

**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)

**2011**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2011 calendar year, or tax year beginning APR 1, 2011 and ending MAR 31, 2012**

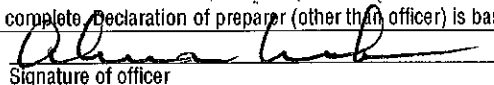
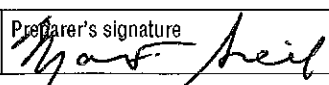
<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.		<b>D Employer identification number</b> 13-6213516	
	Doing Business As		<b>E Telephone number</b> 212-549-2500	
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 125 BROAD STREET, 18TH FLOOR		<b>G Gross receipts \$</b> 501,043,505.	
	City or town, state or country, and ZIP + 4 NEW YORK, NY 10004		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
<b>F Name and address of principal officer:</b> ANTHONY ROMERO SAME AS C ABOVE				
<b>I Tax-exempt status:</b> <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				
<b>J Website:</b> WWW.ACLU.ORG				
<b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other				
<b>L Year of formation:</b> 1966 <b>M State of legal domicile:</b> NY				

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: PRESERVATION AND PROMOTION OF CIVIL RIGHTS AND CIVIL LIBERTIES				
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.				
	<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	3	11	
	<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	4	11	
	<b>5</b>	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	269	
	<b>6</b>	Total number of volunteers (estimate if necessary)	6	118	
	<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	7a	395,150.	
<b>7b</b>	Net unrelated business taxable income from Form 990-T, line 34	7b	34,985.		
<b>Revenue</b>			<b>Prior Year</b>	<b>Current Year</b>	
	<b>8</b>	Contributions and grants (Part VIII, line 1h)	64,722,436.	58,074,573.	
	<b>9</b>	Program service revenue (Part VIII, line 2g)	2,189,804.	2,374,888.	
	<b>10</b>	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,355,732.	18,466,269.	
	<b>11</b>	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,522,517.	1,692,015.	
	<b>12</b>	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	74,790,489.	80,607,745.	
	<b>Expenses</b>	<b>13</b>	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	4,367,815.	5,551,018.
		<b>14</b>	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
		<b>15</b>	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	28,130,454.	31,023,307.
		<b>16a</b>	Professional fundraising fees (Part IX, column (A), line 11e)	859,458.	722,147.
<b>b</b>		Total fundraising expenses (Part IX, column (D), line 25)	7,052,902.		
<b>17</b>		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	36,807,989.	34,239,034.	
<b>18</b>		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	70,165,716.	71,535,506.	
<b>19</b>		Revenue less expenses. Subtract line 18 from line 12	4,624,773.	9,072,239.	
<b>Net Assets or Fund Balances</b>			<b>Beginning of Current Year</b>	<b>End of Year</b>	
	<b>20</b>	Total assets (Part X, line 16)	376,124,099.	341,064,393.	
	<b>21</b>	Total liabilities (Part X, line 26)	87,287,126.	68,191,565.	
<b>22</b>	Net assets or fund balances. Subtract line 21 from line 20	288,836,973.	272,872,828.		

**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.

<b>Sign Here</b>			Date <b>10/5/12</b>	
	Signature of officer <b>ALMA MONTCLAIR, DIR OF ADMIN &amp; FINANCE/ASST TR</b> Type or print name and title			
<b>Preparer Use Only</b>	Print/Type preparer's name <b>MARTIN GREIF</b>	Preparer's signature 	Date <b>10/5/12</b>	Check if self-employed <input type="checkbox"/> PTIN <b>P00029738</b>
	Firm's name <b>MCGLADREY LLP</b>			Firm's EIN <b>42-0714325</b>
	Firm's address <b>1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036-2602</b>			Phone no. <b>212-372-1000</b>

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 to any question in this Part III

1 Briefly describe the organization's mission:  
AS NOTED IN ITS ARTICLES OF INCORPORATION, THE MISSION OF THE ACLU FOUNDATION IS "TO ENCOURAGE, SPONSOR, AND FACILITATE THE CULTIVATION AND DIFFUSION OF KNOWLEDGE AND UNDERSTANDING OF THE VARIOUS CIVIL LIBERTIES AND CIVIL RIGHTS WHICH ARE PROTECTED BY THE CONSTITUTIONS

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 and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 23,556,663. including grants of \$ 1,364,237. ) (Revenue \$ 2,374,888. )  
THE ACLU FOUNDATION'S LITIGATION PROGRAM IS THE CORNERSTONE OF ITS CIVIL LIBERTIES PROGRAM. THE ACLU TODAY IS THE NATION'S PREEMINENT CIVIL LIBERTIES ORGANIZATION, WITH A STAFF OF ATTORNEYS IN THE NATIONAL OFFICE WORKING IN COLLABORATION WITH ATTORNEYS AT AFFILIATE OFFICES NATIONWIDE TO ADDRESS CASES INVOLVING A WIDE RANGE OF CIVIL LIBERTIES ISSUES. THE ACLU APPEARS BEFORE THE U.S. SUPREME COURT MORE THAN ANY OTHER LEGAL SERVICES ORGANIZATION OR GOVERNMENTAL AGENCY EXCEPT THE U. S. DEPARTMENT OF JUSTICE.

4b (Code: ) (Expenses \$ 25,909,717. including grants of \$ 4,186,781. ) (Revenue \$ )  
THE ACLU HAS AN AFFILIATE OR CHAPTER IN EVERY STATE AND IN PUERTO RICO. AFFILIATES HANDLE REQUESTS FOR LEGAL ASSISTANCE, LOBBY STATE LEGISLATURES AND HOST EDUCATIONAL FORUMS THROUGHOUT THE YEAR. THE NATIONAL ACLU COORDINATES FUNDRAISING EFFORTS WITH ITS AFFILIATES AND SHARES THE PROCEEDS OF FUNDRAISING EFFORTS WITH AFFILIATES IN ACCORDANCE WITH A DETAILED POLICY. THROUGH ITS AFFILIATE SUPPORT AND ADVOCACY DEPARTMENT, THE NATIONAL ACLU ALSO PROVIDES GRANTS TO AFFILIATES TO SUPPORT WORK ON SPECIFIC INITIATIVES AND PROJECTS THAT HAVE BEEN IDENTIFIED AS INVOLVING MATTERS OF BOTH LOCAL/REGIONAL AND NATIONAL SIGNIFICANCE. THE AFFILIATE SUPPORT AND ADVOCACY DEPARTMENT OFFERS TRAINING AND TECHNICAL ASSISTANCE TO AFFILIATES ACROSS THE COUNTRY ON A VARIETY OF TOPICS OF RELEVANCE.

4c (Code: ) (Expenses \$ 7,159,225. including grants of \$ ) (Revenue \$ 48,706. )  
THROUGH NEWSLETTERS, ITS COMPREHENSIVE WEBSITE, ADVERTISEMENTS, OP-ED ARTICLES, MEDIA INTERVIEWS, PUBLICATIONS, AND NUMEROUS MEETINGS AND WORKSHOPS CONDUCTED IN COLLABORATION WITH ITS AFFILIATES THROUGHOUT THE US, THE ACLU FOUNDATION PROVIDES ONGOING EDUCATION TO THE ACLU'S 500,000 MEMBERS NATIONWIDE AND TO THE PUBLIC AT LARGE WITH RESPECT TO A WIDE RANGE OF CIVIL LIBERTIES ISSUES AND CONCERNS. A CORE COMPONENT OF THE ORGANIZATION'S EDUCATIONAL CAMPAIGNS IS THE EMPHASIS ON KEY RIGHTS, INCLUDING FIRST AMENDMENT RIGHTS TO FREE SPEECH, ASSOCIATION AND ASSEMBLY; THE RIGHT TO EQUAL PROTECTION UNDER THE LAW; THE RIGHT TO DUE PROCESS AND TO FAIR TREATMENT WHEN THE LOSS OF LIBERTY OR PROPERTY IS AT STAKE; AND THE RIGHT TO PRIVACY AND FREEDOM FROM UNWARRANTED GOVERNMENT INTRUSION INTO PERSONAL AND PRIVATE AFFAIRS.

4d Other program services (Describe in Schedule O.)  
(Expenses \$ 3,896,378. including grants of \$ ) (Revenue \$ )

4e Total program service expenses ▶ 60,521,983.

**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	<b>Section 501(c)(3) organizations.</b> 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; 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, XII, and XIII</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, XII, and XIII 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	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....		

**AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.**

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**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? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	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? <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 25</i> .....	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....	X	
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? .....		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		X
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," 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, Parts II, III, IV, and V, line 1</i> .....	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
36	<b>Section 501(c)(3) organizations.</b> 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 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O .....	X	

Form 990 (2011)

**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
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	<b>1a</b> 158		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	<b>1b</b> 0		
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
	<b>1c</b>		
<b>2a</b>	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		
	<b>2a</b> 269		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
	<b>2b</b>		
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
	<b>3a</b>		
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
	<b>3b</b>		
<b>4a</b>	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>4a</b>		
<b>b</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.		
	<b>4b</b>		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
	<b>5a</b>		
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
	<b>5b</b>		
<b>c</b>	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
	<b>5c</b>		
<b>6a</b>	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?		X
	<b>6a</b>		
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	<b>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b>	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>7a</b>		
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
	<b>7b</b>		
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
	<b>7c</b>		
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
	<b>7d</b>		
<b>e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
	<b>7e</b>		
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	<b>7f</b>		
<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
	<b>7g</b>		
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
	<b>7h</b>		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	<b>8</b>		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966?		
	<b>9a</b>		
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
	<b>9b</b>		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>a</b>	Gross income from members or shareholders	<b>11a</b>	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>	
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>	
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	<b>13a</b>	
<b>b</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	<b>13b</b>	
<b>c</b>	Enter the amount of reserves on hand	<b>13c</b>	
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?	<b>14a</b>	X
<b>b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	<b>14b</b>	

**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**

		Yes	No
<b>1a</b>	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 11		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent .....		
	1b 11		
<b>2</b>	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
<b>3</b>	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
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? .....		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? .....		X
<b>6</b>	Did the organization have members or stockholders? .....	X	
<b>7a</b>	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>b</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	
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body? .....	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body? .....	X	
<b>9</b>	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

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates? .....	X	
<b>b</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	
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? .....	X	
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13 .....	X	
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? .....	X	
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done .....	X	
<b>13</b>	Did the organization have a written whistleblower policy? .....	X	
<b>14</b>	Did the organization have a written document retention and destruction policy? .....	X	
<b>15</b>	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?		
<b>a</b>	The organization's CEO, Executive Director, or top management official .....	X	
<b>b</b>	Other officers or key employees of the organization .....		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b>	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>b</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? .....		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **AK, AR, AZ, CA, CO, CT, FL, GA, HI, IL, KS, KY**
- 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
- 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: **TERENCE DOUGHERTY - 212-549-2500**  
**125 BROAD STREET, 18TH FLOOR, NEW YORK, NY 10004**

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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) ANGELOS, CLAUDIA DIRECTOR	2.50	X					0.	0.	0.	
(2) BEEM, MARC DIRECTOR	2.50	X					0.	0.	0.	
(3) BUITRAGO, LUZ DIRECTOR	2.50	X					0.	0.	0.	
(4) CHESTER, ROBERT DIRECTOR	2.50	X					0.	0.	0.	
(5) ESTES, MILTON DIRECTOR / VICE PRESIDENT	2.50	X		X			0.	0.	0.	
(6) HERMAN, SUSAN DIRECTOR / PRESIDENT	2.50	X		X			0.	0.	0.	
(7) HERRON, AUNDRE DIRECTOR	2.50	X					0.	0.	0.	
(8) LEWIS, M. CALIEN DIRECTOR	2.50	X					0.	0.	0.	
(9) REMAR, ROBERT DIRECTOR / VICE PRESIDENT / TREASURE	2.50	X		X			0.	0.	0.	
(10) SCHATZ, ANDREW DIRECTOR	2.50	X					0.	0.	0.	
(11) SWEAT, JOSEPH DIRECTOR	2.50	X					0.	0.	0.	
(12) WILLIAMS, GARY DIRECTOR / VICE PRESIDENT	2.50	X		X			0.	0.	0.	
(13) ANTHONY D. ROMERO EXECUTIVE DIRECTOR/CEO	35.00			X			0.	382,339.	23,882.	
(14) ALMA MONTCLAIR DIR OF ADMIN & FINANCE/ASST TREAS	35.00			X			0.	285,692.	135,006.	
(15) TERENCE DOUGHERTY GENERAL COUNSEL & ASST SEC	35.00			X			0.	233,704.	29,052.	
(16) DOROTHY M. EHRLICH DEPUTY EXECUTIVE DIRECTOR	35.00				X		0.	302,214.	71,807.	
(17) CAROLINE GREENE CHIEF FINANCIAL OFFICER	35.00				X		0.	242,875.	56,719.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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) LAURA W. MURPHY DIR OF WASHINGTON LEGIS OF	35.00				X		0.	273,430.	18,873.	
(19) DONNA MCKAY DIR INST ADVANCEMENT/SPEC	35.00				X		249,042.	0.	24,601.	
(20) GERI ROZANSKI DIR AFFILIATE SUPP/ADVOCAC	35.00				X		255,688.	0.	53,824.	
(21) STEVEN SHAPIRO LEGAL DIRECTOR	35.00				X		299,777.	0.	54,963.	
(22) EMILY TYNES DIRECTOR OF COMMUNICATIONS	35.00				X		251,008.	0.	62,776.	
(23) MATTHEW COLES DEPUTY LEGAL DIRECTOR	35.00					X	221,260.	0.	48,722.	
(24) JAMEEL JAFFER DEPUTY LEGAL DIRECTOR	35.00					X	201,768.	0.	33,154.	
(25) DENNIS PARKER DIRECTOR, RACIAL JUSTICE PROJECT	35.00					X	171,752.	0.	51,708.	
(26) RACHEL FISHMAN DEPUTY DIRECTOR OF DEVELOP	35.00					X	195,721.	0.	42,173.	
<b>1b Sub-total</b> .....							1,846,016.	1,720,254.	707,260.	
<b>c Total from continuation sheets to Part VII, Section A</b> .....							191,535.	0.	24,320.	
<b>d Total (add lines 1b and 1c)</b> .....							2,037,551.	1,720,254.	731,580.	

**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 45

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual .....		X
<b>4</b> 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	
<b>5</b> 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
SCHOENBACH CONSTRUCTION CORP 140 WOOD AVE., MIDDLESEX, NJ 08846	BUILDING REPAIRS & MAINTENANCE	664,038.
MATHIAS & CARR, INC 225 VARICK ST., NEW YORK, NY 10014	PRINTING & OFFICE SUPPLIES	647,302.
BLACKBAUD, INC PO BOX 930256, ATLANTA, GA 31193	DATABASE SUPPORT	576,627.
ZEROCHAOS PO BOX 534305, ATLANTA, GA 30353	CONSULTING SERVICES	441,840.
L & E MERIDIAN 7400 FULLERTON RD, SPRINGFIELD, VA 22153	PRINTING & PUBLISHING	266,096.

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

**SEE PART VII, SECTION A CONTINUATION SHEETS**

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

(A) Name and title	(B) Average hours per week	(C) Position (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) LOUISE MELLING DEPUTY LEGAL DIRECTOR	35.00					X		191,535.	0.	24,320.
Total to Part VII, Section A, line 1c .....								191,535.		24,320.

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**Part VIII Statement of Revenue**

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns .....	<b>1a</b> 268,490.					
	<b>b</b> Membership dues .....	<b>1b</b>					
	<b>c</b> Fundraising events .....	<b>1c</b>					
	<b>d</b> Related organizations .....	<b>1d</b> 40,000.					
	<b>e</b> Government grants (contributions) .....	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .....	<b>1f</b> 57,766,083.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ .....	2254391.					
	<b>h Total.</b> Add lines 1a-1f .....		58,074,573.				
	<b>Program Service Revenue</b>	<b>2 a</b> <u>LEGAL EXP AWARDED, NET</u> .....	<b>Business Code</b> 900099	2374888.	2374888.		
<b>b</b> .....							
<b>c</b> .....							
<b>d</b> .....							
<b>e</b> .....							
<b>f</b> All other program service revenue .....							
<b>g Total.</b> Add lines 2a-2f .....			2374888.				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) .....		6102731.			6,102,731.	
	<b>4</b> Income from investment of tax-exempt bond proceeds .....						
	<b>5</b> Royalties .....						
	<b>6 a</b> Gross rents .....	(i) Real	1,643,309.				
		(ii) Personal	0.				
		<b>b</b> Less: rental expenses .....					
	<b>c</b> Rental income or (loss) .....		1,643,309.				
	<b>d</b> Net rental income or (loss) .....		1643309.		395,150.	1,248,159.	
	<b>7 a</b> Gross amount from sales of assets other than inventory .....	(i) Securities	432,799,298.				
		(ii) Other					
		<b>b</b> Less: cost or other basis and sales expenses .....		420,435,760.			
		<b>c</b> Gain or (loss) .....		12,363,538.			
	<b>d</b> Net gain or (loss) .....		12,363,538.			12,363,538.	
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	<b>a</b>					
	<b>b</b> Less: direct expenses .....	<b>b</b>					
<b>c</b> Net income or (loss) from fundraising events .....							
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19 .....	<b>a</b>						
<b>b</b> Less: direct expenses .....	<b>b</b>						
<b>c</b> Net income or (loss) from gaming activities .....							
<b>10 a</b> Gross sales of inventory, less returns and allowances .....	<b>a</b>						
<b>b</b> Less: cost of goods sold .....	<b>b</b>						
<b>c</b> Net income or (loss) from sales of inventory .....							
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
<b>11 a</b> <u>OTHER INCOME</u> .....	900099	40,224.	40,224.				
<b>b</b> <u>PAMPHLET AND BOOK SALE</u> .....	900099	8,482.	8,482.				
<b>c</b> .....							
<b>d</b> All other revenue .....							
<b>e Total.</b> Add lines 11a-11d .....		48,706.					
<b>12 Total revenue.</b> See instructions. ....		80,607,745.	2423594.	395,150.	19,714,428.		

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**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	5,538,518.	5,538,518.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	12,500.	12,500.		
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	2,656,635.	1,660,953.	720,199.	275,483.
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	20,378,118.	16,614,338.	919,430.	2,844,350.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	2,743,269.	2,211,292.	189,300.	342,677.
9 Other employee benefits	3,566,189.	2,874,630.	246,086.	445,473.
10 Payroll taxes	1,679,096.	1,353,484.	115,866.	209,746.
11 Fees for services (non-employees):				
a Management				
b Legal	273,000.	105,585.	128,905.	38,510.
c Accounting	164,991.		164,991.	
d Lobbying	462,285.	462,285.		
e Professional fundraising services. See Part IV, line 17	722,147.			722,147.
f Investment management fees				
g Other	3,731,463.	3,147,576.	494,774.	89,113.
12 Advertising and promotion				
13 Office expenses	1,442,051.	972,834.	61,245.	407,972.
14 Information technology				
15 Royalties				
16 Occupancy	2,460,169.	2,209,978.	4,948.	245,243.
17 Travel	1,659,912.	1,356,260.	136,403.	167,249.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	421,136.	361,894.	14,314.	44,928.
20 Interest	161,093.	117,801.	18,225.	25,067.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,479,090.	2,247,078.	677,548.	554,464.
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 SHARED PORTION - CONTR.	7,214,134.	7,214,134.		
b SHARED PORTION - BEQUES	5,399,053.	5,399,053.		
c SPECIAL AFFILIATE SUBSI	5,087,340.	5,087,340.		
d OTHER EXPENSES	948,700.	667,771.	28,600.	252,329.
e All other expenses	1,334,617.	906,679.	39,787.	388,151.
25 Total functional expenses. Add lines 1 through 24e	71,535,506.	60,521,983.	3,960,621.	7,052,902.
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)

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**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	18,371,237.	<b>1</b>	17,140,012.	
	<b>2</b> Savings and temporary cash investments .....	6,111,363.	<b>2</b>	5,533,179.	
	<b>3</b> Pledges and grants receivable, net .....	35,807,376.	<b>3</b>	14,379,873.	
	<b>4</b> Accounts receivable, net .....		<b>4</b>		
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>		
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) .....		<b>6</b>		
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>		
	<b>8</b> Inventories for sale or use .....		<b>8</b>		
	<b>9</b> Prepaid expenses and deferred charges .....	1,383,552.	<b>9</b>	1,395,767.	
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a 51,076,421.			
	<b>b</b> Less: accumulated depreciation .....	10b 18,499,711.	34,650,633.	<b>10c</b>	32,576,710.
	<b>11</b> Investments - publicly traded securities .....	275,040,871.	<b>11</b>	263,742,852.	
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>		
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>		
	<b>14</b> Intangible assets .....		<b>14</b>		
	<b>15</b> Other assets. See Part IV, line 11 .....	4,759,067.	<b>15</b>	6,296,000.	
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	376,124,099.	<b>16</b>	341,064,393.		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	2,490,487.	<b>17</b>	2,848,315.	
	<b>18</b> Grants payable .....		<b>18</b>		
	<b>19</b> Deferred revenue .....		<b>19</b>		
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>		
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>		
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>		
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....	21,773,089.	<b>23</b>	16,170,000.	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>		
	<b>25</b> 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 .....	63,023,550.	<b>25</b>	49,173,250.	
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	87,287,126.	<b>26</b>	68,191,565.	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>				
	<b>27</b> Unrestricted net assets .....	184,141,095.	<b>27</b>	172,810,254.	
	<b>28</b> Temporarily restricted net assets .....	65,693,669.	<b>28</b>	59,709,239.	
	<b>29</b> Permanently restricted net assets .....	39,002,209.	<b>29</b>	40,353,335.	
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>				
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>		
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>		
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>		
	<b>33</b> Total net assets or fund balances .....	288,836,973.	<b>33</b>	272,872,828.	
<b>34</b> Total liabilities and net assets/fund balances .....	376,124,099.	<b>34</b>	341,064,393.		

Form 990 (2011)

**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	80,607,745.
2	Total expenses (must equal Part IX, column (A), line 25)	2	71,535,506.
3	Revenue less expenses. Subtract line 2 from line 1	3	9,072,239.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	288,836,973.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-25,036,384.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	272,872,828.

**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?		X
2b	Were the organization's financial statements audited by an independent accountant?	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	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		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.		

Form 990 (2011)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2011**

Open to Public Inspection

Name of the organization **AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.** Employer identification number **13-6213516**

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

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2  A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	<b>11g(i)</b>	
(ii) A family member of a person described in (i) above? .....	<b>11g(ii)</b>	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	<b>11g(iii)</b>	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	76,362,326.	62,247,393.	78,208,002.	64,722,436.	58,074,573.	339,614,730.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	76,362,326.	62,247,393.	78,208,002.	64,722,436.	58,074,573.	339,614,730.
<b>5</b> 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) .....						46,866,507.
<b>6 Public support.</b> Subtract line 5 from line 4.						292,748,223.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>7</b> Amounts from line 4 .....	76,362,326.	62,247,393.	78,208,002.	64,722,436.	58,074,573.	339,614,730.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	10,972,050.	7,547,260.	5,430,971.	5,850,741.	7,350,890.	37,151,912.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....	-1,544.	17,129.	22,628.	-27,965.	34,985.	45,233.
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....		92,348.	49,404.	51,652.	48,706.	242,110.
<b>11 Total support.</b> Add lines 7 through 10						377,053,985.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	12,850,591.
<b>13 First five years.</b> 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 <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	77.64 %
<b>15</b> Public support percentage from 2010 Schedule A, Part II, line 14 .....	<b>15</b>	71.79 %
<b>16a 33 1/3% support test - 2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input checked="" type="checkbox"/>
<b>b 33 1/3% support test - 2010.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2011.</b> 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 <b>stop here.</b> 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>b 10% -facts-and-circumstances test - 2010.</b> 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 <b>stop here.</b> 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>18 Private foundation.</b> 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> 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 .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</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 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

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

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

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2010 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for <b>2011</b> (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from <b>2010</b> Schedule A, Part III, line 17 .....	<b>18</b>	%

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

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

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



**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

ROYALTY & OTHER MISC. INCOME

Multiple horizontal lines for providing supplemental information.

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2011**

Name of the organization

AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.

Employer identification number

13-6213516

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( 3 ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization <b>AMERICAN CIVIL LIBERTIES UNION                  FOUNDATION, INC.</b>	Employer identification number 13-6213516
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 6,212,582.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 2,950,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 1,862,085.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 1,697,167.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>AMERICAN CIVIL LIBERTIES UNION                  FOUNDATION, INC.</b>	Employer identification number 13-6213516
---	--

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 1,300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8		\$ 1,231,355.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

<b>Name of organization</b> AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.	<b>Employer identification number</b> 13-6213516
---	---

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

<b>Name of organization</b> AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.	<b>Employer identification number</b> 13-6213516
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

**2011**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

**Open to Public Inspection**

▶ **See separate instructions.**

**If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then**

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

Name of organization <b>AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.</b>	Employer identification number <b>13-6213516</b>
--	---

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ..... ▶ \$ \_\_\_\_\_
- 3 Volunteer hours ..... \_\_\_\_\_

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ..... ▶ \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? .....  Yes  No
- 4a Was a correction made? .....  Yes  No
- b If "Yes," describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2011

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132041  
01-27-12

**AMERICAN CIVIL LIBERTIES UNION**

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

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

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
<b>1 a</b>	Total lobbying expenditures to influence public opinion (grass roots lobbying) .....	62,519.	
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) .....	399,766.	
<b>c</b>	Total lobbying expenditures (add lines 1 a and 1 b) .....	462,285.	
<b>d</b>	Other exempt purpose expenditures .....	7075532.	
<b>e</b>	Total exempt purpose expenditures (add lines 1 c and 1 d) .....	71217817.	
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.	
	<b>If the amount on line 1e, column (a) or (b) is:</b>		
	<b>The lobbying nontaxable amount is:</b>		
	Not over \$500,000	20% of the amount on line 1e.	
	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	
	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	
	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	
	Over \$17,000,000	\$1,000,000.	
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) .....	250,000.	
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0- .....	0.	
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0- .....	0.	
<b>j</b>	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No

**4-Year Averaging Period Under Section 501(h)**  
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
<b>2a</b> Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
<b>c</b> Total lobbying expenditures	771,429.	926,026.	407,622.	462,285.	2,567,362.
<b>d</b> Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
<b>f</b> Grassroots lobbying expenditures	190,741.	201,549.	85,666.	62,519.	540,475.



**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers? .....			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
<b>c</b> Media advertisements? .....			
<b>d</b> Mailings to members, legislators, or the public? .....			
<b>e</b> Publications, or published or broadcast statements? .....			
<b>f</b> Grants to other organizations for lobbying purposes? .....			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body? .....			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? .....			
<b>i</b> Other activities? .....			
<b>j</b> Total. Add lines 1c through 1i .....			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? .....			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912 .....			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912 .....			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? .....			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members? .....	<b>1</b>	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less? .....	<b>2</b>	
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year? .....	<b>3</b>	

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."**

<b>1</b> Dues, assessments and similar amounts from members .....	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year .....	<b>2a</b>	
<b>b</b> Carryover from last year .....	<b>2b</b>	
<b>c</b> Total .....	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .....	<b>3</b>	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? .....	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions) .....	<b>5</b>	

**Part IV Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

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**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2011**

Open to Public Inspection

Name of the organization **AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.**

Employer identification number  
**13-6213516**

**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? .....		<input type="checkbox"/> Yes <input type="checkbox"/> 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? .....		<input type="checkbox"/> Yes <input type="checkbox"/> 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 XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 .....

▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X .....

▶ \$ \_\_\_\_\_

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

a Revenues included in Form 990, Part VIII, line 1 .....

▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X .....

▶ \$ \_\_\_\_\_

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a  Public exhibition
  - b  Scholarly research
  - c  Preservation for future generations
  - d  Loan or exchange programs
  - e  Other \_\_\_\_\_
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:
- |                                 | Amount |
|---------------------------------|--------|
| c Beginning balance             | 1c     |
| d Additions during the year     | 1d     |
| e Distributions during the year | 1e     |
| f Ending balance                | 1f     |
- 2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No
- b If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	53,004,434.	48,404,027.	36,581,995.	50,337,752.	
b Contributions	1,884,014.	214,555.	362,722.	321,382.	
c Net investment earnings, gains, and losses	-20,724.	6,142,555.	13,265,164.	12,876,199.	
d Grants or scholarships					
e Other expenditures for facilities and programs	1,846,569.	1,756,703.	1,805,854.	1,200,940.	
f Administrative expenses					
g End of year balance	53,021,155.	53,004,434.	48,404,027.	36,581,995.	

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment  \_\_\_\_\_ %
  - b Permanent endowment  100.00 %
  - c Temporarily restricted endowment  \_\_\_\_\_ %
- 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? |     |    |
- 4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		4,925,713.		4,925,713.
b Buildings		42,982,487.	16,436,475.	26,546,012.
c Leasehold improvements				
d Equipment		1,448,227.	1,015,416.	432,811.
e Other		1,719,994.	1,047,820.	672,174.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				32,576,710.

**AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.**

Schedule D (Form 990) 2011

13-6213516 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)		
<b>Total.</b> (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)		
<b>Total.</b> (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)	
<b>Total.</b> (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) SPLIT INTEREST LIABILITY	11,895,316.
(3) DUE TO RELATED PARTY (ACLU -	
(4) 501(C)(4))	7,280,663.
(5) BILL OF RIGHTS TRUST HELD FOR	
(6) AFFILIATES	24,109,829.
(7) DUE TO AFFILIATES	5,887,442.
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	49,173,250.

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

132053  
01-23-12

Schedule D (Form 990) 2011

**AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.**

Schedule D (Form 990) 2011

13-6213516 Page 4

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	80,607,745.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	71,535,506.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	9,072,239.
4	Net unrealized gains (losses) on investments	4	-24,118,648.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-917,736.
9	Total adjustments (net). Add lines 4 through 8	9	-25,036,384.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-15,964,145.

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

1	Total revenue, gains, and other support per audited financial statements	1	63,532,179.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-24118648.
b	Donated services and use of facilities	2b	7,960,818.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	-917,736.
e	Add lines 2a through 2d	2e	-17075566.
3	Subtract line 2e from line 1	3	80,607,745.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	80,607,745.

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

1	Total expenses and losses per audited financial statements	1	79,496,324.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	7,960,818.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	7,960,818.
3	Subtract line 2e from line 1	3	71,535,506.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	71,535,506.

**Part XIV Supplemental Information**

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

**PART V, LINE 4: THE PURPOSE OF THE ENDOWMENT FUND IS TO BUILD AN**

**ENDURING ENDOWMENT TO CARRY OUT THE WORK OF THE ACLU AND ITS AFFILIATES IN PROTECTING, PRESERVING AND EXPANDING THE CIVIL LIBERTIES OF ALL PERSONS IN THE UNITED STATES OF AMERICA.**

**PART X, LINE 2: THE FOUNDATION IS A NOT-FOR-PROFIT ORGANIZATION EXEMPT FROM INCOME TAXES UNDER SECTION 501(C)(3), OF THE U.S. INTERNAL REVENUE CODE. THE FOUNDATION IS SUBJECT TO TAXES ON UNRELATED BUSINESS INCOME.**

Schedule D (Form 990) 2011

**Part XIV** Supplemental Information (continued)

THE LLC IS TREATED AS A DISREGARDED (TAX) ENTITY.

THE FOUNDATION FILES TAX AND INFORMATION RETURNS WITH THE INTERNAL REVENUE SERVICE AND WITH VARIOUS STATES.

MANAGEMENT EVALUATED THE FOUNDATION'S TAX POSITION AND CONCLUDED THAT THE ORGANIZATION HAD TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE. GENERALLY, THE FOUNDATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR TAX YEARS BEFORE 2008, WHICH IS THE STANDARD STATUTE OF LIMITATIONS LOOK-BACK PERIOD.

AT MARCH 31, 2012, THE FOUNDATION HAS UNRECOGNIZED TAX BENEFITS AND IMPLEMENTED A SETTLEMENT WITH THE IRS DURING 2012.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS -917,736.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS -917,736.



**AMERICAN CIVIL LIBERTIES UNION**

**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
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	<b>1</b> Gross receipts .....				
	<b>2</b> Less: Charitable contributions .....				
	<b>3</b> Gross income (line 1 minus line 2) .....				
Direct Expenses	<b>4</b> Cash prizes .....				
	<b>5</b> Noncash prizes .....				
	<b>6</b> Rent/facility costs .....				
	<b>7</b> Food and beverages .....				
	<b>8</b> Entertainment .....				
	<b>9</b> Other direct expenses .....				
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) .....				( )
	<b>11</b> Net income summary. Combine line 3, column (d), and line 10 .....				

**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))
		<b>1</b> Gross revenue .....			
Direct Expenses	<b>2</b> Cash prizes .....				
	<b>3</b> Noncash prizes .....				
	<b>4</b> Rent/facility costs .....				
	<b>5</b> Other direct expenses .....				
<b>6</b> 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		
<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) .....				( )	
<b>8</b> 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: \_\_\_\_\_



AMERICAN CIVIL LIBERTIES UNION

- 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 G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:**

(I) NAME OF FUNDRAISER: DONOR SERVICE GROUP

(I) ADDRESS OF FUNDRAISER: 6715 SUNSET BLVD, LOS ANGELES, CA 90028

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

OMB No. 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization **AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.**

Employer identification number  
**13-6213516**

**Part I General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
ACLU OF ALABAMA 207 MONTGOMERY ST., SUITE 910 MONTGOMERY, AL 36104	23-7093412	501(C)(4)	10,000.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITIES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF ALABAMA 207 MONTGOMERY ST., SUITE 910 MONTGOMERY, AL 36104	63-0883872	501(C)(3)	15,750.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF ARIZONA P.O. BOX 17148 PHOENIX, AZ 85011	23-7238580	501(C)(3)	300,899.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF NORTHERN CALIFORNIA - 39 DRUMM ST. - SAN FRANCISCO, CA 94111	94-0279770	501(C)(3)	330,732.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF SAN DIEGO & IMPERIAL COUNTIES - P.O. BOX 87131 - SAN DIEGO, CA 92138	33-0325791	501(C)(3)	35,000.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF SOUTHERN CALIFORNIA - 1313 W. 8TH STREET, SUITE 200 - LOS ANGELES, CA 90017-4441	95-2673361	501(C)(3)	168,650.	0.			AFFILIATE PROGRAM

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **31.**
- 3** Enter total number of other organizations listed in the line 1 table **12.**

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

Schedule I (Form 990) (2011)

**AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.**

Schedule I (Form 990)

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**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ACLU FOUNDATION OF COLORADO P.O. BOX 18986 DENVER, CO 80218	23-7028224	501(C)(3)	542,141.	0.			AFFILIATE PROGRAM
ACLU OF CONNECTICUT 330 MAIN STREET, 1ST FLOOR HARTFORD, CT 06106	06-0813249	501(C)(4)	6,943.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF FLORIDA 4500 BISCAYNE BLVD, SUITE 340 MIAMI, FL 33137	23-7137529	501(C)(3)	303,519.	0.			AFFILIATE PROGRAM
ACLU OF FLORIDA 4500 BISCAYNE BLVD, SUITE 340 MIAMI, FL 33137	59-0883831	501(C)(4)	20,000.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ROGER BALDWIN FOUNDATION OF ACLU, INC. (ILLINOIS AFFILIATE) - 180 N. MICHIGAN AVE., SUITE 2300 - CHICAGO, IL 60601	36-2682569	501(C)(3)	86,340.	0.			AFFILIATE PROGRAM
ACLU OF INDIANA 1031 E. WASHINGTON STREET INDIANAPOLIS, IN 46202	35-0930337	501(C)(4)	5,000.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF KANSAS & WESTERN MISSOURI - 3601 MAIN ST. - KANSAS CITY, MO 64111	43-0926406	501(C)(3)	11,500.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF KENTUCKY 315 GUTHRIE ST., SUITE 300 LOUISVILLE, KY 40202	61-6058569	501(C)(3)	15,000.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF LOUISIANA P.O. BOX 56157 NEW ORLEANS, LA 70156	72-0717944	501(C)(3)	10,000.	0.			AFFILIATE PROGRAM

Schedule I (Form 990)

**AMERICAN CIVIL LIBERTIES UNION  
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**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ACLU OF MARYLAND 3600 CLIPPER MILL RD., SUITE 350 BALTIMORE, MD 21211	52-0746271	501(C)(4)	10,000.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF MARYLAND 3600 CLIPPER MILL RD., SUITE 350 BALTIMORE, MD 21211	23-7209538	501(C)(3)	11,188.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF MASSACHUSETTS 211 CONGRESS ST. BOSTON, MA 21100	23-7312949	501(C)(3)	60,000.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF MICHIGAN 2966 WOODWARD AVENUE DETROIT, MI 48201	23-7243421	501(C)(3)	399,953.	0.			AFFILIATE PROGRAM
ACLU OF MICHIGAN 2966 WOODWARD AVENUE DETROIT, MI 48201	38-1643182	501(C)(4)	10,000.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF MISSISSIPPI P.O. BOX 2242 JACKSON, MS 39225	64-0694013	501(C)(3)	293,608.	0.			AFFILIATE PROGRAM
ACLU OF EASTERN MISSOURI FUND 454 WHITTIER AVE. ST. LOUIS, MO 63108	43-6070952	501(C)(3)	269,474.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF MONTANA P.O. BOX 1317 HELENA, MT 59624	81-0445339	501(C)(3)	290,040.	0.			AFFILIATE PROGRAM
ACLU OF MONTANA P.O. BOX 1317 HELENA, MT 59624	81-0431527	501(C)(4)	5,200.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)

Schedule I (Form 990)

**AMERICAN CIVIL LIBERTIES UNION  
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Schedule I (Form 990)

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**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ACLU FOUNDATION OF NEW MEXICO P.O. BOX 566 ALBUQUERQUE, NM 87103	85-0275276	501(C)(3)	382,106.	0.			AFFILIATE PROGRAM
NEW YORK CIVIL LIBERTIES UNION 125 BROAD ST., 19TH FLOOR NEW YORK, NY 10004	13-5628799	501(C)(4)	5,000.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
NEW YORK CIVIL LIBERTIES UNION FOUNDATION - 125 BROAD ST., 19TH FLOOR - NEW YORK, NY 10004	13-6167267	501(C)(3)	257,500.	0.			AFFILIATE PROGRAM
ACLU OF NORTH CAROLINA LEGAL FOUNDATION - P.O. BOX 28004 - RALEIGH, NC 27611	56-1019644	501(C)(3)	44,600.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF OKLAHOMA 3000 PASEO DRIVE OKLAHOMA CITY, OK 73103	73-1003205	501(C)(3)	5,000.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF OREGON P.O. BOX 40585 PORTLAND, OR 97240	23-7048829	501(C)(3)	315,000.	0.			AFFILIATE PROGRAM
ACLU OF OREGON P.O. BOX 40585 PORTLAND, OR 97240	93-0556378	501(C)(4)	13,520.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF PENNSYLVANIA P.O. BOX 40008 PHILADELPHIA, PA 19106	23-1742013	501(C)(3)	37,000.	0.			AFFILIATE PROGRAM
ACLU OF PENNSYLVANIA P.O. BOX 40008 PHILADELPHIA, PA 19106	23-7184439	501(C)(4)	7,000.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)

Schedule I (Form 990)

**AMERICAN CIVIL LIBERTIES UNION  
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Schedule I (Form 990)

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**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ACLU OF SOUTH CAROLINA FOUNDATION PO BOX 20998 CHARLESTON, SC 29403	27-1942832	501(C)(3)	256,875.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF TENNESSEE P.O. BOX 120160 NASHVILLE, TN 37212	62-0988329	501(C)(3)	210,572.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF TEXAS P.O. BOX 8306 HOUSTON, TX 77288	76-0343171	501(C)(3)	588,935.	0.			AFFILIATE PROGRAM
ACLU OF TEXAS P.O. BOX 8306 HOUSTON, TX 77288	76-0343140	501(C)(4)	3,750.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ACLU FOUNDATION OF UTAH 355 N. 300 W., SUITE 1 SALT LAKE CITY, UT 84103	87-0439810	501(C)(3)	25,000.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF VIRGINIA 530 E. MAIN ST., SUITE 310 RICHMOND, VA 23219	52-1283242	501(C)(3)	5,000.	0.			AFFILIATE PROGRAM
ACLU FOUNDATION OF WASHINGTON 901 5TH AVE., SUITE 630 SEATTLE, WA 98164	23-7076867	501(C)(3)	87,495.	0.			AFFILIATE PROGRAM
MISSISSIPPIANS FOR HEALTHY FAMILIES - PO BOX 55662 - JACKSON, MS 39296	45-3273830	501(C)(4)	50,000.	0.			AFFILIATE PROGRAM - CHARITABLE LOBBYING ACTIVITES (INCLUDED IN 501H ELECTION)
ADVOCATES FOR YOUTH 2000 M STREET NW, SUITE 750 WASHINGTON, DC 20036	52-1173590	501(C)(3)	10,724.	0.			LEGAL PROGRAM

Schedule I (Form 990)

**AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.**

Schedule I (Form 990)

13-6213516

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**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LONG ISLAND GLBT SERVICE NETWORK 34 PARK AVENUE BAYSHORE, NY 11706	11-3192966	501(C)(3)	12,500.	0.			ROGER BALDWIN MEDAL OF LIBERTY

**AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.**

**Part III** **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
ROGER BALDWIN MEDAL OF LIBERTY	1	12,500.	0.		

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: THE ACLU HAS ESTABLISHED PROCEDURES FOR THE  
RELEASE OF GRANTS TO ITS AFFILIATES, AS WELL AS FOR MONITORING OF OUTCOMES  
TO DETERMINE WHETHER THE GOALS OF A PARTICULAR GRANT AWARD HAVE BEEN MET.  
GRANT AWARDS ARE CONFIRMED IN WRITING AND SUPPORTED BY A WRITTEN AGREEMENT  
THAT SPECIFIES THE PURPOSE OF THE GRANT, THE SPECIFIC OUTCOMES TO BE  
ACHIEVED, AND, IF APPLICABLE, THE INDICATORS THAT THE PARTIES AGREE WILL BE  
USED TO MEASURE PROGRESS TOWARDS AGREED UPON GOALS. WRITTEN AGREEMENTS  
DETAIL THE SPECIFIC ACTIVITIES FOR WHICH FUNDING IS TO BE PROVIDED AND  
DOCUMENT THE AFFILIATE'S COMMITMENT TO USING THE FUNDS PROVIDED TO PURSUE



**Part IV** Supplemental Information

SPECIFIC STRATEGIES IN ADDRESSING PROGRAM GOALS AND TARGET OUTCOMES.

AFFILIATES AND OTHER ORGANIZATIONS WHO RECEIVE GRANT AWARDS MAY BE REQUIRED TO PROVIDE QUANTITATIVE AND/OR QUALITATIVE REPORTS, AND THESE REPORTS MAY BE USED TO DETERMINE WHETHER ADDITIONAL FUNDING MAY BE REQUIRED AND/OR TO ENHANCE FUTURE GRANT PROGRAMS.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

**2011**

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.**

Employer identification number  
**13-6213516**

**Part I Questions Regarding Compensation**

	Yes	No
<p><b>1a</b> 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.</p> <p> <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 checked="" 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)                 </p>		
<p><b>b</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 .....</p>	<b>X</b>	
<p><b>2</b> 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? .....</p>	<b>X</b>	
<p><b>3</b> Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.</p> <p> <input checked="" type="checkbox"/> Compensation committee                      <input type="checkbox"/> Written employment contract  <input type="checkbox"/> Independent compensation consultant                      <input checked="" type="checkbox"/> Compensation survey or study  <input checked="" type="checkbox"/> Form 990 of other organizations                      <input checked="" type="checkbox"/> Approval by the board or compensation committee                 </p>		
<p><b>4</b> 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:</p> <p><b>a</b> Receive a severance payment or change-of-control payment? .....</p> <p><b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....</p> <p><b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>		
		<b>X</b>
	<b>X</b>	
		<b>X</b>
<p><b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b></p>		
<p><b>5</b> 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:</p> <p><b>a</b> The organization? .....</p> <p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>		
	<b>5a</b>	<b>X</b>
	<b>5b</b>	<b>X</b>
<p><b>6</b> 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:</p> <p><b>a</b> The organization? .....</p> <p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>		
	<b>6a</b>	<b>X</b>
	<b>6b</b>	<b>X</b>
<p><b>7</b> 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 .....</p>	<b>7</b>	<b>X</b>
<p><b>8</b> 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 .....</p>	<b>8</b>	<b>X</b>
<p><b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....</p>	<b>9</b>	

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

Schedule J (Form 990) 2011

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 ANTHONY D. ROMERO	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	380,125.	0.	2,214.	12,927.	10,955.	406,221.	0.
2 ALMA MONTCLAIR	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	258,147.	0.	27,545.	114,259.	20,747.	420,698.	0.
3 TERENCE DOUGHERTY	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	216,954.	0.	16,750.	8,687.	20,365.	262,756.	0.
4 DOROTHY M. EHRLICH	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	292,888.	0.	9,326.	38,119.	33,688.	374,021.	0.
5 CAROLINE GREENE	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	252,762.	0.	-9,887.	23,309.	33,410.	299,594.	0.
6 LAURA W. MURPHY	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	276,075.	0.	-2,645.	15,216.	3,657.	292,303.	0.
7 DONNA MCKAY	(i)	252,900.	0.	-3,858.	14,404.	10,197.	273,643.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 GERI ROZANSKI	(i)	258,147.	0.	-2,459.	33,077.	20,747.	309,512.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 STEVEN SHAPIRO	(i)	288,643.	0.	11,134.	34,126.	20,837.	354,740.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 EMILY TYNES	(i)	234,678.	0.	16,330.	42,114.	20,662.	313,784.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11 MATTHEW COLES	(i)	204,500.	0.	16,760.	28,429.	20,293.	269,982.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12 JAMEEL JAFFER	(i)	184,050.	0.	17,718.	6,413.	26,741.	234,922.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13 DENNIS PARKER	(i)	178,589.	0.	-6,837.	18,724.	32,984.	223,460.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
14 RACHEL FISHMAN	(i)	205,027.	0.	-9,306.	9,152.	33,021.	237,894.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
15 LOUISE MELLING	(i)	194,275.	0.	-2,740.	13,993.	10,327.	215,855.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
16	(i)							
	(ii)							

**Part III Supplemental Information**

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

PART I, LINE 1A: GROSS-UP PAYMENTS TO EMPLOYEES WITH DOMESTIC PARTNER

COVERAGE; ALL TREATED AS TAXABLE INCOME.

PART I, LINE 4B: OTHER REPORTABLE COMPENSATION (PART

II, COLUMN B (III)) INCLUDES, AMONG OTHER THINGS (SEE BELOW), SUPPLEMENTAL

NON-QUALIFIED RETIREMENT PLAN PAYMENTS FOR THE FOLLOWING INDIVIDUALS: A.

ROMERO (\$6,773); A. MONTCLAIR (\$2,603); D. EHRLICH (\$11,097); C. GREENE

(\$28); L. MURPHY (\$1,574); AND S. SHAPIRO (\$9,977).

PART II: COLUMN B(I) INCLUDES BASE COMPENSATION, COLUMN B(II) INCLUDES

BONUS PAYMENTS (THERE WERE NONE IN 2011) AND COLUMN B(III) INCLUDES ALL

OTHER REPORTABLE COMPENSATION, INCLUDING ANY "GROSS UPS" FOR DOMESTIC

PARTNER HEALTH COVERAGE, AND REDUCTIONS TO TAXABLE COMPENSATION RELATED TO

PARTICIPATION IN HEALTH OR DEPENDENT SPENDING ACCOUNTS, IF/AS APPLICABLE.

NEGATIVE NUMBERS IN COLUMN B(III) OCCUR WHEN THE AMOUNTS DEDUCTED FROM

REPORTABLE COMPENSATION ARE GREATER THAN THE COSTS OF OTHER TAXABLE

BENEFITS REPORTED IN THIS COLUMN. COLUMN C INCLUDES EMPLOYER CONTRIBUTIONS

TO THE DEFINED BENEFIT PENSION PLAN OR, FOR EMPLOYEES HIRED ON OR AFTER

APRIL 1, 2009, TO THE NEW DEFINED CONTRIBUTION 401(K) PLAN; THE TOTALS

**Part III Supplemental Information**

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

SHOWN REFLECT AMOUNTS EARNED DURING THE YEAR, WHETHER OR NOT THE EMPLOYEE  
IS FULLY VESTED. COLUMN D INCLUDES NON-TAXABLE BENEFITS, SUCH AS HEALTH  
AND OTHER INSURANCE, AS WELL AS AMOUNTS SET ASIDE BY EMPLOYEES IN THE  
HEALTH AND/OR DEPENDENT CARE FLEXIBLE SPENDING PLANS, WHICH WE HAVE ADDED  
BACK TO PROVIDE THE FULLEST PICTURE POSSIBLE OF TOTAL COMPENSATION.

**Supplemental Information on Tax-Exempt Bonds**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**  
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization **AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.** Employer identification number **13-6213516**

**Part I Bond Issues**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
<b>A</b> NEW YORK CITY INDUSTRIAL DEVELOPMENT AGENCY	13-2906040	64971C3V4	01/05/05	20,000,000.	SEE PART VI FOR DETAILS		X		X		X
<b>B</b>											
<b>C</b>											
<b>D</b>											

**Part II Proceeds**

	A	B	C	D
<b>1</b> Amount of bonds retired .....	3,830,000.			
<b>2</b> Amount of bonds legally defeased .....				
<b>3</b> Total proceeds of issue .....	20,225,905.			
<b>4</b> Gross proceeds in reserve funds .....				
<b>5</b> Capitalized interest from proceeds .....	225,905.			
<b>6</b> Proceeds in refunding escrows .....				
<b>7</b> Issuance costs from proceeds .....	390,719.			
<b>8</b> Credit enhancement from proceeds .....	160,000.			
<b>9</b> Working capital expenditures from proceeds .....				
<b>10</b> Capital expenditures from proceeds .....	15,782,366.			
<b>11</b> Other spent proceeds .....	3,665,915.			
<b>12</b> Other unspent proceeds .....				
<b>13</b> Year of substantial completion .....	2008			
	Yes	No	Yes	No
<b>14</b> Were the bonds issued as part of a current refunding issue? .....	X			
<b>15</b> Were the bonds issued as part of an advance refunding issue? .....		X		
<b>16</b> Has the final allocation of proceeds been made? .....	X			
<b>17</b> Does the organization maintain adequate books and records to support the final allocation of proceeds? .....	X			

**Part III Private Business Use**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? .....		X						
<b>2</b> Are there any lease arrangements that may result in private business use of bond-financed property? .....	X							

**AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.**

Schedule K (Form 990) 2011

13-6213516

Page 2

**Part III Private Business Use** (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property? .....		X						
<b>b</b> If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? .....								
<b>c</b> Are there any research agreements that may result in private business use of bond-financed property? .....		X						
<b>d</b> If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? .....								
<b>4</b> Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government .....		%		%		%		%
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government .....		%		%		%		%
<b>6</b> Total of lines 4 and 5 .....		%		%		%		%
<b>7</b> Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities? .....	X							

**Part IV Arbitrage**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue? .....		X						
<b>2</b> Is the bond issue a variable rate issue? .....	X							
<b>3a</b> Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? .....	X							
<b>b</b> Name of provider .....	JP MORGAN CHASE							
<b>c</b> Term of hedge .....	5.0000000							
<b>d</b> Was the hedge superintergrated? .....		X						
<b>e</b> Was the hedge terminated? .....		X						
<b>4a</b> Were gross proceeds invested in a guaranteed investment contract (GIC)? .....		X						
<b>b</b> Name of provider .....	N/A							
<b>c</b> Term of GIC .....								
<b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied? .....		X						
<b>5</b> Were any gross proceeds invested beyond an available temporary period? .....	X							
<b>6</b> Did the bond issue qualify for an exception to rebate? .....		X						

**Part V Procedures To Undertake Corrective Action**

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations  Yes  No

**Part VI Supplemental Information.** Complete this part to provide additional information for responses to questions on Schedule K.

**SCHEDULE K, SUPPLEMENTAL INFORMATION: SCHEDULE K, PART I, LINE A, COLUMN F: DESCRIPTION OF PURPOSE: (1) PAY PORTION OF THE COSTS OF PURCHASING,**

AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.

Schedule K (Form 990) 2011

13-6213516

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K.

RENOVATING, AND EQUIPPING THE 19TH FLOOR AND THE COST OF PURCHASING A  
PROPORTIONAL COMMON INTEREST IN LAND ASSOCIATED WITH THE 17TH, 18TH AND  
19TH FLOORS AT 125 BROAD STREET, NY, NY; (2) REFUNDING 1997 BONDS, AND (3)  
COST OF ISSUANCE.

SCHEDULE K, PART III, LINE 4: FOLLOWING IMPLEMENTATION OF VOLUNTARY  
CLOSING AGREEMENT WITH IRS EFFECTIVE NOVEMBER 7, 2011.

SCHEDULE K, PART IV, LINE 5: PROCEEDS INVESTED AT BELOW ARBITRAGE YIELD ON  
BONDS.





Part IV Business Transactions Involving Interested Persons.

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

Table with 5 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of transaction, (d) Description of transaction, and (e) Sharing of organization's revenues? (Yes/No). Row 1: GARY D. SOWARDS, SPOUSE OF A KEY EMP, 43,263, PAYMENT FOR, No (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: GARY D. SOWARDS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SPOUSE OF A KEY EMPLOYEE

(C) AMOUNT OF TRANSACTION \$ 43,263.

(D) DESCRIPTION OF TRANSACTION: PAYMENT FOR LEGAL SERVICES

(E) SHARING OF ORGANIZATION REVENUES? = NO

PART IV

DESCRIPTION OF TRANSACTION

DURING FISCAL YEAR 2012 GARY D. SOWARDS, THE SPOUSE OF KEY EMPLOYEE, DOROTHY EHRLICH, PROVIDED LEGAL SERVICES IN CONNECTION WITH THE ACLU FOUNDATION'S JOHN ADAMS PROJECT, WHICH HAS ARRANGED FOR THE REPRESENTATION OF AN INDIVIDUAL CHARGED WITH A CAPITAL CRIME. A NATIONALLY KNOWN EXPERT IN CAPITAL PUNISHMENT, MR. SOWARDS WAS RETAINED VIA A DECISION MAKING PROCESS THAT DID NOT INVOLVE THE KEY EMPLOYEE AND AT RATES THAT ARE CUSTOMARY FOR THE SERVICES PROVIDED.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2011**

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 **AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.**

Employer identification number  
**13-6213516**

**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	109	2,254,391.	FAIR MARKET VALUE
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**

	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) (2011)

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization <b>AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.</b>	Employer identification number <b>13-6213516</b>
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FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

AND LAWS OF THE UNITED STATES OR OF THE VARIOUS STATES...TO PERSONS INVOLVED IN ACTIVITIES WHEREIN THEIR CIVIL RIGHTS AND LIBERTIES...ARE THREATENED OR INFRINGED..." THE ACLU FOUNDATION TODAY REMAINS FOCUSED ON THE OVERARCHING GOALS SET BY ITS FOUNDERS, SERVING AS THE NATION'S GUARDIAN OF LIBERTY, WORKING DAILY IN COURTS, LEGISLATURES AND COMMUNITIES TO DEFEND AND PRESERVE THE INDIVIDUAL RIGHTS AND LIBERTIES THAT THE CONSTITUTION AND LAWS OF THE US GUARANTEE. THE ACLU ALSO WORKS TO EXTEND RIGHTS TO SEGMENTS OF THE POPULATION THAT HAVE TRADITIONALLY BEEN DENIED THEIR RIGHTS, INCLUDING PEOPLE OF COLOR; WOMEN; LESBIANS, GAY MEN, BISEXUALS AND TRANSGENDER PEOPLE; PRISONERS; AND PEOPLE WITH DISABILITIES.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

THE ACLU SEEKS TO IMPACT CIVIL LIBERTIES THROUGH WORK ON LEGISLATION AT THE FEDERAL AND STATE LEVEL, AS APPROPRIATE. THE ORGANIZATION'S LEGISLATIVE ADVOCATES ARE A CONSTANT PRESENCE ON FEDERAL AND STATE CIVIL LIBERTIES LEGISLATIVE ISSUES. UPDATES ON KEY LEGISLATIVE ISSUES IMPACTING CIVIL LIBERTIES ARE INCLUDED IN MAIL, EMAIL, AND OTHER COMMUNICATIONS TO ACLU MEMBERS NATIONWIDE, AS WELL AS IN PUBLIC EDUCATION CAMPAIGNS. IN ADDITION, THE ACLU DEVELOPS POLICY RELATING TO POSITIONS ON CIVIL LIBERTIES ISSUES.

EXPENSES \$ 3,896,378. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 6: ACLU FOUNDATION IS A MEMBERSHIP ORGANIZATION. ITS MEMBERS ARE THE BOARD DIRECTORS OF THE AMERICAN CIVIL

Name of the organization	AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.	Employer identification number	13-6213516
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LIBERTIES UNION.

FORM 990, PART VI, SECTION A, LINE 7A: ACLU FOUNDATION'S MEMBERS ELECT THE BOARD DIRECTORS OF ACLU FOUNDATION.

FORM 990, PART VI, SECTION A, LINE 7B: ACLU FOUNDATION'S MEMBERS HAVE THE AUTHORITY TO AMEND ITS BYLAWS, AND UNDER NEW YORK LAW, THE ORGANIZATION'S MEMBERS HAVE THE RIGHT TO APPROVE A DECISION BY THE BOARD TO DISSOLVE, MERGE/CONSOLIDATE WITH ANOTHER ORGANIZATION OR DISPOSE OF ALL OR SUBSTANTIALLY ALL OF THE ORGANIZATION'S ASSETS.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 WAS PREPARED BY MANAGEMENT IN CONSULTATION WITH THE ORGANIZATION'S AUDITORS. THE ORGANIZATION'S AUDIT COMMITTEE AND ITS TREASURER REVIEWED A DRAFT OF THE 990 AND PROVIDED COMMENTS. A COMPLETE COPY OF THE FORM 990 WAS PROVIDED TO THE ORGANIZATION'S GOVERNING BODY BEFORE IT WAS FILED.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION DISTRIBUTES ITS CONFLICT OF INTEREST POLICY ON AN ANNUAL BASIS TO EVERY KEY EMPLOYEE, OFFICER AND BOARD DIRECTOR AND REQUESTS DISCLOSURE OF ANY POTENTIAL CONFLICTS OF INTEREST. THE CHIEF FINANCIAL OFFICER AND THE IN-HOUSE GENERAL COUNSEL/ASSISTANT SECRETARY OF THE ORGANIZATION REVIEW ANY DISCLOSURE MADE DURING THIS ANNUAL REVIEW. IF A MATTER IS RAISED THAT MAY BE A CONFLICT OF INTEREST INVOLVING A BOARD MEMBER OR AN OFFICER, THEY REFER THE MATTER TO THE BOARD PRESIDENT AND APPROPRIATE FOLLOW UP IS UNDERTAKEN AS SET FORTH IN THE POLICY. IF A MATTER IS RAISED THAT MAY BE A CONFLICT OF INTEREST INVOLVING A KEY EMPLOYEE THEY REFER THE MATTER TO THE EXECUTIVE DIRECTOR OR HIS DESIGNEE AND APPROPRIATE FOLLOW UP IS UNDERTAKEN

Name of the organization	AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.	Employer identification number	13-6213516
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AS SET FORTH IN THE POLICY. BOARD DIRECTORS, OFFICERS AND KEY EMPLOYEES ALSO MAY REPORT CONFLICTS OF INTEREST THAT ARISE DURING THE YEAR. THE ORGANIZATION'S CONFLICT OF INTEREST POLICY REQUIRES THAT INDIVIDUALS WITH CONFLICTS OF INTEREST WITH RESPECT TO A TRANSACTION OR ACTION MAY NOT PARTICIPATE IN THE DECISION-MAKING WITH RESPECT TO THAT TRANSACTION OR ACTION AND IN SOME CIRCUMSTANCES MAY NOT PARTICIPATE IN THE DISCUSSION.

FORM 990, PART VI, SECTION B, LINE 15A: ON AN ANNUAL BASIS, A COMMITTEE OF THE BOARD OF THE ORGANIZATION REVIEWS THE EXECUTIVE DIRECTOR'S COMPENSATION. NO MEMBER OF THE COMMITTEE HAS A CONFLICT OF INTEREST WITH RESPECT TO THE COMPENSATION ARRANGEMENT. THE COMMITTEE PERIODICALLY REVIEWS COMPENSATION STUDIES AND COMPARABLE COMPENSATION DATA FOR OTHER EXECUTIVE DIRECTORS AT SIMILARLY SITUATED ORGANIZATIONS. THE COMMITTEE CONTEMPORANEOUSLY DOCUMENTS AND RECORDS IN ITS MINUTES ITS DELIBERATIONS AND DECISIONS. NO ACLU FOUNDATION OFFICER RECEIVES COMPENSATION IN HIS/HER CAPACITY AS OFFICER. COMPENSATION OF KEY EMPLOYEES OTHER THAN THE EXECUTIVE DIRECTOR IS SET BY THE ORGANIZATION'S EXECUTIVE DIRECTOR OR THE KEY EMPLOYEE'S MANAGER, IF THE MANAGER IS NOT THE EXECUTIVE DIRECTOR. COMPENSATION DATA FOR FUNCTIONALLY COMPARABLE POSITIONS AT SIMILAR ORGANIZATIONS PERIODICALLY IS CONSIDERED AND DECISIONS ARE CONTEMPORANEOUSLY DOCUMENTED.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:  
AK, AR, AZ, CA, CO, CT, FL, GA, HI, IL, KS, KY, LA, MA, MD, ME, MI, MN, MO, MS, NC, ND, NH, NJ, NM  
NY, OH, OK, OR, PA, RI, SC, TN, UT, WA, WI, WV

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S FORM 990, FOR THE PAST THREE OR MORE YEARS, EXCLUDING SCHEDULE B, IS AVAILABLE ON THE

Name of the organization <b>AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.</b>	Employer identification number <b>13-6213516</b>
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ORGANIZATION'S WEBSITE. SCHEDULE B OF THE FORM 990 AND THE ORGANIZATION'S FORM 990-T ARE AVAILABLE UPON REQUEST. COPIES OF THE ORGANIZATION'S FORM 990 ARE ALSO AVAILABLE ON THE GUIDESTAR WEBSITE. THE ORGANIZATION'S IRS FORM 1023, BYLAWS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS FOR THE PRIOR THREE YEARS ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE. THE ORGANIZATION'S ARTICLES OF INCORPORATION ARE AVAILABLE UPON REQUEST OR THROUGH THE NEW YORK OFFICE OF THE SECRETARY OF STATE.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:	
NET UNREALIZED LOSSES ON INVESTMENTS:	-24,118,648.
CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS	-917,736.
TOTAL TO FORM 990, PART XI, LINE 5	-25,036,384.

**Related Organizations and Unrelated Partnerships**

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

Name of the organization **AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC.** Employer identification number **13-6213516**

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
915 15TH STREET, LLC - 13-6213516 915 15TH STREET NW WASHINGTON, DC 20005	REAL ESTATE HOLDING COMPANY	DISTRICT OF COLUMBIA			N/A

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
AMERICAN CIVIL LIBERTIES UNION, INC. - 13-3871360, 125 BROAD STREET, 18TH FLOOR, NEW YORK, NY 10004	PRESERVATION AND PROMOTION OF CIVIL RIGHTS AND LIBERTIES	DISTRICT OF COLUMBIA	501(C)(4)		N/A		X
RBSO, INC. - 04-3730759 125 BROAD STREET, 18TH FLOOR NEW YORK, NE 10004	SUPPORTING ORGANIZATION	DELAWARE	501(C)(3)	LINE 11D, III-O	N/A		X





**AMERICAN CIVIL LIBERTIES UNION  
FOUNDATION, INC.**

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

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

**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?

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

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) AMERICAN CIVIL LIBERTIES UNION	M	405,931.	FTE BASED ALLOCATION METHODOLOGY
(2) AMERICAN CIVIL LIBERTIES UNION	N	9,548,382.	REVENUE BASED ALLOCATION METHOD
(3) AMERICAN CIVIL LIBERTIES UNION	O	405,931.	FTE BASED ALLOCATION METHODOLOGY
(4) AMERICAN CIVIL LIBERTIES UNION	P	9,548,382.	REVENUE BASED ALLOCATION METHOD
(5)			
(6)			





