

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)

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

OMB No. 1545-0047

2010

Open to Public Inspection

calendar year, or tax year beginning 7/1/2010, and ending 6/30/2011

<input type="checkbox"/> Initial return	C Name of organization THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.	D Employer identification number 13-2992977
<input type="checkbox"/> Change	Doing Business As	E Telephone number (212) 529-8021
<input type="checkbox"/> Change	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 116 EAST 16TH STREET, 7TH FLOOR	G Gross receipts \$ 5,882,988
<input type="checkbox"/> Partial return	City or town, state or country, and ZIP + 4 NEW YORK NY 10003	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input type="checkbox"/> No
<input type="checkbox"/> Terminated	F Name and address of principal officer: JENNIFER BOB ALOTTA	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
<input type="checkbox"/> Amended return		H(c) Group exemption number ▶
<input type="checkbox"/> Application pending		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.ASTRAEA.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1979 M State of legal domicile: NY

Part I Summary

1	Briefly describe the organization's mission or most significant activities: ASTRAEA LESBIAN FOUNDATION FOR JUSTICE 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	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	10
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	10
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	37
6	Total number of volunteers (estimate if necessary)	6	37
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0
8	Contributions and grants (Part VIII, line 1h)	8	3,987,541
9	Program service revenue (Part VIII, line 2g)	9	145,557
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10	164,682
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11	4,184
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12	4,153,480
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	13	2,707,973
14	Benefits paid to or for members (Part IX, column (A), line 4)	14	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	15	2,053,352
16a	Professional fundraising fees (Part IX, column (A), line 11e)	16a	0
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 368,568	16b	0
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	17	1,613,419
18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	18	6,374,744
19	Revenue less expenses. Subtract line 18 from line 12	19	-2,221,264
20	Total assets (Part X, line 16)	20	8,292,020
21	Total liabilities (Part X, line 26)	21	1,838,630
22	Net assets or fund balances. Subtract line 21 from line 20	22	6,453,390

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: JENNIFER ALOTTA EXECUTIVE DIRECTOR	Date: 5.14.12
Paid Preparer's Use Only	Print/Type preparer's name: WINNIE TAM Preparer's signature: Date: 4/30/2012 Firm's name: ▶ WINNIE TAM & CO., P.C. Firm's address: ▶ 50 BROAD STREET, SUITE 1837, NEW YORK, NY 10004	Check <input type="checkbox"/> if self-employed PTIN: PO1275370 Firm's EIN ▶ 13-3777972 Phone no.: (212) 785-4600

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ASTRAEA LESBIAN FOUNDATION FOR JUSTICE 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 exempt purpose achievements for each of the organization's three largest program services 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 \$ 2,920,242 including grants of \$ 1,555,844) (Revenue \$ 145,557)

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE WORKS FOR SOCIAL, RACIAL AND ECONOMIC JUSTICE IN THE U.S. AND INTERNATIONALLY. OUR GRANTMAKING AND PHILANTHROPIC ADVOCACY PROGRAMS HELP LESBIANS AND ALLIED COMMUNITIES CHALLENGE OPPRESSION AND CLAIM THEIR HUMAN RIGHTS.

4b (Code:) (Expenses \$ 2,427,851 including grants of \$ 1,152,129) (Revenue \$ 0)

FREEDOM TO MARRY IS THE CAMPAIGN TO WIN MARRIAGE NATIONWIDE. FREEDOM TO MARRY IS PURSUING ITS ROADMAP TO VICTORY BY WORKING TO WIN THE FREEDOM TO MARRY IN MORE STATES, GROW THE NATIONAL MAJORITY FOR MARRIAGE, AND END FEDERAL MARRIAGE DISCRIMINATION. IT PARTNERS WITH INDIVIDUALS AND ORGANIZATIONS ACROSS THE COUNTRY TO END THE EXCLUSION OF SAME-SEX COUPLES FROM MARRIAGE AND THE PROTECTIONS, RESPONSIBILITIES, AND COMMITMENT THAT MARRIAGE BRINGS. IN 2011, FREEDOM TO MARRY RECEIVED ITS TAX EXEMPT STATUS AND COMMENCED ITS OPERATIONS AS A SEPARATE ENTITY EFFECTIVE FEBRUARY 2011. DURING THE YEAR, NET ASSETS INCLUDING RENT SECURITY DEPOSIT TOTALING \$1,067,529 WERE TRANSFERRED TO THE ENTITY.

4c (Code:) (Expenses \$ 294,454 including grants of \$ 0) (Revenue \$ 0)

THE PIPELINE PROJECT 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.

4d Other program services. (Describe in Schedule O.)
(Expenses \$ 1,819 including grants of \$) (Revenue \$)

4e Total program service expenses 5,644,366

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 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? 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		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts where 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 term, permanent, 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, and program service activities outside the United States? 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 6 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 hospitals? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	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 governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	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 Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements FN

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

Input box for Schedule O response

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, and various organizational requirements.

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

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

Section A. Governing Body and Management

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

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

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	N/A	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13.	X	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official.	X	
b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		
16b		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 (501(c)(3)s only) available for public inspection. Indicate how you make 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 makes 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
116 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 (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MIRIAM BARNARD BOARD DIRECTOR	1.	X					0	0	0	
(2) ALICE Y. HOM BOARD DIRECTOR	1.	X					0	0	0	
(3) ILEANA JIMENEZ BOARD DIRECTOR	1.	X					0	0	0	
(4) MICHELLE KWEDER TREASURER	1.	X		X			0	0	0	
(5) ALEX LEE BOARD DIRECTOR	1.	X					0	0	0	
(6) DANIEL LEE BOARD DIRECTOR	1.	X					0	0	0	
(7) MARY LI BOARD CHAIR	1.	X		X			0	0	0	
(8) MIRIAM PEREZ SECRETARY	1.	X		X			0	0	0	
(9) CYNTHIA ROTHSCHILD BOARD DIRECTOR	1.	X					0	0	0	
(10) JARRETT LUCAS BOARD DIRECTOR	1.	X					0	0	0	
(11) EVAN WOLFSON EXECUTIVE DIRECTOR OF FREEDOM TO MARRY	35.			X			161,785	0	23,813	
(12) KATHERINE ACEY EXECUTIVE DIRECTOR	35.				X		127,749	0	7,565	
(13) WESLEY SCOTT DAVENPORT MANAGING DIRECTOR OF FREEDOM TO MARRY	35.				X		113,769	0	42,121	
(14) CLARENCE PATTON EXECUTIVE DIRECTOR OF PIPELINE	35.						45,767	0	6,304	
(15)										
(16)										

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 (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
(26)										
(27)										
(28)										
1b Sub-total							449,070	0	79,803	
c Total from continuation sheets to Part VII, Section A							0	0	0	
d Total (add lines 1b and 1c)							449,070	0	79,803	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **▶** **3**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(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 in compensation from the organization **▶**

Part VIII Statement of Revenue				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a	1,990				
	b	Membership dues	1b	0				
	c	Fundraising events	1c	0				
	d	Related organizations	1d	0				
	e	Government grants (contributions)	1e	0				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3,837,067				
	g	Noncash contributions included in lines 1a-1f: \$		957,706				
	h	Total. Add lines 1a-1f		▶	3,839,057			
Program Service Revenue	2a	ADMINISTRATIVE FEES	Business Code	900099	145,557	145,557		
	b	.....			0		
	c	.....			0		
	d	.....			0		
	e	.....			0		
	f	All other program service revenue			0			
	g	Total. Add lines 2a-2f		▶	145,557			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			136,081		136,081	
	4	Income from investment of tax-exempt bond proceeds			0			
	5	Royalties			0			
	6a	Gross Rents	(i) Real	(ii) Personal				
					13,059			
					13,059			
					0	0		
	d	Net rental income or (loss)			▶	0		
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
					1,745,050	0		
					1,716,449	0		
					28,601	0		
	d	Net gain or (loss)			▶	28,601		28,601
	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	4,184	4,184			
b	.....			0			
c	.....			0			
d	All other revenue			0				
e	Total. Add lines 11a-11d		▶	4,184				
12	Total revenue. See instructions		▶	4,153,480	149,741	0	164,682	

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).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	2,027,637	2,027,637		
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22	8,500	8,500		
3	Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	671,836	671,836		
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	353,483	291,229	20,751	41,503
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	1,278,161	1,029,361	108,696	140,104
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	20,928	20,928		
9	Other employee benefits	267,795	218,037	20,707	29,051
10	Payroll taxes	132,985	108,039	10,382	14,564
11	Fees for services (non-employees):				
a	Management	62,400		62,400	
b	Legal	1,925		1,925	
c	Accounting	19,200		19,200	
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	32,307		32,307	
g	Other	420,553	365,310	19,563	35,680
12	Advertising and promotion	43,911	43,557		354
13	Office expenses	179,045	134,275	11,422	33,348
14	Information technology	119,524	97,506	7,520	14,498
15	Royalties	0			
16	Occupancy	308,342	262,091	19,247	27,004
17	Travel	130,051	111,718	12,205	6,128
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	36,959	35,284		1,675
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	5,644	3,926	715	1,003
23	Insurance	6,175	4,702	555	918
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a	PARTNER SUPPORT PROGRAM	26,774	26,774		
b	COLLECTION LOSS	28,483	19,813	3,608	5,062
c	ADMINISTRATIVE FEES	145,556	145,556		
d	MAILING	9,692	4,846		4,846
e	EVENT EXPENSES	14,568	3,024		11,544
f	All other expenses	22,310	10,417	10,607	1,286
25	Total functional expenses. Add lines 1 through 24f	6,374,744	5,644,366	361,810	368,568
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A)		(B)	
				Beginning of year		End of year	
Assets	1	Cash—non-interest-bearing		458,669	1	200,486	
	2	Savings and temporary cash investments		3,936,376	2	1,520,952	
	3	Pledges and grants receivable, net		2,647,286	3	2,424,734	
	4	Accounts receivable, net		35,035	4	4,612	
	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)(9) 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		60,628	9	39,071	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	99,545			
	b	Less: accumulated depreciation	10b	93,744	8,019	10c	5,801
	11	Investments—publicly traded securities		3,122,899	11	4,083,846	
	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		44,418	15	12,518	
16	Total assets. Add lines 1 through 15 (must equal line 34)		10,313,330	16	8,292,020		
Liabilities	17	Accounts payable and accrued expenses		222,015	17	125,426	
	18	Grants payable		1,905,363	18	1,329,852	
	19	Deferred revenue			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. Complete Part X of Schedule D		1,708,197	25	379,852	
	26	Total liabilities. Add lines 17 through 25		3,835,575	26	1,838,630	
Net Assets or Fund Balances	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		251,050	27	305,780	
	28	Temporarily restricted net assets		3,268,390	28	3,189,298	
	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	Total net assets or fund balances		6,477,755	33	6,453,393		
34	Total liabilities and net assets/fund balances		10,313,330	34	8,292,023		

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	4,153,480
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,374,744
3	Revenue less expenses. Subtract line 2 from line 1	3	-2,221,264
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,477,755
5	Other changes in net assets or fund balances (explain in Schedule O)	5	2,196,902
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	6,453,393

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual 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?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 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:
 Separate basis Consolidated basis 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?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b	N/A	

Public Charity Status and Public Support

2010

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 13-2992977
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

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

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
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
Total									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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4,219,379	4,834,337	8,439,791	3,987,541	3,839,057	25,320,105
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	4,219,379	4,834,337	8,439,791	3,987,541	3,839,057	25,320,105
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						11,324,065
6 Public support. Subtract line 5 from line 4.						13,996,040

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	4,219,379	4,834,337	8,439,791	3,987,541	3,839,057	25,320,105
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	423,576	564,123	-61,247	-91,180	164,682	999,954
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	71,142	38,219	15,188	15,314	4,184	144,047
11 Total support. Add lines 7 through 10						26,464,106
12 Gross receipts from related activities, etc. (see instructions)					12	635,363
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	52.89%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	95.10%
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						0
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	0	0	0	0	0	0
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6.)						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	0	0	0	0	0	0
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	0	0	0	0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
13 Total support. (Add lines 9, 10c, 11, and 12.)	0	0	0	0	0	0
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	0.00%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	0.00%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	0.00%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	0.00%

- 19a 33 1/3% support tests—2010. 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—2009. 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 Section B Line 10- OTHER INCOME:

	2006	2007	2008	2009	2010	TOTAL:
OTHER INCOME	71,142	38,219	15,188	15,314	4,184	144,047

OTHER INCOME IS USED TO CARRY OUT 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, 990-EZ, or 990-PF.

OMB No. 1545-0047

2010

Name of the organization THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.	Employer identification number 13-2992977
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Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate 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 aggregate 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 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
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ARCUS FOUNDATION 44 WEST 28TH STREET, 17TH FLOOR NEW YORK NY 10001 Foreign State or Province: Foreign Country:	\$ 902,500	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	CHRISTOPHER HUGHES 116 WEST 23RD STREET, SUITE 500 NEW YORK NY 10011 Foreign State or Province: Foreign Country:	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	ESTATE OF C. EDWIN BAKER P.O. BOX 2425 EL GRANADA CA 94018 Foreign State or Province: Foreign Country:	\$ 150,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	FORD FOUNDATION 320 EAST 43RD STREET, 4TH FLOOR NEW YORK NY 10017 Foreign State or Province: Foreign Country:	\$ 150,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	EVELYN AND WALTER HAAS, JR. FUND 1 MARKET LANDMARK, #400 SAN FRANCISCO CA 94105 Foreign State or Province: Foreign Country:	\$ 400,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	OPEN SOCIETY INSTITUTE 400 WEST 59TH STREET NEW YORK NY 10019 Foreign State or Province: Foreign Country:	\$ 442,000	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
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	DREILINDEN GESELLSCHAFT FUR GEMEINNUTZIIGES PRIVATKAPITAL mbh ALTE KONIGSTR. 18 ----- Foreign State or Province: HAMBURG D-22767 Foreign Country: Germany	\$ 295,900	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	GILL FOUNDATION 2215 MARKET STREET, #205 DENVER CO 80205 Foreign State or Province: ----- Foreign Country: -----	\$ 350,250	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"/> (Complete 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"/> (Complete 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"/> (Complete 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)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	STRYKER COPRORATION 14,420 SHARES OF STOCK	\$ 869,028	February & May 2011
		\$ 0	
		\$ 0	
		\$ 0	
		\$ 0	
		\$ 0	

Supplemental Financial Statements

2010

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
- ▶ 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)	56,219	
3 Aggregate grants from (during year)	108,640	
4 Aggregate value at end of year	242,247	

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

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

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

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

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

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

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

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

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

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

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

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

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

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

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

	Amount
c Beginning balance	
d Additions during the year	
e Distributions during the year	
f 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
1a Beginning of year balance	2,958,315	3,018,522	3,015,905		
b Contributions			2,617		
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs		60,207			
f Administrative expenses					
g End of year balance	2,958,315	2,958,315	3,018,522		

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment %
- b Permanent endowment 100%
- c Term endowment %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
3a(i) unrelated organizations		X
3a(ii) related organizations		X
3b	N/A	

- (i) unrelated organizations
- (ii) related organizations

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0	0		0
b Buildings	0	0	0	0
c Leasehold improvements	0	0	0	0
d Equipment		95,827	90,605	5,222
e Other		3,718	3,139	579

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 5,801

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	
Total. (Column (b) must equal Form 990, Part X, col. (B) 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	
Total. (Column (b) must equal Form 990, Part X, col. (B) 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
Total. (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) Amount
(1) Federal income taxes	0
(2) AGENCY FUNDS PAYABLE	374,490
(3) SECURITY DEPSITS PAYABLE	5,362
(4)	0
(5)	0
(6)	0
(7)	0
(8)	0
(9)	0
(10)	0
(11)	0
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	379,852

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	4,153,480
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	6,374,744
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-2,221,264
4	Net unrealized gains (losses) on investments	4	489,540
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	1,707,362
9	Total adjustments (net). Add lines 4 through 8	9	2,196,902
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-24,362

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	3,607,010
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	489,540
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	387,629
e	Add lines 2a through 2d	2e	877,169
3	Subtract line 2e from line 1	3	2,729,841
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	32,307
b	Other (Describe in Part XIV.)	4b	1,391,332
c	Add lines 4a and 4b	4c	1,423,639
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	4,153,480

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

1	Total expenses and losses per audited financial statements	1	3,631,372
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	13,059
e	Add lines 2a through 2d	2e	13,059
3	Subtract line 2e from line 1	3	3,618,313
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	32,307
b	Other (Describe in Part XIV.)	4b	2,724,124
c	Add lines 4a and 4b	4c	2,756,431
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	6,374,744

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 FINANCIAL ACCOUNTING STANDARDS BOARD ("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 GAINS OF \$374,570 AND NET CHANGE IN SPONSORED PROJECT NET ASSETS OF \$1,332,792

Part XIV Supplemental Information *(continued)*

Part XII, Line 2d -FOREIGN CURRENCY TRANSLATION GAINS OF \$374,570 AND RENTAL EXPENSES CHARGED

TO RENTAL INCOME OF \$13,059

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 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 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds 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
(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
3a Sub-total	0	0			0
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			0

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	121,105	WIRE TRF	0		
(2)			East Asia and the Pacific	GRANTS TO RECIPIENTS LOCATED IN REGION	208,500	WIRE TRF	0		
(3)			Europe	GRANTS TO RECIPIENTS LOCATED IN REGION	40,000	WIRE TRF	0		
(4)			Middle East and North Africa	GRANTS TO RECIPIENTS LOCATED IN REGION	24,422	WIRE TRF	0		
(5)			North America	GRANTS TO RECIPIENTS LOCATED IN REGION	10,000	WIRE TRF	0		
(6)			South America	GRANTS TO RECIPIENTS LOCATED IN REGION	203,485	WIRE TRF	0		
(7)			South Asia	GRANTS TO RECIPIENTS LOCATED IN REGION	40,310	WIRE TRF	0		
(8)			Sub-Saharan Africa	GRANTS TO RECIPIENTS LOCATED IN REGION	40,800	WIRE TRF	0		
(9)					0		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.

3 Enter total number of other organizations or entities.

Schedule F (Form 990) 2010

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 IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

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); 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 \$688,622

GRANTS AWARDED IN PREVIOUS YEARS AND CANCELLED THIS YEAR (18,000)

INTEREST DISCOUNT ADJUSTMENT 1,214

AMOUNT REPORTED IN PART IX LINE 3 \$671,836

Series of horizontal dashed lines for supplemental information.

**SCHEDULE I
(Form 990)**

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

Department of the Treasury
Internal Revenue Service
Name of the organization

OMB No 1545-0047

2010
Open to Public
Inspection

Employer identification number
13-2952977

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?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Yes No

Part II Grants and Other Assistance to Governments and Organizations. 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) Affinity Community Services P.O. Box 377948 Chicago, IL 60637	36-4157571	501(c)3	80,000	0			General Support
(2) ALLGO 701 Trillery Street Box 4 Austin, TX 78702	74-2495181	501(c)3	65,000	0			General Support
(3) Amigas Latinas Association c/o Center for Halsted 3656 N. Halsted Street Chicago, IL 60613	33-1045574	501(c)3	11,265	0			General Support
(4) Arkansas Public Policy Panel 1308 W. 2nd Street Little Rock, AR 72201	71-0467086	501(c)3	40,992	0			Center for Artistic Revolution
(5) Audre Lorde Project 147 West 24th Street, 3rd Floor New York, NY 10011	06-1502452	501(c)3	101,500	0			General Support
(6) Center for Health Justice 900 Avila Street, Suite 301 Los Angeles, CA 90012	42-1605887	501(c)3	25,000	0			The Jordan/Rustin Coalition
(7) Center for Third World Organizing 1218 East 21st Street Oakland, CA 94606	52-1211059	501(c)3	45,000	0			Brown Boi Project
(8) Charis Circle 1189 Euclid Avenue NE Atlanta, GA 30307	58-2200054	501(c)3	7,000	0			General Support
(9) Community United Against Violence, Inc 170A Capp Street San Francisco, CA 94110	94-2758154	501(c)3	7,000	0			General Support
(10) Fire & Ink, Incorporated P.O. Box 5042 Hyattsville, MD 20782	01-0837567	501(c)3	5,500	0			Money for our Movements Conference
(11) International Gay and Lesbian Human Rights Commission 80 Maiden Lane, Suite 1505 New York, NY 10038	94-3139952	501(c)3	36,900	0			General Support
(12) Kulia Na Mamo 1149 Bethel Street, Suite 300 Honolulu, HI 96813	99-0349376	501(c)3	7,500	0			General Support
2 Enter total number of section 501(c)(3) and government organizations							
3 Enter total number of other organizations							

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

(HTA)

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) National Center for Lesbian Rights 870 Market Street, Suite 370 San Francisco, CA 94102	94-3086885	501(c)3	11,000	0			General Support
(14) National Gay and Lesbian Task Force Foundation 1325 Massachusetts Ave. NW, Suite 600 Washington, DC 20005	52-1624852	501(c)3	27,000	0			United@ The National LGBT Latino Human Rights Org
(15) National Network for Immigrant and Refugee Rights 510 8th Street, Suite 303 Oakland, CA 94607	94-3085434	501(c)3	7,000	0			LGBT Outreach & Leadership Project
(16) Providence Youth Student Movement 659 Elmwood Avenue, Box 19, Room B10 Providence, RI 02907	65-1224536	501(c)3	15,150	0			Support to the Southeast Asian Queers United Empowerment & Leadership Project
(17) Queers of Economic Justice 147 West 24th Street, 4th Floor New York, NY 10011	71-0955732	501(c)3	85,000	0			General Support
(18) Sauti Yeliu Center for African Women P.O. BOX 3112 New York, NY 10163	20-1209795	501(c)3	7,000	0			General Support
(19) Southerners on New Ground 250 Georgia Ave., Suite 201 Atlanta, GA 30312	61-1274170	501(c)3	60,000	0			General Support
(20) Spark Reproductive Justice Now P.O. Box 855 Atlanta, GA 31106	58-1872316	501(c)3	10,000	0			General Support
(21) Sylvia Rivera Law Project 147 West 24th Street, 5th Floor New York, NY 10011	81-0640342	501(c)3	85,000	0			General Support
(22) Tides Center The Presidio, P.O. Box 29607 San Francisco, CA 94129	94-3213100	501(c)3	97,500	0			National Queer Asian Pacific Islander Alliance
(23) Urban Justice Center 123 Williams Street New York, NY 10038	13-3440222	501(c)3	9,000	0			Streetwork and Safe
(24) Women Move Movies 462 Broadway, Suite 500W New York, NY 10013	13-2740460	501(c)3	12,500	0			The Fire This Time
(25) Freedom to Marry, Inc. 155 West 19th Street, 2nd Floor New York, NY 10011	80-0544853	501(c)3	1,067,529	0			Remaining Funds of Sponsored Project
(26) Basic Rights Education Fund P.O. Box 40625 Portland, OR 97240	93-1266613	501(c)3	30,000	0			BREF's Message Development Project
(27) Empire State Pride Agenda Foundation 16 West 22nd Street, 2nd Floor New York, NY 10010	13-3943122	501(c)3	30,000	0			Queens Marriage Supporter
(28) Equality California Institute 2370 Main Street, 2nd Floor San Francisco, CA 94114	68-0438008	501(c)3	25,000	0			Let California Ring Campaign for Laton Organizing & Messaging
(29)			0	0			

Compensation Information

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

2010

- ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
- ▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

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

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

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

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

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

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5–9.

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

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

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

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

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

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

	Yes	No
1a		
1b		N/A
2		N/A
3		
4a	X	
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

	(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 in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	EVAN WOLFSON	(i) 161,785 (ii) 0	0	0	16,248	7,565	185,598	163,598
2	WESLEY SCOTT DAVENPORT	(i) 113,769 (ii) 0	0	0	11,777	30,344	155,890	147,522
3		(i) 0 (ii) 0	0	0	0	0	0	0
4		(i) 0 (ii) 0	0	0	0	0	0	0
5		(i) 0 (ii) 0	0	0	0	0	0	0
6		(i) 0 (ii) 0	0	0	0	0	0	0
7		(i) 0 (ii) 0	0	0	0	0	0	0
8		(i) 0 (ii) 0	0	0	0	0	0	0
9		(i) 0 (ii) 0	0	0	0	0	0	0
10		(i) 0 (ii) 0	0	0	0	0	0	0
11		(i) 0 (ii) 0	0	0	0	0	0	0
12		(i) 0 (ii) 0	0	0	0	0	0	0
13		(i) 0 (ii) 0	0	0	0	0	0	0
14		(i) 0 (ii) 0	0	0	0	0	0	0
15		(i) 0 (ii) 0	0	0	0	0	0	0
16		(i) 0 (ii) 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, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Part 1 Line 4a- KATHERINE ACEY RECEIVED \$110,067 IN SEVERANCE PAY DURING THE YEAR ENDED JUNE 30, 2011.

Area with horizontal dashed lines for providing supplemental information.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2010

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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	14	957,706	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 Acknowledgement

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

	Yes	No
30a		X
31		X
32a	X	

Supplemental Information to Form 990 or 990-EZ

2010

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

Employer identification number

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

13-2992977

Form 990 Part IX Line 24f-OTHER EXPENSES:

	PROG	ADMIN	FR	TOTAL:
DUES, FEES AND SUBSCRIPTIONS	2,630	392	164	3,186
STAFF RECRUITMENT & TRAINING	97	8,789	98	8,984
STAFF DEVELOPMENT	1,795			1,795
MISCELLANEOUS	5,895	1,426	1,024	8,345
TOTAL:	10,417	10,607	1,286	22,310

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 15b- 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-PROFIT 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 SALARY ASSESSMENT ARE PRESENTED TO THE BOARD OF DIRECTORS FOR APPROVAL. IN THE LAST TWO YEARS ASTRAEA HAS ACQUIRED A SOFTWARE FROM A COMPANY FOCUSING ON COMPARATIVE SALARY ANALYSIS DATA CALLED ERI. 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 COST-OF-LIVING AND SALARY SURVERY SOFTWARE AND PUBLICATION SALES. ERI DATA IS RENEWED QUARTERLY ENABLING US TO STAY UP TO DATE ON TRENDS IN THE HR AND COMPENSATION FIELD.

Name of the organization

Employer identification number

THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.

13-2992977

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 GAINS ON INVESTMENTS OF \$489,540, FOREIGN CURRENCY TRANSLATION GAINS OF \$374,570 AND NET CHANGE IN SPONSORED PROJECTS NET ASSETS OF \$1,332,792

Form 990 Part III Line 4d-OTHER PROGRAM SERVICES:

GATE 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 LEVEL IN ORDER TO FACILITATE THE DEVELOPMENT OF A NEW GLOBAL NETWORKS OF TRANS ORGANIZATIONS.

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 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.

- 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).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC.	Employer identification number 13-2992977
	Number, street, and room or suite no. If a P.O. box, see instructions. 116 EAST 16TH STREET, 7TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10003	

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	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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.

- I request an additional 3-month extension of time until 5/15/2012
- For calendar year _____, or other tax year beginning 7/1/2010, and ending 6/30/2011
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 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.

8a 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.	8a	\$
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.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0

Signature and Verification

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 *Wanda Lee & Co. PC* Title **CPAS** Date **1/19/2012**