

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Open to Public Inspection

Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning **JUL 1, 2013** and ending **JUN 30, 2014**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization EPILEPSY FOUNDATION OF AMERICA		D Employer identification number 52-0856660
	Doing Business As		E Telephone number 301-459-3700
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 26,822,405.
	8301 PROFESSIONAL PLACE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
City or town, state or province, country, and ZIP or foreign postal code LANDOVER, MD 20785		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
F Name and address of principal officer: PHILIP M. GATTONE SAME AS C ABOVE		If "No," attach a list. (see instructions)	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW.EPILEPSY.COM			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 1967
			M State of legal domicile: DE

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SEE PART III, LINE 1.		
	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)	3	21
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	20
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	81
	6 Total number of volunteers (estimate if necessary)	6	100
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	97,260.
b Net unrelated business taxable income from Form 990-T, line 34	7b	-120,424.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	14,174,311.	17,745,071.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	627,116.	526,812.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	884,041.	582,592.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-788,599.	-4,176,221.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	14,896,869.	14,678,254.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,786,565.	2,323,297.
	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)	5,350,779.	5,338,527.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	94,400.	400,550.
	b Total fundraising expenses (Part IX, column (D), line 25)	2,703,965.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	5,889,479.	5,961,813.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	15,121,223.	14,024,187.
19 Revenue less expenses. Subtract line 18 from line 12	-224,354.	654,067.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	17,963,773.	17,379,507.
	22 Net assets or fund balances. Subtract line 21 from line 20	7,704,627.	5,878,873.
		10,259,146.	11,500,634.

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 <i>Philip M. Gattone</i>	Date 4/14/15
	PHILIP M. GATTONE, PRESIDENT AND CEO Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name ROBERT W. ALONSO	Preparer's signature <i>Robert W. Alonso</i>
	Date 4/8/15	Check if self-employed <input type="checkbox"/> PTIN PO1003783
Firm's name GELMAN, ROSENBERG & FREEDMAN		Firm's EIN 52-1392008
Firm's address 4550 MONTGOMERY AVE SUITE 650N BETHESDA, MD 20814-2930		Phone no. (301) 951-9090

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: THE MISSION OF THE EPILEPSY FOUNDATION IS TO STOP SEIZURES AND SUDEP, FIND A CURE AND OVERCOME THE CHALLENGES CREATED BY EPILEPSY THROUGH EFFORTS INCLUDING EDUCATION, ADVOCACY AND RESEARCH TO ACCELERATE IDEAS INTO THERAPIES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes," describe these new services on Schedule O.

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 4,237,629. including grants of \$ 872,546.) (Revenue \$ 389,816.) COMMUNITY SERVICES - THE FOUNDATION PROVIDES COMMUNITY SUPPORT FOR INDIVIDUALS, FAMILIES, CAREGIVERS AND OTHERS IMPACTED BY EPILEPSY AND SEIZURES THROUGH PROGRAMS DEVELOPED FOR OUR NATIONWIDE AFFILIATE NETWORK AND THROUGH SERVICES PROVIDED DIGITALLY. PROGRAMS ARE FUNDED THROUGH NATIONAL PARTNERSHIPS WITH GOVERNMENT AGENCIES, CORPORATE SPONSORS, FOUNDATION GRANTS AND PRIVATE DONATIONS. THE FOUNDATION IS COMMITTED TO SERVING AN INCREASING DIVERSE COMMUNITY BY BUILDING PROGRAMS AND INITIATIVES FOCUSING ON ETHNIC AND OTHER CULTURAL OUTREACH. THE FOUNDATION ACTIVELY ENGAGES IN LEGISLATIVE ADVOCACY TO IMPROVE ACCESS TO MEDICATIONS, HEALTH CARE, EMPLOYMENT AND CIVIL RIGHTS. THE FOUNDATION'S GOAL IS TO ENSURE THAT ALL PEOPLE AFFECTED BY EPILEPSY AND SEIZURES HAVE ACCESS TO APPROPRIATE SERVICES AND

4b (Code:) (Expenses \$ 2,337,803. including grants of \$ 53,750.) (Revenue \$ 97,260.) PUBLIC HEALTH EDUCATION - THE FOUNDATION PROVIDES COMPREHENSIVE INFORMATION ON EPILEPSY, AVAILABLE THERAPIES, PROVIDERS AND SERVICES TO INDIVIDUALS, FAMILIES AND HEALTHCARE PROFESSIONALS ONLINE AND IN LOCAL COMMUNITIES. THIS IS DONE THROUGH OUR WEB ENTERPRISE AT EPILEPSY.COM AS WELL AS THROUGH SOCIAL AND TRADITIONAL MEDIA RESOURCES. THE FOUNDATION BUILDS PARTNERSHIPS WITH PROFESSIONAL ORGANIZATIONS TO FOSTER EXCHANGE OF RELEVANT AND CUTTING EDGE INFORMATION. THE FOUNDATION ALSO HAS A 24 HOUR NATIONWIDE SUPPORT RESOURCE AND PROVIDES INFORMATION THROUGH OUR NETWORK OF EPILEPSY FOUNDATION AFFILIATES.

4c (Code:) (Expenses \$ 2,327,573. including grants of \$ 1,354,609.) (Revenue \$ 39,736.) RESEARCH - THE EPILEPSY FOUNDATION SUPPORTS INNOVATIVE NEW THERAPIES AND RESEARCH TO ELIMINATE SEIZURES, SIDE EFFECTS, EPILEPSY-RELATED MORTALITY, CO-MORBIDITIES AND THE CONSEQUENCES OF EPILEPSY. THE FOUNDATION FOCUSES ON ACCELERATING RESEARCH THROUGH GRANTS, INVESTMENTS AND INNOVATIVE PARTNERSHIPS. OUR STRATEGIC RESEARCH GOALS ALSO INCLUDE ENCOURAGING SCIENTISTS AND CLINICIANS TO DEVOTE THEIR CAREERS TO EPILEPSY RESEARCH AND CLINICAL CARE THROUGH FINANCIAL AND OTHER FORMS OF SUPPORT.

4d Other program services (Describe in Schedule O.) (Expenses \$ 783,040. including grants of \$ 42,392.) (Revenue \$)

4e Total program service expenses 9,686,045.

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 other assistance to or for any foreign organization? <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 other assistance to or for foreign individuals? <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	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		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? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>		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? <i>If "Yes," complete Schedule L, Part III</i>		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? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		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? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		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? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b	<i>If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)?</i> <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question number, question text, and Yes/No columns. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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 or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 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.		
1a	21		
b	Enter the number of voting members included in line 1a, above, who are independent		
1b	20		
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?		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?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		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?		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?		X
7b			
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
8a			
b	Each committee with authority to act on behalf of the governing body?	X	
8b			
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		X
9			

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?	X	
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.		
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	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
15a			
b	Other officers or key employees of the organization	X	
15b			
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
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 **SEE SCHEDULE O**
- 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: **DIANE RUBINSTEIN - 301-918-3702**
8301 PROFESSIONAL PLACE, LANDOVER, MD 20785-2353

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

Check if Schedule O contains a response or note to any line 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) WARREN LAMMERT CHAIR	1.00 1.00	X		X				0.	0.	0.
(2) ROGER HELDMAN TREASURER	1.00 1.00	X		X				0.	0.	0.
(3) MAY LIANG SECRETARY	1.00 1.00	X		X				0.	0.	0.
(4) JOYCE BENDER DIRECTOR	1.00 1.00	X						0.	0.	0.
(5) BRADLEY BOYER DIRECTOR	1.00 1.00	X						0.	0.	0.
(6) TONY COELHO DIRECTOR	1.00 1.00	X						0.	0.	0.
(7) NANETTE DE TURK DIRECTOR (UNTIL 6/2014)	1.00 1.00	X						0.	0.	0.
(8) ORRIN DEVINSKY DIRECTOR (UNTIL 6/2014)	1.00 1.00	X						0.	0.	0.
(9) FRANK FISCHER DIRECTOR	1.00 1.00	X						0.	0.	0.
(10) BROOK GORDON DIRECTOR	1.00 1.00	X						0.	0.	0.
(11) RICH KARRISON DIRECTOR	1.00 1.00	X						0.	0.	0.
(12) JIM JACOBY DIRECTOR	1.00 1.00	X						0.	0.	0.
(13) KEVIN MALONE DIRECTOR (UNTIL 6/2014)	1.00 1.00	X						0.	0.	0.
(14) GARRY MENZEL DIRECTOR	1.00 1.00	X						0.	0.	0.
(15) BARI MILKEN DIRECTOR	1.00 1.00	X						0.	0.	0.
(16) DANIEL MOORE DIRECTOR	1.00 1.00	X						0.	0.	0.
(17) GEOFFREY POPE DIRECTOR	1.00 1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (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) STEVEN C. SCHACHTER DIRECTOR	1.00 1.00	X						0.	0.	0.
(19) ROBERT W. SMITH DIRECTOR	1.00 1.00	X						0.	0.	0.
(20) HOWARD R. SOULE DIRECTOR	1.00 1.00	X						0.	0.	0.
(21) DONNA STAHLHUT DIRECTOR	1.00 1.00	X						0.	0.	0.
(22) ELIZABETH WEISWASSER DIRECTOR	1.00 1.00	X						0.	0.	0.
(23) STEVE WULCHIN DIRECTOR	1.00 1.00	X						0.	0.	0.
(24) PHILIP GATTONE PRESIDENT AND CEO	35.00 5.00	X		X				250,690.	0.	18,663.
(25) LEE GASTON VP/FINANCE AND CFO	35.00 1.00			X				131,084.	0.	10,214.
(26) PATRICIA DUKES LEGAL COUNSEL	35.00				X			137,078.	0.	11,132.
1b Sub-total								518,852.	0.	40,009.
c Total from continuation sheets to Part VII, Section A								499,117.	0.	67,456.
d Total (add lines 1b and 1c)								1,017,969.	0.	107,465.

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 **9**

	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
MINDSET DIRECT, 1220 N. FILMORE STREET, SUITE 400, ARLINGTON, VA 22201	DIRECT MAIL	202,550.
BURTON STRATEGIES, 2920 NEILSON WAY, SUITE 501, SANTA MONICA, CA 90405	FUNDRAISING	198,000.
HARGROVE, INC. 1 HARGROVE DRIVE, LANHAM, MD 20706	EVENT PLANNING	167,025.
MATHEMATICA POLICY RESEARCH 1100 1ST STREET, NE, WASHINGTON, DC 20002	EVALUATION SERVICES	158,333.
ROGER J. PORTER, MD, LLC 461 TIMBER LANE, DEVON, PA 19333	CHIEF SCIENTIFIC OFFICER	140,989.

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 **7**

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week (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) ALEXANDRA FINUCANE SENIOR ADVISOR	22.00				X			134,164.	0.	10,506.
(28) ANGELA OSTROM VP/PUBLIC POLICY	35.00 1.00				X			132,816.	0.	26,829.
(29) KENNETH LOWENBERG VP/COMMUNICATIONS	35.00				X			118,332.	0.	15,311.
(30) DIANE RUBINSTEIN SR. FINANCE DIRECTOR/CONTROLLER	35.00				X			113,805.	0.	14,810.
Total to Part VII, Section A, line 1c								499,117.		67,456.

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	1,611,206.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	3,818,092.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	12,315,773.				
	g Noncash contributions included in lines 1a-1f: \$		4,956,164.				
	h Total. Add lines 1a-1f		17,745,071.				
Program Service Revenue	2 a AFFILIATE FEES	Business Code 900099	389,816.	389,816.			
	b WEB ADVERTISING	900004	97,260.		97,260.		
	c REGISTRATION FEES	900099	39,736.	39,736.			
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f		526,812.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		145,475.			145,475.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties		20,476.			20,476.	
	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				
		2,331,294.					
		b Less: cost or other basis and sales expenses		1,832,403.	61,774.		
		c Gain or (loss)		498,891.	-61,774.		
	d Net gain or (loss)		437,117.			437,117.	
	8 a Gross income from fundraising events (not including \$ 1,611,206. of contributions reported on line 1c). See Part IV, line 18	a		221,655.			
		b Less: direct expenses	b	966,438.			
		c Net income or (loss) from fundraising events		-744,783.			-744,783.
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		4,905,857.				
	b Less: cost of goods sold	b	9,283,536.				
	c Net income or (loss) from sales of inventory		-4,377,679.	-4,377,679.			
Miscellaneous Revenue		Business Code					
11 a LEASE RESTRUCTURE GAIN	900099		836,693.			836,693.	
b REIMBURSEMENTS	900099		78,361.			78,361.	
c MISCELLANEOUS	900099		10,711.			10,711.	
d All other revenue							
e Total. Add lines 11a-11d			925,765.				
12 Total revenue. See instructions.			14,678,254.	-3,948,127.	97,260.	784,050.	

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 or note to any line in this Part IX X

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	2,273,297.	2,273,297.		
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	50,000.	50,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	411,289.	214,892.	169,536.	26,861.
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	3,944,991.	2,480,529.	616,711.	847,751.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	187,393.	120,133.	28,365.	38,895.
9 Other employee benefits	480,069.	301,136.	87,524.	91,409.
10 Payroll taxes	314,785.	197,158.	57,885.	59,742.
11 Fees for services (non-employees):				
a Management				
b Legal	15,182.	9,244.	2,257.	3,681.
c Accounting	84,969.	51,735.	12,631.	20,603.
d Lobbying	110,415.	67,229.	16,414.	26,772.
e Professional fundraising services. See Part IV, line 17	400,550.			400,550.
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.)	1,913,661.	1,409,056.	344,029.	160,576.
12 Advertising and promotion				
13 Office expenses	1,409,278.	633,969.	82,271.	693,038.
14 Information technology	98,588.	60,027.	14,656.	23,905.
15 Royalties	53,541.	32,600.	7,959.	12,982.
16 Occupancy	509,624.	353,853.	54,432.	101,339.
17 Travel	305,113.	246,723.	13,740.	44,650.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	463,822.	375,060.	20,886.	67,876.
20 Interest				
21 Payments to affiliates	462,834.	462,834.		
22 Depreciation, depletion, and amortization	263,286.	186,809.	28,805.	47,672.
23 Insurance	78,825.	54,731.	8,419.	15,675.
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 EQUIPMENT MAINTENANCE	146,069.	84,511.	59,228.	2,330.
b MEMBERSHIP	27,925.	14,069.	3,706.	10,150.
c PUBLICATIONS	13,987.	6,292.	817.	6,878.
d MISCELLANEOUS	4,694.	158.	3,906.	630.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	14,024,187.	9,686,045.	1,634,177.	2,703,965.
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 <input checked="" type="checkbox"/> X if following SOP 98-2 (ASC 958-720)	540,245.	323,500.	0.	216,745.

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	512,520.	1	1,825,593.
	2	Savings and temporary cash investments	539,507.	2	650,238.
	3	Pledges and grants receivable, net	4,384,664.	3	2,421,325.
	4	Accounts receivable, net		4	
	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		7	
	8	Inventories for sale or use	23,195.	8	11,997.
	9	Prepaid expenses and deferred charges	216,656.	9	441,471.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 4,413,442.		
	b	Less: accumulated depreciation	10b 3,230,986.	10c	1,182,456.
	11	Investments - publicly traded securities	8,298,661.	11	7,192,780.
	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	3,482,206.	15	3,653,647.
16	Total assets. Add lines 1 through 15 (must equal line 34)	17,963,773.	16	17,379,507.	
Liabilities	17	Accounts payable and accrued expenses	2,545,355.	17	2,324,875.
	18	Grants payable	1,627,945.	18	1,119,358.
	19	Deferred revenue	125,169.	19	339,093.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	3,406,158.	25	2,095,547.
	26	Total liabilities. Add lines 17 through 25	7,704,627.	26	5,878,873.
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	3,760,935.	27	5,505,945.
	28	Temporarily restricted net assets	2,197,075.	28	1,410,283.
	29	Permanently restricted net assets	4,301,136.	29	4,584,406.
	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	10,259,146.	33	11,500,634.
	34	Total liabilities and net assets/fund balances	17,963,773.	34	17,379,507.

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	14,678,254.
2	Total expenses (must equal Part IX, column (A), line 25)	2	14,024,187.
3	Revenue less expenses. Subtract line 2 from line 1	3	654,067.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	10,259,146.
5	Net unrealized gains (losses) on investments	5	305,088.
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	282,333.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	11,500,634.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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		X
2b	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	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? _____	X	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____	X	

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