

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2012

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 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

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) Room/suite
16 HURD ROAD
 City, town, or post office, state, and ZIP code
BROOKLINE, MA 02445-6919

D Employer identification number
04-2761636

E Telephone number
617-735-1627

G Gross receipts \$ **23,159,252.**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)
H(c) Group exemption number ▶

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

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

J Website: ▶ **WWW.FACINGHISTORY.ORG**

K Form of organization: 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 <input type="checkbox"/> 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)	33
	4	Number of independent voting members of the governing body (Part VI, line 1b)	32
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	198
	6	Total number of volunteers (estimate if necessary)	15
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	21,665.
	7b	Net unrelated business taxable income from Form 990-T, line 34	-838.
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year: 27,925,974. Current Year: 20,604,989.
	9	Program service revenue (Part VIII, line 2g)	1,027,301. 994,852.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	588,342. 451,870.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	63,628. -5,900.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	29,605,245. 22,045,811.
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)	14,780,602. 15,811,873.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶	3,027,796.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	6,037,033. 5,682,948.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	20,817,635. 21,494,821.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	8,787,610. 550,990.
	20	Total assets (Part X, line 16)	Beginning of Current Year: 48,245,897. End of Year: 51,778,565.
	21	Total liabilities (Part X, line 26)	961,493. 1,197,810.
22	Net assets or fund balances. Subtract line 21 from line 20	47,284,404. 50,580,755.	

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: *5/3/14*
MARTIN SLEEPER, ASSOCIATE EXECUTIVE DIRECTOR
 Type or print name and title

Paid Preparer Use Only
 Print/Type preparer's name: **JOSEPH M. GISO** Preparer's signature: _____ Date: **05/06/14** Check if self-employed PTIN: **P00030126**
 Firm's name: **CBIZ TOFIAS** Firm's EIN: **26-3753134**
 Firm's address: **500 BOYLSTON STREET BOSTON, MA 02116** Phone no.: **617-761-0600**

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

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Form 990 (2012)

04-2761636 Page 2

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
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 No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 16,896,820. Including grants of \$) (Revenue \$ 994,852.)
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 13, 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 ► 16,896,820.

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Form 990 (2012)

04-2761636 Page 3

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)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		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? <i>If "Yes," complete Schedule C, Part II</i>		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? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</i>		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? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>		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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	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? <i>If "Yes," complete Schedule F, Parts II and IV</i>	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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I</i>		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? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		X

Form 990 (2012)

232003
12-10-12

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Form 990 (2012)

04-2761636 Page 4

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		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		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	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		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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		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		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		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		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		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	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		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		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		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		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
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		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		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Form 990 (2012)

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Form 990 (2012)

04-2761636 Page 5

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	87		
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?	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	198		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	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)?		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?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
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?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		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?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
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?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
12b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13b			
c	Enter the amount of reserves on hand		
13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		
14b			

Form 990 (2012)

232005
12-10-12

FACING HISTORY AND OURSELVES

NATIONAL FOUNDATION, INC.

Form 990 (2012)

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

Section A. Governing Body and Management

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 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.	33			
b Enter the number of voting members included in line 1a, above, who are independent		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?		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?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
11a		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12b		
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
12c		
13 Did the organization have a written whistleblower policy?	X	
13		
14 Did the organization have a written document retention and destruction policy?	X	
14		
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	X	
15a		
b Other officers or key employees of the organization	X	
15b		
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?		X
16a		
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 Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **MARGOT STROM - 617-735-1627**
16 HURD ROAD, BROOKLINE, MA 02445-6919

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Form 990 (2012)

04-2761636 Page 7

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 (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MARGOT STERN STROM PRESIDENT/EXEC. DIR.	40.00	X		X				291,596.	0.	23,986.
(2) SETH A. KLARMAN CHAIR, BOARD OF TRUSTEES	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 CO-CHAIR, BOARD OF DIRECTORS	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.

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Form 990 (2012)

04-2761636 Page 8

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(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								291,596.	0.	23,986.
c Total from continuation sheets to Part VII, Section A								2,149,715.	0.	301,921.
d Total (add lines 1b and 1c)								2,441,311.	0.	325,907.

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

34

	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		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	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		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
THINKSHOUT 44NW 4TH AVE., PORTLAND, OR 97209	WEBSITE DEV/BRANDING	391,150.
COURIER COMPANIES 15 WELLMAN AVE., N. CHELMSFORD, MA 01863	PRINTING-TEXTBOOKS/P RINT ON DEMAND	219,000.
RP3 AGENCY 7316 WISCONSIN AVE., BETHESDA, MD 20814	WEBSITE DEV/BRANDING	172,845.
BLUE STATE DIGITAL 406 7TH ST. NW, WASHINGTON, DC 20004	WEBSITE DEV/BRANDING	164,705.
GC BALLROOM OPERATOR LLC 55 WALL STREET, NEW YORK, NY 10005	FUNDRAISING EVENT	159,222.

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

8

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2012)

232008
12-10-12

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Form 990

04-2761636

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) JULIE ABRAMS LEFF CO-CHAIR, BOARD OF DIRECTORS	1.00	X	X					0.	0.	0.
(28) JOHN A. 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				214,436.	0.	18,470.
(35) BENJAMIN MAHNKE CHIEF FINANCIAL OFFICER	40.00			X				178,333.	0.	17,896.
(36) USHA PASI CHIEF DEVELOPMENT OFFICER	40.00				X			220,910.	0.	7,753.
(37) MARC SKVIRSKY CHIEF PROGRAM OFFICER	40.00				X			216,144.	0.	40,509.
(38) MARTIN SLEEPER ASSOCIATE EXEC. DIR.	40.00				X			216,950.	0.	24,380.
(39) ANNE C. STOKES DIR, DEV. & EXTERNAL	40.00				X			179,455.	0.	24,189.
(40) TERRY TOLLEFSON CHIEF STRATEGY OFFICER	40.00				X			214,436.	0.	40,391.
(41) PETER NELSON PROGRAM DIR NY OFFICE	40.00					X		139,710.	0.	32,686.
(42) STACY ABRAMSON DIRECTOR, NEW YORK OFFICE	40.00					X		131,529.	0.	18,047.
(43) ADAM STROM DIRECTOR OF R&D	40.00					X		161,079.	0.	18,198.
(44) PATRICIA KEENAN DIRECTOR, INDIVIDUAL GIVING	40.00					X		148,886.	0.	29,470.
(45) FRAN COLLETTI PROGRAM DIRECTOR, N.E.	40.00					X		127,847.	0.	29,932.
Total to Part VII, Section A, line 1c								2,149,715.		301,921.

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Form 990 (2012)

04-2761636 Page 9

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 4,508,159.				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 16,096,830.				
	g Noncash contributions included in lines 1a-1f: \$	3,403,386.				
	h Total. Add lines 1a-1f	20,604,989.				
	Program Service Revenue	2 a FEES	Business Code 611710	994,852.	994,852.	
b						
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f			994,852.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		93,988.	21,665.	72,323.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses		0.		
		c Gain or (loss)		357,882.		
	d Net gain or (loss)		357,882.		357,882.	
	8 a Gross income from fundraising events (not including \$ 4,508,159. of contributions reported on line 1c). See Part IV, line 18	a	677,758.			
	b Less: direct expenses	b	677,758.			
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	429,783.				
	b Less: cost of goods sold	b	435,683.			
	c Net income or (loss) from sales of inventory		-5,900.		-5,900.	
Miscellaneous Revenue		Business Code				
11 a						
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d					
12 Total revenue. See instructions.		22,045,811.	994,852.	21,665.	424,305.	

232009
12-10-12

Form 990 (2012)

FACING HISTORY AND OURSELVES

NATIONAL FOUNDATION, INC.

Form 990 (2012)

04-2761636 Page 10

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
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	2,673,918.	2,139,134.	187,174.	347,610.
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	9,694,069.	7,777,913.	589,302.	1,326,854.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,187,949.	950,359.	83,157.	154,433.
9 Other employee benefits	1,161,049.	928,839.	81,274.	150,936.
10 Payroll taxes	1,094,888.	875,910.	76,643.	142,335.
11 Fees for services (non-employees):				
a Management	2,541,858.	1,839,819.	281,986.	420,053.
b Legal				
c Accounting	112,767.	20,150.	89,385.	3,232.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses	350,927.	278,804.	27,646.	44,477.
14 Information technology	234,096.	183,342.	13,814.	36,940.
15 Royalties				
16 Occupancy	627,763.	493,228.	45,250.	89,285.
17 Travel	686,289.	561,698.	48,812.	75,779.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	389,557.	312,204.	25,069.	52,284.
23 Insurance				
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	228,768.	144,634.	244.	83,890.
b POSTAGE & SHIPPING	220,385.	143,848.	7,202.	69,335.
c MACHINE MAINTENANCE	107,129.	80,376.	12,816.	13,937.
d AUDIO VISUAL & LIBRARY	66,124.	63,090.	431.	2,603.
e All other expenses	117,285.	103,472.		13,813.
25 Total functional expenses. Add lines 1 through 24e	21,494,821.	16,896,820.	1,570,205.	3,027,796.
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)

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Form 990 (2012)

04-2761636 Page 11

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	2,297,808.	1	3,373,570.	
	2 Savings and temporary cash investments		2		
	3 Pledges and grants receivable, net	21,443,034.	3	18,589,230.	
	4 Accounts receivable, net	204,737.	4	235,236.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L			6	
	7 Notes and loans receivable, net	578,376.	7	482,465.	
	8 Inventories for sale or use	181,043.	8	364,677.	
	9 Prepaid expenses and deferred charges	230,072.	9	373,454.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 6,837,253.			
	b Less: accumulated depreciation	10b 5,082,849.	10c 1,368,540.		1,754,404.
	11 Investments - publicly traded securities	21,942,287.	11	26,605,529.	
	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)	48,245,897.	16	51,778,565.		
Liabilities	17 Accounts payable and accrued expenses	930,018.	17	1,187,086.	
	18 Grants payable		18		
	19 Deferred revenue	31,475.	19	10,724.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		
	26 Total liabilities. Add lines 17 through 25	961,493.	26	1,197,810.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	9,785,106.	27	12,895,672.	
	28 Temporarily restricted net assets	16,371,159.	28	15,601,584.	
	29 Permanently restricted net assets	21,128,139.	29	22,083,499.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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	47,284,404.	33	50,580,755.		
34 Total liabilities and net assets/fund balances	48,245,897.	34	51,778,565.		

Form 990 (2012)

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Form 990 (2012)

04-2761636 Page 12

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	22,045,811.
2	Total expenses (must equal Part IX, column (A), line 25)	2	21,494,821.
3	Revenue less expenses. Subtract line 2 from line 1	3	550,990.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	47,284,404.
5	Net unrealized gains (losses) on investments	5	2,745,361.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	50,580,755.

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: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X
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 (2012)

FACING HISTORY AND OURSELVES

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	19691317.	11437870.	28505078.	27925974.	20604989.	108165228
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	19691317.	11437870.	28505078.	27925974.	20604989.	108165228
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)						14281475.
6 Public support. Subtract line 5 from line 4.						93883753.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	19691317.	11437870.	28505078.	27925974.	20604989.	108165228
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	70,103.	18,925.	37,282.	67,430.	93,988.	287,728.
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						108452956
12 Gross receipts from related activities, etc. (see instructions)					12	9,166,052.
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	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	86.57 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	89.52 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
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	<input type="checkbox"/>	

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

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

2012

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) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

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

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

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

FACING HISTORY AND OURSELVES

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	14,405,880.	7,676,597.	5,353,608.	5,619,932.	5,417,101.
b Contributions	2,181,619.	7,304,257.	1,800,074.	37,276.	977,973.
c Net investment earnings, gains, and losses	2,203,600.	-300,738.	772,404.	715,812.	-616,656.
d Grants or scholarships					
e Other expenditures for facilities and programs	415,969.	274,236.	249,489.	425,152.	158,486.
f Administrative expenses					
g End of year balance	18,375,130.	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 .55 %
- b Permanent endowment 85.31 %
- c Temporarily restricted endowment 14.14 %

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		2,286,070.	1,667,419.	618,651.
d Equipment		3,029,129.	2,071,969.	957,160.
e Other		1,522,054.	1,343,461.	178,593.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,754,404.

FACING HISTORY AND OURSELVES
 NATIONAL FOUNDATION, INC.

Schedule D (Form 990) 2012

04-2761636 Page 3

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 XIII, 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). Check here if the text of the footnote has been provided in Part XIII

FACING HISTORY AND OURSELVES

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	26,093,116.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	2,745,361.	
b	Donated services and use of facilities	2b	866,261.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	435,683.	
e	Add lines 2a through 2d	2e	4,047,305.	
3	Subtract line 2e from line 1	3	22,045,811.	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	0.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	22,045,811.	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	22,796,765.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	866,261.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	435,683.	
e	Add lines 2a through 2d	2e	1,301,944.	
3	Subtract line 2e from line 1	3	21,494,821.	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	0.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	21,494,821.	

Part XIII Supplemental Information

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

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 XIII 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 XI, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD - NETTED ON FORM 990, PAGE 9, PART VIII,

LINE 10B: 435,683.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD - NETTED ON FORM 990, PAGE 9, PART VIII,

LINE 10B: 435,683.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

Department of the Treasury
Internal Revenue Service

▶ 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

2012

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? 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	72,443.
NORTH AMERICA	0	0	GRANTS TO RECIPIENTS LOCATED IN THE REGION	SEE PART V. SUPPLEMENTAL INFORMATION	47,448.
3 a Sub-total	0	0			119,891.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			119,891.

FACING HISTORY AND OURSELVES

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

FACING HISTORY AND OURSELVES

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.

FACING HISTORY AND OURSELVES

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	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		BENEFIT DINNER (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	5,185,917.		5,185,917.
	2	Less: Contributions	4,508,159.		4,508,159.
	3	Gross income (line 1 minus line 2)	677,758.		677,758.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	677,758.		677,758.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			(677,758)
	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	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> 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: _____

FACING HISTORY AND OURSELVES

- 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)**

Compensation Information

OMB No. 1545-0047

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.

2012
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

**FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.**

Employer identification number

04-2761636

Part I Questions Regarding Compensation

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.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> 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

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?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2012

FACING HISTORY AND OURSELVES

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 & DEVELOPMENT	FAMILY MEMBER OF MARGOT STROM, PRESIDENT/EXECUTIVE DIRECTOR	179,277.	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)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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	34	3,403,386.	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?		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?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		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 M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

Name of the organization

**FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.**

Employer identification number
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**

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization	FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.	Employer identification number	04-2761636
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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 13 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

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

Employer identification number
04-2761636

LEADERS, WE SHARE BEST PRACTICES AND HIGHLIGHT THIS IMPORTANT WORK.

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,

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

Employer identification number
04-2761636

ARTICLES OF INCORPORATION, AND BYLAWS AVAILABLE TO THE PUBLIC UPON REQUEST.
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

**FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.**

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

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

		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	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
b	Gift, grant, or capital contribution to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
c	Gift, grant, or capital contribution from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
d	Loans or loan guarantees to or for related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
e	Loans or loan guarantees by related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
f	Dividends from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
g	Sale of assets to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
h	Purchase of assets from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
i	Exchange of assets with related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
j	Lease of facilities, equipment, or other assets to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
k	Lease of facilities, equipment, or other assets from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
l	Performance of services or membership or fundraising solicitations for related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
m	Performance of services or membership or fundraising solicitations by related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
o	Sharing of paid employees with related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
p	Reimbursement paid to related organization(s) for expenses	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
q	Reimbursement paid by related organization(s) for expenses	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
r	Other transfer of cash or property to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
s	Other transfer of cash or property from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

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

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

TAX RETURN FILING INSTRUCTIONS

FORM 990-T

FOR THE YEAR ENDING

JUNE 30, 2013

Prepared for	FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC. 16 HURD ROAD BROOKLINE, MA 02445-6919
Prepared by	CBIZ TOFIAS 500 BOYLSTON STREET BOSTON, MA 02116
Amount due or refund	NO AMOUNT IS DUE. THE ORGANIZATION WILL RECEIVE A REFUND IN THE AMOUNT OF \$264
Make check payable to	NO AMOUNT IS DUE.
Mail tax return and check (if applicable) to	DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE CENTER OGDEN, UT 84201-0027
Return must be mailed on or before	MAY 15, 2014
Special instructions	THE RETURN SHOULD BE SIGNED AND DATED.

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2012

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

For calendar year 2012 or other tax year beginning JUL 1, 2012, and ending JUN 30, 2013

A Check box if address changed; B Exempt under section 501(c)(3); Name of organization: FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.; 16 HURD ROAD; BROOKLINE, MA 02445-6919

C Book value of all assets at end of year: 51,778,565.; F Group exemption number; G Check organization type: 501(c) corporation

H Describe the organization's primary unrelated business activity: INVESTMENT PARTNERSHIPS; I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? No

J The books are in care of: MARGOT STROM; Telephone number: 617-735-1627

Table with 3 columns: (A) Income, (B) Expenses, (C) Net. Rows include: 1a Gross receipts or sales; 2 Cost of goods sold; 4a Capital gain net income; 5 Income (loss) from partnerships; 13 Total. Combine lines 3 through 12. Total: 21,665.

Table with 2 columns: Description, Amount. Rows include: 14 Compensation of officers, directors, and trustees; 15 Salaries and wages; 29 Total deductions; 30 Unrelated business taxable income before net operating loss deduction; 34 Unrelated business taxable income. Total: -838.

FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.

Form 990-T (2012)

04-2761636

Page 2

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation).
Controlled group members (sections 1561 and 1563) check here See instructions and:

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) \$ _____ (2) \$ _____ (3) \$ _____

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____
 (2) Additional 3% tax (not more than \$100,000) \$ _____

c Income tax on the amount on line 34 **35c** 0.

36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on the amount on line 34 from:
 Tax rate schedule or Schedule D (Form 1041) **36**

37 Proxy tax (see instructions) **37**

38 Alternative minimum tax **38**

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies **39** 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**

b Other credits (see instructions) **40b**

c General business credit. Attach Form 3800 **40c**

d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**

e Total credits. Add lines 40a through 40d **40e**

41 Subtract line 40e from line 39 **41** 0.

42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach statement) **42**

43 Total tax. Add lines 41 and 42 **43** 0.

44a Payments: A 2011 overpayment credited to 2012 **44a** 264.

b 2012 estimated tax payments **44b**

c Tax deposited with Form 8868 **44c**

d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**

e Backup withholding (see instructions) **44e**

f Credit for small employer health insurance premiums (Attach Form 8941) **44f**

g Other credits and payments: Form 2439 Form 4136 Other _____ Total **44g**

45 Total payments. Add lines 44a through 44g **45** 264.

46 Estimated tax penalty (see instructions). Check if Form 2220 is attached **46**

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47**

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 264.

49 Enter the amount of line 48 you want: Credited to 2013 estimated tax **49** 264. Refunded

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here **Yes** **No**

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file. **Yes** **No**

3 Enter the amount of tax-exempt interest received or accrued during the tax year **\$**

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **N/A**

1 Inventory at beginning of year	1	6 Inventory at end of year	6
2 Purchases	2	7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7
3 Cost of labor	3		
4a Additional section 263A costs (att. statement)	4a	8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes <input type="checkbox"/> No <input type="checkbox"/>
b Other costs (attach statement)	4b		
5 Total. Add lines 1 through 4b	5		

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer _____ Date _____ Title **ASSOCIATE EXECUTIVE DIRECTOR**

May the IRS discuss this return with the preparer shown below (see instructions)? **Yes** **No**

Paid Preparer Use Only

Print/Type preparer's name **JOSEPH M. GISO** Preparer's signature _____ Date **05/06/14** Check if self-employed PTIN **P00030126**

Firm's name **CBIZ TOFIAS** Firm's EIN **26-3753134**

Firm's address **500 BOYLSTON STREET BOSTON, MA 02116** Phone no. **617-761-0600**

FACING HISTORY AND OURSELVES

Form 990-T (2012) NATIONAL FOUNDATION, INC.

04-2761636

Page 3

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0.		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			0.	0.
Total dividends-received deductions included in column 8			0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			6. Deductions directly connected with income in column 5
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations		9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
7. Taxable income	8. Net unrelated income (loss) (see instructions)			
(1)				
(2)				
(3)				
(4)				
Totals			0.	0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals		Enter here and on page 1, Part I, line 9, column (A). 0.		Enter here and on page 1, Part I, line 9, column (B). 0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals		Enter here and on page 1, Part I, line 10, col. (A). 0.	Enter here and on page 1, Part I, line 10, col. (B). 0.			Enter here and on page 1, Part II, line 28. 0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))		0.	0.			0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I		0.	0.			0.
Totals, Part II (lines 1-5)		Enter here and on page 1, Part I, line 11, col. (A). 0.	Enter here and on page 1, Part I, line 11, col. (B). 0.			Enter here and on page 1, Part II, line 27. 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)			%
(2)			%
(3)			%
(4)			%
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T	INCOME (LOSS) FROM PARTNERSHIPS	STATEMENT	1
DESCRIPTION		AMOUNT	
INCOME FROM INVESTMENT PARTNERSHIPS		13,273.	
TOTAL TO FORM 990-T, PAGE 1, LINE 5		13,273.	

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.
▶ Information about Schedule D (Form 1120) and its separate instructions is at www.irs.gov/form1120.

2012

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

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

Complete Form 8949 before completing line 1, 2, or 3. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price) from Form(s) 8949, Part I, line 2, column (d)	(e) Cost or other basis from Form(s) 8949, Part I, line 2, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
1 Short-term totals from all Forms 8949 with box A checked in Part I				
2 Short-term totals from all Forms 8949 with box B checked in Part I				
3 Short-term totals from all Forms 8949 with box C checked in Part I				2,709.
4 Short-term capital gain from installment sales from Form 6252, line 26 or 37				4
5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824				5
6 Unused capital loss carryover (attach computation)				6 ()
7 Net short-term capital gain or (loss). Combine lines 1 through 6 in column h				7 2,709.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

Complete Form 8949 before completing line 8, 9, or 10. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price) from Form(s) 8949, Part II, line 4, column (d)	(e) Cost or other basis from Form(s) 8949, Part II, line 4, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 4, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
8 Long-term totals from all Forms 8949 with box A checked in Part II				
9 Long-term totals from all Forms 8949 with box B checked in Part II				
10 Long-term totals from all Forms 8949 with box C checked in Part II				5,741.
11 Enter gain from Form 4797, line 7 or 9				11
12 Long-term capital gain from installment sales from Form 6252, line 26 or 37				12
13 Long-term capital gain or (loss) from like-kind exchanges from Form 8824				13
14 Capital gain distributions				14
15 Net long-term capital gain or (loss). Combine lines 8 through 14 in column h				15 5,741.

Part III Summary of Parts I and II

16 Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15)	16	2,709.
17 Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7)	17	5,741.
18 Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns	18	8,450.

Note. If losses exceed gains, see **Capital losses** in the instructions.

Form **4562**

Depreciation and Amortization 990
(Including Information on Listed Property)

OMB No. 1545-0172

2012

Attachment
Sequence No. 179

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

**FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.**

FORM 990 PAGE 10

04-2761636

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	389,557.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property					
b	5-year property					
c	7-year property					
d	10-year property					
e	15-year property					
f	20-year property					
g	25-year property		25 yrs.		S/L	
h	Residential rental property	/	27.5 yrs.	MM	S/L	
i	Nonresidential real property	/	39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year	/	40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	389,557.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.**

Form 4562 (2012)

04-2761636 Page 2

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
 Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No		24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No						
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use								25
26 Property used more than 50% in a qualified business use:								
			%					
			%					
			%					
27 Property used 50% or less in a qualified business use:								
			%			S/L -		
			%			S/L -		
			%			S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes		No		Yes		No		Yes		No	
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year:					
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

Form **4797**

Department of the Treasury
Internal Revenue Service (99)

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))
▶ Attach to your tax return.

OMB No. 1545-0184

2012

Attachment
Sequence No. **27**

▶ Information about Form 4797 and its separate instructions is at www.irs.gov/form4797.

Name(s) shown on return

**FACING HISTORY AND OURSELVES
NATIONAL FOUNDATION, INC.**

Identifying number

04-2761636

1 Enter the gross proceeds from sales or exchanges reported to you for 2012 on Form(s) 1099-B or 1099-S
(or substitute statement) that you are including on line 2, 10, or 20

1

**Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From
Other Than Casualty or Theft—Most Property Held More Than 1 Year** (see instructions)

(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
2 SECTION 1231 LOSSES						-58.

3 Gain, if any, from Form 4684, line 39	3	
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37	4	
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5	
6 Gain, if any, from line 32, from other than casualty or theft	6	
7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows: Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below. Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.	7	-58.
8 Nonrecaptured net section 1231 losses from prior years (see instructions)	8	
9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)	9	

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):		
11 Loss, if any, from line 7	11	-58.
12 Gain, if any, from line 7 or amount from line 8, if applicable	12	
13 Gain, if any, from line 31	13	
14 Net gain or (loss) from Form 4684, lines 31 and 38a	14	
15 Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17 Combine lines 10 through 16	17	-58.
18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below: a If the loss on line 11 includes a loss from Form 4684, line 35; column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14	18a 18b	

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form **4797** (2012)

FACING HISTORY AND OURSELVES

Form 4797 (2012) NATIONAL FOUNDATION, INC.

04-2761636

Page 2

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255 (see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:		(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A			
B			
C			
D			
These columns relate to the properties on lines 19A through 19D.			
	▶	Property A	Property B
20	Gross sales price (Note: See line 1 before completing.)	20	
21	Cost or other basis plus expense of sale	21	
22	Depreciation (or depletion) allowed or allowable	22	
23	Adjusted basis. Subtract line 22 from line 21	23	
24	Total gain. Subtract line 23 from line 20	24	
25	If section 1245 property:		
a	Depreciation allowed or allowable from line 22	25a	
b	Enter the smaller of line 24 or 25a	25b	
26	If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.		
a	Additional depreciation after 1975 (see instructions)	26a	
b	Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)	26b	
c	Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c	
d	Additional depreciation after 1969 and before 1976	26d	
e	Enter the smaller of line 26c or 26d	26e	
f	Section 291 amount (corporations only)	26f	
g	Add lines 26b, 26e, and 26f	26g	
27	If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership).		
a	Soil, water, and land clearing expenses	27a	
b	Line 27a multiplied by applicable percentage	27b	
c	Enter the smaller of line 24 or 27b	27c	
28	If section 1254 property:		
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions)	28a	
b	Enter the smaller of line 24 or 28a	28b	
29	If section 1255 property:		
a	Applicable percentage of payments excluded from income under section 126 (see instructions)	29a	
b	Enter the smaller of line 24 or 29a (see instructions)	29b	

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30	Total gains for all properties. Add property columns A through D, line 24	30
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31
32	Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6	32

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33	Section 179 expense deduction or depreciation allowable in prior years	33
34	Recomputed depreciation (see instructions)	34
35	Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0028

Attachment
 Sequence No. **128**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor

**FACING HISTORY AND OURSELVES
 NATIONAL FOUNDATION, INC.**

Identifying number (see instructions)

04-2761636

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transferor was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

Yes No

b Did the transferor remain in existence after the transfer?

Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made?

Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
JEWISH COMMUNITY ENDOWMENT POOL, LLP	04-3460734

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?

Yes No

c Is the partner disposing of its entire interest in the partnership?

Yes No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?

Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

BRACEBRIDGE CAPITAL, LLC

4 Identifying number, if any

5 Address (including country)

**500 BOYLSTON STREET, SUITE 1700
 BOSTON, MA 02116**

6 Country code of country of incorporation or organization

CJ

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation?

Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	06/28/2013		174,980.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0161 % (b) After .0139 %

10 Type of nonrecognition transaction (see instructions) ► **SECTION 351**

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions. FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.	Employer identification number (EIN) or 04-2761636
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 16 HURD ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BROOKLINE, MA 02445-6919	

Enter the Return code for the return that this application is for (file a separate application for each return) 07

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

MARTIN SLEEPER, ASSOCIATE EXEC. DIR.

• The books are in the care of ▶ **16 HURD ROAD - BROOKLINE, MA 02445-6919**

Telephone No. ▶ **617-735-1627** FAX No. ▶ **617-566-2771**

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MAY 15, 2014**; to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

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

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

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

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

Form 8868 (Rev. 1-2013)