subtract line 2e from line 1			3	29,605,245.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines 4a and 4b			4c	0.
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12.)*			5	29,605,245.

Part XIII | Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	21,822,793.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	740,815.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d	264,343.		
e	Add lines 2a through 2d			2e	1,005,158.
3	Subtract line 2e from line 1			3	20,817,635.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines 4a and 4b			4c	0.
5	Total expenses. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*			5	20,817,635.

Part XIV | Supplemental Information

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

PART V, LINE 4: FACING HISTORY'S PERMANENTLY RESTRICTED ENDOWMENT IS MANAGED SO AS TO PROVIDE CONSISTENT, RELIABLE SUPPORT FOR THE ORGANIZATION'S PROGRAMS AND OPERATING BUDGET. WHILE IT HAS ENJOYED MODEST INVESTMENT INCOME AND FUND GROWTH OVER THE YEARS, THE ENDOWMENT IS INVESTED CONSERVATIVELY SO AS TO PROTECT ITS PRINCIPAL AND PROVIDE HIGHLY RELIABLE INCOME TO THE ORGANIZATION'S OPERATING BUDGET.

PART X, LINE 2: FACING HISTORY ACCOUNTS FOR THE EFFECT OF ANY

Part XIV Supplemental Information *(continued)*

UNCERTAIN TAX POSITIONS BASED ON A "MORE LIKELY THAN NOT" THRESHOLD TO THE RECOGNITION OF THE TAX POSITIONS BEING SUSTAINED BASED ON THE TECHNICAL MERITS OF THE POSITION UNDER SCRUTINY BY THE APPLICABLE TAXING AUTHORITY. IF A TAX POSITION OR POSITIONS ARE DEEMED TO RESULT IN UNCERTAINTIES OF THOSE POSITIONS, THE UNRECOGNIZED TAX BENEFIT IS ESTIMATED BASED ON A "CUMULATIVE PROBABILITY ASSESSMENT" THAT AGGREGATES THE ESTIMATED TAX LIABILITY FOR ALL UNCERTAIN TAX POSITIONS. FACING HISTORY HAS IDENTIFIED ITS TAX STATUS AS A TAX-EXEMPT ENTITY AS ITS ONLY SIGNIFICANT TAX POSITION; HOWEVER, FACING HISTORY HAS DETERMINED THAT SUCH TAX POSITION DOES NOT RESULT IN AN UNCERTAINTY REQUIRING RECOGNITION. FACING HISTORY IS NOT CURRENTLY UNDER EXAMINATION BY ANY TAXING JURISDICTION. FACING HISTORY'S FEDERAL AND STATE RETURNS ARE GENERALLY OPEN FOR EXAMINATION FOR THREE YEARS FOLLOWING THE DATE FILED.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD - NETTED ON FORM 990, PAGE 9, PART VIII, LINE 10B: 264,343.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD - NETTED ON FORM 990, PAGE 9, PART VIII, LINE 10B: 264,343.

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization
FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Employer identification number
04-2761636

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ...... [X] Yes [ ] No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	GRANT TO RECIPIENTS LOCATED IN THE REGION	SEE PART V, SUPPLEMENTAL INFORMATION	37,521.
NORTH AMERICA	0	0	GRANTS TO RECIPIENTS LOCATED IN THE REGION	SEE PART V, SUPPLEMENTAL INFORMATION	56,764.
3 a Sub-total	0	0			94,285.
b Total from continuation sheets to Part I	0	0			0.
c **Totals** (add lines 3a and 3b)	0	0			94,285.

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC. 04-2761636

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 ▶ [X]
Part II can be duplicated if additional space is needed.

1

(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND & GREENLAND) -	AMOUNTS RELATE TO FACING HISTORY AND OURSELVES, LTD'S (UNITED KINGDOM)	0.		37,521.	INTERCOMPANY ACCOUNT - CHARGES AGAINST FUNDS ON DEPOSIT AT A	FMV
		NORTH AMERICA	AMOUNTS RELATE TO FACING HISTORY AND OURSELVES' (CANADA) MISSION TO ENGAGE	0.		56,764.	INTERCOMPANY ACCOUNT - CHARGES AGAINST FUNDS ON DEPOSIT AT A	FMV

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ 2

3 Enter total number of other organizations or entities ▶ 0

SEE PART V FOR COLUMN (D) AND COLUMN (H) DESCRIPTIONS

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☐ Yes ☒ No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* ☐ Yes ☒ No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* ☐ Yes ☒ No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* ☐ Yes ☒ No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* ☐ Yes ☒ No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* ☐ Yes ☒ No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

PART II, COLUMNS (D) AND (H):

REGION: EUROPE (INCLUDING ICELAND & GREENLAND) -

(D) PURPOSE OF GRANT: AMOUNTS RELATE TO FACING HISTORY AND OURSELVES, LTD'S (UNITED KINGDOM) MISSION TO ENGAGE STUDENTS OF DIVERSE BACKGROUNDS IN AN EXAMINATION OF RACISM, PREJUDICE AND ANTISEMITISM IN ORDER TO PROMOTE THE DEVELOPMENT OF A MORE HUMANE AND INFORMED CITIZENRY.

(H) DESCRIPTION OF NON-CASH ASSISTANCE: INTERCOMPANY ACCOUNT - CHARGES AGAINST FUNDS ON DEPOSIT AT A FINANCIAL INSTITUTION.

REGION: NORTH AMERICA

(D) PURPOSE OF GRANT: AMOUNTS RELATE TO FACING HISTORY AND OURSELVES' (CANADA) MISSION TO ENGAGE STUDENTS OF DIVERSE BACKGROUNDS IN AN EXAMINATION OF RACISM, PREJUDICE AND ANTISEMITISM IN ORDER TO PROMOTE THE DEVELOPMENT OF A MORE HUMANE AND INFORMED CITIZENRY.

(H) DESCRIPTION OF NON-CASH ASSISTANCE: INTERCOMPANY ACCOUNT - CHARGES AGAINST FUNDS ON DEPOSIT AT A FINANCIAL INSTITUTION.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No. 1545-0047
2011
Open To Public Inspection

Name of the organization: FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.

Employer identification number: 04-2761636

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

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

a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
Total ▶						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 BENEFIT DINNER (event type)	(b) Event #2 (event type)	(c) Other events NONE (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	5,318,761.			5,318,761.
	2 Less: Charitable contributions	4,627,882.			4,627,882.
	3 Gross income (line 1 minus line 2)	690,879.			690,879.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	690,879.			690,879.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(690,879)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				0.

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

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

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

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

b If "No," explain: ____

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

b If "Yes," explain: ____

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility 13a %

b An outside facility 13b %

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

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ ______ and the amount of gaming revenue retained by the third party ▶ $ ______ .

c If "Yes," enter name and address of the third party:

Name ▶

Address ▶

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

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, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization: FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.

Employer identification number: 04-2761636

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 ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on 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. Explain in Part III. ☐ Compensation committee ☐ Written employment contract ☒ Independent compensation consultant ☐ Compensation survey or study ☐ Form 990 of other organizations ☒ 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		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
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		X
	Only section 501(c)(3) and 501(c)(4) organizations 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		X
b	Any related organization? If "Yes" to line 5a or 5b, describe in Part III.	5b		X
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		X
b	Any related organization? If "Yes" to line 6a or 6b, describe in Part III.	6b		X
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		X
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		X
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		(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				
1 MARGOT STERN STROM	(i)	329,266.	0.	0.	22,000.	1,679.	352,945.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 MICHAEL DURNEY	(i)	204,965.	0.	0.	0.	16,584.	221,549.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 BENJAMIN MAHNKE	(i)	154,872.	0.	0.	16,484.	789.	172,145.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 USHA PASI	(i)	207,327.	0.	0.	6,220.	1,057.	214,604.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 MARC SKVIRSKY	(i)	204,965.	0.	0.	22,000.	16,584.	243,549.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 MARTIN SLEEPER	(i)	207,692.	0.	0.	22,000.	1,851.	231,543.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 ANNE C. STOKES	(i)	169,875.	0.	0.	22,000.	1,658.	193,533.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 TERRY TOLLEFSON	(i)	204,965.	0.	0.	21,011.	16,584.	242,560.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 ADAM STROM	(i)	137,146.	0.	0.	0.	16,238.	153,384.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

SCHEDULE L (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-0047

2011

Open To Public Inspection

Name of the organization: FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.

Employer identification number: 04-2761636

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

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

1

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

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

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

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefiting Interested Persons.

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

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

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
ADAM STROM-DIR. RESEARCH &	FAMILY MEMBER OF MA	153,384.	EMPLOYMENT-		X

Part V Supplemental Information

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

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: ADAM STROM-DIR. RESEARCH & DEVELOPMENT

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FAMILY MEMBER OF MARGOT STROM, PRESIDENT/EXECUTIVE DIRECTOR

(D) DESCRIPTION OF TRANSACTION: EMPLOYMENT- DIR. RESEARCH & DEVELOPMENT

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization: FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.

Employer identification number: 04-2761636

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	29	2,107,832.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ( )				
26 Other ▶ ( )				
27 Other ▶ ( )				
28 Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement ..... 29 | 0

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

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 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

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2011
Open to Public Inspection

Name of the organization	Employer identification number
FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.	04-2761636

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ORGANIZATION WHOSE MISSION IS TO ENGAGE STUDENTS OF DIVERSE BACKGROUNDS IN AN EXAMINATION OF RACISM, PREJUDICE, AND ANTISEMITISM IN ORDER TO PROMOTE THE DEVELOPMENT OF A MORE HUMANE AND INFORMED CITIZENRY. BY STUDYING THE HISTORICAL DEVELOPMENT OF THE HOLOCAUST AND OTHER EXAMPLES OF GENOCIDE, STUDENTS MAKE THE ESSENTIAL CONNECTION BETWEEN HISTORY AND THE MORAL CHOICES THEY CONFRONT IN THEIR OWN LIVES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

MORE HUMANE AND INFORMED CITIZENRY. BY STUDYING THE HISTORICAL DEVELOPMENT OF THE HOLOCAUST AND OTHER EXAMPLES OF GENOCIDE, STUDENTS MAKE THE ESSENTIAL CONNECTION BETWEEN HISTORY AND THE MORAL CHOICES THEY CONFRONT IN THEIR OWN LIVES.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

EDUCATORS FACING HISTORY HAS TRAINED OVER THE YEARS, ARE ELIGIBLE FOR ONGOING, INDIVIDUALIZED SUPPORT FROM FACING HISTORY'S STAFF. THE EFFECTIVENESS OF OUR PROGRAM HAS BEEN DEMONSTRATED IN MORE THAN 100 STUDIES BY INDEPENDENT RESEARCHERS AND FACING HISTORY EVALUATORS.

FACING HISTORY PROVIDES EDUCATORS WITH RICH CONTENT AND EFFECTIVE TEACHING STRATEGIES. ALL OUR RESOURCES, BEGINNING WITH OUR CORE PUBLICATION FACING HISTORY AND OURSELVES: HOLOCAUST AND HUMAN BEHAVIOR, ARE BASED ON A SEQUENCE OF STUDY THAT MOVES FROM INDIVIDUAL IDENTITY TO THE COLLECTIVE RESPONSIBILITIES OF CITIZENSHIP, USING HISTORICAL AND LITERARY DOCUMENTS AND THE STORIES OF INDIVIDUALS AND GROUPS TO HELP

Name of the organization FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.

Employer identification number 04-2761636

YOUNG PEOPLE DISCOVER THE CAPACITY OF ORDINARY PEOPLE TO INFLUENCE EXTRAORDINARY EVENTS. USING CURRENT THEORIES OF ADOLESCENT AND ADULT DEVELOPMENT, AND BASED ON RIGOROUS RESEARCH BY EXPERIENCED HISTORIANS AND CURRICULUM DEVELOPERS, FACING HISTORY CONTINUALLY ADDS RESOURCES THAT DEEPEN OUR SCHOLARSHIP AND BROADEN THE CHOICES THAT EDUCATORS HAVE FOR THEIR CLASSROOMS. IN FY 12 FACING HISTORY DEVELOPED FOUR NEW STUDY GUIDES AND RESOURCE BOOKS AND TRANSLATED THREE RESOURCES INTO FRENCH, GERMAN, AND SPANISH. WE ALSO EXPANDED OUR ONLINE CONTENT, WHICH CAN BE DOWNLOADED BY EDUCATORS OR STREAMED IN THE CLASSROOM.

FROM PRINT AND ONLINE RESOURCE BOOKS AND STUDY GUIDES TO VIDEOS AND INTERACTIVE ONLINE MODULES, FACING HISTORY AND OURSELVES IS USING EMERGING TECHNOLOGY TO ENRICH OUR RESEARCH AND KEEP OUR WORK TIMELY AND RELEVANT. MORE THAN 33,700 COPIES OF OUR RESOURCES WERE DOWNLOADED FROM OUR WEBSITE LAST YEAR, AND WE LENT MORE THAN 13,000 RESOURCES IN A VARIETY OF MEDIA THROUGH OUR LIBRARY. OUR CONTENT-RICH WEB SITE, FACINGHISTORY.ORG, RECEIVED MORE THAN 1,130,000 VISITS FROM PEOPLE IN 218 COUNTRIES AND TERRITORIES, WITH MORE THAN 3.6 MILLION PAGE VIEWS. FACING HISTORY HAS MORE THAN 28,000 FACEBOOK FANS AND 5,500 TWITTER FOLLOWERS.

FACING HISTORY PURSUES AN AMBITIOUS AND STRATEGIC RESEARCH AND EVALUATION AGENDA EACH YEAR. SINCE FACING HISTORY WAS FOUNDED, INDEPENDENT RESEARCHERS AND FACING HISTORY EVALUATORS HAVE CARRIED OUT MORE THAN 100 STUDIES TO ASSESS THE EFFECTIVENESS OF THE PROGRAM AND TO DEMONSTRATE THE IMPORTANCE OF CIVIC EDUCATION. THROUGH COMMUNITY OUTREACH AND EVENTS, PARTICIPATION IN KEY CONFERENCES, AND PARTNERSHIPS WITH POLICY MAKERS AS WELL AS BUSINESS, EDUCATION, AND COMMUNITY LEADERS, WE SHARE BEST PRACTICES AND HIGHLIGHT THIS IMPORTANT WORK.

Name of the organization FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.

Employer identification number 04-2761636

FORM 990, PART VI, SECTION A, LINE 2: ADAM STROM IS DIRECTOR OF RESEARCH AND DEVELOPMENT OF THE ORGANIZATION AND ALSO THE SON OF THE EXECUTIVE DIRECTOR.

FORM 990, PART VI, SECTION B, LINE 11: PRIOR TO FILING, THE DRAFT VERSION OF FORM 990 WAS REVIEWED BY THE AUDIT AND FINANCE COMMITTEES OF THE BOARD OF DIRECTORS. THE FORM 990 WAS THEN PROVIDED TO THE BOARD OF DIRECTORS VIA EMAIL. THE FORM 990 WILL BE FILED UPON APPROVAL BY THE AUDIT AND FINANCE COMMITTEES.

FORM 990, PART VI, SECTION B, LINE 12C: ANNUALLY REQUEST BOARD MEMBERS TO COMPLETE CONFLICT OF INTEREST STATEMENT.

FORM 990, PART VI, SECTION B, LINE 15: EXECUTIVE DIRECTOR/PRESIDENT COMPENSATION PACKAGE REVIEWED BY OUTSIDE CONSULTING FIRM TO ESTABLISH COMPARABILITY DATA AND RECOMMENDATION OF A COMPENSATION PACKAGE TO THE BOARD OF DIRECTORS FOR APPROVAL. ALL OTHER KEY EMPLOYEE'S ARE REVIEWED BY THE HUMAN RESOURCE DEPARTMENT. EXTERNAL BENCHMARKING RESOURCES ARE REFERENCED SUCH AS THE MOST RECENT GUIDESTAR NONPROFIT COMPENSATION REPORT. FINAL RECOMMENDATIONS ARE MADE TO THE EXECUTIVE DIRECTOR/PRESIDENT WITH A FINAL REVIEW BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 19: OUR FORMS 990 (CURRENT AND PRIOR THREE YEARS) ARE AVAILABLE ON THE OFFICIAL WEBSITE OF THE ATTORNEY GENERAL OF MASSACHUSETTS AT WWW.CHARITIES.AGO.STATE.MA.US AND GUIDESTAR AT WWW2.GUIDESTAR.ORG. WE ALSO MAKE OUR FORM 990, FORM 1023, FORM 990-T, ARTICLES OF INCORPORATION, AND BYLAWS AVAILABLE TO THE PUBLIC UPON REQUEST.

Name of the organization FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.

Employer identification number 04-2761636

OUR AUDITED FINANCIAL STATEMENTS ARE ALSO AVAILABLE ON THE OFFICIAL WEBSITE OF THE ATTORNEY GENERAL OF MASSACHUSETTS AT WWW.CHARITIES.AGO.STATE.MA.US.

WE DO NOT MAKE OUR CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC.

IN ADDITION, VARIOUS OTHER GOVERNING DOCUMENTS ARE ALSO AVAILABLE ON THE OFFICIAL WEBSITE OF THE SECRETARY OF STATE OF MASSACHUSETTS AT:

WWW.CORP.SEC.STATE.MA.US/CORP/CORPSEARCH/CORPSEARCHINPUT.ASP

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS: -1,136,802.

SCHEDULE R
(Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ 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.

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization: FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.

Employer identification number: 04-2761636

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

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

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
FRIENDS OF FACING HISTORY AND OURSELVES - 04-2754319, 16 HURD RD., BROOKLINE, MA 02445	SUPPORT FOR FACING HISTORY AND OURSELVES	MASSACHUSETTS	501(C)(3)	PF	N/A		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2011

132161 01-23-12 LHA

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? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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

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

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

		Line	Yes	No
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	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b		X
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Sale of assets to related organization(s)	1f		X
g	Purchase of assets from related organization(s)	1g		X
h	Exchange of assets with related organization(s)	1h		X
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		X
n	Sharing of paid employees with related organization(s)	1n		X
o	Reimbursement paid to related organization(s) for expenses	1o		X
p	Reimbursement paid by related organization(s) for expenses	1p		X
q	Other transfer of cash or property to related organization(s)	1q		X
r	Other transfer of cash or property from related organization(s)	1r		X

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

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.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(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		Yes	No	

Part VII Supplemental Information

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