

Form **990**

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

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MS. FOUNDATION FOR WOMEN, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 12 METROTECH CENTER 26 FL City, town, or post office, state, and ZIP code BROOKLYN, NY 11201 F Name and address of principal officer: DOROTHY THOMAS SAME AS C ABOVE	D Employer identification number 23-7252609 E Telephone number (212) 742-2300 G Gross receipts \$ 23,724,618. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.FORWOMEN.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1972 M State of legal domicile: NY

Part I Summary					
		1 Briefly describe the organization's mission or most significant activities: "OUR MISSION IS TO BUILD WOMEN'S COLLECTIVE POWER TO REALIZE A NATION OF JUSTICE FOR ALL"			
		2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
Activities & Governance	3	Number of voting members of the governing body (Part VI, line 1a)	3 14		
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 14		
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 51		
	6	Total number of volunteers (estimate if necessary)	6 16		
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.		
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b 0.		
	Revenue			Prior Year	Current Year
8		Contributions and grants (Part VIII, line 1h)	4,787,881.	8,277,651.	
9		Program service revenue (Part VIII, line 2g)	0.	0.	
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,153,501.	1,555,289.	
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-189,398.	-215,088.	
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,751,984.	9,617,852.	
Expenses		13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,873,032.	1,772,500.
		14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,327,324.	3,736,042.
		16a	Professional fundraising fees (Part IX, column (A), line 11e)	78,000.	78,000.
		b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,492,816.		
		17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,977,749.	3,010,196.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	9,256,105.	8,596,738.	
19	Revenue less expenses. Subtract line 18 from line 12	-3,504,121.	1,021,114.		
Net Assets or Fund Balances			Beginning of Current Year	End of Year	
	20	Total assets (Part X, line 16)	38,558,335.	41,696,073.	
	21	Total liabilities (Part X, line 26)	1,851,458.	1,254,728.	
22	Net assets or fund balances. Subtract line 21 from line 20	36,706,877.	40,441,345.		

Part II Signature Block					
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.					
Sign Here	▶	Signature of officer	Date		
	▶	ROSINA BARBA, VP. FINANCE AND ADMINISTRATION			
		Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	GARRETT M. HIGGINS	GARRETT M. HIGGINS	12/19/13		P00543209
	Firm's name ▶ O'CONNOR DAVIES, LLP	Firm's EIN ▶ 27-1728945			
	Firm's address ▶ 500 MAMARONECK AVENUE HARRISON, NY 10528-1633	Phone no. 914-381-8900			

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: OUR MISSION IS TO BUILD WOMEN'S COLLECTIVE POWER TO REALIZE A NATION OF JUSTICE FOR ALL. WE FOCUS ON: ECONOMIC JUSTICE, REPRODUCTIVE HEALTH, AND SAFETY. WE ARE THE FIRST AND LARGEST DOMESTICALLY-FOCUSED WOMEN'S FOUNDATION IN THE COUNTRY.

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

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

4a (Code:) (Expenses \$ 3,815,740. including grants of \$ 1,772,500.) (Revenue \$) THE MS. FOUNDATION FOR WOMEN PROVIDES A VARIETY OF PROGRAMS AND SERVICES IN SUPPORT OF ISSUES AFFECTING WOMEN IN THE UNITED STATES. IN 2013, THE FOUNDATION PROVIDED GRANTS TO 79 ORGANIZATIONS WORKING ON KEY ISSUES OF REPRODUCTIVE HEALTH, CHILD SEXUAL ABUSE PREVENTION, AFFORDABLE CHILD CARE AND QUALITY CHILD CARE JOBS. IN ADDITION, THROUGH ITS CAPACITY BUILDING PROGRAMS, THE FOUNDATION PROVIDES ASSISTANCE IN STRATEGIC COMMUNICATIONS, ORGANIZATIONAL DEVELOPMENT AND FINANCIAL MANAGEMENT. IN 2013, IT SPONSORED NUMEROUS WEBINARS AS WELL AS GRANTEE CONVENINGS AND ROUNDTABLES. THE MS. FOUNDATION ALSO HOSTS DONOR ADVISED FUNDS INCLUDING THE OMA FUND, ASIAN WOMEN GIVING CIRCLE, E.P. FUND, AND THE SOPHIA AND GLORIA".

4b (Code:) (Expenses \$ 1,052,941. including grants of \$) (Revenue \$) THE MS. FOUNDATION FOR WOMEN CONDUCTS PUBLIC EDUCATION IN AREAS CRITICAL TO WOMEN'S WELLBEING, SUCH AS HEALTH AND REPRODUCTIVE JUSTICE, ECONOMIC JUSTICE, AND ENDING VIOLENCE AGAINST WOMEN AND GIRLS. WE EDUCATE AND ENGAGE AUDIENCES THROUGH OUR WEBSITE, BLOGS, SOCIAL MEDIA PLATFORMS, ONLINE ACTION CAMPAIGNS, AND MEDIA PLACEMENTS THROUGH NEWS OUTLETS ACROSS THE COUNTRY. OUR PUBLIC EDUCATION EFFORTS HELP CHANGE THE PUBLIC DISCOURSE ON OUR CORE ISSUES BOTH BY ENGAGING INDIVIDUALS IN CONVERSATIONS ABOUT THE ISSUES AND BY CHANGING THE NARRATIVE IN MEDIA.

4c (Code:) (Expenses \$ 566,608. including grants of \$) (Revenue \$) THE ADVOCACY & POLICY DEPARTMENT ENHANCES THE ORGANIZATION'S THOUGHT LEADERSHIP AND STRATEGICALLY PROMOTE POLICIES AND PRACTICES TO IMPROVE THE CONDITIONS FOR WOMEN. THIS YEAR, THE MS. FOUNDATION DEVELOPED A STRATEGIC FRAMEWORK AND INITIATED ADVOCACY CAMPAIGNS. KEY ACCOMPLISHMENTS INCLUDE:

- 1) DEVELOPMENT AND RELEASE OF REPORT ON THE STATUS OF WOMEN, "MORE TO DO: THE ROAD TO EQUALITY FOR WOMEN IN THE U.S."
2) LAUNCHING INITIATIVES TO IMPROVE THE PATH TO JUSTICE FOR VICTIMS OF CHILD SEXUAL ABUSE, INCREASE PUBLIC AWARENESS AND PROMOTE PREVENTION.
3) IMPLEMENTATION OF INITIATIVES TO HELP ENSURE WOMEN'S ACCESS TO REPRODUCTIVE HEALTH CARE.

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

4e Total program service expenses 5,435,289.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants 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?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <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, Part II, III, or IV, and Part V, line 1</i>		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question number, description, sub-questions (1a-14b), Yes, and No. Includes entries for Form 1096 (37), Forms W-2G (0), Form W-3 (51), and various tax compliance questions.

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
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a		14
b	Enter the number of voting members included in line 1a, above, who are independent		14
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
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).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **SEE SCHEDULE O**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **ROSINA BARBA - (212) 742-2300**
12 METROTECH CENTER, 26TH FLOOR, BROOKLYN, NY 11201

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PHOEBE ENG TERM ENDED MAY 2013	1.00	X						0.	0.	0.
(2) ELIZABETH BREMNER DIRECTOR	1.00	X						0.	0.	0.
(3) ASHLEY BLANCHARD DIRECTOR	1.00	X						0.	0.	0.
(4) JEANNIE DIEFENDERFER VICE-CHAIR	1.00	X		X				0.	0.	0.
(5) CATHY RAPHAEL CHAIR	1.00	X		X				0.	0.	0.
(6) RENE A. REDWOOD DIRECTOR	1.00	X						0.	0.	0.
(7) KATHLEEN STEPHANSEN CO-TREASURER	1.00	X		X				0.	0.	0.
(8) VERNA WILLIAMS SECRETARY	1.00	X		X				0.	0.	0.
(9) EVE E. ELLIS CO-TREASURER	1.00	X		X				0.	0.	0.
(10) LAUREN EMBREY DIRECTOR	1.00	X						0.	0.	0.
(11) HEATHER ARNET DIRECTOR	1.00	X						0.	0.	0.
(12) ALICIA LARA DIRECTOR	1.00	X						0.	0.	0.
(13) DOROTHY THOMAS TERM ENDED MAY 2013	1.00	X						0.	0.	0.
(14) SUSAN DICKLER DIRECTOR	1.00	X						0.	0.	0.
(15) GARA LAMARCHE DIRECTOR	1.00	X						0.	0.	0.
(16) MICHAEL CAMPBELL DIRECTOR	1.00	X						0.	0.	0.
(17) ANIKA RAHMAN PRESIDENT/CEO	40.00			X				243,295.	0.	7,522.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) CANDICE CARNAGE VP FINANCE & ADMIN.	40.00			X				127,603.	0.	9,233.
(19) PATRICIA ENG VP PROGRAM - GCB	40.00				X			138,771.	0.	27,783.
(20) KELLY PARISI VP COMMUNICATION	40.00				X			138,486.	0.	2,650.
1b Sub-total								648,155.	0.	47,188.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								648,155.	0.	47,188.

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 **4**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
SULLIVAN & CO 450 WEST 14TH STREET, NEW YORK, NY 10014	CREATIVE SERVICES	261,808.
THE STANFORD GROUP 1571 HOLLY BOULEVARD, MANASQUAN, NJ 08736	FUNDRAISING	177,782.
CDG INTERACTIVE, 1320 19TH ST. NW, 8TH FL, WASHINGTON, DC 20036	WEBSITE DESIGN AND HOSTING	136,775.
LIGHTBOX COLLABORATIVE 916 STANYAN STREET, SAN FRANCISCO, CA 94117	STRATEGIC COMMUNICATIONS	117,968.
JANE SILVERMAN & ASSOCIATES, 60 CONSTITUTION HILL WEST, PRINCETON, NJ	CONSULTING	104,065.

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**

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	1,066,796.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	7,210,855.				
	g Noncash contributions included in lines 1a-1f: \$		240,810.				
	h Total. Add lines 1a-1f		8,277,651.				
	Program Service Revenue	2 a	Business Code				
b							
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		791,051.			791,051.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
	d Net gain or (loss)			764,238.			764,238.
	8 a Gross income from fundraising events (not including \$ 1,066,796. of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a OTHER INCOME		900099	4,095.			4,095.	
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			4,095.				
12 Total revenue. See instructions.			9,617,852.	0.	0.	1,340,201.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,772,500.	1,772,500.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	414,353.	196,850.	149,422.	68,081.
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	2,635,570.	1,537,016.	490,824.	607,730.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	51,152.	29,725.	11,420.	10,007.
9 Other employee benefits	416,181.	225,616.	114,244.	76,321.
10 Payroll taxes	218,786.	124,423.	43,866.	50,497.
11 Fees for services (non-employees):				
a Management				
b Legal	63,062.	6,618.	56,444.	
c Accounting	30,750.		30,750.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	78,000.			78,000.
f Investment management fees	187,514.		187,514.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	814,659.	572,685.	94,344.	147,630.
12 Advertising and promotion	21,555.	17,172.	3,916.	467.
13 Office expenses	287,589.	141,430.	25,786.	120,373.
14 Information technology	56,645.	56,645.		
15 Royalties				
16 Occupancy	868,687.	434,150.	201,888.	232,649.
17 Travel	113,112.	54,003.	25,648.	33,461.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	38,672.	10,605.	25,677.	2,390.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	150,204.		150,204.	
23 Insurance	46,645.		46,645.	
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 CONVENINGS	239,713.	239,713.		
b MAILHOUSE AND ACQUISITI	41,956.			41,956.
c SPACE RENTAL AND CATERI	22,337.	11,605.	3,634.	7,098.
d MISCELLANEOUS EXPENSES	15,761.	1,262.	3,657.	10,842.
e All other expenses	11,335.	3,271.	2,750.	5,314.
25 Total functional expenses. Add lines 1 through 24e	8,596,738.	5,435,289.	1,668,633.	1,492,816.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	27,558.	1	27,532.	
	2 Savings and temporary cash investments	3,600,505.	2	2,096,210.	
	3 Pledges and grants receivable, net	2,436,401.	3	4,068,147.	
	4 Accounts receivable, net	16,233.	4	2,624.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	372,519.	9	266,106.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,909,967.			
	b Less: accumulated depreciation	10b 1,286,204.	765,299.	10c 623,763.	
	11 Investments - publicly traded securities	31,103,562.	11	34,387,899.	
	12 Investments - other securities. See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	236,258.	15	223,792.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	38,558,335.	16	41,696,073.		
Liabilities	17 Accounts payable and accrued expenses	598,205.	17	587,832.	
	18 Grants payable	1,111,000.	18	484,000.	
	19 Deferred revenue	142,253.	19	182,896.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		
	26 Total liabilities. Add lines 17 through 25	1,851,458.	26	1,254,728.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	3,729,322.	27	3,371,442.	
	28 Temporarily restricted net assets	8,790,717.	28	12,362,285.	
	29 Permanently restricted net assets	24,186,838.	29	24,707,618.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	36,706,877.	33	40,441,345.		
34 Total liabilities and net assets/fund balances	38,558,335.	34	41,696,073.		

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	9,617,852.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,596,738.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,021,114.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	36,706,877.
5	Net unrealized gains (losses) on investments	5	2,713,354.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	40,441,345.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2012)

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

2012

Open to Public Inspection

Name of the organization **MS. FOUNDATION FOR WOMEN, INC.** Employer identification number **23-7252609**

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 - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(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 monetary support
			Yes	No	Yes	No	Yes	No	
Total									

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	10,282,536.	5,702,704.	8,424,381.	4,787,881.	8,292,736.	37,490,238.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	10,282,536.	5,702,704.	8,424,381.	4,787,881.	8,292,736.	37,490,238.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						11,118,820.
6 Public support. Subtract line 5 from line 4.						26,371,418.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	10,282,536.	5,702,704.	8,424,381.	4,787,881.	8,292,736.	37,490,238.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	759,094.	688,570.	1,056,685.	871,548.	791,051.	4,166,948.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1,391.	1,331.	5,014.	38.	4,095.	11,869.
11 Total support. Add lines 7 through 10						41,669,055.
12 Gross receipts from related activities, etc. (see instructions)					12	448,146.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	63.29 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	68.86 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2012

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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:

OTHER INCOME

2008 AMOUNT: \$ 1,391.

2009 AMOUNT: \$ 1,331.

2010 AMOUNT: \$ 5,014.

2011 AMOUNT: \$ 38.

2012 AMOUNT: \$ 4,095.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

MS. FOUNDATION FOR WOMEN, INC.

23-7252609

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) (2012)

Name of organization	Employer identification number
MS. FOUNDATION FOR WOMEN, INC.	23-7252609

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		\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 275,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 175,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 175,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 2,210,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 406,847.	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 MS. FOUNDATION FOR WOMEN, INC.	Employer identification number 23-7252609
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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
7	<hr/> <hr/> <hr/> <hr/>	\$ 331,959.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	<hr/> <hr/> <hr/> <hr/>	\$ 1,523,764.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	<hr/> <hr/> <hr/> <hr/>	\$ 406,966.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MS. FOUNDATION FOR WOMEN, INC.	Employer identification number 23-7252609
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	DONATED STOCK _____ _____ _____	\$ 87,421.	11/30/12
7	DONATED STOCK _____ _____ _____	\$ 20,055.	12/05/12
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization	Employer identification number
MS. FOUNDATION FOR WOMEN, INC.	23-7252609

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

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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 MS. FOUNDATION FOR WOMEN, INC.	Employer identification number 23-7252609
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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-.

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.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	38,500.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	5,000.													
c	Total lobbying expenditures (add lines 1a and 1b)	43,500.													
d	Other exempt purpose expenditures	7,060,422.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	7,103,922.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	505,196.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 30%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	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.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
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.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	126,299.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	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.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	431,455.	430,631.	539,325.	505,196.	1,906,607.
b Lobbying ceiling amount (150% of line 2a, column(e))					2,859,911.
c Total lobbying expenditures	55,000.	106,811.	60,060.	43,500.	265,371.
d Grassroots nontaxable amount	107,864.	107,658.	134,831.	126,299.	476,652.
e Grassroots ceiling amount (150% of line 2d, column (e))					714,978.
f Grassroots lobbying expenditures	31,650.	69,544.	42,319.	38,500.	182,013.

Schedule C (Form 990 or 990-EZ) 2012

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
1 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:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d 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
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

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."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 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?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

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 (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

MS. FOUNDATION FOR WOMEN, INC.

Employer identification number

23-7252609

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	8	
2 Aggregate contributions to (during year)	312,061.	
3 Aggregate grants from (during year)	224,500.	
4 Aggregate value at end of year	4,795,588.	
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 checked="" 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 checked="" 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 XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

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

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

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

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	26,770,991.	27,791,499.	24,117,747.	21,425,318.	27,213,140.
b Contributions	761,882.	178,487.	551,617.	461,695.	88,670.
c Net investment earnings, gains, and losses	3,847,148.	46,615.	4,476,605.	3,137,027.	-3,741,621.
d Grants or scholarships					
e Other expenditures for facilities and programs	1,639,021.	1,245,610.	1,354,470.	906,293.	2,134,871.
f Administrative expenses					
g End of year balance	29,741,000.	26,770,991.	27,791,499.	24,117,747.	21,425,318.

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

- a Board designated or quasi-endowment 4.24 %
- b Permanent endowment 83.06 %
- c Temporarily restricted endowment 12.70 %

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 XIII the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		1,329,989.	785,380.	544,609.
d Equipment		579,978.	500,824.	79,154.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				623,763.

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

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

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered 1 through 10.

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

Table with 2 columns: (a) Description, (b) Book value. Rows numbered 1 through 10.

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

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes and rows 2-11 are blank.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII [X]

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

1	Total revenue, gains, and other support per audited financial statements	1	12,143,692.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	2,713,354.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	2,713,354.
3	Subtract line 2e from line 1	3	9,430,338.
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	187,514.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	187,514.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	9,617,852.

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

1	Total expenses and losses per audited financial statements	1	8,409,224.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	8,409,224.
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	187,514.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	187,514.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	8,596,738.

Part XIII Supplemental Information

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

PART V, LINE 4: THE PURPOSE IS TO PROVIDE LONG-TERM SUPPORT FOR PROGRAMS. THE INCOME FROM ENDOWMENT IS AVAILABLE FOR GENERAL OPERATIONS.

PART X, LINE 2: MS. FOUNDATION RECOGNIZES THE EFFECT OF TAX POSITIONS ONLY WHEN THEY ARE MORE LIKELY THAN NOT TO BE SUSTAINED. MANAGEMENT IS NOT AWARE OF ANY VIOLATION OF ITS TAX STATUS AS AN ORGANIZATION EXEMPT FROM INCOME TAXES, NOR OF ANY EXPOSURE TO UNRELATED BUSINESS INCOME TAX. THE MS. FOUNDATION IS NO LONGER SUBJECT TO EXAMINATIONS BY THE APPLICABLE

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization **MS. FOUNDATION FOR WOMEN, INC.** Employer identification number **23-7252609**

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a Mail solicitations
 - b Internet and email solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of non-government grants
 - f Solicitation of government grants
 - g Special fundraising events
- 2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
THE STANFORD GROUP - 211 WEST 56TH STREET, NEW YORK, NY	DIRECT RESPONSE CONSULTING		X	162,658.	78,000.	84,658.
Total				162,658.	78,000.	84,658.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.
AL, AK, AR, CA, CT, FL, GA, HI, IL, KS, KY, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, NC, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		WOMEN OF VISION		NONE	
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	1,190,546.			1,190,546.
	2 Less: Contributions	1,066,796.			1,066,796.
	3 Gross income (line 1 minus line 2)	123,750.			123,750.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	14,300.			14,300.
	6 Rent/facility costs	133,901.			133,901.
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	194,732.			194,732.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(342,933)
	11 Net income summary. Combine line 3, column (d), and line 10				-219,183.

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))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				(_____)	
8 Net gaming income summary. Combine line 1, column d, and line 7					

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

- 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:

13a		%
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: THE STANFORD GROUP

(I) ADDRESS OF FUNDRAISER: 211 WEST 56TH STREET, NEW YORK, NY 10019

**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

2012

**Open to Public
Inspection**

Name of the organization

MS. FOUNDATION FOR WOMEN, INC.

**Employer identification number
23-7252609**

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. Part II can be duplicated if additional space is needed.

1 (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
ACT FOR WOMEN AND GIRLS 313 N. WEST VISALIA, CA 93297	26-0287450	501(C)3	30,000.	0.			TO PROVIDE GENERAL OPERATING SUPPORT.
ADHIKAAR FOR HUMAN RIGHTS AND SOCIAL JUSTICE - 71-07 WOODSIDE AVENUE, 1ST FLOOR - WOODSIDE, NY 11377	20-3384725	501(C)3	13,000.	0.			TO PROVIDE SUPPORT TO CONDUCT A PARTICIPATORY ACTION RESEARCH ON CHILD CARE NEEDS FOR DOMESTIC
CALIFORNIA COALITION AGAINST SEXUAL ASSAULT - 1215 K STREET, SUITE 1850 - SACRAMENTO, CA 95814	94-2800985	501(C)3	48,000.	0.			TO SUPPORT NATIONAL WEB CONFERENCE SERIES TO ADDRESS THE PREVENTION OF CHILD SEXUAL ABUSE.
CALIFORNIA LATINAS FOR REPRODUCTIVE JUSTICE - 244 S. SAN PEDRO ST., STE. 405 - LOS ANGELES, CA 90012	26-2213868	501(C)3	25,000.	0.			TO PROVIDE GENERAL OPERATING SUPPORT.
CHOICE USA 1317 F STREET NW, SUITE 501 WASHINGTON, DC 20004	52-1772575	501(C)3	15,000.	0.			TO PROVIDE GENERAL OPERATING SUPPORT.
COALITION OF IMMOKALEE WORKERS 110 S 2ND ST. IMMOKALEE, FL 34142	65-0641010	501(C)3	7,000.	0.			TO SUPPORT THE FAIR FOOD PROGRAM.

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **59.**
- 3** Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2012)

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

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
COLORADO ORGANIZATION FOR LATINA OPPORTUNITY AND REPRODUCTIVE RIGHTS - 827 SHERMAN ST. - DENVER, CO 80204	84-1569021	501(C)3	10,000.	0.			TO SUPPORT WORK ON ENSURING THAT REPRODUCTIVE AND SEXUAL HEALTH CARE SERVICES ARE
COLORADO ORGANIZATION FOR LATINA OPPORTUNITY AND REPRODUCTIVE RIGHTS - 827 SHERMAN ST. - DENVER, CO 80204	84-1569021	501(C)3	30,000.	0.			TO PROVIDE GENERAL OPERATING SUPPORT.
CONNECT INC. 127 W 127TH ST. SUITE 431 NEW YORK, NY 10027	02-0694269	501(C)3	35,500.	0.			TO SUPPORT TO EXPAND THE CIRCLE OF FAITH LEADERS COMMITTED TO CHANGING THE CULTURE OF SILENCE IN
EL PUEBLO, INC. 700 BLUE RIDGE RD., SUITE 101 RALEIGH, NC 27606	56-1934310	501(C)3	30,000.	0.			TO SUPPORT THE DRECHOS SIN FRONTERAS PROGRAM.
FEMINIST MAJORITY FOUNDATION 433 S. BEVERLY DRIVE BEVERLY HILLS, CA 90212	54-1426440	501(C)3	30,000.	0.			DISCRETIONARY GRANT
FINE GRAIN FILMS 119 HERKIMER ST. BROOKLYN, NY 11216	13-2983705	501(C)3	5,500.	0.			DONOR ADVISED GRANT
GARMENT WORKER CENTER 1250 S. LOS ANGELES, ST. #213 LOS ANGELES, CA 90015	81-0622327	501(C)3	13,000.	0.			TO SUPPORT TO CONDUCT PARTICIPATORY ACTION RESEARCH ON CHILD CARE FOR LOS ANGELES GARMENT
IBIS REPRODUCTIVE HEALTH 17 DUNSTER STREET, SUITE 201 CAMBRIDGE, MA 02138	03-0382773	501(C)3	10,000.	0.			DONOR ADVISED GRANT
INSTITUTE FOR POLICY STUDIES 1112 16TH STREET, N.W., SUITE 600 WASHINGTON, DC 20036	52-0788947	501(C)3	10,000.	0.			TO SUPPORT THE ECONOMIC HARDSHIP REPORTING PROJECT.

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
KENTUCKY HEALTH JUSTICE NETWORK P.O. BOX 4761 LOUISVILLE,, KY 40204	27-1246514	501(C)3	20,000.	0.			TO SUPPORT THE BUILDING POWER AND ALLEVIATING BARRIERS TO ACCESS PROJECT.
KINGSBRIDGE HEIGHTS COMMUNITY CENTER - 3101 KINGSBRIDGE TERRACE - BRONX, NY 10463	13-2813809	501(C)3	35,500.	0.			TO SUPPORT THE INCORPORATION OF CSA PREVENTION, INTERVENTION AND IDENTIFICATION IN ALL
MASSACHUSETTS CITIZENS FOR CHILDREN - 14 BEACON STREET, SUITE 706 - BOSTON, MA 02109	04-2276809	501(C)3	41,500.	0.			TO EXPAND THE ENOUGH ABUSE CAMPAIGN.
ASIAN AMERICAN FERDERATION 120 WALL STREET, #301 NEW YORK, NY 10005	13-3572287	501(C)3	15,000.	0.			DONOR ADVISED GRANT TO MEKONG NYC
MINNESOTA COALITION AGAINST SEXUAL ASSAULT - 161 ST. ANTHONY AVENUE, SUITE 1001 - ST. PAUL, MN 55103	41-1459621	501(C)3	41,500.	0.			TO SUPPORT TO ACHIEVE THE PASSAGE OF THE CHILD SEXUAL ABUSE AND SEXUAL VIOLENCE PREVENTION ACT
MOORE COMMUNITY HOUSE 684 WALKER ST. BILOXI, MS 39530	64-0314537	501(C)3	35,000.	0.			TO SUPPORT THE WOMEN IN CONSTRUCTION PROGRAM.
NATIONAL ASIAN PACIFIC AMERICAN WOMEN'S FORUM - 155 WATER STREET - BROOKLYN, NY 11201	51-0198509	501(C)3	20,000.	0.			TO SUPPORT AND ENGAGE IN HEALTH CARE REFORM AND ORGANIZING WITHIN THE NATIONAL HEALTHY NAIL
NATIONAL ASIAN PACIFIC AMERICAN WOMEN'S FORUM - 155 WATER STREET - BROOKLYN, NY 11201	51-0198509	501(C)3	40,000.	0.			TO PROVIDE GENERAL SUPPORT
NATIONAL COUNCIL ON CRIME AND DELINQUENCY - 1970 BROADWAY, STE. 500 - OAKLAND,, CA 94612	13-1624111	501(C)3	31,500.	0.			TO SUPPORT THE RESTORATIVE JUSTICE PROJECT.

Schedule I (Form 990)

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
NATIONAL LATINA INSTITUTE FOR REPRODUCTIVE HEALTH - 50 BROAD STREET, SUITE 1937 - NEW YORK, NY 10004	52-1891734	501(C)3	40,000.	0.			TO PROVIDE GENERAL OPERATING SUPPORT
NATIONAL NETWORK OF ABORTION FUNDS 11 ARLINGTON STREET, 5TH FLOOR BOSTON, MA 02116	04-3236982	501(C)3	20,000.	0.			DONOR ADVISED GRANT
NATIVE AMERICAN COMMUNITY BOARD 809 HIGH ST. LAKE ANDES, SD 57356	46-0392867	501(C)3	30,000.	0.			TO PROVIDE GENERAL OPERATING SUPPORT.
NEW YORK FOUNDATION FOR THE ARTS / FILM FATALE - 20 JAY STREET, 7TH FLOOR - BROOKLYN, NY 11201	23-7129564	501(C)3	15,000.	0.			DONOR ADVISED GRANT
NORTHWEST HEALTH LAW ADVOCATES 4759 15TH AVE NE, STE 305 SEATTLE, WA 98105	91-1961032	501(C)3	35,000.	0.			TO SUPPORT THE GOAL TO SECURE PREVENTIVE REPRODUCTIVE HEALTH AS A CORE COMPONENT OF PRIMARY
NURSING STUDENTS FOR CHOICE 2300 MYRTLE AVE, SUITE 120 ST. PAUL, MN 55114	27-0560247	501(C)3	20,000.	0.			DONOR ADVISED GRANT
ONE LIBERIA RADIO FUND FOR THE CITY OF NEW YORK - 121 AVENUE OF THE AMERICAS, 6TH FLOOR - NEW YORK, NY 10013	13-2612524	501(C)3	10,000.	0.			DISCRETIONARY GRANT
OREGON ABUSE ADVOCATES AND SURVIVORS IN SERVICE - 1650 NW NAITO PARKWAY, SUITE 302 - PORTLAND, OR 97209	27-1493650	501(C)3	70,500.	0.			TO PROVIDE GENERAL OPERATING SUPPORT.
OREGON FOUNDATION FOR REPRODUCTIVE HEALTH - 310 SW 4TH AVENUE, SUITE 840 - LOS ANGELES, CA 60017	93-0803636	501(C)3	30,000.	0.			TO PROVIDE GENERAL OPERATING SUPPORT.

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
PEACE OVER VIOLENCE 1015 WILSHIRE BLVD, SUITE 200 LOS ANGELES, CA 60017	51-0179305	501(C)3	29,000.	0.			TO SUPPORT COLLABORATION WITH PARTNER ORGANIZATION, 1IN6, TO EFFECT COMMUNITY
PLANNED PARENTHOOD OF SOUTHEAST 75 PIEDMONT AVE., NE, #800 ATLANTA, GA 30303	58-6045874	501(C)3	25,000.	0.			TO SUPPORT TO BUILD CONSTITUENCY POWER BY BUILDING AND GROWING A STRONGER BASE AND
PLANNED PARENTHOOD PUBLIC POLICY NETWORK OF WASHINGTON - 2001 E. MADISON STREET - SEATTLE, WA 98122	20-1987331	501(C)3	10,000.	0.			TO SUPPORT HEALTH CARE REFORM ORGANIZING, ADVOCACY, AND POLICY EFFORTS TO ENSURE THAT
PREVENT CHILD ABUSE AMERICA 228. S. WABASH AVE 10TH FLOOR CHICAGO, IL 60604	23-7235671	501(C)3	26,500.	0.			TO SUPPORT TO CREATE A STATE ADVOCACY LEARNING CIRCLE AND ADVISORY COMMITTEE OF PREVENTION
PREVENT CHILD ABUSE NEW JERSEY 103 CHURCH ST. SUITE 210 NEW BRUNSWICK, NJ 08901	22-2314861	501(C)3	25,500.	0.			TO SUPPORT TO WORK IN PARTNERSHIP WITH PREVENT CHILD ABUSE AMERICA AND ITS OTHER STATE CHAPTERS
PREVENT CHILD ABUSE NORTH CAROLINA 3716 NATIONAL DRIVE, SUITE 118 RALEIGH, NC 27612	58-1366718	501(C)3	60,500.	0.			TO SUPPORT TO DEVELOP AN EVIDENCE-BASED, COMMUNITY-INFORMED PRIMARY PREVENTION POLICY
PROGRESSIVE TECHNOLOGY PROJECT 2801 21ST AVE S, 132E MINNEAPOLIS, MN 55407	52-2173971	501(C)3	60,000.	0.			TO SUPPORT SIX REPRODUCTIVE HEALTH GRANTEES WITH GROUP TRAININGS, ONE-ON-ONE
PROVIDE, INC. (FORMERLY ABORTION ACCESS PROJECT) - 47 THORNDIKE ST - CAMBRIDGE, MA 02141	04-3298538	501(C)3	26,000.	0.			DONOR ADVISED GRANT
PURDUE UNIVERSITY 610 PURDUE MALL WEST LAFAYETTE, IN 47907	35-6002041	501(C)3	26,500.	0.			TO SUPPORT WORK TO INCREASE EFFORTS TO PREVENT CHILD SEXUAL ABUSE IN MIGRANT FARM

Schedule I (Form 990)

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
RAISING WOMEN'S VOICES-NY C/O THE MERGERWATCH PROJECT OF COMMUNITY CATALYST - 475 RIVERSIDE DRIVE, SUITE 1600 - NEW YORK, NY 10115	04-3355127	501(C)3	35,000.	0.			TO SUPPORT TO ADVOCATE FOR THE IMPLEMENTATION OF NEW YORK STATE HEALTH BENEFITS MARKETPLACE THAT
REPRODUCTIVE JUSTICE COLLECTIVE (YWCA) - 316 N. MILWAUKEE STREET, SUITE 215 - MILWAUKEE, WI 53202	39-0806258	501(C)3	25,000.	0.			TO PROVIDE GENERAL OPERATING SUPPORT.
RESTAURANT OPPORTUNITIES CENTERS UNITED - 350 SEVENTH STREET, SUITE 1500 - NEW YORK, NY 10001	01-0939141	501(C)3	10,000.	0.			TO SUPPORT THE IMPLEMENTATION OF THE HEALTHY YOUTH ACT.
GOOD OLD LOWER EAST SIDE 169 AVENUE B NEW YORK, NY 10009	13-2915659	501(C)3	10,000.	0.			TO RETAIL ACTION PROJECT, TO SUPPORT TO CONDUCT SURVEYS AND FOCUS GROUPS OF RETAIL WORKERS TO
SAMARITAN COUNSELING CENTER 1803 OREGON PIKE LANCASTER, PA 17601	23-2467315	501(C)3	105,500.	0.			TO SUPPORT TO EXPAND THE SAFE CHURCH PROJECT TO ENGAGE MORE CONGREGATIONS BEYOND THE REGION BY
SISTERSONG, INC. 1237 RALPH DAVID ABERNATHY BLVD SW ATLANTA, GA 30310	51-0544927	501(C)3	10,000.	0.			DISCRETIONARY GRANT
SOUTH ASIAN WOMEN'S CREATIVE COLLECTIVE - 110-112 WEST 27TH STREET, #603 - NEW YORK, NY 10001	13-4026767	501(C)3	10,000.	0.			DONOR ADVISED GRANT
SPARK REPRODUCTIVE JUSTICE NOW 2048 HOSEA WILLIAMS DR SUITE B ATLANTA, GA 30317	58-1872316	501(C)3	25,000.	0.			TO PROVIDE GENERAL OPERATING SUPPORT.
TEWA WOMEN UNITED 912 E. FAIRVIEW LANE ESPANOLA, NM 87565	85-0480836	501(C)3	31,500.	0.			TO SUPPORT TO STRENGTHEN THEIR CAPACITY FOR COLLABORATION IN CHILD SEXUAL ABUSE PREVENTION

Schedule I (Form 990)

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
THE ASIAN PRIDE PROJECT 420 EAST 64TH STREET #APT E2C NEW YORK, NY 10065	13-3944380	501(C)3	12,000.	0.			DONOR ADVISED GRANT
THE FAMILY TREE 2108 NORTH CHARLES STREET BALTIMORE, MD 21218	52-1110645	501(C)3	26,500.	0.			TO SUPPORT INTENTIONAL LEADERSHIP AND BROAD ALLIANCES THROUGHOUT THE MARYLAND PARTNERSHIP ON
THE NEW SCHOOL 66 WEST 12TH STREET NEW YORK, NY 10011	13-3297197	501(C)3	25,000.	0.			TO SUPPORT A PILOT INITIATIVE AND COLLABORATION FOR WOMEN'S REPRODUCTIVE JUSTICE
VERA INSTITUTE OF JUSTICE 233 BROADWAY, 12TH FL. NEW YORK, NY 10279	13-1941627	501(C)3	91,500.	0.			TO SUPPORT THE CENTER FOR VICTIMIZATION AND SAFETY TO EFFORTS TO END SEXUAL ABUSE OF CHILDREN WITH
WEST VIRGINIA FREE 1114 QUARRIER ST. CHARLESTON, WV 25301	55-0715930	501(C)3	58,000.	0.			TO PROVIDE GENERAL OPERATING SUPPORT.
WIDER OPPORTUNITIES FOR WOMEN 1001 CONNECTICUT AVENUE, NW, SUITE WASHINGTON, DC 20036	52-0818450	501(C)3	20,000.	0.			TO SUPPORT THE MOVING ABOVE THE LINE PROJECT.
YOUNG WOMEN UNITED 309 GOLD AVENUE SW ALBUQUERQUE, NM 87102	85-0481224	501(C)3	40,000.	0.			CAPACITY BUILDING GRANT TO STRENGTHEN INDIVIDUAL DONOR PROGRAM.
1 IN 6 P.O. BOX 222033 SANTA CLARITA, CA 91322	13-4353019	501(C)3	14,000.	0.			TO PROVIDE SUPPORT TO ENGAGE SUPPORTERS AROUND CHILD SEXUAL ABUSE.

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

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

SCHEDULE I, PART I, LINE 2: THE MS. FOUNDATION REQUESTS, AND KEEPS ON FILE, WRITTEN REPORTS FROM ALL GRANTEES THAT RECEIVE \$5,000 OR MORE IN FUNDING. THE REPORTS INCLUDE A DESCRIPTION OF PROGRAMMATIC ACTIVITIES AND ACCOMPLISHMENTS, AS WELL AS A REPORT ON THE EXPENDITURE OF GRANT FUNDS. WE ALSO USE OUTSIDE EVALUATORS TO COLLECT DATA ON THE WORK AND IMPACT OF MOST OF OUR GRANTEES, AND MAKE PERIODIC PHONE CALLS AND SITE VISITS TO A PORTION OF OUR GRANTEES EACH YEAR.

PART II, LINE 1, COLUMN (H):

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT:

ADHIKAAR FOR HUMAN RIGHTS AND SOCIAL JUSTICE

(H) PURPOSE OF GRANT OR ASSISTANCE: TO PROVIDE SUPPORT TO CONDUCT A PARTICIPATORY ACTION RESEARCH ON CHILD CARE NEEDS FOR DOMESTIC AND NAIL SALON WORKERS.

NAME OF ORGANIZATION OR GOVERNMENT:

COLORADO ORGANIZATION FOR LATINA OPPORTUNITY AND REPRODUCTIVE RIGHTS

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT WORK ON ENSURING THAT REPRODUCTIVE AND SEXUAL HEALTH CARE SERVICES ARE NOT EXCLUDED FROM ANY COMPONENT OF HEALTH CARE REFORM IMPLEMENTATION.

NAME OF ORGANIZATION OR GOVERNMENT: CONNECT INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT TO EXPAND THE CIRCLE OF FAITH LEADERS COMMITTED TO CHANGING THE CULTURE OF SILENCE IN THEIR FAITH-BASED COMMUNITIES TO BUILD A GRASSROOTS MOVEMENT TO END CHILD SEXUAL ABUSE.

NAME OF ORGANIZATION OR GOVERNMENT: GARMENT WORKER CENTER

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT TO CONDUCT PARTICIPATORY ACTION RESEARCH ON CHILD CARE FOR LOS ANGELES GARMENT WORKERS, EMPHASIZING THE NEEDS OF GARMENT WORKERS WITH DEPENDENT CHILDREN.

NAME OF ORGANIZATION OR GOVERNMENT: KINGSBRIDGE HEIGHTS COMMUNITY CENTER

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT THE INCORPORATION OF CSA PREVENTION, INTERVENTION AND IDENTIFICATION IN ALL PROGRAMS SERVING YOUTH AND FAMILIES.

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT:

MINNESOTA COALITION AGAINST SEXUAL ASSAULT

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT TO ACHIEVE THE PASSAGE OF THE CHILD SEXUAL ABUSE AND SEXUAL VIOLENCE PREVENTION ACT IN MINNESOTA.

NAME OF ORGANIZATION OR GOVERNMENT:

NATIONAL ASIAN PACIFIC AMERICAN WOMEN'S FORUM

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT AND ENGAGE IN HEALTH CARE REFORM AND ORGANIZING WITHIN THE NATIONAL HEALTHY NAIL SALON ALLIANCE.

NAME OF ORGANIZATION OR GOVERNMENT: NORTHWEST HEALTH LAW ADVOCATES

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT THE GOAL TO SECURE PREVENTIVE REPRODUCTIVE HEALTH AS A CORE COMPONENT OF PRIMARY CARE.

NAME OF ORGANIZATION OR GOVERNMENT: PEACE OVER VIOLENCE

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT COLLABORATION WITH PARTNER ORGANIZATION, 1IN6, TO EFFECT COMMUNITY MOBILIZATION IN LOS ANGELES TO END CHILD SEXUAL ABUSE.

NAME OF ORGANIZATION OR GOVERNMENT: PLANNED PARENTHOOD OF SOUTHEAST

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT TO BUILD CONSTITUENCY POWER BY BUILDING AND GROWING A STRONGER BASE AND STRATEGICALLY

NAME OF ORGANIZATION OR GOVERNMENT:

PLANNED PARENTHOOD PUBLIC POLICY NETWORK OF WASHINGTON

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT HEALTH CARE REFORM ORGANIZING, ADVOCACY, AND POLICY EFFORTS TO ENSURE THAT WOMEN HAVE DIRECT, CONFIDENTIAL ACCESS TO REPRODUCTIVE HEALTH CARE INCLUDING

Part IV Supplemental Information

CONTRACEPTION, ABORTION CARE, AND ACCESS TO AN ADEQUATE NETWORK OF PROVIDERS IN WASHINGTON.

NAME OF ORGANIZATION OR GOVERNMENT: PREVENT CHILD ABUSE AMERICA

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT TO CREATE A STATE

ADVOCACY LEARNING CIRCLE AND ADVISORY COMMITTEE OF PREVENTION POLICY

EXPERTS TO DRAFT MODEL LEGISLATION OR RECOMMENDED POLICY CHANGE FOR

INTRODUCTION IN MULTIPLE STATES; IDENTIFY AND ORGANIZE LOCAL AND STATE

ORGANIZATIONS TO SUPPORT CHILD SEXUAL ABUSE PREVENTION POLICIES; AND

EVALUATE PROGRESS OF ADVOCACY EFFORTS AND LESSONS LEARNED TO SHARE WITH

NATIONAL PARTNERS AND CHAPTERS.

NAME OF ORGANIZATION OR GOVERNMENT: PREVENT CHILD ABUSE NEW JERSEY

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT TO WORK IN PARTNERSHIP

WITH PREVENT CHILD ABUSE AMERICA AND ITS OTHER STATE CHAPTERS TO EXPAND

THE ENOUGH ABUSE CAMPAIGN TO MORE STATES; INTEGRATE CHILD SEXUAL ABUSE

PREVENTION IN THE NEW NJ STATE PREVENTION PLAN IN PARTNERSHIP WITH THE NJ

DEPARTMENT OF CHILDREN AND FAMILIES AND THE NJ TASK FORCE ON ABUSE AND

NEGLECT; AND WORK WITH LARGER STATE ORGANIZATIONS THAT OVERSEE YOUTH

PROGRAMS TO IMPLEMENT CHILD SEXUAL ABUSE PREVENTION POLICIES.

NAME OF ORGANIZATION OR GOVERNMENT: PREVENT CHILD ABUSE NORTH CAROLINA

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT TO DEVELOP AN

EVIDENCE-BASED, COMMUNITY-INFORMED PRIMARY PREVENTION POLICY PACKAGE THAT

ENCOMPASSES A WIDE RANGE OF INITIATIVES; CULTIVATE RELATIONSHIPS WITH

LEGISLATIVE CHAMPIONS ON THE STATE LEVEL AND COMMUNITY ALLIES ON THE

LOCAL LEVEL; AND BEGIN TO IMPLEMENT STRATEGIES IDENTIFIED IN THE SEX

OFFENDER RECIDIVISM PREVENTION OR SECONDARY VICTIMIZATION PREVENTION

Part IV Supplemental Information

ISSUE AREAS.

NAME OF ORGANIZATION OR GOVERNMENT: PROGRESSIVE TECHNOLOGY PROJECT

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT SIX REPRODUCTIVE HEALTH GRANTEES WITH GROUP TRAININGS, ONE-ON-ONE TECHNICAL ASSISTANCE, AND TAILORED CAPACITY BUILDING TRAINING AND SUPPORT TO HELP GRANTEES ACCOMPLISH A SPECIFIC COMMUNICATIONS PROJECTS

NAME OF ORGANIZATION OR GOVERNMENT: PURDUE UNIVERSITY

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT WORK TO INCREASE EFFORTS TO PREVENT CHILD SEXUAL ABUSE IN MIGRANT FARM WORKER COMMUNITIES; DEVELOP A CULTURALLY RELEVANT, COMMUNITY DEFINED RESPONSE TO ADDRESS CHILD SEXUAL ABUSE; AND BEGIN COMMUNITY MOBILIZATION EFFORTS WITH A FOCUS ON ARTS-BASED APPROACHES TO EDUCATION AND OPEN DISCUSSION.

NAME OF ORGANIZATION OR GOVERNMENT:

RAISING WOMEN'S VOICES-NY C/O THE MERGERWATCH PROJECT OF COMMUNITY CATALYST
 (H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT TO ADVOCATE FOR THE IMPLEMENTATION OF NEW YORK STATE'S HEALTH BENEFITS MARKETPLACE THAT EMBODIES REPRODUCTIVE JUSTICE PRINCIPLES.

NAME OF ORGANIZATION OR GOVERNMENT: GOOD OLD LOWER EAST SIDE

(H) PURPOSE OF GRANT OR ASSISTANCE: TO RETAIL ACTION PROJECT, TO SUPPORT TO CONDUCT SURVEYS AND FOCUS GROUPS OF RETAIL WORKERS TO EXPLORE HOW SCHEDULING PRACTICES HAVE IMPACTED RETAIL WORKERS

NAME OF ORGANIZATION OR GOVERNMENT: SAMARITAN COUNSELING CENTER

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT TO EXPAND THE SAFE CHURCH

Part IV Supplemental Information

PROJECT TO ENGAGE MORE CONGREGATIONS BEYOND THE REGION BY DEVELOPING AN INTENSIVE TRAINING PROGRAM AND PILOTING IT IN STRATEGICALLY SELECTED AREAS THROUGHOUT THE US.

NAME OF ORGANIZATION OR GOVERNMENT: TEWA WOMEN UNITED

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT TO STRENGTHEN THEIR CAPACITY FOR COLLABORATION IN CHILD SEXUAL ABUSE PREVENTION AND COMMUNITY ENGAGEMENT BY CREATING A TRIBAL/RURAL NETWORK TO END CHILD SEXUAL ABUSE.

NAME OF ORGANIZATION OR GOVERNMENT: THE FAMILY TREE

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT INTENTIONAL LEADERSHIP AND BROAD ALLIANCES THROUGHOUT THE MARYLAND PARTNERSHIP ON PREVENTION OF CHILD SEXUAL ABUSE.

NAME OF ORGANIZATION OR GOVERNMENT: THE NEW SCHOOL

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT A PILOT INITIATIVE AND COLLABORATION FOR WOMEN'S REPRODUCTIVE JUSTICE PROGRAM.

NAME OF ORGANIZATION OR GOVERNMENT: VERA INSTITUTE OF JUSTICE

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT THE CENTER FOR VICTIMIZATION AND SAFETY TO EFFORTS TO END SEXUAL ABUSE OF CHILDREN WITH DISABILITIES.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

MS. FOUNDATION FOR WOMEN, INC.

Employer identification number

23-7252609

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?	5a	X
b Any related organization?	5b	X
If "Yes" to line 5a or 5b, describe in Part III.		
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: a The organization?	6a	X
b Any related organization?	6b	X
If "Yes" to line 6a or 6b, describe in Part III.		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2012

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 and Title		(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) ANIKA RAHMAN PRESIDENT/CEO	(i)	243,295.	0.	0.	6,481.	1,041.	250,817.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) PATRICIA ENG VP PROGRAM - GCB	(i)	138,771.	0.	0.	4,977.	22,806.	166,554.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **MS. FOUNDATION FOR WOMEN, INC.** Employer identification number **23-7252609**

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	16	226,510.	PROCEEDS OF STOCK SA
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 ▶ (<u>AUCTION ITEMS</u>)	X	5	14,300.	DONOR DETERMINED
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)

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

2012

Open to Public
Inspection

Name of the organization

MS. FOUNDATION FOR WOMEN, INC.

Employer identification number

23-7252609

FORM 990, PART VI, SECTION B, LINE 11: THE MS. FOUNDATION FOR WOMEN, HAS ITS FORM 990 PREPARED BY AN OUTSIDE ACCOUNTING FIRM AND HAS ESTABLISHED THE FOLLOWING REVIEW PROCESS TO ENSURE THAT THE INFORMATION REPORTED IS COMPLETE AND ACCURATE. WHEN THE FORM 990 HAS BEEN PREPARED, REVIEWED BY MANAGEMENT, MEMBERS OF THE AUDIT COMMITTEE AND IS READY TO BE FILED WITH THE INTERNAL REVENUE SERVICE, IT IS SUBMITTED ELECTRONICALLY TO MEMBERS OF THE ORGANIZATION'S GOVERNING BODY FOR ANY COMMENTS PRIOR TO ITS SUBMISSION. THE GOVERNING BODY IS PROVIDED WITH ONE WEEK TO REVIEW THE PREPARED FORM 990 AND PROVIDE THEIR COMMENTS. ANY COMMENTS ARE THEN GROUPEd, SUMMARIZED AND PROVIDED TO THE VP FINANCE AND ADMINISTRATION AND WHOLE COMMITTEE FOR REVIEW. EACH ISSUE IS DOCUMENTED AND ADDRESSED UNTIL THE RETURN IS FINALIZED FOR FILING.

FORM 990, PART VI, SECTION B, LINE 12C: A CONFLICT OF INTEREST DISCLOSURE STATEMENT IS COMPLETED ANUALLY BY DIRECTORS, OFFICERS, COMMITTEE MEMBERS AND KEY STAFF MEMBERS. AT ALL BOARD MEETINGS IT IS QUERIED WHETHER A CONFLICT OF INTEREST EXISTS. IF THERE IS A POTENTIAL CONFLICT AT THE BOARD LEVEL, THE MEMBER WILL RECUSE HIM OR HERSELF FROM DELIBERATIONS AND VOTING ON THAT ISSUE. THE MINUTES OF ANY MEETING AT WHICH A CONFLICT OF INTEREST TRANSACTION IS CONSIDERED MUST REFLECT ALL DETAILS OF THE MATTER.

FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE COMMITTEE OF THE BOARD IS RESPONSIBLE FOR REVIEWING THE CEO'S PERFORMANCE AND SALARY ON AN ANNUAL BASIS. AS PART OF THE COMPENSATION REVIEW, THE COMMITTEE REVIEWED EXTERNAL DATA ON COMPENSATION LEVELS AND BENEFITS FOR SIMILARLY QUALIFIED INDIVIDUALS IN COMPARABLE POSITIONS. THE COMMITTEE LAST MET IN MARCH OF

Name of the organization MS. FOUNDATION FOR WOMEN, INC.	Employer identification number 23-7252609
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2013 TO REVIEW THE CEO'S PERFORMANCE AND COMPENSATION.

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

FORM 990, PART VI, SECTION C, LINE 19: THE MS FOUNDATION FOR WOMEN, INC.
MAKES ITS FORM 990 AND FORM 1023 AVAILABLE FOR PUBLIC INSPECTION AS
REQUIRED UNDER SECTION 6104 OF THE INTERNAL REVENUE CODE. THE FORM 990 IS
AVAILABLE IN GUIDESTAR.ORG AND OTHER SIMILAR TYPES OF WEBSITES. IN
ADDITION FORMS 990, THE FINANCIAL STATEMENTS AND CONFLICT OF INTEREST
POLICY ARE AVAILABLE UPON A WRITTEN REQUEST AT 12 METROTECH CENTER, 26TH
FLOOR, BROOKLYN, NY 11201 OR BY CALLING THE ORGANIZATION DIRECTLY AT
(212)742-2300.

FORM 990, PART XII, LINE 2C
THE ORGANIZATION HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR
OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN
INDEPENDENT ACCOUNTANT. THIS PROCESS DID NOT CHANGE FROM THE PRIOR
YEAR.