

**Return of Organization Exempt From Income Tax**

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

**2011**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

**A** For the 2011 calendar year, or tax year beginning 7/1/2011, and ending 6/30/2012

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

**C** Name of organization THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.  
 Doing Business As \_\_\_\_\_  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
116 EAST 18TH STREET, 7TH FLOOR  
 City or town, state or country, and ZIP + 4  
NEW YORK NY 10003

**D** Employer identification number  
13-2992977

**E** Telephone number  
(212) 529-8021

**G** Gross receipts \$ 8,825,535

**F** Name and address of principal officer:  
JENNIFER BOB ALOTTA, ADDRESS SAME AS "C" ABOVE

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

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

**J** Website: WWW.ASTRAEAFOUNDATION.ORG

**K** Form of organization:  Corporation  Trust  Association  Other ▶

**L** Year of formation: 1979 **M** State of legal domicile: NY

**H(c)** Group exemption number ▶ \_\_\_\_\_

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC. IS THE WORLD'S ONLY FOUNDATION SOLELY DEDICATED TO FUNDING LGBTI ACTIVISM GLOBALLY. ASTRAEA HAS SERVED AS A FEMINIST-SOCIAL-JUSTICE HUB, WORKING SIDE-BY-SIDE WITH GRANTEE &amp; DONOR PARTNERS TO ACHIEVE SOCIAL, RACIAL, ECONOMIC &amp; GENDER JUSTICE WORLDWIDE.</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	<u>3</u>	<u>11</u>
	4 Number of independent voting members of the governing body (Part VI, line 1b)	<u>4</u>	<u>11</u>
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	<u>5</u>	<u>38</u>
	6 Total number of volunteers (estimate if necessary)	<u>6</u>	<u>10</u>
	7a Total unrelated business revenue from Part VIII, column (C), line 12	<u>7a</u>	<u>0</u>
b Net unrelated business taxable income from Form 990-T, line 34	<u>7b</u>	<u>0</u>	
Revenue	8 Contributions and grants (Part VIII, line 1h)	<u>3,839,057</u>	<u>5,983,453</u>
	9 Program service revenue (Part VIII, line 2g)	<u>145,557</u>	<u>63,764</u>
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<u>164,682</u>	<u>232,326</u>
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<u>4,184</u>	<u>21,227</u>
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<u>4,153,480</u>	<u>6,300,770</u>
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	<u>2,707,973</u>	<u>1,369,547</u>
	14 Benefits paid to or for members (Part IX, column (A), line 4)	<u>0</u>	<u>0</u>
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	<u>2,053,352</u>	<u>1,186,474</u>
	16a Professional fundraising fees (Part IX, column (A), line 11e)	<u>0</u>	<u>0</u>
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>299,799</u>		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	<u>1,613,419</u>	<u>1,148,698</u>
18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	<u>6,374,744</u>	<u>3,704,719</u>	
19 Revenue less expenses. Subtract line 18 from line 12	<u>-2,221,264</u>	<u>2,596,051</u>	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	<u>Beginning of Current Year</u> <u>8,292,020</u>	<u>End of Year</u> <u>10,175,205</u>
	21 Total liabilities (Part X, line 26)	<u>1,838,627</u>	<u>2,090,961</u>
	22 Net assets or fund balances. Subtract line 21 from line 20	<u>6,453,393</u>	<u>8,084,244</u>

**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 \_\_\_\_\_  
 Type or print name and title \_\_\_\_\_

**Paid Preparer Use Only**  
 Print/Type preparer's name WINNIE TAM Preparer's signature Winnie Tam Date 3/22/2013 Check  if self-employed PTIN P01275370  
 Firm's name ▶ WINNIE TAM & CO., P.C. Firm's EIN ▶ 13-3777972  
 Firm's address ▶ 50 BROAD STREET, SUITE 1837, NEW YORK, NY 10004 Phone no. (212) 785-4600

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: THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC. ("ASTRAEA") IS THE WORLD'S ONLY FOUNDATION SOLELY DEDICATED TO FUNDING LGBTI ACTIVISM GLOBALLY. ASTRAEA HAS SERVED AS A FEMINIST-SOCIAL JUSTICE HUB, WORKING SIDE-BY-SIDE WITH GRANTEE AND DONOR PARTNERS TO ACHIEVE SOCIAL RACIAL, ECONOMIC AND GENDER JUSTICE WORLDWIDE.

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

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

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

4a (Code: ) (Expenses \$ 2,301,731 including grants of \$ 1,317,839 ) (Revenue \$ 63,784 ) ASTRAEA WORKS FOR SOCIAL, RACIAL AND ECONOMIC JUSTICE IN THE U.S. AND INTERNATIONALLY. THEIR GRANTMAKING AND PHILANTHROPIC PROGRAMS HELP LESBIANS AND ALLIED COMMUNITIES CHALLENGE OPPRESSION AND CLAIM THEIR HUMAN RIGHTS.

4b (Code: ) (Expenses \$ 466,760 including grants of \$ 51,908 ) (Revenue \$ 0 ) THE PIPELINE PROJECT - A SPONSORED PROJECT OF ASTRAEA - IS A RECRUITMENT, RETENTION AND LEADERSHIP ADVANCEMENT INITIATIVE. THE INITIATIVE'S GOALS ARE TO PRODUCE PROGRAMS AND ENGAGE IN ACTIVITIES THAT TOGETHER REPRESENT A LONG-TERM EFFORT TO INCREASE THE NUMBER OF PEOPLE OF COLOR WORKING WITHIN THE NATION'S LGBT RIGHTS, SERVICE AND ADVOCACY SECTOR, AND ULTIMATELY INCREASE THE LEVEL OF DIVERSITY IN THE LEADERSHIP OF OUR MOVEMENT.

4c (Code: ) (Expenses \$ 234,647 including grants of \$ 0 ) (Revenue \$ 0 ) GLOBAL ACTION FOR TRANSGENDER EQUALITY ("GATE") - A SPONSORED PROJECT OF ASTRAEA - IS A TRANS NETWORK COORDINATOR, FACILITATOR AND ADVOCATE TO THE 'OUTSIDE' WORLD. GATE WORKS TO UNITE TRANS MOVEMENTS FOR COMMON GOALS, WHILE DEVELOPING TRANS AGENDAS ON A CONCEPTUAL POLICY LEVEL. GATE ASSISTS TRANS MOVEMENTS AND STRUCTURES AT THE LOCAL, NATIONAL AND REGIONAL LEVELS IN ORDER TO FACILITATE THE DEVELOPMENT OF A NEW GLOBAL NETWORK OF TRANS ORGANIZATIONS.

4d Other program services. (Describe in Schedule O.) (Expenses \$ 0 including grants of \$ 0 ) (Revenue \$ 0 )

4e Total program service expenses ▶ 3,003,138

**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules (continued)**

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II . . . . .	X	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III . . . . .	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J . . . . .	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25 . . . . .		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	N/A	
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? . . . . .	N/A	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	N/A	
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I . . . . .		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I . . . . .		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II . . . . .		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III . . . . .		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV . . . . .		X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV . . . . .		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV . . . . .		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M . . . . .	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M . . . . .		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I . . . . .		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II . . . . .		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I . . . . .		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 . . . . .		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 . . . . .		X
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 . . . . .		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI . . . . .		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> 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

		Yes	No		
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable . . . . .	1a	45		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable . . . . .	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	1c		X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . . . .	2a	38		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? . . . . . <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)	2b		X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .	3a			X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .	3b	N/A		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	4a			X
b	If "Yes," enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .	5a			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .	5b			X
c	If "Yes" to line 5a or 5b, did the organization file Form 8896-T? . . . . .	5c	N/A		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? . . . . .	6a			X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	6b	N/A		
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .	7a			X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	7b	N/A		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .	7c			X
d	If "Yes," indicate the number of Forms 8282 filed during the year . . . . .	7d	N/A		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	7e			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	7f			X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	7g	N/A		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .	7h	N/A		
8	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .	8			X
9	<b>Sponsoring organizations maintaining donor advised funds.</b>				
a	Did the organization make any taxable distributions under section 4966? . . . . .	9a			X
b	Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .	9b			X
10	<b>Section 501(c)(7) organizations.</b> Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . . . .	10a	N/A		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . .	10b	N/A		
11	<b>Section 501(c)(12) organizations.</b> Enter:				
a	Gross income from members or shareholders . . . . .	11a	N/A		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . .	11b	N/A		
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .	12a	N/A		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .	12b	N/A		
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>				
a	Is the organization licensed to issue qualified health plans in more than one state? . . . . . <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	13a	N/A		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . . . .	13b	N/A		
c	Enter the amount of reserves on hand . . . . .	13c	N/A		
14a	Did the organization receive any payments for indoor tanning services during the tax year? . . . . .	14a			X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . .	14b	N/A		

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI.

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year . . . . . If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	<b>1a</b> 11		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent . . . . .		
	<b>1b</b> 11		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . . . .	X	
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .	X	
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .		X
<b>6</b>	Did the organization have members or stockholders? . . . . .		X
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .		X
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body? . . . . .	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body? . . . . .	X	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .		X

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

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

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed ▶ NY
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request
- 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.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC. (212) 529-8021  
 118 EAST 16TH STREET, 7TH FLOOR, NEW YORK, NY 10003

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MIRIAM BARNARD DIRECTOR	1.00	X					0	0	0	
(2) ALICE Y. HOM DIRECTOR	1.00	X					0	0	0	
(3) ILEANA JIMENEZ DIRECTOR	1.00	X					0	0	0	
(4) MICHELLE KWEDER TREASURER	1.00	X		X			0	0	0	
(5) ALEX LEE DIRECTOR	1.00	X					0	0	0	
(6) DANIEL LEE DIRECTOR	1.00	X					0	0	0	
(7) MARY LI BOARD CHAIR	1.00	X		X			0	0	0	
(8) MIRIAM PEREZ SECRETARY	1.00	X		X			0	0	0	
(9) CYNTHIA ROTHSCHILD DIRECTOR	1.00	X					0	0	0	
(10) JARRETT LUCAS DIRECTOR	1.00	X					0	0	0	
(11) SHANNON CUTTLE DIRECTOR	1.00	X					0	0	0	
(12) JENNIFER BOB ALOTTA EXECUTIVE DIRECTOR	35.00			X			106,852	0	14,574	
(13) TATA TRAORE-ROGERS DEPUTY DIRECTOR	35.00			X			86,527	0	9,537	
(14) CLARENCE PATTON EXECUTIVE DIRECTOR OF PIPELINE PROJECT	35.00			X			77,316	0	8,633	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) JUSTUS EISFELD EXECUTIVE DIRECTOR OF GATE	35.00			X				3,928	0	42
(16) KATHERINE ACEY FORMER EXECUTIVE DIRECTOR	35.00						X	128,751	0	8,633
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
<b>1b Sub-total</b>								403,374	0	41,419
<b>c Total from continuation sheets to Part VII, Section A</b>								0	0	0
<b>d Total (add lines 1b and 1c)</b>								403,374	0	41,419

**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 **2**

	Yes	No
<b>3</b> 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	
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		0
		0
		0
		0
		0

**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 **0**

Part VIII Statement of Revenue			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . . . .	506				
	b	Membership dues . . . . .	0				
	c	Fundraising events . . . . .	0				
	d	Related organizations . . . . .	0				
	e	Government grants (contributions) . . . . .	0				
	f	All other contributions, gifts, grants, and similar amounts not included above . . . . .	5,982,948				
	g	Noncash contributions included in lines 1a-1f: \$ . . . . .	781,757				
	h	<b>Total.</b> Add lines 1a-1f . . . . .	5,983,453				
Program Service Revenue	2a	ADMINISTRATIVE FEES . . . . .					
		Business Code					
		900099	63,764	63,764			
	b	. . . . .	0				
	c	. . . . .	0				
	d	. . . . .	0				
	e	. . . . .	0				
f	All other program service revenue . . . . .	0					
g	<b>Total.</b> Add lines 2a-2f . . . . .	63,764					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . .	161,122			161,122	
	4	Income from investment of tax-exempt bond proceeds . . . . .	0				
	5	Royalties . . . . .	0				
	6a	Gross rents . . . . .	(i) Real	64,491			
			(ii) Personal				
	b	Less: rental expenses . . . . .	64,491				
	c	Rental income or (loss) . . . . .	0	0			
	d	Net rental income or (loss) . . . . .		0			
	7a	Gross amount from sales of assets other than inventory . . . . .	(i) Securities	2,531,478	0		
			(ii) Other				
	b	Less: cost or other basis and sales expenses . . . . .	2,460,274	0			
	c	Gain or (loss) . . . . .	71,204	0			
d	Net gain or (loss) . . . . .	71,204			71,204		
8a	Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c). See Part IV, line 18 . . . . .	a	0				
b	Less: direct expenses . . . . .	b	0				
c	Net income or (loss) from fundraising events . . . . .		0				
9a	Gross income from gaming activities. See Part IV, line 19 . . . . .	a	0				
b	Less: direct expenses . . . . .	b	0				
c	Net income or (loss) from gaming activities . . . . .		0				
10a	Gross sales of inventory, less returns and allowances . . . . .	a	0				
b	Less: cost of goods sold . . . . .	b	0				
c	Net income or (loss) from sales of inventory . . . . .		0				
Miscellaneous Revenue		Business Code					
11a	MISCELLANEOUS INCOME . . . . .	900099	21,227	21,227			
b	. . . . .		0				
c	. . . . .		0				
d	All other revenue . . . . .		0				
e	<b>Total.</b> Add lines 11a-11d . . . . .		21,227				
12	<b>Total revenue.</b> See instructions . . . . .		6,300,770	84,991	0	232,326	

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 5b, 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	566,898	566,898		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	32,600	32,600		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	770,049	770,049		
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	343,108	253,912	48,591	40,605
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	598,795	415,124	93,383	90,288
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9	Other employee benefits	158,197	104,848	27,758	25,591
10	Payroll taxes	86,374	62,248	12,553	11,573
11	Fees for services (non-employees):				
a	Management	81,146		81,146	
b	Legal	0			
c	Accounting	30,837		30,837	
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	31,201		31,201	
g	Other	342,499	285,021	16,610	40,868
12	Advertising and promotion	2,212	1,782		430
13	Office expenses	127,250	82,745	16,143	28,362
14	Information technology	43,507	28,484	4,699	10,324
15	Royalties	0			
16	Occupancy	119,446	80,351	20,341	18,754
17	Travel	135,713	124,277	3,647	7,789
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	83,050	79,106	1,990	1,954
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	4,543	2,852	880	811
23	Insurance	7,182	4,717	1,209	1,256
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	ADMINISTRATIVE FEES	63,764	63,764		
b	COLLECTION LOSS	44,538	27,962	8,625	7,951
c	MISCELLANEOUS	10,849	7,352	1,596	1,901
d	MAILING	7,514	543		6,971
e	All other expenses	13,447	8,503	573	4,371
25	<b>Total functional expenses.</b> Add lines 1 through 24e	3,704,719	3,003,138	401,782	299,799
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

**Part X Balance Sheet**

		(A)		(B)
		Beginning of year		End of year
<b>Assets</b>	1 Cash—non-interest-bearing . . . . .	200,486	1	746,097
	2 Savings and temporary cash investments . . . . .	1,520,952	2	1,965,909
	3 Pledges and grants receivable, net . . . . .	2,424,734	3	3,221,130
	4 Accounts receivable, net . . . . .	4,612	4	6,711
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(3) voluntary employees' beneficiary organizations (see instructions) . . . . .		6	
	7 Notes and loans receivable, net . . . . .	0	7	0
	8 Inventories for sale or use . . . . .		8	
	9 Prepaid expenses and deferred charges . . . . .	39,071	9	40,866
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D . . . . .	10a 19,677		
	b Less: accumulated depreciation . . . . .	10b 11,153		
	11 Investments—publicly traded securities . . . . .	4,083,846	11	4,173,250
	12 Investments—other securities. See Part IV, line 11 . . . . .	0	12	0
	13 Investments—program-related. See Part IV, line 11 . . . . .	0	13	0
	14 Intangible assets . . . . .	0	14	0
	15 Other assets. See Part IV, line 11 . . . . .	12,518	15	12,518
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	8,292,020	16	10,175,205	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .	125,423	17	175,171
	18 Grants payable . . . . .	1,329,852	18	1,047,916
	19 Deferred revenue . . . . .	3,500	19	3,500
	20 Tax-exempt bond liabilities . . . . .		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .		22	
	23 Secured mortgages and notes payable to unrelated third parties . . . . .	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties . . . . .	0	24	0
	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 . . . . .	379,852	25	864,374
	26 <b>Total liabilities.</b> Add lines 17 through 25 . . . . .	1,838,627	26	2,090,981
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets . . . . .	305,780	27	447,236
	28 Temporarily restricted net assets . . . . .	3,189,298	28	4,878,693
	29 Permanently restricted net assets . . . . .	2,958,315	29	2,958,315
	Organizations that do not follow SFAS 117, 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 <b>Total net assets or fund balances . . . . .</b>	6,453,393	33	8,084,244	
34 <b>Total liabilities and net assets/fund balances . . . . .</b>	8,292,020	34	10,175,205	

**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	6,300,770
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,704,719
3	Revenue less expenses. Subtract line 2 from line 1	3	2,596,051
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,453,393
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-965,200
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	8,084,244

**Part XII Financial Statements and Reporting**

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	N/A	
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.	N/A	

**Public Charity Status and Public Support**

**2011**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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.

Name of the organization

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

Employer identification number

13-2982977

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

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

- 1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: .....
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I
  - b  Type II
  - c  Type III—Functionally integrated
  - d  Type III—Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box: .....
- g Since August 17, 2008, has the organization accepted any gift or contribution from any of the following persons?
  - (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? .....
  - (ii) A family member of a person described in (i) above? .....
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above? .....

	Yes	No
11g(i)		
11g(ii)		
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 support
			Yes	No	Yes	No	Yes	No	
(A)									0
(B)									0
(C)									0
(D)									0
(E)									0
<b>Total</b>									0

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .	4,834,337	8,439,791	3,987,541	3,839,057	5,983,453	27,084,179
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						0
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						0
<b>4 Total.</b> Add lines 1 through 3 . . . . .	4,834,337	8,439,791	3,987,541	3,839,057	5,983,453	27,084,179
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . . . .						11,189,136
<b>6 Public support.</b> Subtract line 5 from line 4 . . . . .						15,895,043

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>7</b> Amounts from line 4 . . . . .	4,834,337	8,439,791	3,987,541	3,839,057	5,983,453	27,084,179
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	564,123	-61,247	-91,180	164,682	161,122	737,500
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						0
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .	38,219	15,188	15,314	4,184	21,227	94,132
<b>11 Total support.</b> Add lines 7 through 10 . . . . .						27,915,811
<b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .					12	584,707
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . .						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) . . . . .	<b>14</b>	56.94%
<b>15</b> Public support percentage from 2010 Schedule A, Part II, line 14 . . . . .	<b>15</b>	52.89%
<b>16a 33 1/3% support test—2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . .		<input checked="" type="checkbox"/>
<b>b 33 1/3% support test—2010.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
<b>17a 10%-facts-and-circumstances test—2011.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and 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>b 10%-facts-and-circumstances test—2010.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and 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>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .		<input type="checkbox"/>

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						0
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose.						0
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513.						0
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge.						0
<b>6 Total.</b> Add lines 1 through 5.	0	0	0	0	0	0
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons.						0
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						0
<b>c</b> Add lines 7a and 7b.	0	0	0	0	0	0
<b>8 Public support.</b> (Subtract line 7c from line 6.)						0

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>9</b> Amounts from line 6.	0	0	0	0	0	0
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						0
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						0
<b>c</b> Add lines 10a and 10b.	0	0	0	0	0	0
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						0
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)						0
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)	0	0	0	0	0	0
<b>14</b> 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**

<b>15</b> Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)).	<b>15</b>	0.00%
<b>16</b> Public support percentage from 2010 Schedule A, Part III, line 15.	<b>16</b>	0.00%

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

<b>17</b> Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)).	<b>17</b>	0.00%
<b>18</b> Investment income percentage from 2010 Schedule A, Part III, line 17.	<b>18</b>	0.00%

- 19a** 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.
- b** 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.
- 20** Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

**Part IV**

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

PART II LINE 10 - OTHER INCOME:

	2007	2008	2009	2010	2011	TOTAL
OTHER INCOME	38,219	15,188	15,314	4,184	21,227	94,132

OTHER INCOME IS USED TO CARRY OUT THE ORGANIZATION'S TAX EXEMPT ACTIVITIES.

**Schedule B**

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

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

**2011**

Name of the organization

Employer identification number

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

13-2992977

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 foundationCheck 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).

Name of organization

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

Employer identification number

13-2992977

**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	ARCUS FOUNDATION 44 WEST 28TH STREET, 17TH FLOOR NEW YORK NY 10001 Foreign State or Province: Foreign Country:	\$ 855,697	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ESTATE OF DAVID BECKER C/O KURT ADAMS, FIRST WIND, 129 MIDDLE ST. PORTLAND ME 04102 Foreign State or Province: Foreign Country:	\$ 600,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	EVELYN AND WALTER HAAS, JR. FUND ONE MARKET LANDMARK, #400 SAN FRANCISCO CA 94105 Foreign State or Province: Foreign Country:	\$ 200,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	GILL FOUNDATION 2215 MARKET STREET DENVER CO 80205 Foreign State or Province: Foreign Country:	\$ 200,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	OPEN SOCIETY INSTITUTE 400 WEST 59TH STREET NEW YORK NY 10019 Foreign State or Province: Foreign Country:	\$ 1,073,300	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	ANONYMOUS  Foreign State or Province: Foreign Country:	\$ 1,835,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

Employer identification number

13-2992977

**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	DREILINDEN GESELLSCHAFT FUR GEMEINNUTZIGES PRIVATKAPITAL MBH, ALTE KONIGSTR. 18  Foreign State or Province: HAMBURG D-22767 Foreign Country: Germany	\$ 312,378	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	   Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	   Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complets Part II if there is a noncash contribution.)
10	   Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complets Part II if there is a noncash contribution.)
11	   Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complets Part II if there is a noncash contribution.)
12	   Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

Employer identification number

13-2992977

**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
1	2,813 SHARES OF STRYKER CORP	\$ 142,109	7/27/2011
1	2,064 SHARES OF STRYKER CORP	\$ 99,132	11/9/2011
1	4,115 SHARES OF STRYKER CORP	\$ 219,739	2/15/2012
1	4,508 SHARES OF STRYKER CORP	\$ 244,221	4/20/2012
		\$ 0	
		\$ 0	

**Supplemental Financial Statements**

Department of the Treasury  
Internal Revenue Service

▶ 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.

Name of the organization: **THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.**  
Employer identification number: **13-2992977**

**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	12	
2 Aggregate contributions to (during year)	59,314	
3 Aggregate grants from (during year)	178,772	
4 Aggregate value at end of year	128,857	

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?  Yes  No
- 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?  Yes  No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply):
- Preservation of land for public use (e.g., recreation or education)
  - Protection of natural habitat
  - Preservation of open space
  - Preservation of an historically important land area
  - Preservation of a certified historic structure

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶
- 4 Number of states where property subject to conservation easement is located ▶
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  Yes  No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?  Yes  No
- 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$
  - (ii) Assets included in Form 990, Part X ▶ \$
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$
  - b Assets included in Form 990, Part X ▶ \$

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

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

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b** If "Yes," explain the arrangement in Part XIV and complete the following table:
- |  | Amount |
|--|--------|
| <b>c</b> Beginning balance             | 0      |
| <b>d</b> Additions during the year     |        |
| <b>e</b> Distributions during the year |        |
| <b>f</b> Ending balance                | 0      |
- 2a** Did the organization include an amount on Form 990, Part X, line 21?  Yes  No
- b** If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
<b>1a</b> Beginning of year balance	2,958,315	2,958,315	3,018,522	3,015,905	
<b>b</b> Contributions				2,617	
<b>c</b> Net investment earnings, gains, and losses					
<b>d</b> Grants or scholarships					
<b>e</b> Other expenditures for facilities and programs			60,207		
<b>f</b> Administrative expenses					
<b>g</b> End of year balance	2,958,315	2,958,315	2,958,315	3,018,522	

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment  %
  - b** Permanent endowment  100%
  - c** Temporarily restricted endowment  %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |                                    | Yes | No |
|------------------------------------|-----|----|
| <b>(i)</b> unrelated organizations |     | X  |
| <b>(ii)</b> related organizations  |     | X  |
- b** If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? **3b** N/A
- 4** Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
<b>1a</b> Land	0	0		0
<b>b</b> Buildings	0	0	0	0
<b>c</b> Leasehold improvements	0	0	0	0
<b>d</b> Equipment	0	17,947	9,416	8,531
<b>e</b> Other	0	1,930	1,737	183
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				8,724

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives . . . . .	0	
(2) Closely-held equity interests . . . . .	0	
(3) Other . . . . .	0	
(A) . . . . .	0	
(B) . . . . .	0	
(C) . . . . .	0	
(D) . . . . .	0	
(E) . . . . .	0	
(F) . . . . .	0	
(G) . . . . .	0	
(H) . . . . .	0	
(I) . . . . .	0	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (f) line 12.) ▶	0	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)	0	
(2)	0	
(3)	0	
(4)	0	
(5)	0	
(6)	0	
(7)	0	
(8)	0	
(9)	0	
(10)	0	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (f) line 13.) ▶	0	

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

(a) Description	(b) Book value
(1)	0
(2)	0
(3)	0
(4)	0
(5)	0
(6)	0
(7)	0
(8)	0
(9)	0
(10)	0
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	0

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	0
(2) AGENCY FUNDS PAYABLE	859,912
(3) SECURITY DEPOSITS PAYABLE	4,462
(4)	0
(5)	0
(6)	0
(7)	0
(8)	0
(9)	0
(10)	0
(11)	0
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	864,374

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	6,300,770
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,704,719
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	2,596,051
4	Net unrealized gains (losses) on investments	4	-212,487
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-752,713
9	Total adjustments (net). Add lines 4 through 8	9	-965,200
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	1,630,851

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

1	Total revenue, gains, and other support per audited financial statements	1	4,667,453
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-212,487
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-202,769
e	Add lines 2a through 2d	2e	-415,256
3	Subtract line 2e from line 1	3	5,082,709
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	31,201
b	Other (Describe in Part XIV)	4b	1,186,660
c	Add lines 4a and 4b	4c	1,218,061
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	6,300,770

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

1	Total expenses and losses per audited financial statements	1	3,036,602
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 XIV)	2d	64,491
e	Add lines 2a through 2d	2e	64,491
3	Subtract line 2e from line 1	3	2,972,111
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	31,201
b	Other (Describe in Part XIV)	4b	701,407
c	Add lines 4a and 4b	4c	732,608
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	3,704,719

**Part XIV Supplemental Information**

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

Part X Line 2 - ASTRAEA ADOPTED FASB GUIDANCE ON UNCERTAIN INCOME TAX POSITIONS IN ITS

FINANCIAL STATEMENTS. ASTRAEA RECOGNIZES THE EFFECT OF TAX POSITIONS ONLY WHEN THEY ARE

MORE LIKELY THAN NOT OF BEING SUSTAINED. MANAGEMENT IS NOT AWARE OF ANY VIOLATION OF ITS

TAX STATUS AS AN ORGANIZATION EXEMPT FROM INCOME TAXES.

Part XI Line 8 - FOREIGN CURRENCY TRANSLATION LOSS OF \$267,260 AND NET CHANGE IN SPONSORED

PROJECTS NET ASSETS OF \$485,453.

Part XII Line 2d - FOREIGN CURRENCY TRANSLATION LOSS OF \$267,260 AND RENTAL EXPENSES

CHARGED TO RENTAL INCOME OF \$64,491.

**Part XIV** Supplemental Information *(continued)*

Part XII Line 4b - REVENUE OF SPONSORED PROJECTS

Part XIII Line 2d - RENTAL EXPENSES ATTRIBUTABLE TO RENTAL INCOME

Part XIII Line 4b - EXPENSES OF SPONSORED PROJECTS

# Statement of Activities Outside the United States

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

Name of the organization

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

Employer identification number

13-2992977

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
South America					
(1)	0	1	PROGRAM ACTIVITIES	GATE PROJECT CONSULTING	51,000
(2)	0	0			0
(3)	0	0			0
(4)	0	0			0
(5)	0	0			0
(6)	0	0			0
(7)	0	0			0
(8)	0	0			0
(9)	0	0			0
(10)	0	0			0
(11)	0	0			0
(12)	0	0			0
(13)	0	0			0
(14)	0	0			0
(15)	0	0			0
(16)	0	0			0
(17)	0	0			0
<b>3a</b> Sub-total . . . . .	0	1			51,000
<b>b</b> Total from continuation sheets to Part I . . . . .	0	0			0
<b>c</b> Totals (add lines 3a and 3b)	0	1			51,000

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			Central America and the Caribbean	Grants to recipients located in region	43,000	Wire Transfers	0		
(2)			East Asia and the Pacific	Grants to recipients located in region	177,000	Wire Transfers	0		
(3)			Europe	Grants to recipients located in region	88,000	Wire Transfers	0		
(4)			Middle East and North Africa	Grants to recipients located in region	175,000	Wire Transfers	0		
(5)			North America	Grants to recipients located in region	23,500	Wire Transfers	0		
(6)			Russia and the Newly Independent States	Grants to recipients located in region	13,000	Wire Transfers	0		
(7)			South America	Grants to recipients located in region	156,500	Wire Transfers	0		
(8)			South Asia	Grants to recipients located in region	9,000	Wire Transfers	0		
(9)			Sub-Saharan Africa	Grants to recipients located in region	78,000	Wire Transfers	0		
(10)					0		0		
(11)					0		0		
(12)					0		0		
(13)					0		0		
(14)					0		0		
(15)					0		0		
(16)					0		0		

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. . . . . 53

3 Enter total number of other organizations or entities. . . . . 0

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)		0	0		0		
(2)		0	0		0		
(3)		0	0		0		
(4)		0	0		0		
(5)		0	0		0		
(6)		0	0		0		
(7)		0	0		0		
(8)		0	0		0		
(9)		0	0		0		
(10)		0	0		0		
(11)		0	0		0		
(12)		0	0		0		
(13)		0	0		0		
(14)		0	0		0		
(15)		0	0		0		
(16)		0	0		0		
(17)		0	0		0		
(18)		0	0		0		

**Part V Supplemental Information**

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

TOTAL GRANTS TO ORGANIZATIONS OUTSIDE THE UNITED STATES AWARDED THIS YEAR \$763,000

INTEREST DISCOUNT ADJUSTMENT 7,049

AMOUNT REPORTED IN FORM 990, PART IX, LINE 3 \$770,049

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No. 1545-0047

**2011**

**Open to Public  
Inspection**

Name of the organization

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

Employer identification number

13-2992977

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

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

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

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
(1) Amigas Latinas Association 2923 N. Milwaukee, Chicago, IL 60618	33-1045574	501(c)(3)	10,000	0			General Support
(2) Andre Lorde Project, Inc. 147 West 24th St, 3rd Fl, New York, NY 10011	06-1502452	501(c)(3)	10,500	0			General Support & Technical Assistance
(3) BRAC USA 11 East 44th St, Ste 1600, New York, NY 10017	20-8456741	501(c)(3)	10,000	0			General Support
(4) Brown Boi Project c/o Movement Strategy Center 436 14th St, 5th Fl, Oakland, CA 94612	20-1037643	501(c)(3)	36,500	0			General Support
(5) The Chorus Circle, Inc. 1189 Euclid Ave NE, Atlanta, GA 30307	58-2200954	501(c)(3)	7,000	0			General Support
(6) Community United Against Violence 427 South Van Ness Ave, San Francisco, CA 94103	94-2758154	501(c)(3)	10,000	0			General Support
(7) Different Avenues, Inc. 1419 V Street NW, Washington, DC 20009	52-2361239	501(c)(3)	10,000	0			General Support
(8) Disability Justice Collective c/o Little Globe Inc. 223 N. Guadalupe St, #427, Santa Fe, NM 87501	27-0118569	501(c)(3)	7,000	0			General Support
(9) E/La Para Translatinas c/o Lavender Youth Recreation & Info. Ctr, 127 Collingwood St, San Francisco, CA 94114	94-3227296	501(c)(3)	10,000	0			General Support
(10) First Nations Two-Spirit Collective c/o Esperanza Peace & Justice Ctr, 922 San Pedro Ave, San Antonio, TX 78212	74-2419582	501(c)(3)	10,000	0			General Support
(11) Freedom Inc. 601 Bayview, Madison, WI 53715	43-2023570	501(c)(3)	11,000	0			General Support & Project Support
(12) Gender JUST c/o National People's Action 810 North Milwaukee, Chicago, IL 60642	36-2755109	501(c)(3)	10,000	0			General Support

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **33**
- 3** Enter total number of other organizations listed in the line 1 table **0**

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

(11A)

# Continuation Sheet for Schedule I (Form 990)

Name of the organization

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

Employer identification number

13-2992977

## Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States

(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
(13) FTM Alliance of Los Angeles, Inc. 8915 W. Wroughton Ave, Ste 203, Los Angeles, CA 90038	43-1958548	501(c)(3)	10,000	0			General Support
(14) Juvenile Justice Project of Louisiana 1600 Orelha Caskey Haley Blvd, New Orleans, LA 70113	72-1403026	501(c)(3)	10,000	0			Project Support
(15) Lost Sock Productions c/o Queer Cultural Center 934 Brannan St, San Francisco, CA 94103	94-3227839	501(c)(3)	10,000	0			Support of Film
(16) Collegiate Reformed Protestant Dutch Church 50 East 7th St, New York, NY 10003	13-5564117	501(c)(3)	6,000	0			General Support & LGBTQ Programs
(17) National Black Justice Coalition P O Box 71385, Washington, DC 20024	20-0667808	501(c)(3)	30,000	0			General Support
(18) National Center for Lesbian Rights 870 Market St, Ste 370, San Francisco, CA 94102	94-3088885	501(c)(3)	8,000	0			General Support
(19) New Voices Pittsburgh c/o SisterSong Women of Color Reprod. Just. Collective, 1237 Ralph David, Atlanta, GA 30310	51-0544927	501(c)(3)	10,000	0			General Support
(20) None on Record c/o Sauti Yetu Center for African Women, P.O. Box 3112, New York, NY 10163	20-1209795	501(c)(3)	10,000	0			General Support
(21) Providence Youth Student Movement 669 Elmwood Ave, Ste B-7, Box 19, Providence, RI 02907	65-1224536	501(c)(3)	7,000	0			Participation in National Conference
(22) Providence Youth Student Movement 669 Elmwood Ave, Ste B-7, Box 19, Providence, RI 02907	65-1224536	501(c)(3)	10,000	0			Project Support
(23) Shades of Yellow c/o Strong American Partnership 1075 Arcade St. St. Paul, MN 55106	41-1667580	501(c)(3)	10,000	0			General Support
(24) Sims Invald c/o Dancers' Group 1630 Mission St, Ste 200, San Francisco, CA 94103	94-2879185	501(c)(3)	10,000	0			General Support
(25) Southerners on New Ground 250 Georgia Ave, Ste 201, Atlanta, GA 30312	61-1274170	501(c)(3)	75,000	0			General Support
(26) SPARK Reproductive Justice NOW 2048 Hosea Williams Dr, Ste B, Atlanta, GA 30317	68-1872316	501(c)(3)	10,000	0			General Support
(27) Streetwise and Safe c/o Urban Justice Center 123 Williams St, 18th Fl New York, NY 10036	13-3442022	501(c)(3)	2,500	0			Participation in Conference
(28) Streetwise and Safe c/o Urban Justice Center 123 Williams St, 18th Fl New York, NY 10036	13-3442022	501(c)(3)	10,000	0			General Support
(29) The National Coalition for LGBT Health 1325 Massachusetts Ave NW, Washington, DC 20005	20-8244810	501(c)(3)	30,000	0			General Support

# Continuation Sheet for Schedule I (Form 990)

Name of the organization  
**THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.**

**Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States**

(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
(30) Two Spirit Society of Denver P.O. Box 140634, Edgewater, CO 80214	37-1520629	501(c)(3)	10,000	0			General Support
(31) United We Can Now 1100 H St NW, 3rd Fl, Washington, DC 20005	03-0244075	501(c)(3)	7,000	0			General Support
(32) Young Women's Empowerment Project 2334 W Lawrence Ave, Ste 221, Chicago, IL 60625	61-1426655	501(c)(3)	19,500	0			General Support & Technical Assistance
(33) Zuna Institute 4660 National Blvd #120-181, Sacramento, CA 95835	94-3378067	501(c)(3)	10,000	0			General Support
(34) National Center for Lesbian Rights 870 Market St, Ste 370, San Francisco, CA 94102	94-3086885	501(c)(3)	3,500	0			21st Century Individual Leadership
(35) Lambda Legal Defense & Education Fund 120 Wall Street, 19th Fl, New York, NY 10005	23-7395681	501(c)(3)	7,000	0			21st Century Individual Leadership
(36) Lambda Legal Defense & Education Fund 120 Wall Street, 19th Fl, New York, NY 10005	23-7395681	501(c)(3)	3,000	0			General Support
(37) .....			0	0			
(38) .....			0	0			
(39) .....			0	0			
(40) .....			0	0			
(41) .....			0	0			
(42) .....			0	0			
(43) .....			0	0			
(44) .....			0	0			
(45) .....			0	0			
(46) .....			0	0			

**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, appraised, other)	(f) Description of non-cash assistance
1 LESBIAN WRITERS FUND	8	1,500	0		
2 LESBIAN WRITERS FUND	6	100	0		
3 LESBIAN WRITERS FUND	2	10,000	0		
4	0	0	0		
5	0	0	0		
6	0	0	0		
7	0	0	0		

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

Part I Line 2 : ASTRAEA REQUIRES GRANT RECIPIENTS TO SUBMIT A SIGNED GRANT AGREEMENT PRIOR TO DISBURSEMENT OF GRANT FUNDS. GRANT RECIPIENTS ARE REQUIRED TO SUBMIT NARRATIVE AND FINANCIAL REPORTS AT THE END OF THE GRANT PERIOD, WHICH IS TYPICALLY BETWEEN SIX MONTHS AND ONE YEAR. MULTI-YEAR GRANTS ARE PAID IN ANNUAL INSTALLMENTS. GRANT RECIPIENTS OF MULTI-YEAR GRANTS MUST SUBMIT NARRATIVE AND FINANCIAL REPORTS FOR EACH COMPLETED YEAR PRIOR TO DISBURSEMENT OF FUNDS FOR THE FOLLOWING GRANT YEAR.

Part I Line 2 : ASTRAEA'S STAFF EVALUATES NARRATIVE AND FINANCIAL REPORTS TO ASSESS GRANTEE ACCOMPLISHMENTS AND DETERMINES WHETHER THE GRANT WAS APPROPRIATELY SPENT.

**Compensation Information**

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

**2011**

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

**Open to Public Inspection**

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury  
Internal Revenue Service

Name of the organization

Employer identification number

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

13-2992977

**Part I Questions Regarding Compensation**

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

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed. For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

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

	(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation						(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(i) Retirement and other deferred compensation	(ii) Nontaxable benefits	(iii) Total of columns (B)(i)-(D)				
1	KATHERINE ACEY	(i) 0 (ii) 0	0 0	128,751 0	0 0	0 0	0 0	8,633 0	137,384 0	0 0	
2		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
3		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
4		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
5		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
6		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
7		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
8		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
9		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
10		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
11		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
12		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
13		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
14		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
15		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
16		(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	

**Part III Supplemental Information**

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

Area with horizontal dashed lines for supplemental information.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2011**

Open To Public  
Inspection

Department of the Treasury  
Internal Revenue Service

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

Name of the organization

Employer identification number

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

13-2992977

**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	15	781,757	FAIR MARKET VALUE
10 Securities—Closely held stock . . . . .				
11 Securities—Partnership, LLC, or trust interests . . . . .				
12 Securities—Miscellaneous . . . . .				
13 Qualified conservation contribution—Historic structures . . . . .				
14 Qualified conservation contribution—Other . . . . .				
15 Real estate—Residential . . . . .				
16 Real estate—Commercial . . . . .				
17 Real estate—Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ▶ ( . . . . . )		0	0	
26 Other ▶ ( . . . . . )		0	0	
27 Other ▶ ( . . . . . )		0	0	
28 Other ▶ ( . . . . . )		0	0	

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 Acknowledgment . . . . .

29

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? . . . . .

	Yes	No
30a		X

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? . . . . .

31		X
----	--	---

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .

32a	X	
-----	---	--

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Part I Line 9 - THE ORGANIZATION REPORTED THE NUMBER OF ITEMS CONTRIBUTED.

Part I Line 32b - ALL STOCK CONTRIBUTIONS ARE SOLD UPON RECEIPT BY FIDELITY UNDER THE GUIDANCE OF VERIS WEALTH PARTNERS.

# Supplemental Information to Form 990 or 990-EZ

2011

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

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

▶ Attach to Form 990 or 990-EZ.

Name of the organization

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

Employer identification number

13-2992977

Form 990 Part VI Section A Line 3 - THE ORGANIZATION ENGAGED A FISCAL MANAGEMENT FIRM TO

OVERSEE ITS FISCAL DEPARTMENT.

Form 990 Part VI Section B Line 4 - DURING FISCAL YEAR ENDED JUNE 30, 2012, THE ORGANIZATION

MADE CHANGES TO ITS BYLAWS. THE SIGNIFICANT CHANGES ARE AS FOLLOWS - INCORPORATED POLICIES ON

LOANS AND REIMBURSEMENTS, CONFLICT OF INTEREST AND WHISTLEBLOWERS; INCREASED BOARD MEETING

QUORUM FROM HALF TO A MAJORITY OF VOTING DIRECTORS; ADDED EVALUATION OF THE EXECUTIVE DIRECTOR

TO THE LIST OF DIRECTOR RESPONSIBILITIES; INCREASED THE APPROVAL THRESHOLD BY THE BOARD FOR

ORGANIZATIONAL EXPENDITURES FROM \$15,000 TO \$50,000; AND ADDED AN AMENDMENT MAKING VOTING BY

EMAIL AN ACCEPTABLE MANNER OF ACTION.

Form 990 Part VI Section B Line 11b - THE 990 WAS DISTRIBUTED TO THE BOARD PRIOR TO IT'S BEING

FILED. THE 990 WAS REVIEWED BY THE AUDIT COMMITTEE PRIOR TO THE SUBMISSION.

Form 990 Part VI Section B Line 12c - BOARD MEMBERS EACH COMPLETE AN ANNUAL CONFLICT OF

INTEREST POLICY DISCLOSURE WHICH THEY SIGN OFF ON. THESE ARE REVIEWED TO DETERMINE IF THERE IS

A CONFLICT.

Form 990 Part VI Section B Line 15 - ASTRAEA CONDUCTS A COMPREHENSIVE ASSESSMENT EVERY TWO

YEARS TO COMPARE ITS STAFF'S SALARIES TO SEVERAL OTHER FOUNDATIONS WITH SIMILAR VALUES AND

VARIOUS BUDGETS. DATA IS COLLECTED FROM EXISTING SALARY SURVEYS PUBLISHED ON A YEARLY BASIS BY

NON PROFIT ORGANIZATIONS SUCH AS GUIDESTAR, PROFESSIONAL FOR NOT-FOR-PROFITS AND NON PROFIT

COORDINATING COMMITTEE OF NEW YORK. THIS ANALYSIS IS PREPARED BY THE DEPUTY DIRECTOR. THE

INFORMATION COLLECTED IS PRESENTED TO THE EXECUTIVE DIRECTOR FOR A FINAL DECISION ON ALL

STAFF. HOWEVER, DECISIONS REGARDING THE EXECUTIVE DIRECTOR'S SALARY ASSESSMENT ARE PRESENTED

TO THE BOARD OF DIRECTORS FOR APPROVAL. IN THE LAST FEW YEARS, ASTRAEA HAS ACQUIRED A SOFTWARE

FROM A COMPANY FOCUSING ON COMPARATIVE SALARY ANALYSIS DATA CALLED ERI.

Form 990 Part VI Section B Line 15 - ERI WAS FOUNDED IN 1987 TO PROVIDE COMPENSATION, BENEFITS

AND HUMAN RESOURCE RESEARCH FOR PRIVATE AND PUBLIC ORGANIZATIONS IN THE FORM OF PUBLISHED

REPORTS AND SOFTWARE DATABASE PRODUCTS. REVENUES FOR ERI ARE EARNED SOLELY FROM THESE

Name of the organization

Employer identification number

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

13-2992977

COST-OF-LIVING AND SALARY SURVEY SOFTWARE AND PUBLICATION SALES. ERI DATA IS RENEWED QUARTERLY ...  
 ENABLING ASTRAEA TO STAY UP TO DATE ON TRENDS IN THE HUMAN RESOURCE AND COMPENSATION FIELD. ....  
 Form 990 Part VI Section C Line 19 - THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF .....  
 INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST. ....  
 Form 990 Part XI Line 5 - OTHER CHANGES IN NET ASSETS INCLUDE NET UNREALIZED LOSS ON .....  
 INVESTMENTS OF \$212,487, FOREIGN CURRENCY TRANSLATION LOSS OF \$267,260 AND NET CHANGE IN .....  
 SPONSORED PROJECTS NET ASSETS OF \$485,453. ....

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

<b>Type or print</b>	Name of exempt organization <b>THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>13-2992977</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>116 EAST 16TH STREET, 7TH FLOOR</b>	Social security number (SSN) <input type="checkbox"/>
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10003</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

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

**STOP!** Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of  **ASTRAEA**  
Telephone No.  **212 529-8021** FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 5/15/2013
- 5 For calendar year \_\_\_\_\_, or other tax year beginning 7/1/2011, and ending 6/30/2012
- 6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME REQUIRED TO COMPILE DATA NECESSARY FOR AN ACCURATE AND COMPLETE RETURN AND FOR THE ORGANIZATION'S MANAGEMENT AND GOVERNING BODY TO REVIEW THE 990.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Wendell P. Jones & Co, PC* Title  **CPAS**

Date  **1/18/2013**