

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)

Department of the Treasury Internal Revenue Service

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

A For the 2006 calendar year, or tax year beginning, 2006, and ending

- B Check if applicable: Address change, Name change, Initial return, Final return, Amended return, Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: UNITED WAY OF AMERICA
Number and street (or P.O. box if mail is not delivered to street address): 701 NORTH FAIRFAX STREET
City or town, state or country, and ZIP + 4: ALEXANDRIA, VA 22314

D Employer identification number: 13-1635294
E Telephone number: (703) 836-7100
F Accounting method: Cash, Accrual, Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates

H(c) Are all affiliates included? (If "No," attach a list. See instructions.) Yes No

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Group Exemption Number

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

G Website: WWW.UNITEDWAY.ORG

J Organization type (check only one) 501(c)(3) 4947(a)(1) or 527

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 54,321,554.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Table with 21 rows and 4 columns: Description, Sub-description, Amount, Total. Includes Revenue (lines 1-12), Expenses (lines 13-17), and Net Assets (lines 18-21).

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

| Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I. | (A) Total | (B) Program services | (C) Management and general | (D) Fundraising |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|----------------------|----------------------------|-----------------|
| 22a Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/> | | | STMT 12 | |
| 22b Other grants and allocations (attach schedule) (cash \$ <u>18,270,827.</u> noncash \$ _____) If this amount includes foreign grants, check here <input checked="" type="checkbox"/> | 18,270,827. | 18,270,827. | | |
| 23 Specific assistance to individuals (attach schedule) | | | | |
| 24 Benefits paid to or for members (attach schedule) | | | | |
| 25a Compensation of current officers, directors, key employees, etc. listed in Part V-A (attach schedule) | 1,760,193. | 393,329. | 1,366,864. | STMT 29 NONE |
| b Compensation of former officers, directors, key employees, etc. listed in Part V-B (attach schedule) | | | | |
| c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule) | | | | |
| 26 Salaries and wages of employees not included on lines 25a, b, and c | 14,291,316. | 13,102,781. | 830,409. | 358,126. |
| 27 Pension plan contributions not included on lines 25a, b, and c | 1,128,646. | 947,569. | 156,553. | 24,524. |
| 28 Employee benefits not included on lines 25a - 27 | 1,546,808. | 1,298,641. | 214,556. | 33,611. |
| 29 Payroll taxes | 1,214,036. | 1,019,259. | 168,397. | 26,380. |
| 30 Professional fundraising fees | | | | |
| 31 Accounting fees | 607,331. | 535,623. | 68,864. | 2,844. |
| 32 Legal fees | 206,884. | 182,457. | 23,458. | 969. |
| 33 Supplies | 649,239. | 553,491. | 93,079. | 2,669. |
| 34 Telephone | 607,243. | 508,254. | 66,275. | 32,714. |
| 35 Postage and shipping | 214,688. | 193,888. | 20,073. | 727. |
| 36 Occupancy | 735,248. | 620,613. | 114,635. | |
| 37 Equipment rental and maintenance | 483,906. | 408,459. | 75,447. | |
| 38 Printing and publications | 222,125. | 195,899. | 25,186. | 1,040. |
| 39 Travel | 2,357,767. | 2,163,908. | 159,904. | 33,955. |
| 40 Conferences, conventions, and meetings | 899,823. | 824,085. | 60,897. | 14,841. |
| 41 Interest | | | | |
| 42 Depreciation, depletion, etc. (attach schedule) | 812,291. | 5,510. | 806,781. | |
| 43 Other expenses not covered above (itemize): | | | | |
| a <u>PROFESSIONAL FEES/CONSULT</u> | 9,211,656. | 8,124,028. | 1,044,487. | 43,141. |
| b <u>SUBSCRIPTIONS</u> | 341,055. | 183,549. | 156,668. | 838. |
| c <u>OTHER EXPENSES</u> | 413,465. | 173,912. | 238,609. | 944. |
| d _____ | | | | |
| e _____ | | | | |
| f _____ | | | | |
| g _____ | | | | |
| 44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15). | 55,974,547. | 49,706,082. | 5,691,142. | 577,323. |

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____ ; (ii) the amount allocated to Program services \$ _____ ;
 (iii) the amount allocated to Management and general \$ _____ ; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

| What is the organization's primary exempt purpose? ▶SEE STATEMENT 30 All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.) | Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| a INVESTOR RELATIONS PROVIDES SUPPORT FOR SYSTEM-WIDE PROGRAMS INCLUDING NATIONAL CORPORATE LEADERSHIP, MAJOR GIFTS AND ALEXIS DE TOCQUEVILLE PROGRAM, PLANNED GIVING, AND COMMUNITY AND PUBLIC SECTOR CAMPAIGNS. (Grants and allocations \$ <u>21,995.</u>) If this amount includes foreign grants, check here <input type="checkbox"/> | 6,462,678. |
| b COMMUNITY IMPACT LAB INVOLVES GRANT DISTRIBUTION SERVICES, COMMUNITY BUILDING, NATIONAL AGENCIES' SUPPORT, VOLUNTEER DEVELOPMENT, MOBILIZATION FOR AMERICA'S CHILDREN, HOUSING, AND LITERACY PROGRAMS, 2-1-1 INITIATIVE AND SUCCESS BY 6. (Grants and allocations \$ <u>272,610.</u>) If this amount includes foreign grants, check here <input type="checkbox"/> | 4,939,002. |
| c PUBLIC POLICY LEADS UWA'S FEDERAL ADVOCACY EFFORTS ON BEHALF OF THE UNITED WAY MOVEMENT TO PROMOTE KEY ISSUES BEFORE CONGRESS AND THE WHITE HOUSE. ALSO, PROVIDES REGIONAL AND TECHNICAL CONSULTATIVE SUPPORT TO LOCAL UNITED WAYS, COORDINATION OF NATIONAL ACTIVITIES AT THE REGIONAL LEVEL, AND CRISIS RESPONSE. (Grants and allocations \$ <u>17,893,272.</u>) If this amount includes foreign grants, check here <input type="checkbox"/> | 22,227,823. |
| d CENTER FOR COMMUNITY LEADERSHIP INCLUDES TRAINING PROGRAMS FOR VOLUNTEERS AND STAFF, NATIONAL CONFERENCES, AND ORGANIZATIONAL LEARNING. (Grants and allocations \$ <u>11,845.</u>) If this amount includes foreign grants, check here <input type="checkbox"/> | 6,362,597. |
| e Other program services (attach schedule) SEE STATEMENT 32 (Grants and allocations \$ <u>71,105.</u>) If this amount includes foreign grants, check here <input type="checkbox"/> | 9,713,982. |
| f Total of Program Service Expenses (should equal line 44, column (B), Program services) ▶ | 49,706,082. |

Form 990 (2006)

Part IV Balance Sheets (See the instructions.)

| | | | | (A) | | (B) |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-------------------|-------------|-------------|
| | | | | Beginning of year | | End of year |
| Assets | 45 | Cash - non-interest-bearing | | 25,714,641. | 45 | 14,044,656. |
| | 46 | Savings and temporary cash investments | | 1,549,123. | 46 | 19,619,636. |
| | 47a | Accounts receivable | 47a 9,730,348. | 5,366,743. | 47c | 9,707,853. |
| | b | Less: allowance for doubtful accounts | 47b 22,495. | | | |
| | 48a | Pledges receivable | 48a 22,921,192. | 2,673,643. | 48c | 15,029,120. |
| | b | Less: allowance for doubtful accounts | 48b 7,892,072. | | | |
| | 49 | Grants receivable | | 663,000. | 49 | 1,042,750. |
| | 50a | Receivables from current and former officers, directors, trustees, and key employees (attach schedule) | | | 50a | |
| | b | Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule) | | | 50b | |
| | 51a | Other notes and loans receivable (attach schedule) | | | | |
| | b | Less: allowance for doubtful accounts | 51b | | 51c | |
| | 52 | Inventories for sale or use | | | 52 | |
| | 53 | Prepaid expenses and deferred charges | | 472,510. | 53 | 418,287. |
| | 54a | Investments - publicly-traded securities | <input type="checkbox"/> Cost <input type="checkbox"/> FMV | | 54a | |
| | b | Investments - other securities (attach schedule) | <input type="checkbox"/> Cost <input type="checkbox"/> FMV | | 54b | |
| | 55a | Investments - land, buildings, and equipment: basis | | | | |
| | b | Less: accumulated depreciation (attach schedule) | 55b | | 55c | |
| | 56 | Investments - other (attach schedule) | | 1,527,156. | 56 | 1,527,156. |
| | 57a | Land, buildings, and equipment: basis | | 57a 22,678,819. | 7,694,893. | 57c |
| b | Less: accumulated depreciation (attach schedule) | | 57b 15,303,357. | | | |
| 58 | Other assets, including program-related investments (describe <input type="checkbox"/> STMT 34) | | 4,497,852. | 58 | 10,708,935. | |
| 59 | Total assets (must equal line 74). Add lines 45 through 58 | | 50,159,561. | 59 | 79,473,855. | |
| Liabilities | 60 | Accounts payable and accrued expenses | | 4,129,106. | 60 | 29,227,609. |
| | 61 | Grants payable | | NONE | 61 | 2,769,071. |
| | 62 | Deferred revenue | | 3,140,536. | 62 | 3,421,100. |
| | 63 | Loans from officers, directors, trustees, and key employees (attach schedule) | | | 63 | |
| | 64a | Tax-exempt bond liabilities (attach schedule) | | | 64a | |
| | b | Mortgages and other notes payable (attach schedule) | | | 64b | |
| | 65 | Other liabilities (describe <input type="checkbox"/> STMT 35) | | 10,928,301. | 65 | 12,862,133. |
| 66 | Total liabilities. Add lines 60 through 65 | | 18,197,943. | 66 | 48,279,913. | |
| Net Assets or Fund Balances | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74. | | | | | |
| | 67 | Unrestricted | | 10,539,780. | 67 | 13,475,480. |
| | 68 | Temporarily restricted | | 21,421,838. | 68 | 17,440,078. |
| | 69 | Permanently restricted | | NONE | 69 | 278,384. |
| | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74. | | | | | |
| | 70 | Capital stock, trust principal, or current funds | | | 70 | |
| | 71 | Paid-in or capital surplus, or land, building, and equipment fund | | | 71 | |
| | 72 | Retained earnings, endowment, accumulated income, or other funds | | | 72 | |
| 73 | Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21) | | 31,961,618. | 73 | 31,193,942. | |
| 74 | Total liabilities and net assets/fund balances. Add lines 66 and 73 | | 50,159,561. | 74 | 79,473,855. | |

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

Table with 5 main rows (a-e) and sub-rows for adjustments. Row a: Total revenue, gains, and other support per audited financial statements. Row b: Amounts included on line a but not on Part I, line 12. Row c: Subtract line b from line a. Row d: Amounts included on Part I, line 12, but not on line a. Row e: Total revenue (Part I, line 12). Add lines c and d. Total: 54,321,554.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

Table with 5 main rows (a-e) and sub-rows for adjustments. Row a: Total expenses and losses per audited financial statements. Row b: Amounts included on line a but not on Part I, line 17. Row c: Subtract line b from line a. Row d: Amounts included on Part I, line 17, but not on line a. Row e: Total expenses (Part I, line 17). Add lines c and d. Total: 55,974,547.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

Table with 5 columns: (A) Name and address, (B) Title and average hours per week devoted to position, (C) Compensation (If not paid, enter -0-), (D) Contributions to employee benefit plans & deferred compensation plans, (E) Expense account and other allowances. Row 1: SEE STATEMENT 36, 1,138,555, 566,938, 54,700.

| Part V-A Current Officers, Directors, Trustees, and Key Employees <i>(continued)</i> | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| 75a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings 28 | | |
| b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) STMT . 41 | x | |
| c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization." ▶ If "Yes," attach a statement that includes the information described in the instructions. | | x |
| d Does the organization have a written conflict of interest policy? | x | |

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits
(If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

| (A) Name and address | (B) Loans and Advances | (C) Compensation (if not paid, enter -0-) | (D) Contributions to employee benefit plans & deferred compensation plans | (E) Expense account and other allowances |
|----------------------|------------------------|-------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------|
| | -0- | -0- | -0- | -0- |
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| Part VI Other Information <i>(See the instructions.)</i> | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----------|
| 76 Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change | 76 | x |
| 77 Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes. | 77 | x |
| 78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? | 78a | x |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | 78b | x |
| 79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement | 79 | x |
| 80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? | 80a | x |
| b If "Yes," enter the name of the organization ▶ <u>STMT 42</u> _____ and check whether it is <input checked="" type="checkbox"/> exempt or <input checked="" type="checkbox"/> nonexempt | | |
| 81a Enter direct and indirect political expenditures. (See line 81 instructions.) 81a <u>NONE</u> | | |
| b Did the organization file Form 1120-POL for this year? | 81b | x |

Part VI Other Information (continued)

Table with columns for question ID, question text, and Yes/No columns. Rows include questions 82a through 91a regarding organizational activities, dues, lobbying, and foreign accounts.

Part VI Other Information (continued)

c At any time during the calendar year, did the organization maintain an office outside of the United States? Yes No
 If "Yes," enter the name of the foreign country ▶ _____

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 | N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

| | Unrelated business income | | Excluded by section 512, 513, or 514 | | (E) Related or exempt function income |
|-----------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|------------------------------------------------|
| | (A) Business code | (B) Amount | (C) Exclusion code | (D) Amount | |
| 93 Program service revenue: | | | | | |
| a <u>COURSE TUITION</u> | | | | | 1,747,098. |
| b <u>CONFERENCE FEES</u> | | | | | 805,233. |
| c <u>PROFESSIONAL FEES</u> | | | | | 637,616. |
| d <u>SERVICE INCOME</u> | | | | | 227,695. |
| e _____ | | | | | |
| f Medicare/Medicaid payments | | | | | |
| g Fees and contracts from government agencies . | | | | | |
| 94 Membership dues and assessments | | | | | 28,978,317. |
| 95 Interest on savings and temporary cash investments . | | | 14 | 938,040. | |
| 96 Dividends and interest from securities | | | | | |
| 97 Net rental income or (loss) from real estate: | | | | | |
| a debt-financed property | | | | | |
| b not debt-financed property | | | 16 | 177,721. | |
| 98 Net rental income or (loss) from personal property . . | | | | | |
| 99 Other investment income | | | | | |
| 100 Gain or (loss) from sales of assets other than inventory | | | | | |
| 101 Net income or (loss) from special events | | | | | |
| 102 Gross profit or (loss) from sales of inventory | | | | | 427,807. |
| 103 Other revenue: a _____ | | | | | |
| b <u>ROYALTY FROM UW</u> | | | 15 | 318,394. | |
| c <u>ROYALTY INCOME-AON</u> | 524298 | 45,516. | 15 | 257,927. | |
| d <u>MISC REVENUE</u> | | | | | 278,317. |
| e _____ | | | | | |
| 104 Subtotal (add columns (B), (D), and (E)) | | 45,516. | | 1,692,082. | 33,102,083. |
| 105 Total (add line 104, columns (B), (D), and (E)) ▶ | | | | | 34,839,681. |

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

| Line No. | Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes). |
|----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ▼ | STMT 44 |
| | |
| | |

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

| (A) Name, address, and EIN of corporation, partnership, or disregarded entity | (B) Percentage of ownership interest | (C) Nature of activities | (D) Total income | (E) End-of-year assets |
|----------------------------------------------------------------------------------|-----------------------------------------|-----------------------------|---------------------|---------------------------|
| STMT 45 | % | | 71,085. | 2,424,322. |
| | % | | | |
| | % | | | |
| | % | | | |

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

| | |
|-----|----|
| Yes | No |
| | X |

| | (A) Name, address, of each controlled entity | (B) Employer Identification Number | (C) Description of transfer | (D) Amount of transfer |
|---------------|-------------------------------------------------|---------------------------------------|--------------------------------|---------------------------|
| a | ----- | ----- | ----- | ----- |
| b | ----- | ----- | ----- | ----- |
| c | ----- | ----- | ----- | ----- |
| Totals | | | | |

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

| | |
|-----|----|
| Yes | No |
| X | |

| | (A) Name, address, of each controlled entity | (B) Employer Identification Number | (C) Description of transfer | (D) Amount of transfer |
|---------------|-------------------------------------------------|---------------------------------------|--------------------------------|---------------------------|
| a | SEE STATEMENT 46 | ----- | ----- | ----- |
| b | ----- | ----- | ----- | ----- |
| c | ----- | ----- | ----- | ----- |
| Totals | | | | 518,394. |

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

| | |
|-----|----|
| Yes | No |
| X | |

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.

Please Sign Here

Signature of officer: _____ Date: _____

Type or print name and title: _____

Paid Preparer's Use Only

Preparer's signature: Menda Griesemer Date efiled: 8-30-07 Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: ERNST & YOUNG U.S. LLP EIN: 34-6565596

TWO NORTH CENTRAL AVENUE, STE 2300 Phone no: 602-322-3000

PHOENIX, AZ 85004

Form **8453-EO**

Exempt Organization Declaration and Signature for Electronic Filing

OMB No. 1545-1879

For calendar year 2006, or tax year beginning _____, 2006, and ending _____, 2006

2006

Department of the Treasury
Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

▶ See instructions on back.

Name of exempt organization

Employer identification number

UNITED WAY OF AMERICA

13-1635294

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8453-EO and enter the applicable amount from the return if any. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line for the return for which you are filing this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (that is, do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

| | | |
|--------------------------------------------------------------|---------------------------------------------------------------------------|---------------------|
| 1a Form 990 check here ▶ <input checked="" type="checkbox"/> | b Total revenue, if any (Form 990, line 12) | 1b <u>54321554.</u> |
| 2a Form 990-EZ check here ▶ <input type="checkbox"/> | b Total revenue, if any (Form 990-EZ, line 9) | 2b _____ |
| 3a Form 1120-POL check here ▶ <input type="checkbox"/> | b Total tax (Form 1120-POL, line 22) | 3b _____ |
| 4a Form 990-PF check here ▶ <input type="checkbox"/> | b Tax based on investment income (Form 990-PF, Part VI, line 5) | 4b _____ |
| 5a Form 8868 check here ▶ <input type="checkbox"/> | b Balance Due (Form 8868, line 3c) | 5b _____ |

Part II Declaration of Officer

6 I authorize the U.S. Treasury and its designated Financial Agent to initiate an ACH electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2006 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) an indication of any refund offset, (c) the reason for any delay in processing the return or refund, and (d) the date of any refund.

Sign Here ▶

Ushachandhary
Signature of officer

8/30/07
Date

President/CEO
Title

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Publication 4206. Information for Authorized IRS e-file Providers of Exempt Organization Filings. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

| | | | | | |
|----------------|----------------------------------------------------------------|-------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------|------------------------------------|
| ERO's Use Only | ERO's signature ▶ <i>Meuder Giesemer</i> | Date <u>8/30/07</u> | Check if also paid preparer <input checked="" type="checkbox"/> | Check if self-employed <input type="checkbox"/> | ERO's SSN or PTIN <u>P00264669</u> |
| | Firm's name (or yours if self-employed), address, and ZIP code | <u>ERNST & YOUNG U.S. LLP</u> | | | EIN <u>34-6565596</u> |
| | | <u>TWO NORTH CENTRAL AVENUE, STE PHOENIX AZ 85004</u> | | | Phone no. <u>602-322-3000</u> |

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

| | | | | | |
|--------------------------|----------------------------------------------------------------|-------------------------------------------------------|-------------------------------------------------|------------------------|-------------------------------|
| Paid Preparer's Use Only | Preparer's signature ▶ | Date | Check if self-employed <input type="checkbox"/> | Preparer's SSN or PTIN | |
| | Firm's name (or yours if self-employed), address, and ZIP code | <u>ERNST & YOUNG U.S. LLP</u> | | | EIN <u>34-6565596</u> |
| | | <u>TWO NORTH CENTRAL AVENUE, STE PHOENIX AZ 85004</u> | | | Phone no. <u>602-322-3000</u> |

For Privacy Act and Paperwork Reduction Act Notice, see back of form

Form 8453-EO (2006)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

2006

Name of the organization

UNITED WAY OF AMERICA

Employer identification number

13-1635294

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 2 of the instructions. List each one. If there are none, enter "None.")

| (a) Name and address of each employee paid more than \$50,000 | (b) Title and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans & deferred compensation | (e) Expense account and other allowances |
|---------------------------------------------------------------|----------------------------------------------------------|------------------|---------------------------------------------------------------------|------------------------------------------|
| SEE STATEMENT 47 | | | | |
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Total number of other employees paid over \$50,000 . . ▶ **151**

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

| (a) Name and address of each independent contractor paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-----------------------------------------------------------------------------|---------------------|------------------|
| SEE STATEMENT 48 | | |
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Total number of others receiving over \$50,000 for professional services ▶ **2**

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

| (a) Name and address of each independent contractor paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-----------------------------------------------------------------------------|---------------------|------------------|
| SEE STATEMENT 49 | | |
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Total number of other contractors receiving over \$50,000 for other services ▶ **17**

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

Schedule A (Form 990 or 990-EZ) 2006

Part III Statements About Activities (See page 2 of the instructions.)

Yes No

1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ 400,000. (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)

1 X

Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.

2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)

a Sale, exchange, or leasing of property?

2a X

b Lending of money or other extension of credit?

2b X

c Furnishing of goods, services, or facilities? STMT . 50

2c X

d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? . FORM . 990 , . PART . V . .

2d X

e Transfer of any part of its income or assets?

2e X

3a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.) STMT . 51

3a X

b Did the organization have a section 403(b) annuity plan for its employees?

3b X

c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement

3c X

d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?

3d X

4a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g

4a X

b Did the organization make any taxable distributions under section 4966?

4b N/A

c Did the organization make a distribution to a donor, donor advisor, or related person?

4c N/A

d Enter the total number of donor advised funds owned at the end of the tax year ▶

e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶

f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the rights to provide advice on the distribution or investment of amounts in such funds or accounts ▶

NONE

g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶

NONE

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ► _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11 a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11 b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 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 charitable, etc., 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 by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
 Type I Type II Type III - Functionally Integrated Type III - Other

Provide the following information about the supported organizations. (See page 7 of the instructions.)

| (a) Name(s) of supported organization(s) | (b) Employer identification number (EIN) | (c) Type of organization (described in lines 5 through 12 above or IRC section) | (d) Is the supported organization listed in the supporting organization's governing documents? | | (e) Amount of support |
|---------------------------------------------|---------------------------------------------|------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|----|--------------------------|
| | | | Yes | No | |
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| Total | | | | | |

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 7 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Table with columns: Calendar year (or fiscal year beginning in), (a) 2005, (b) 2004, (c) 2003, (d) 2002, (e) Total. Rows include: 15 Gifts, grants, and contributions received; 16 Membership fees received; 17 Gross receipts from admissions, merchandise sold or services performed; 18 Gross income from interest, dividends; 19 Net income from unrelated business activities; 20 Tax revenues levied; 21 Value of services or facilities furnished; 22 Other income; 23 Total of lines 15 through 22; 24 Line 23 minus line 17; 25 Enter 1% of line 23; 26 Organizations described on lines 10 or 11; 27 Organizations described on line 12; 28 Unusual Grants.

Part V Private School Questionnaire (See page 9 of the instructions.) **NOT APPLICABLE**
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

| | | Yes | No |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----|
| 29 | Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? | 29 | |
| 30 | Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? | 30 | |
| 31 | Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) ----- ----- ----- | 31 | |
| 32 | Does the organization maintain the following: | | |
| a | Records indicating the racial composition of the student body, faculty, and administrative staff? | 32a | |
| b | Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? | 32b | |
| c | Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? | 32c | |
| d | Copies of all material used by the organization or on its behalf to solicit contributions? | 32d | |
| | If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) ----- ----- | | |
| 33 | Does the organization discriminate by race in any way with respect to: | | |
| a | Students' rights or privileges? | 33a | |
| b | Admissions policies? | 33b | |
| c | Employment of faculty or administrative staff? | 33c | |
| d | Scholarships or other financial assistance? | 33d | |
| e | Educational policies? | 33e | |
| f | Use of facilities? | 33f | |
| g | Athletic programs? | 33g | |
| h | Other extracurricular activities? | 33h | |
| | If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.) ----- ----- | | |
| 34 a | Does the organization receive any financial aid or assistance from a governmental agency? | 34a | |
| b | Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement. | 34b | |
| 35 | Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation | 35 | |

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 10 of the instructions.)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

| Limits on Lobbying Expenditures | | (a) Affiliated group totals | (b) To be completed for all electing organizations |
|-----------------------------------------------------------|-------------------------------------------------------------------------------------------------------|-----------------------------------|-------------------------------------------------------------|
| (The term "expenditures" means amounts paid or incurred.) | | | |
| 36 | Total lobbying expenditures to influence public opinion (grassroots lobbying) | 36 | |
| 37 | Total lobbying expenditures to influence a legislative body (direct lobbying) | 37 | 400,000. |
| 38 | Total lobbying expenditures (add lines 36 and 37) | 38 | 400,000. |
| 39 | Other exempt purpose expenditures | 39 | 55,574,547. |
| 40 | Total exempt purpose expenditures (add lines 38 and 39) | 40 | 55,974,547. |
| 41 | Lobbying nontaxable amount. Enter the amount from the following table - | | |
| | If the amount on line 40 is - The lobbying nontaxable amount is - | | |
| | Not over \$500,000 20% of the amount on line 40 | | |
| | Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000 | | |
| | Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000 | 41 | 1,000,000. |
| | Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000 | | |
| | Over \$17,000,000 \$1,000,000 | | |
| 42 | Grassroots nontaxable amount (enter 25% of line 41) | 42 | 250,000. |
| 43 | Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 | 43 | |
| 44 | Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 | 44 | |

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
 See the instructions for lines 45 through 50 on page 13 of the instructions.)

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|--------------------------------------------------------------------|-------------|-------------|-------------|-------------|--------------|
| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2005 | (c) 2004 | (d) 2003 | (e) Total |
| 45 Lobbying nontaxable amount | 1,000,000. | 1,000,000. | 1,000,000. | 1,000,000. | 4,000,000. |
| 46 Lobbying ceiling amount (150% of line 45(e)) | | | | | 6,000,000. |
| 47 Total lobbying expenditures | 400,000. | 48,675. | 2,394. | 15,708. | 466,777. |
| 48 Grassroots nontaxable amount | 250,000. | 250,000. | 250,000. | 250,000. | 1,000,000. |
| 49 Grassroots ceiling amount (150% of line 48(e)) | | | | | 1,500,000. |
| 50 Grassroots lobbying expenditures | | 675. | NONE | 1,526. | 2,201. |

Part VI-B Lobbying Activity by Nonelecting Public Charities NOT APPLICABLE
 (For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.)

| During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of: | Yes | No | Amount |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
| a Volunteers | | | |
| b Paid staff or management (Include compensation in expenses reported on lines c through h.) | | | |
| c Media advertisements | | | |
| d Mailings to members, legislators, or the public | | | |
| e Publications, or published or broadcast statements | | | |
| f Grants to other organizations for lobbying purposes | | | |
| g Direct contact with legislators, their staffs, government officials, or a legislative body | | | |
| h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means | | | |
| i Total lobbying expenditures (Add lines c through h.) | | | |

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 13 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

| | | Yes | No |
|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|-----|-------------------------------------|
| a Transfers from the reporting organization to a noncharitable exempt organization of: | | | |
| (i) | Cash | | <input checked="" type="checkbox"/> |
| (ii) | Other assets | | <input checked="" type="checkbox"/> |
| b Other transactions: | | | |
| (i) | Sales or exchanges of assets with a noncharitable exempt organization | | <input checked="" type="checkbox"/> |
| (ii) | Purchases of assets from a noncharitable exempt organization | | <input checked="" type="checkbox"/> |
| (iii) | Rental of facilities, equipment, or other assets | | <input checked="" type="checkbox"/> |
| (iv) | Reimbursement arrangements | | <input checked="" type="checkbox"/> |
| (v) | Loans or loan guarantees | | <input checked="" type="checkbox"/> |
| (vi) | Performance of services or membership or fundraising solicitations | | <input checked="" type="checkbox"/> |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | <input checked="" type="checkbox"/> |

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

| (a) Line no. | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-----------------|------------------------|--------------------------------------------------|-------------------------------------------------------------------------|
| N/A | | | |
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52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule:

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|-----------------------------|-----------------------------|------------------------------------|
| N/A | | |
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FORM 990 - GENERAL EXPLANATION ATTACHMENT
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PART V-A
ADDITIONAL COMPENSATION INFORMATION

FISCAL YEAR 2006 COMPENSATION COMMITTEE REPORT

THIS COMPENSATION COMMITTEE REPORT WAS APPROVED BY UWA FOR INCLUSION IN THE FORM 990. TO INCREASE TRANSPARENCY, THIS REPORT PROVIDES INFORMATION ON UWA'S GOVERNANCE AND OVERSIGHT OF EXECUTIVE COMPENSATION AND BENEFIT PROGRAMS, GENERAL COMPENSATION PHILOSOPHY, AND KEY FEATURES OF THE EXECUTIVE COMPENSATION PROGRAM.

THE COMPENSATION COMMITTEE ("THE COMMITTEE") OF THE BOARD OF TRUSTEES OF THE UNITED WAY OF AMERICA ("UWA") IS RESPONSIBLE FOR GOVERNANCE AND OVERSIGHT OF COMPENSATION AND BENEFITS PROGRAMS FOR THE UWA CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVE LEVEL STAFF ("EXECUTIVES"), AND FOR ENSURING THAT THE COMPENSATION POLICIES OF UWA ARE CONSISTENT WITH AND IN SUPPORT OF THE ORGANIZATION'S MISSION AND GOALS.

THE INTENT OF THE COMMITTEE IS TO PROVIDE A TOTAL COMPENSATION PROGRAM FOR THE EXECUTIVES THAT PROMOTE THE UNITED WAY'S LONG-TERM STRATEGIC OBJECTIVES, IN DIRECT CORRELATION TO ALL EMPLOYEES' PAY SCALES. IN SEEKING TO ACHIEVE SUCH A PROGRAM, THE COMMITTEE CONSIDERS MANY FACTORS IN DETERMINING HOW TO SET EXECUTIVE REMUNERATION INCLUDING: UWA'S MISSION AND GOALS, THE PERFORMANCE OF UWA AS AN ORGANIZATION, THE MARKET FOR EXECUTIVE TALENT, AND THE PERFORMANCE OF EACH EXECUTIVE. GIVEN THE COMMITTEE'S FOCUS ON PERFORMANCE AND THE OBJECTIVES OF THE ORGANIZATION, THE COMMITTEE ALSO AIMS TO PUT A SIGNIFICANT PORTION OF EACH EXECUTIVE'S COMPENSATION AT RISK.

ON AN ANNUAL BASIS, THE COMMITTEE IS RESPONSIBLE FOR EVALUATING THE PERFORMANCE OF THE CEO AND RECOMMENDING TO THE FULL BOARD FOR APPROVAL ANY ADJUSTMENTS TO HIS COMPENSATION AND BENEFITS, INCLUDING INCENTIVE AWARDS. THE COMMITTEE IS ALSO RESPONSIBLE FOR APPROVING INCENTIVE AWARDS AND ANY ADJUSTMENTS TO THE COMPENSATION AND BENEFITS OF THE EXECUTIVES, WITH INPUT AND RECOMMENDATIONS FROM THE CEO. ALSO, THE COMMITTEE IS RESPONSIBLE FOR REVIEWING AND RECOMMENDING TO THE FULL BOARD FOR APPROVAL ANY NEW COMPENSATION OR BENEFITS PLANS OR PROGRAMS, OR ANY CHANGES TO EXISTING PLANS AND PROGRAMS THAT RELATE TO THE CEO OR THE EXECUTIVES. THE COMMITTEE AIMS TO FULLY DISCLOSE THE COMPENSATION PROVIDED TO THE EXECUTIVES IN AN OPEN AND TRANSPARENT MANNER, CONSISTENT WITH GOVERNANCE BEST PRACTICES AND APPLICABLE REGULATORY REQUIREMENTS.

GENERAL COMPENSATION PHILOSOPHY

AS THE LARGEST PRIVATE CHARITY IN THE UNITED STATES, THE UNITED WAY

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)
=====

SYSTEM IS DEDICATED TO MAKING A MEASURABLE IMPACT IN COMMUNITIES THROUGHOUT AMERICA. THE UNITED WAY'S MISSION IS TO IMPROVE LIVES BY MOBILIZING THE CARING POWER OF COMMUNITIES, AND PARTNERING WITH MANY DIFFERENT ORGANIZATIONS TO MAKE A DIFFERENCE IN PEOPLE'S LIVES.

THE COMMITTEE UNDERSTANDS THE IMPORTANCE OF A STRONG LEADERSHIP TEAM IN MAINTAINING AND STRENGTHENING UWA'S ABILITY TO SERVE COMMUNITIES, AND HAS THEREFORE ADOPTED A COMPENSATION POLICY THAT IS CONSISTENT WITH THE ORGANIZATION'S MISSION.

THE PRIMARY OBJECTIVE OF UWA'S COMPENSATION POLICY IS TO PROVIDE REASONABLE AND COMPETITIVE TOTAL COMPENSATION OPPORTUNITIES TO ITS EXECUTIVES, CONSISTENT WITH MARKET-BASED COMPENSATION PRACTICES FOR INDIVIDUALS POSSESSING THE EXPERIENCE AND SKILLS NEEDED TO IMPROVE THE OVERALL PERFORMANCE OF THE ORGANIZATION.

THE ORGANIZATION'S EXECUTIVE COMPENSATION PROGRAM IS DESIGNED TO:

- REINFORCE THE GOALS OF THE ORGANIZATION BY SUPPORTING TEAMWORK AND COLLABORATION
- BE FLEXIBLE TO REWARD INDIVIDUAL ACCOMPLISHMENTS AS WELL AS ORGANIZATIONAL SUCCESS
- ENCOURAGE THE ATTRACTION AND RETENTION OF HIGH CALIBER EXECUTIVES
- STRONGLY SUPPORT A "PAY FOR PERFORMANCE" CULTURE THROUGH THE USE OF INCENTIVES FOR KEY EMPLOYEES
- PROVIDE A COMPETITIVE TOTAL COMPENSATION PACKAGE, INCLUDING BENEFITS
- BALANCE THE NEED TO BE COMPETITIVE WITH THE LIMITS OF AVAILABLE FINANCIAL RESOURCES
- ENSURE THAT PAY IS PERCEIVED TO BE FAIR AND EQUITABLE
- ENSURE THAT THE PROGRAM IS EASY TO EXPLAIN, UNDERSTAND AND ADMINISTER
- ENSURE THAT PROGRAM COMPLIES WITH STATE AND FEDERAL LEGISLATION

TO REINFORCE A PAY-FOR-PERFORMANCE CULTURE AND TO ENSURE FOCUS ON UWA'S MISSION, THE COMMITTEE BELIEVES A PORTION OF EXECUTIVE COMPENSATION SHOULD BE AT-RISK. AS SUCH, THE COMMITTEE HAS INSTITUTED AN EXECUTIVE INCENTIVE PROGRAM, WHICH PROVIDES THE EXECUTIVES WITH THE OPPORTUNITY TO EARN A PERFORMANCE-BASED INCENTIVE AWARD BASED ON TEAMWORK, COLLABORATION, AND THE ACHIEVEMENT OF SPECIFIC ORGANIZATION-WIDE OBJECTIVES.

TO HELP THE COMMITTEE EVALUATE ITS COMPENSATION POLICY AND RELATED PROGRAMS, THE COMMITTEE HAS RETAINED AN INDEPENDENT CONSULTING FIRM TO ANNUALLY REVIEW THE CEO AND EXECUTIVES' COMPENSATION TO ENSURE THEY CONTINUE TO FURTHER THESE PRINCIPLES AND REFLECT THE COMMITTEE'S

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)
=====

COMMITMENT TO ALIGN COMPENSATION WITH ORGANIZATION GOALS AND OBJECTIVES AND PERFORMANCE. THE INDEPENDENT CONSULTANT'S REVIEW CONDUCTED IN 2006 FOUND THAT THE CEO AND EXECUTIVES' COMPENSATION WAS CONSISTENT WITH THE COMMITTEE'S COMPENSATION POLICY, ENUMERATED BELOW, AND THAT THE COMPENSATION PROVIDED WAS REASONABLE WHEN COMPARED TO THAT PROVIDED BY COMPARABLE ORGANIZATIONS.

CHIEF EXECUTIVE OFFICER COMPENSATION

FOR CEO COMPENSATION COMPARISONS, UWA COMPARES ITSELF TO THE "LEADERSHIP 18," A GROUP OF THE LARGEST AND MOST RECOGNIZED PUBLIC CHARITIES IN THE UNITED STATES. THE COMMITTEE BELIEVES THAT THE LEADERSHIP 18 IS THE GROUP OF NATIONAL PUBLIC CHARITIES THAT IS MOST COMPARABLE TO THE UNITED WAY. THIS GROUP INCLUDES: ALLIANCE FOR CHILDREN AND FAMILIES, AMERICAN CANCER SOCIETY, AMERICAN RED CROSS, BIG BROTHERS BIG SISTERS OF AMERICA, BOY SCOUTS OF AMERICA NATIONAL COUNCIL, BOYS & GIRLS CLUB OF AMERICA, CAMP FIRE USA, CATHOLIC CHARITIES USA, CHILD WELFARE LEAGUE OF AMERICA, GIRL SCOUTS OF THE USA, GIRLS INCORPORATED, GOODWILL INDUSTRIES INTERNATIONAL INC., LUTHERAN SERVICES IN AMERICA, NATIONAL COUNCIL OF YMCAS OF THE USA, NATIONAL MENTAL HEALTH ASSOCIATION, NATIONAL URBAN LEAGUE, UNITED CEREBRAL PALSY ASSOCIATIONS INC., UNITED JEWISH COMMUNITIES, UNITED NEIGHBORHOOD CENTERS OF AMERICA, VISITING NURSE ASSOCIATIONS OF AMERICA, YWCA OF THE USA INC.

GIVEN THE UNITED WAY SYSTEM'S SIZE, COMPLEXITY AND GLOBAL REACH, THE PHILOSOPHY OF THE COMMITTEE IS TO POSITION THE CEO'S COMPENSATION NEAR THE TOP OF THE LEADERSHIP 18 PEER GROUP. THE COMPENSATION PROGRAM CONSISTS OF FOUR KEY ELEMENTS: (I) ANNUAL COMPENSATION, WHICH INCLUDES BASE SALARY AND AN ANNUAL PERFORMANCE BONUS OPPORTUNITY, (II) HEALTH AND WELFARE BENEFITS, (III) RETIREMENT BENEFITS, AND (IV) OTHER BENEFITS AND ALLOWANCES.

- ANNUAL COMPENSATION: THE COMMITTEE STRIVES TO PROVIDE MARKET COMPETITIVE BASE SALARIES FOR COMPARABLE POSITIONS, AND AIMS TO ALIGN PAY WITH PERFORMANCE AND ORGANIZATION OBJECTIVES THROUGH THE USE OF PERFORMANCE-BASED INCENTIVES.

THE COMMITTEE HAS DETERMINED BASED ON ITS REVIEW THAT UWA IS AMONG THE TOP QUARTILE OF THE ORGANIZATIONS IN THE LEADERSHIP 18 IN TERMS OF ORGANIZATION SIZE, COMPLEXITY AND GLOBAL REACH. ACCORDINGLY, THE COMMITTEE HAS DETERMINED THAT THE CEO'S BASE SALARY SHOULD ALSO BE IN THE TOP QUARTILE, ASSUMING SUPERIOR PERFORMANCE. IN 2006, THE COMMITTEE DETERMINED THAT THE CEO'S ANNUAL CASH COMPENSATION (SALARY AND BONUS) WAS

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)
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POSITIONED FIFTH OUT OF THE 21 ORGANIZATIONS IN THE LEADERSHIP 18 FOR WHICH INFORMATION WAS AVAILABLE, AND IS THEREFORE CONSISTENT WITH ITS STATED PHILOSOPHY.

UWA'S 2006 INCENTIVE PROGRAM PROVIDES THE CEO THE OPPORTUNITY TO EARN A PERFORMANCE-BASED INCENTIVE OF UP TO \$70,000. THE INCENTIVE OPPORTUNITY IS INTENDED TO REINFORCE UWA'S MISSION OF IMPROVING LIVES BY MOBILIZING COMMUNITIES. SPECIFICALLY, THE COMMITTEE ANNUALLY EVALUATES THE CEO'S PERFORMANCE AGAINST SEVERAL KEY OBJECTIVES, INCLUDING:

- ACCELERATING UWA'S TRANSFORMATION TO A RESULTS-DRIVEN, INNOVATIVE COMMUNITY PARTNER
- REPOSITIONING THE UWA BRAND
- REPOSITIONING UWA AS A GLOBAL SYSTEM
- IMPROVING OPERATIONS AND GOVERNANCE AT UWA

IN ADDITION TO MEASURING THE CEO'S PERFORMANCE AGAINST THESE OBJECTIVES, THE COMMITTEE ALSO EVALUATES THE LEVEL AT WHICH THE CEO DEMONSTRATES LEADERSHIP COMPETENCIES, INCLUDING:

- COLLABORATION
- STEWARDSHIP
- STRATEGIC THINKING
- ACCOUNTABILITY
- INNOVATION

IN MARCH 2006, THE UWA'S BOARD OF TRUSTEES EVALUATED THE CEO'S PERFORMANCE FOR THE PRIOR YEAR AGAINST HIS OBJECTIVES AND HIS GENERAL MANAGEMENT AND LEADERSHIP COMPETENCIES AS THEY DO ANNUALLY. BASED ON THE EVALUATION RESULTS, THE COMMITTEE DETERMINED TO INCREASE HIS BASE SALARY BY 3.7%, TO \$420,000 AND AWARDED A PERFORMANCE BONUS OF \$55,000 WHICH WAS 78% OF HIS MAXIMUM OPPORTUNITY OF \$70,000.

- HEALTH AND WELFARE BENEFITS: UWA OFFERS STANDARD HEATH AND WELFARE BENEFITS TO ALL EXECUTIVES THAT ARE ALSO AVAILABLE TO ALL FULL-TIME UWA EMPLOYEES INCLUDING: COMPREHENSIVE MEDICAL, SHORT-TERM DISABILITY, LONG-TERM DISABILITY, VACATION AND PAID TIME-OFF, ACCIDENTAL DEATH AND DISMEMBERMENT, AND A DENTAL PLAN

- RETIREMENT BENEFITS: UWA OFFERS A COMPREHENSIVE RETIREMENT PROGRAM THAT INCLUDES BOTH QUALIFIED AND NONQUALIFIED RETIREMENT PLAN BENEFITS. THE PRIMARY RETIREMENT PROGRAM AVAILABLE TO ALL EMPLOYEES IS A DEFINED BENEFIT RETIREMENT PLAN (FOR EMPLOYEES ELIGIBLE PRIOR TO JULY 1, 2005), PROVIDING EMPLOYEES WITH A FUNDED, TRUSTEED RETIREMENT BENEFIT. THE PARTICIPANT IS PROVIDED A SPECIFIED BENEFIT BASED ON COMPENSATION AND

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)

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YEARS OF SERVICE PAYABLE AT NORMAL RETIREMENT AGE, WITH REDUCED BENEFITS PAYABLE AT AN EARLIER RETIREMENT DATE.

UWA ALSO PROVIDES A CODE SECTION 403(B) "TAX DEFERRED ANNUITY" PLAN WITH A MATCHING CONTRIBUTION, WHICH IS A PLAN IN WHICH CONTRIBUTIONS ARE MADE PRE-TAX AND CAN GROW TAX-DEFERRED UNTIL WITHDRAWAL. THE ANNUAL EMPLOYEE CONTRIBUTION LIMIT WAS \$15,000 IN 2006; UWA PROVIDES A MATCH OF UP TO 8% OF BASE SALARY (UP TO THE IRS ANNUAL LIMIT OF \$220,000) DEPENDING ON YEARS OF UNITED WAY SERVICE.

FOR EMPLOYEES WITH COMPENSATION ABOVE THE IRS ANNUAL LIMIT FOR QUALIFIED PLANS, WHICH INCLUDES THE EXECUTIVES, UWA PROVIDES A NONQUALIFIED "BENEFIT RESTORATION" PLAN WHICH CONTRIBUTES A BENEFIT EQUAL TO THE AMOUNT THAT WOULD OTHERWISE BE PROVIDED UNDER THE DEFINED BENEFIT PLAN IF IT WERE NOT SUBJECT TO CERTAIN LIMITS ON COMPENSATION OR ANNUAL BENEFIT, AS DETERMINED BY THE INTERNAL REVENUE SERVICE, AND A CODE SECTION 457(B) DEFERRED COMPENSATION PLAN (FOR EMPLOYEES WITH COMPENSATION ABOVE THE IRS LIMIT FOR QUALIFIED PLANS), WHICH IS A BENEFIT RESTORATION PLAN THAT PROVIDES THOSE EMPLOYER CONTRIBUTIONS THAT WOULD HAVE BEEN PROVIDED UNDER THE 403(B) PLAN IF IT WERE NOT SUBJECT TO THE IRS LIMITATIONS ON COMPENSATION. THIS PLAN IS FOR EMPLOYER CONTRIBUTIONS ONLY AND DOES NOT PERMIT EMPLOYEE CONTRIBUTIONS.

THE CEO'S TOTAL COMPENSATION FOR 2006 INCLUDES A BENEFIT ACCRUAL UNDER THIS PLAN IN THE AMOUNT OF \$292,271. SIMILAR TO THE DEFINED BENEFIT PLAN, THIS MAKE-UP PLAN PROVIDES BENEFITS BASED ON TOTAL YEARS OF SERVICE IN THE UNITED WAY SYSTEM UPON COMPLETION OF FIVE YEARS OF SERVICE WITH UWA. THE CEO REACHED HIS FIVE YEARS OF SERVICE IN DECEMBER 2006 AND THE AMOUNT ACCRUED RELATES ALMOST ENTIRELY TO PRIOR UNITED WAY SERVICE, REFLECTING A CAREER OF OVER 20 YEARS IN THE UNITED WAY SYSTEM. THIS IS DEFERRED COMPENSATION SO THE CEO WILL NOT RECEIVE ANY PAYMENT UNTIL HE LEAVES UWA AND HE WILL BE TAXED UPON VESTING. BASED ON TOTAL COMPENSATION, THE CEO WAS POSITIONED SECOND OUT OF THE TWENTY TWO ORGANIZATIONS IN THE LEADERSHIP 18.

- OTHER BENEFITS AND ALLOWANCES: UWA OFFERS MINIMAL PERQUISITES AND SUPPLEMENTAL BENEFITS EXCEPT WHERE NECESSARY TO ATTRACT AND RETAIN THE MANAGEMENT TEAM IT REQUIRES TO ACHIEVE THE GOALS OF THE ORGANIZATION. THIS WOULD INCLUDE SUCH ITEMS AS: AUTOMOBILE ALLOWANCES AND TEMPORARY HOUSING ALLOWANCES, WHERE APPLICABLE, FOR EXECUTIVES THAT RELOCATE TO JOIN UNITED WAY OF AMERICA.

DETAIL OF THE CEO'S COMPENSATION FOR 2006 IS INCLUDED AT PART V-A.

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)
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EXECUTIVE COMPENSATION PROGRAM

FOR EXECUTIVES OTHER THAN THE CEO, THE COMMITTEE RECOGNIZES THAT THE MARKET FOR EXECUTIVE TALENT MAY BE BROADER THAN NATIONAL CHARITIES AND OTHER NOT-FOR-PROFIT ORGANIZATIONS GENERALLY. AS SUCH, THE COMMITTEE, WITH ASSISTANCE FROM ITS CONSULTANT, CONSIDERS SEVERAL NATIONAL PUBLISHED SURVEY SOURCES FOR EXECUTIVE COMPENSATION PRACTICES FOR COMPARABLE POSITIONS, INCLUDING:

- NOT-FOR-PROFIT ORGANIZATIONS, INCLUDING CHARITIES, FOUNDATIONS, ASSOCIATIONS, HIGHER EDUCATION, GOVERNMENTAL, AND HEALTH CARE SERVICES
- FOR-PROFIT ORGANIZATIONS, EXCLUDING THE FINANCIAL SERVICES INDUSTRY, FOR CERTAIN POSITIONS THAT ARE ALSO REPRESENTED IN THE PRIVATE SECTOR

BASED ON THE "MARKET COMPOSITE" DATA DERIVED FROM THESE SURVEYS, THE COMMITTEE ANNUALLY REVIEWS AND APPROVES BASE SALARY AND PERFORMANCE INCENTIVE AWARD RECOMMENDATIONS FOR EACH EXECUTIVE. THE COMMITTEE AIMS TO PROVIDE COMPENSATION WITHIN THE COMPETITIVE RANGE OF THE MARKET COMPOSITE. INDIVIDUAL SALARIES ARE ALSO DETERMINED BY THE INCUMBENT'S EXPERIENCE, JOB COMPLEXITY AND SCOPE OF RESPONSIBILITY, AND PERFORMANCE.

IN GENERAL, UWA STRIVES TO POSITION TOTAL COMPENSATION, INCLUDING BENEFITS, AT THE MEDIAN OR MIDDLE OF THE COMPARABLE MARKET. THE COMMITTEE'S POLICY ALLOWS IT TO PROVIDE COMPENSATION ABOVE THE MEDIAN OF THE MARKET WHERE APPROPRIATE BASED ON THE EXECUTIVE'S SKILLS, OVERALL EXPERIENCE, SCOPE OF RESPONSIBILITIES, AND CONTRIBUTIONS. THE COMPENSATION PROGRAM FOR EXECUTIVES CONSISTS OF THE SAME FOUR KEY ELEMENTS AS DESCRIBED ABOVE: (I) ANNUAL COMPENSATION, WHICH INCLUDES BASE SALARY AND AN ANNUAL CASH BONUS, (II) HEALTH AND WELFARE BENEFITS, (III) RETIREMENT BENEFITS, AND (IV) OTHER BENEFITS AND ALLOWANCES.

- ANNUAL COMPENSATION: THE COMMITTEE STRIVES TO PROVIDE MARKET COMPETITIVE BASE SALARIES FOR THE EXECUTIVES AND AIMS TO ALIGN PAY WITH PERFORMANCE AND ORGANIZATION OBJECTIVES THROUGH THE USE OF PERFORMANCE-BASED INCENTIVES. ACCORDINGLY, UWA'S 2006 INCENTIVE PROGRAM PROVIDES EXECUTIVES THE OPPORTUNITY TO EARN A PERFORMANCE-BASED INCENTIVE. THE COO IS ELIGIBLE FOR AN INCENTIVE AWARD OF UP TO \$30,000; EVPS ARE ELIGIBLE TO RECEIVE UP TO \$25,000, AND GROUP VP, CHIEF OF STAFF AND SVPS ARE ELIGIBLE TO RECEIVE UP TO \$20,000. THE INCENTIVE OPPORTUNITY IS INTENDED TO REINFORCE TEAMWORK, COLLABORATION, AND THE ACHIEVEMENT OF SPECIFIC OVERALL ORGANIZATION GOALS.

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)
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- HEALTH AND WELFARE BENEFITS: UWA OFFERS STANDARD HEALTH AND WELFARE BENEFITS TO ALL EXECUTIVES THAT ARE AVAILABLE TO ALL FULL-TIME UWA EMPLOYEES, AS DESCRIBED ABOVE.

- RETIREMENT BENEFITS: SEE "CHIEF EXECUTIVE OFFICER COMPENSATION" ABOVE.

- OTHER BENEFITS AND ALLOWANCES: UWA OFFERS MINIMAL PERQUISITES AND SUPPLEMENTAL BENEFITS EXCEPT WHERE NECESSARY TO ATTRACT AND RETAIN THE MANAGEMENT TEAM IT REQUIRES TO ACHIEVE THE GOALS OF THE ORGANIZATION, AS DESCRIBED ABOVE.

SUMMARY

IN SUMMARY, THE COMMITTEE BELIEVES THAT THE ABOVE DESCRIBED COMPENSATION PROGRAM FOR EXECUTIVES IS CONSISTENT WITH THE COMPENSATION POLICY IT HAS ESTABLISHED, IS ALIGNED WITH UWA'S MISSION, GOALS AND OBJECTIVES, AND PROVIDES A COMPETITIVE AND MOTIVATING PROGRAM TO ATTRACT AND RETAIN THE OUTSTANDING LEADERSHIP TEAM IT NEEDS TO MEET THE GOALS OF THE ORGANIZATION AND MAKE A MEASURABLE IMPACT IN COMMUNITIES IT SERVES.

FORM 990, PART I - GROSS SALES LESS RETURNS AND ALLOWANCES

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| DESCRIPTION | AMOUNT |
|------------------------------------------|----------|
| ----- | ----- |
| PUBLICATIONS | 102,391. |
| FILM SALES | 39,580. |
| DONOR CULTIVATION - ALEXIS DE TOQUEVILLE | 1,965. |
| PUBLIC OPINION POLL | 272,120. |
| SALES - OTHER | 11,751. |
| | ----- |
| TOTAL | 427,807. |
| | ===== |

FORM 990, PART I - COST OF GOODS SOLD

=====

| DESCRIPTION | BEGINNING INVENTORY | PURCHASES | SALARIES AND WAGES | OTHER COSTS | MINUS: ENDING INVENTORY | COST OF GOODS SOLD |
|----------------------------------------|------------------------|-----------|-----------------------|-------------|-------------------------------|-----------------------|
| ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| PUBLICATIONS | | | | | | |
| FILM SALES | | | | | | |
| DONOR CULTIVATION - ALEXIS DE TOQUEVIL | | | | | | |
| PUBLIC OPINION POLL | | | | | | |
| SALES - OTHER | | | | | | |
| | ----- | ----- | ----- | ----- | ----- | ----- |
| TOTALS | ===== | ===== | ===== | ===== | ===== | ===== |

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

=====

| DESCRIPTION | AMOUNT |
|---------------------------|------------|
| ----- | ----- |
| MINIMUM PENSION LIABILITY | 1,200,838. |
| TOTAL | ----- |
| | 1,200,838. |
| | ===== |

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES

=====

| DESCRIPTION | AMOUNT |
|------------------------------------------|----------|
| ----- | ----- |
| TSFR-UNITED WAY TRISTATE NET LIAB TO UWA | 315,521. |
| TOTAL | ----- |
| | 315,521. |
| | ===== |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|----------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|------------|
| ----- | ----- | ----- | ----- |
| GRANTS PAID | | | |
| ===== | | | |
| UNITED WAYS OF ALABAMA 532 S. PERRY STREET MONTGOMERY, AL 36104 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 80,000. |
| UNITED WAY OF MARSHALL COUNTY 705 BLOUNT AVENUE GUNTERSVILLE, AL 35976 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 50,000. |
| UNITED WAY OF EAST CENTRAL ALABAMA 1505 WILMER AVENUE ANNISTON, AL 36201 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 135,000. |
| UNITED WAY OF NORTHWEST ALABAMA 110 SOUTH POPLAR STREET FLORENCE, AL 35630 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 134,050. |
| SOUTH BALDWIN COUNTY UNITED WAY PO BOX 244 FOLEY, AL 36536 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 90,000. |
| UNITED WAY OF ETOWAH COUNTY PO BOX 1175 GADSDEN, AL 35902 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 170,000. |
| UNITED WAY OF SOUTHWEST ALABAMA PO DRAWER 89 MOBILE, AL 36601 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 1,485,231. |
| UNITED WAY OF MONROE COUNTY PO BOX 21 MONROEVILLE, AL 36461 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 25,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

=====

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|------------|
| ----- | ----- | ----- | ----- |
| UNITED WAY OF SELMA AND DALLAS COUNTY 115 VAUGHAN MEMORIAL DRIVE SELMA, AL 36701 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 47,908. |
| HEART OF ARKANSAS UNITED WAY 516 W. PERSHING NORTH LITTLE ROCK, AR 72114 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 105,000. |
| UNITED WAY OF GREATER LOS ANGELES 523 WEST 6TH STREET LOS ANGELES, CA 90014 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 200,001. |
| UNITED WAY OF THE BAY AREA 221 MAIN STREET SAN FRANCISCO, CA 94105 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 25,000. |
| UNITED WAY OF SOUTHWEST COLORADO 281 SAWYER DRIVE DURANGO, CO 81303 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 25,000. |
| UNITED WAY OF FLORIDA 307B EAST 7TH AVENUE TALLAHASSEE, FL 32303 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 107,500. |
| UNITED WAY OF BREVARD COUNTY 937 DIXON BLVD. COCOA, FL 32922 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 40,000. |
| UNITED WAY OF BROWARD COUNTY 1300 S. ANDREWS AVENUE - ANSIN BUILDING FORT LAUDERDALE, FL 33316 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 1,000,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|----------|
| ----- | ----- | ----- | ----- |
| UNITED WAY OF OKALOOSA-WALTON COUNTY 112 TUPELO AVENUE, SE FORT WALTON BEACH, FL 32548 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 70,000. |
| UNITED WAY OF NE FLORIDA PO BOX 41428 JACKSONVILLE, FL 32203 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 132,000. |
| UNITED WAY OF MONROE COUNTY 1400 UNITED STREET, #110 KEY WEST, FL 33040 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 45,000. |
| UNITED WAY OF MIAMI-DADE 3250 SW THIRD AVENUE, ANSIN BUILDING MIAMI, FL 33129 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 110,000. |
| UNITED WAY OF SANTA ROSA COUNTY 6568 CAROLINE STREET MILTON, FL 32570 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 66,500. |
| HEART OF FLORIDA UNITED WAY 1940 TRAYLOR BLVD ORLANDO, FL 32804 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 89,800. |
| UNITED WAY OF ESCAMBIA COUNTY 1301 W. GOVERNMENT STREET PENSACOLA, FL 32501 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 233,000. |
| UNITED WAY OF PALM BEACH COUNTY 2600 QUANTUM BOULEVARD BOYNTON BEACH, FL 33426 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 200,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|----------|
| ----- | ----- | ----- | ----- |
| UNITED WAY OF CENTRAL LOUISIANA 1101 FOURTH STREET ALEXANDRIA, LA 71301 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 150,000. |
| ASSOCIATION OF LOUISIANA UNITED WAYS 2515 CANAL STREET NEW ORLEANS, LA 70119 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 184,700. |
| CAPITAL AREA UNITED WAY 700 LAUREL STREET BATON ROUGE, LA 70802 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 514,710. |
| UNITED WAY OF ST. CHARLES PO BOX 157 LULING, LA 70070 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 130,000. |
| UNITED WAY OF ACADIANA PO BOX 52033 LAFAYETTE, LA 70505 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 657,250. |
| UNITED WAY OF SOUTHWEST LOUISIANA 715 RYAN STREET, SUITE 102 LAKE CHARLES, LA 70601 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 550,000. |
| UNITED WAY OF NE LOUISIANA 1201 HUDSON LANE MONROE, LA 71201 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 150,000. |
| UNITED WAY OF IBERIA 301 E. PETER STREET, SUITE 101 NEW IBERIA, LA 70560 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 100,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|------------|
| ----- | ----- | ----- | ----- |
| UNITED WAY OF THE GREATER NEW ORLEANS AREA 2515 CANAL STREET NEW ORLEANS, LA 70119 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 4,000,000. |
| UNITED WAY FOR SOUTH LOUISIANA 700 LAUREL STREET BATON ROUGE, LA 70802 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 181,500. |
| ST. LANDRY-EVANGELINE UNITED WAY 311 W. VINE STREET OPELOUSAS, LA 70570 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 150,000. |
| UNITED WAY OF THE PLAINS 245 N. WATER STREET WICHITA, KS 67202 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 25,000. |
| UNITED WAY OF KENTUCKY 334 E. BROADWAY LOUISVILLE, KY 40202 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 25,000. |
| UNITED WAY OF JACKSON COUNTY 536 N. JACKSON STREET JACKSON, MI 49201 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 67,500. |
| GREATER TWIN CITIES UNITED WAY 404 S. 8TH STREET MINNEAPOLIS, MN 55404 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 100,000. |
| UNITED WAY OF GREATER MONROE COUNTY PO BOX 612 AMORY, MS 38821 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 30,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|----------|
| ----- | ----- | ----- | ----- |
| UNITED WAY OF LINCOLN COUNTY 230 S. WHITWORTH AVENUE BROOKHAVEN, MS 39602 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 80,000. |
| UNITED WAY OF LOWNDES COUNTY 501 7TH STREET NORTH COLUMBUS, MS 39701 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 40,000. |
| UNITED WAY OF SOUTHERN MISSISSIPPI PO BOX 2128 GULFPORT, MS 39505 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 333,000. |
| UNITED WAY OF SE MISSISSIPPI PO BOX 1648 HATTIESBURG, MS 39403 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 80,000. |
| UNITED WAY OF THE CAPITAL AREA PO BOX 23169 JACKSON, MS 39225 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 276,000. |
| UNITED WAY OF THE PINE BELT REGION 401 W. OAK STREET LAUREL, MS 39442 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 100,000. |
| UNITED WAY OF MERIDIAN & LAUDERDALE COUNTIES PO BOX 5376 MERIDIAN, MS 39302 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 350,000. |
| UNITED WAY OF JACKSON & GEORGE COUNTIES 3510 MAGNOLIA STREET PASCAGOULA, MS 39567 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 190,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|---------|
| ----- | ----- | ----- | ----- |
| UNITED WAY OF GREATER ST. LOUIS 910 NORTH 11TH STREET SAINT LOUIS, MO 63101 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 65,000. |
| UNITED WAY OF NORTH CAROLINA 2615 TWO HANNOVER SQUARE RALEIGH, NC 27601 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 50,000. |
| UNITED WAY OF BERGEN COUNTY 690 KINDERKAMACK ROAD ORADELL, NJ 07649 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 64,000. |
| UNITED WAY OF NEW YORK STATE 155 WASHINGTON AVENUE ALBANY, NY 12210 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 25,000. |
| OHIO UNITED WAY 88 E. BROAD STREET COLUMBUS, OH 43215 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 25,000. |
| UNITED WAY OF CENTRAL OKLAHOMA 1315 N. BROADWAY PL OKLAHOMA CITY, OK 73101 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 85,000. |
| UNITED WAY OF PENNSYLVANIA 17 S. MARKET SQUARE HARRISBURG, PA 17101 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 25,000. |
| UNITED WAY OF GREATER KNOXVILLE 1301 HANNAH AVENUE KNOXVILLE, TN 37921 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 90,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|----------|
| ----- | ----- | ----- | ----- |
| UNITED WAY OF THE MID-SOUTH 6775 LENOX CENTER COURT MEMPHIS, TN 38115 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 120,000. |
| UNITED WAYS OF TEXAS 1122 COLORADO AUSTIN, TX 78701 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 25,000. |
| UNITED WAY CAPITAL AREA 2000 E MARTIN LUTHER KING JR BLVD AUSTIN, TX 78702 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 500,001. |
| UNITED WAY OF BAYTOWN AREA 5309 BECKER DRIVE BAYTOWN, TX 77520 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 130,000. |
| UNITED WAY OF THE COASTAL BEND 711 N. CARANCAHUA STREET CORPUS CHRISTI, TX 78475 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 40,000. |
| UNITED WAY OF METROPOLITAN TARRANT COUNTY 210 E. 9TH STREET FORT WORTH, TX 76102 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 150,000. |
| UNITED WAY OF THE TEXAS GULF COAST PO BOX 3247 HOUSTON, TX 77253 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 780,000. |
| UNITED WAY WALKER COUNTY 344 HIGHWAY 75 NORTH HUNTSVILLE, TX 77320 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 150,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|------------|
| ----- | ----- | ----- | ----- |
| UNITED WAY OF BRAZORIA COUNTY PO BOX 1959 ANGLETON, TX 77516 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 136,542. |
| GREATER LONGVIEW UNITED WAY 310 S. FREDONIA STREET LONGVIEW, TX 75601 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 133,000. |
| UNITED WAY OF WILLIAMSON COUNTY 1111 NORTH IH-53 ROUND ROCK, TX 78664 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 57,750. |
| UNITED WAY OF CENTRAL & SOUTHERN UTAH 145 N 100 W PROVO, UT 84601 | LOCAL AFFILIATE PUBLIC CHARITY | HURRICANE RELIEF | 25,000. |
| UNITED WAY OF AMERICA 701 NORTH FAIRFAX STREET ALEXANDRIA, VA 22314 | PUBLIC CHARITY | HURRICANE RELIEF | 1,800,000. |
| BLACK EQUITY ALLIANCE, INC. 475 ROVERSIDE DRIVE, SUITE 700 NEW YORK, NY 10115 | NONE PUBLIC CHARITY | HURRICANE RELIEF | 275,001. |
| UNITED WAY OF PULASKI COUNTY PO BOX 3257 LITTLE ROCK, AR 72203 | LOCAL AFFILIATE PUBLIC CHARITY | 2-1-1 BREAKING THE BARRIERS | 15,000. |
| UNITED WAY OF WEST CENTRAL MISSISSIPPI PO BOX 203 VICKSBURG, MS 39181 | LOCAL AFFILIATE PUBLIC CHARITY | 2-1-1 BREAKING THE BARRIERS | 20,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

=====

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------|---------|
| ----- | ----- | ----- | ----- |
| UNITED WAY FOR SOUTHEASTERN MICHIGAN 1212 GRISWOLD STREET DETROIT, MI 48226 | LOCAL AFFILIATE PUBLIC CHARITY | ALLIANCE FOR YOUTH | 82,400. |
| CAPITAL AREA UNITED WAY 1111 E. MICHIGAN AVENUE, SUITE 300 EAST LANSING, MI 48823 | LOCAL AFFILIATE PUBLIC CHARITY | ALLIANCE FOR YOUTH | 11,886. |
| UNITED WAY OF GREATER BATTLE CREEK PO BOX 137 BATTLE CREEK, MI 49016 | LOCAL AFFILIATE PUBLIC CHARITY | ALLIANCE FOR YOUTH | 10,000. |
| UNITED WAY OF NORTHERN ARIZONA 1515 E. CEDAR AVENUE FLAGSTAFF, AZ 86004 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF TUCSON AND SOUTHERN ARIZONA 330 N. COMMERCE PARK LOOP TUCSON, AZ 85745 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 1,000. |
| UNITED WAY OF KERN COUNTY 5405 STOCKDALE HIGHWAY BAKERSFIELD, CA 93309 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| ORANGE COUNTY UNITED WAY 18012 MITCHELL AVENUE SOUTH IRVINE, CA 92614 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 2,000. |
| UNITED WAY OF SAN DIEGO COUNTY 4699 MURPHY CANYON ROAD SAN DIEGO, CA 92123 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 2,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS ----- | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT ----- | PURPOSE OF GRANT OR CONTRIBUTION ----- | AMOUNT ----- |
|----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------|-----------------|
| UNITED WAY OF THE BAY AREA 221 MAIN STREET SAN FRANCISCO, CA 94105 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| MILE HIGH UNITED WAY 2505 18TH STREET DENVER, CO 80211 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF NORTHERN FAIRFIELD COUNTY 85 WEST STREET DANBURY, CT 06810 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF THE CAPITAL AREA 30 LAUREL STREET HARTFORD, CT 06106 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF GREATER NEW HAVEN 71 ORANGE STREET NEW HAVEN, CT 06510 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF NORWALK & WILTON MERRITT ON THE RIVER 20 GLOVER AVENUE NORWALK, CT 06850 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF LAKE COUNTY 330 SOUTH GREENLEAF STREET GURNEE, IL 60031 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 2,000. |
| UNITED WAY OF THE PLAINS 245 N. WATER STREET WICHITA, KS 67202 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------|--------|
| ----- | ----- | ----- | ----- |
| UNITED WAY OF NORTHEAST LOUISIANA 1201 HUDSON LANE MONROE, LA 71201 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY FOR SOUTHEASTERN MICHIGAN 1212 GRISWOLD STREET DETROIT, MI 48226 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| HEART OF WEST MICHIGAN UNITED WAY 118 COMMERCE AVENUE SW GRAND RAPIDS, MI 49503 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF GREATER GREENSBORO 1500 YANCEYVILLE STREET GREENSBORO, NC 27405 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF CASS-CLAY 219 7TH STREET S. FARGO, ND 58103 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| SOMERSET COUNTY UNITED WAY 1011 US ROUTE 22 WEST BRIDGEWATER, NJ 08807 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF CAMDEN COUNTY 196 NEWTON AVENUE CAMDEN, NJ 08103 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF PASSAIC COUNTY 20 MILL STREET PATERSON, NJ 07501 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS ----- | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT ----- | PURPOSE OF GRANT OR CONTRIBUTION ----- | AMOUNT ----- |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------|-----------------|
| UNITED WAY OF SANTA FE COUNTY 440 CERRILLOS ROAD SANTA FE, NM 87501 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 2,000. |
| UNITED WAY OF NORTHERN NEVADA AND THE SIERRA 811 RYLAND STREET RENO, NV 89502 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 2,000. |
| UNITED WAY OF BUFFALO & ERIE COUNTY 742 DELAWARE AVENUE BUFFALO, NY 14209 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI, OH 45202 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF HANCOCK COUNTY 245 STANFORD PARKWAY FINDLAY, OH 45840 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF LAWTON-FT. SILL 1116 SW A AVENUE LAWTON, OK 73501 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY CAPITAL AREA 2000 E. MARTIN LUTHER KING JR BLVD AUSTIN, TX 78702 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF METROPOLITAN DALLAS 1800 N. LAMAR STREET DALLAS, TX 75202 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------|--------|
| ----- | ----- | ----- | ----- |
| UNITED WAY OF EL PASO COUNTY 1918 TEXAS AVE EL PASO, TX 79901 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF METROPOLITAN TARRANT COUNTY 210 E. 9TH STREET FORT WORTH, TX 76102 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF SAN ANTONIO & BEXAR COUNTY 700 SOUTH ALAMO SAN ANTONIO, TX 78293 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF GREATER RICHMOND AND PETERSBURG 2001 MAYWILL STREET RICHMOND, VA 23230 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF GREATER EAU CLAIRE 131 SOUTH BARSTOW STREET EAU CLAIRE, WI 54701 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY FOX CITIES 1820 APPLETON ROAD MENASHA, WI 54952 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY IN WAUKESHA COUNTY 1717 PARAMOUNT DRIVE WAUKESHA, WI 53186 | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 3,000. |
| UNITED WAY OF CANADA - CENTRAIDE CANADA 56 SPARKS STREET K1P5A9 OTTAWA ONT CANADA | LOCAL AFFILIATE PUBLIC CHARITY | IMPACT TRANSFORMATION PARTNERSHIP | 2,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------|--------|
| ----- | ----- | ----- | ----- |
| UNITED WAY OF METROPOLITAN DALLAS 1800 N. LAMAR STREET DALLAS, TX 75202 | LOCAL AFFILIATE PUBLIC CHARITY | UWA ALTERNATIVE SPRING BREAK PROGRAM | 3,000. |
| UNITED WAY OF GREATER ST. LOUIS 910 NORTH 11TH STREET SAINT LOUIS, MO 63101 | LOCAL AFFILIATE PUBLIC CHARITY | UWA ALTERNATIVE SPRING BREAK PROGRAM | 3,200. |
| UNITED WAY OF METROPOLITAN ATLANTA 100 EDGEWOOD AVENUE, NE ATLANTA, GA 30303 | LOCAL AFFILIATE PUBLIC CHARITY | UWA ALTERNATIVE SPRING BREAK PROGRAM | 3,200. |
| UNITED WAY OF NEW YORK CITY 2 PARK AVENUE NEW YORK CITY, NY 10016 | LOCAL AFFILIATE PUBLIC CHARITY | UWA ALTERNATIVE SPRING BREAK PROGRAM | 3,200. |
| UNITED WAY OF KING COUNTY 720 SECOND AVENUE SEATTLE, WA 98104 | LOCAL AFFILIATE PUBLIC CHARITY | UWA ALTERNATIVE SPRING BREAK PROGRAM | 3,087. |
| UNITED WAY SERVICES OF GREATER CLEVELAND 1331 EUCLID AVENUE CLEVELAND, OH 44115 | LOCAL AFFILIATE PUBLIC CHARITY | UWA ALTERNATIVE SPRING BREAK PROGRAM | 3,200. |
| UNITED WAY OF SOUTHEASTERN PENNSYLVANIA 7 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103 | LOCAL AFFILIATE PUBLIC CHARITY | UWA ALTERNATIVE SPRING BREAK PROGRAM | 2,510. |
| UNITED WAY OF GREATER LOS ANGELES 523 WEST 6TH STREET LOS ANGELES, CA 90014 | LOCAL AFFILIATE PUBLIC CHARITY | UWA ALTERNATIVE SPRING BREAK PROGRAM | 3,200. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------------|---------|
| ----- | ----- | ----- | ----- |
| CENTRO HISPANICO 125 NORTHWEST 25TH ST. MIAMI, FL 33125 | NONE PUBLIC CHARITY | UW PUBLIC SERVICE ADVERTISING HONORARIUM | 3,000. |
| CATHOLIC CHARITIES NOTRE DAME 130 NORTHEAST 62ND ST. MIAMI, FL 33138 | NONE PUBLIC CHARITY | UW PUBLIC SERVICE ADVERTISING HONORARIUM | 3,000. |
| ASPIRA 5913 S. DIXIE HWY WEST PALM BEACH, FL 33409 | NONE PUBLIC CHARITY | UW PUBLIC SERVICE ADVERTISING HONORARIUM | 3,000. |
| ALPER JEWISH COMMUNITY CENTER 11155 SW 112TH AVENUE KENDALL, FL 33176 | NONE PUBLIC CHARITY | UW PUBLIC SERVICE ADVERTISING HONORARIUM | 3,000. |
| NONPROFIT TECHNOLOGY ENTERPRISE NETWORK 870 MARKET STREET, #1264 SAN FRANCISCO, CA 94102 | NONE PUBLIC CHARITY | UWA SPONSORSHIP GRANT | 20,000. |
| CORPORATION FOR ENTERPRISE DEVELOPMENT 777 NORTH CAPITAL STREET, NE, #800 WASHINGTON, DC 20002 | NONE PUBLIC CHARITY | UWA SPONSORSHIP GRANT | 25,000. |
| INDEPENDENT SECTOR 1200 18TH ST. NW, #200 WASHINGTON, DC 20036 | NONE PUBLIC CHARITY | UWA SPONSORSHIP GRANT | 5,000. |
| UNITED WAY INTERNATIONAL 701 NORTH FAIRFAX STREET ALEXANDRIA, VA 22314 | INTERNATIONAL AFFILIATE PUBLIC CHARITY | UWA SPONSORSHIP GRANT | 35,000. |

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|-------------|
| ----- | ----- | ----- | ----- |
| UNITED WAY RETIREES ASSOCIATION 701 NORTH FAIRFAX STREET ALEXANDRIA, VA 22314 | NATIONAL AFFILIATE PUBLIC CHARITY | OPERATIONAL SUPPORT | 25,000. |
| | | TOTAL CONTRIBUTIONS PAID | 18,270,827. |
| | | | ===== |

FORM 990, PART II, LINE 25A - CURRENT OFFICER COMPENSATION SCHEDULE

=====

| CURRENT OFFICER NAME ----- | PROGRAM SERVICES ----- | MANAGEMENT AND GENERAL ----- | FUNDRAISING ----- |
|---------------------------------|------------------------------|------------------------------------|------------------------|
| BRIAN A GALLAGHER | | | |
| COMPENSATION: | NONE | 466,351. | NONE |
| CONTRIBUTIONS TO BENEFIT PLANS: | NONE | 452,484. | NONE |
| EXPENSE ACCOUNT: | NONE | 54,700. | NONE |
| JOSEPH V HAGGERTY | | | |
| COMPENSATION: | 143,329. | 143,328. | NONE |
| CONTRIBUTIONS TO BENEFIT PLANS: | 27,807. | 27,807. | NONE |
| EXPENSE ACCOUNT: | NONE | NONE | NONE |
| USHA CHAUDHARY | | | |
| COMPENSATION: | 124,964. | 124,964. | NONE |
| CONTRIBUTIONS TO BENEFIT PLANS: | 17,032. | 17,033. | NONE |
| EXPENSE ACCOUNT: | NONE | NONE | NONE |
| PATRICIA TURNER | | | |
| COMPENSATION: | 67,810. | 67,809. | NONE |
| CONTRIBUTIONS TO BENEFIT PLANS: | 12,388. | 12,387. | NONE |
| EXPENSE ACCOUNT: | NONE | NONE | NONE |
| TOTALS | ----- 393,330. ===== | ----- 1,366,863. ===== | ----- NONE ===== |

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE
=====

UNITED WAY OF AMERICA IS THE NATIONAL LEADERSHIP ORGANIZATION FOR THE UNITED WAY MOVEMENT, WHOSE MISSION IS TO MOBILIZE THE CARING POWER OF COMMUNITIES TO IMPROVE LIVES. 1,300 LOCAL UNITED WAYS CREATE LASTING CHANGE BY TACKLING THE UNDERLYING CAUSES OF THE MOST SERIOUS PROBLEMS IN THEIR COMMUNITIES, IN PARTNERSHIP WITH GOVERNMENT, BUSINESS, OTHER NONPROFIT ORGANIZATIONS, THE FAITH COMMUNITY, THE MEDIA AND OTHER COMMUNITY LEADERS. UNITED WAYS WORK TO SOLVE PROBLEMS THAT ARE SPECIFIC TO THEIR COMMUNITIES, WITH THREE PRIMARY AREAS OF FOCUS:

EDUCATION - HELPING CHILDREN AND YOUTH ACHIEVE THEIR POTENTIAL;
INCOME - CREATING FINANCIAL STABILITY LEADING TO INDEPENDENCE;
HEALTH - IMPROVING PEOPLE'S HEALTH.

EDUCATION: HELPING CHILDREN AND YOUTH ACHIEVE THEIR POTENTIAL--

UNITED WAY WORKS TO HELP CHILDREN AND YOUTH ACHIEVE THEIR POTENTIAL BY FOCUSING ON QUALITY CHILDCARE, SCHOOL READINESS, AND ACADEMIC COMPLETION. UNITED WAY SUCCESS BY 6@, THE NATION'S LARGEST NETWORK OF EARLY CHILDHOOD COALITIONS, IS LEADING EFFORTS IN 350 COMMUNITIES AND STATES TO PREPARE CHILDREN UNDER 6 FOR SCHOOL AND LIFELONG SUCCESS BY IMPROVING THEIR HEALTH, EDUCATION AND WELL-BEING. UNITED WAY OF AMERICA, IN PARTNERSHIP WITH CIVITAS AND THE AD COUNCIL, HAS CREATED BORN LEARNING, AN INNOVATIVE PUBLIC ENGAGEMENT CAMPAIGN DESIGNED TO PROVIDE PARENTS AND CAREGIVERS WITH THE NECESSARY RESOURCES TO CREATE QUALITY EARLY LEARNING OPPORTUNITIES FOR YOUNG CHILDREN.

INCOME: PROMOTING FINANCIAL STABILITY LEADING TO INDEPENDENCE--

THE UNITED WAY FINANCIAL STABILITY PARTNERSHIP™ IS A NATIONWIDE INITIATIVE DESIGNED TO PROVIDE HARD-WORKING INDIVIDUALS AND FAMILIES WITH TOOLS AND RESOURCES TO INCREASE THEIR INCOME, BUILD SAVINGS, AND ACQUIRE ASSETS SUCH AS PERMANENT HOUSING, RELIABLE TRANSPORTATION, ADDITIONAL EDUCATION, AND JOB SKILLS. LOCAL UNITED WAYS PARTNER WITH COMMUNITY AGENCIES AND LOCAL BUSINESSES TO PROVIDE SPECIFIC INFORMATION AND EDUCATION ON TAX PREPARATION AND INCREASE ACCESS TO THE EARNED INCOME TAX CREDIT (EITC); TO TEACH PEOPLE ABOUT MONEY MANAGEMENT, INCLUDING HOW TO GET THE MOST OUT OF EXISTING EMPLOYER AND PUBLIC BENEFITS; AND TO EDUCATE PEOPLE ABOUT DEBT REDUCTION, CREDIT REPAIR SERVICES AND INDIVIDUAL DEVELOPMENT ACCOUNTS (IDAS).

HEALTH: IMPROVING PEOPLE'S HEALTH--

LOCAL UNITED WAYS FOCUS ON PROMOTING PREVENTIVE HEALTH CARE,

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE
=====

INCREASING ACCESS TO HEALTH CARE, AND EDUCATION ON VARIOUS ISSUES
SUCH AS OBESITY, SMOKING AND DRUG USE.

NATIONAL LEADERSHIP--

UNITED WAY OF AMERICA PROVIDES NATIONAL LEADERSHIP THROUGH BRAND
MANAGEMENT, PUBLIC RELATIONS, PUBLIC POLICY / ADVOCACY, AND THE
MANAGEMENT OF RELATIONSHIPS WITH NATIONAL CORPORATE, PHILANTHROPIC
AND FOUNDATION PARTNERS, INCLUDING A 35-YEAR PARTNERSHIP WITH THE
NATIONAL FOOTBALL LEAGUE. UNITED WAY OF AMERICA ALSO PROVIDES
SUPPORT SERVICES TO LOCAL UNITED WAYS, INCLUDING TRAINING,
CONSULTATION, MEDIATION, CONFERENCES, NATIONAL RESEARCH AND
ASSESSMENT TOOLS.

ACCOUNTABILITY--

UNITED WAY OF AMERICA EMPHASIZES ACCOUNTABILITY AND TRANSPARENCY
IN ITS OPERATIONS AND ITS LEADERSHIP OF THE UNITED WAY MOVEMENT.
LOCAL UNITED WAYS ADHERE TO STRICT MEMBERSHIP STANDARDS OF FINANCIAL
ACCOUNTABILITY, ETHICS AND GOVERNANCE.

FORM 990, PART III - OTHER PROGRAM SERVICES (LINE E)
 =====

| DESCRIPTION ----- | GRANTS AND ALLOCATIONS ----- | EXPENSES ----- |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-------------------|
| BRAND LEADERSHIP INCLUDES BRANDING AND PROMOTION, PUBLIC RELATIONS, RESEARCH, PUBLISHING AND PRODUCTION OF CAMPAIGN FILMS AND MATERIALS, PRODUCTION OF NATIONAL FOOTBALL LEAGUE TELEVISION SPOTS AND INTERNAL COMMUNICATIONS. | 39,261. | 7,699,205. |
| ENTERPRISE SERVICES ENCOMPASSES BOTH THE TECHNOLOGY ASSETS AS WELL AS THE ALTERNATIVE SERVICE DELIVERY STRUCTURES ASSOCIATED WITH SPECIFIC PRODUCT GROUPS. THE TECHNOLOGY ASSETS INCLUDE THE INTERNAL TECHNOLOGY OPERATIONS, THE NATIONAL WEB SITE AND THE EXTRANET CONNECTING LOCAL UNITED WAYS. | 31,844. | 1,626,915. |
| CAMPAIGN AND PUBLIC RELATIONS IS UWA'S TRI-STATE REGIONAL OFFICE WHICH IS RESPONSIBLE FOR RAISING CHARITABLE FUNDS FROM EMPLOYEES AND COMPANIES THROUGH UNITED WAY CAMPAIGNS AT A GROUP OF PARTICIPATING COMPANIES WHOSE EMPLOYEES LIVE AND/ OR WORK IN THE NEW YORK TRI-STATE REGION AND WHO ELECT TO PARTICIPATE IN THE REGIONAL CAMPAIGN. WORKPLACE CAMPAIGNS AT PARTICIPATING COMPANIES ARE ORGANIZED IN COOPERATION WITH THIRTY PARTICIPATING LOCAL UNITED WAYS IN THE TRI-STATE REGION. THE UWA ACTIVITIES AT THE TRI-STATE REGIONAL OFFICE BEGAN ON OCTOBER 1, 2006, UPON THE DISSOLUTION OF THE UNITED WAY OF TRI-STATE. | NONE | 387,862. |
| TOTALS | 71,105. | 9,713,982. |

FORM 990, PART IV - INVESTMENTS - OTHER

=====

| DESCRIPTION | ENDING BOOK VALUE |
|--------------------------------|----------------------|
| ----- | ----- |
| INVESTMENT IN UNITED WAY STORE | 1,527,156. |
| TOTALS | ----- 1,527,156. |
| | ===== |

FORM 990, PART IV - OTHER ASSETS

=====

| DESCRIPTION | ENDING BOOK VALUE |
|-------------------------------|-------------------------------|
| ----- | ----- |
| POOLED INC FUND&CHAR GIFT ANN | 1,649,338. |
| CASH SURRENDER VAL-LIFE INS. | 144,519. |
| PREPAID PENSION ASSET | 3,917,803. |
| CUSTODIAL FUNDS | 4,846,917. |
| OTHER NONCURRENT ASSETS | 150,358. |
| TOTALS | ----- 10,708,935. ===== |

FORM 990, PART IV - OTHER LIABILITIES

=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- |
|-------------------------------|-------------------------------|
| POST RETIREMENT BENEFITS | 2,713,667. |
| ACCRUED PENSION | 2,704,802. |
| CUSTODIAL LIAB/PLANNED GIFTS | 1,649,338. |
| CUSTODIAL FUNDS | 4,846,917. |
| ACCRD REORGANIZATION EXPENSES | 947,409. |
| | ----- |
| TOTALS | 12,862,133. |
| | ===== |

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

=====

| NAME AND ADDRESS | TITLE AND TIME DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| ----- | ----- | ----- | ----- | ----- |
| BRIAN A GALLAGHER 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | PRESIDENT/CEO 48.00 | 466,351. | 452,484. | 54,700. |
| SEE GENERAL EXPLANATION ATTACHMENT FOR ADDITIONAL COMPENSATION INFORMATION. COMPENSATION INCLUDES BASE SALARY (\$405,000); BONUS (\$55,000) AND FLEX CREDITS (\$6,351). BENEFITS INCLUDE QUALIFIED PLAN (\$29,072); 403(B) (\$32,600); SERP (\$292,271); 457(B) (\$15,000); LIFE INSURANCE (\$68,400); MEDICAL (\$14,076); GROUP LIFE INSURANCE (\$15); AND LONG-TERM DISABILITY (\$1,050). EXPENSES INCLUDE HOUSING (\$47,500) AND AUTO (\$7,200). | | | | |
| JOSEPH V HAGGERTY 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | COO 48.00 | 286,657. | 55,614. | NONE |
| SEE GENERAL EXPLANATION ATTACHMENT FOR ADDITIONAL COMPENSATION INFORMATION. | | | | |
| USHA CHAUDHARY 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | TREASURER/CFO 56.00 | 249,928. | 34,065. | NONE |
| SEE GENERAL EXPLANATION ATTACHMENT FOR ADDITIONAL COMPENSATION INFORMATION. | | | | |

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

=====

| NAME AND ADDRESS | TITLE AND TIME DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| ----- | ----- | ----- | ----- | ----- |
| PATICIA TURNER 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 SEE GENERAL EXPLANATION ATTACHMENT FOR ADDITIONAL COMPENSATION INFORMATION. | SECRETARY/GEN COUNSEL 41.00 | 135,619. | 24,775. | NONE |
| RODNEY E SLATER 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | CHAIRMAN/GOVERNANCE CHAIR 1.00 | NONE | NONE | NONE |
| JOHNETTA B COLE PHD 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | IMMEDIATE PAST CHAIR 1.00 | NONE | NONE | NONE |
| WILLIAM G PARRETT 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | CHAIR ELECT 1.00 | NONE | NONE | NONE |
| LINDA CHAVEZ-THOMPSON 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | SECRETARY 1.00 | NONE | NONE | NONE |
| KAROL DEWULF NICKELL 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | TREASURER 1.00 | NONE | NONE | NONE |
| CHARLOTTE LUNS福德 BERRY 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | VICE CHAIR 1.00 | NONE | NONE | NONE |

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

=====

| NAME AND ADDRESS | TITLE AND TIME DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|-------------------------------------------------------------------------------|---------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| ----- | ----- | ----- | ----- | ----- |
| BARBARA J EASTERLING 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | VICE CHAIR 1.00 | NONE | NONE | NONE |
| DAVID J BRONCZEK 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE/BRAND CHAIR 1.00 | NONE | NONE | NONE |
| JOHN J BRENNAN 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE/INTERIM COMP 1.00 | NONE | NONE | NONE |
| ARTHUR P BELLIS 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| JOE BROWNE 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| PEGGY CONLON 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| THE RT REV CAROL J GALLAGHER 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| WILLIAM H GATES SR 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

=====

| NAME AND ADDRESS | TITLE AND TIME DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|------------------------------------------------------------------------|---------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| ----- | ----- | ----- | ----- | ----- |
| J BARRY GRISWELL 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| CINDA A HALLMAN 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| BILL MATASSONI 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| MANUEL MIRABAL 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| KENNETH E RIGMAIDEN 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| ROYETTA K SANFORD 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| ROBERTO E SANTA MARIA 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| SHEILA WELLINGTON 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

=====

| NAME AND ADDRESS | TITLE AND TIME DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|-----------------------------------------------------------------|---------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| ----- | ----- | ----- | ----- | ----- |
| RAUL YZAGUIRRE 701 N. FAIRFAX STREET ALEXANDRIA, VA 22314 | BOARD OF TRUSTEE 1.00 | NONE | NONE | NONE |
| | GRAND TOTALS | 1,138,555. | 566,938. | 54,700. |
| | | ===== | ===== | ===== |

FORM 990, PART V-A RELATIONSHIP SCHEDULE

=====

RELATIONSHIP SCHEDULE

| | |
|---------------------------------|----------------------------------|
| NAME OF OFFICER, DIRECTOR, ETC: | PEGGY CONLON |
| NAME OF RELATED ENTITY: | ADVERTISING COUNCIL |
| TITLE OR ROLE: | PEGGY CONLON IS PRESIDENT/CEO OF |
| RELATIONSHIP: | THE AD COUNCIL (SCH A PART II-B) |

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS
=====

RELATED ORGANIZATION NAME: UNITED E-WAY

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: UNITED WAY STORE (FKA SALES SERVICE/
AMERICA

EXEMPT: NONEXEMPT: X

FORM 990, PART VI, LINE 90A - STATES
=====

AL, AR, CA, CT, DC, FL, GA,
IL, KS, KY, LA, ME, MD, MA, MI, MN, MS, NH, NJ, NM,
NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES

=====

| | |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| LINE NO. --- | EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES ----- |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

- 93A TUITION RECEIPTS RELATED TO TRAINING PROGRAMS CONDUCTED BY THE ORGANIZATIONAL CONTINUING EDUCATION CENTER. ATTENDEES AT THESE CENTER FOR COMMUNITY LEADERSHIP TRAINING PROGRAMS INCLUDE BOTH PROFESSIONAL STAFF AND VOLUNTEERS FROM A WIDE VARIETY OF UNITED WAY ORGANIZATIONS THROUGHOUT THE UNITED STATES.
- 93B FEES GENERATED FROM CONFERENCES HELD TO PROMOTE COMMUNITY PROBLEM SOLVING AND ENCOURAGE VOLUNTEER AND MENTORING PROGRAMS.
- 93C FEES GENERATED FROM PARTICIPANTS IN TRAINING AND MENTORING PROGRAMS ALONG WITH FEES CHARGED FOR PROVIDING THE SERVICES OF UWA STAFF.
- 93B INCOME GENERATED BY PROVIDING ACCESS TO UWA'S LOCAL AREA NETWORK. PRINT SERVICE INCOME IS ALSO INCLUDED.
- 94 DUES CHARGED TO LOCAL UNITED WAY ORGANIZATIONS THAT ARE REQUIRED FOR MEMBERSHIP IN THE UNITED WAY SYSTEM AND FOR THE PROVISION OF SERVICES.
- 102 REVENUE GENERATED FROM THE SALE OF SUPPLIES AND MATERIALS TO LOCAL UNITED WAY ORGANIZATIONS FOR FUNDRAISING, AND CONTINUING EDUCATION.
- 103A REVENUES GENERATED WHICH CONTRIBUTE TO THE ACCOMPLISHMENT OF THE ORGANIZATION'S EXEMPT PURPOSE.
- B

FORM 990, PART IX - INFORMATION REGARDING TAXABLE SUBSIDIARIES

=====

| NAME AND ADDRESS EMPLOYER IDENTIFICATION NUMBER ----- | PERCENTAGE OWNERSHIP INTEREST ----- | NATURE OF BUSINESS ACTIVITIES ----- | TOTAL INCOME ----- | ENDING ASSETS ----- |
|-------------------------------------------------------------------------------|----------------------------------------------|-------------------------------------------|--------------------------|---------------------------|
| UNITED WAY STORE 3600 WHEELER AVENUE ALEXANDRIA, VA 22304 62-1436182 | 100.000000 | SALES AND BRANDING | 71,085. | 2,424,322. |
| TOTAL INCOME | | | ----- 71,085. | ----- 2,424,322. |
| | | | ===== | ===== |

FORM 990, PART XI - TRANSFERS FROM CONTROLLED ENTITIES STATEMENT
=====

CONTROLLED ENTITY'S NAME: UNITED WAY STORE
CONTROLLED ENTITY'S ADDRESS: 3680 WHEELER AVENUE
CITY, STATE & ZIP: ALEXANDRIA, VA 22304
EIN: 62-1436182
TRANSFER AMOUNT: 200,000.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
DIVIDEND PAYMENT

CONTROLLED ENTITY'S NAME: UNITED WAY STORE
CONTROLLED ENTITY'S ADDRESS: 3680 WHEELER AVENUE
CITY, STATE & ZIP: ALEXANDRIA, VA 22304
EIN: 62-1436182
TRANSFER AMOUNT: 318,394.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
ROYALTY PAYMENTS

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

| NAME AND ADDRESS ----- | TITLE AND TIME DEVOTED TO POSITION ----- | COMPENSATION ----- | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS ----- | EXPENSE ACCOUNT ----- |
|-----------------------------------------------------------------------|------------------------------------------------|------------------------------|--------------------------------------------------------|-----------------------------|
| MICHAEL SCHREIBER 701 NORTH FAIRFAX STREET ALEXANDRIA, VA 22314 | EXEC VP 42.00 | 248,507. | 40,355. | NONE |
| CYNTHIA ROUND 701 NORTH FAIRFAX STREET ALEXANDRIA, VA 22314 | EXEC VP 56.00 | 246,036. | 32,455. | NONE |
| PHILLIP MANVILLE 701 NORTH FAIRFAX STREET ALEXANDRIA, VA 22314 | EXEC VP 45.00 | 244,877. | 45,522. | NONE |
| DEBORAH FOSTER 701 NORTH FAIRFAX STREET ALEXANDRIA, VA 22314 | EXEC VP 53.00 | 236,674. | 80,562. | NONE |
| MARY KAY LEONARD 701 NORTH FAIRFAX STREET ALEXANDRIA, VA 22314 | EXEC VP 46.00 | 178,822. | 33,143. | NONE |
| | TOTAL COMPENSATION | ----- 1,154,916. ===== | ----- 232,037. ===== | ----- NONE ===== |

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.

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| | | |
|----------------------------------------------------------------|--------------------|----------|
| ERNST AND YOUNG LLP 8484 WESTPARK DRIVE MCLEAN, VA 22102 | AUDIT AND ANALYSIS | 372,086. |
|----------------------------------------------------------------|--------------------|----------|

| | | |
|--------------------------------------------------------------------------|--------------------|----------|
| LARSON ALLEN LLP 200 SOUTH 6 STREET, STE 300 MINNEAPOLIS, MN 55402 | ACCOUNTING SUPPORT | 133,447. |
|--------------------------------------------------------------------------|--------------------|----------|

| | | |
|--------------------------------------------------------------------------------------|------------------|----------|
| BLANK ROME COMISKY AND MCCAULEY 600 NEW HAMPSHIRE AVE, NW WASHINGTON, DC 20037 | LEGAL ASSISTANCE | 109,581. |
|--------------------------------------------------------------------------------------|------------------|----------|

| | | |
|----------------------------------------------------------------------------|------------------|---------|
| STEPTOE AND JOHNSON 1330 CONNECTICUT AVENUE, NW WASHINGTON, DC 20036 | LEGAL ASSISTANCE | 87,951. |
|----------------------------------------------------------------------------|------------------|---------|

| | | |
|---------------------------------------------------------------------|-------|---------|
| BDO SEIDMAN LLP 130 EAST RANDOLPH, STE 2800 CHICAGO, IL 60601 | AUDIT | 84,249. |
|---------------------------------------------------------------------|-------|---------|

| | | |
|--------------------|--|----------------------------|
| TOTAL COMPENSATION | | ----- 787,314. ===== |
|--------------------|--|----------------------------|

SCH. A, PART II-B COMPENSATION OF THE 5 HIGHEST PAID FOR OTHER SERV.

=====

| | | |
|----------------------------------------------------------------------------------|---------------------|------------|
| REACTOR FILMS 1330 4TH STREET SANTA MONICA, CA 90401 | PRODUCTION SERVICES | 538,272. |
| ADVERTISING COUNCIL 261 MADISON AVENUE, 11TH FLOOR NEW YORK, NY 10016 | ADVERTISING DVLPMNT | 382,899. |
| STRATEGIC ENHANCEMENT GROUP 2210 DEAN STREET, UNIT G ST. CHARLES, IL 60175 | BUSINESS CONSULTANT | 361,235. |
| DELTA MARKET RESEARCH 333 NORTH YORK ROAD HATBORO, PA 19040 | MARKET RESEARCH | 352,720. |
| EDELMAN 1875 EYE STREET, NW STE 900 WASHINGTON, DC 20006 | PUBLIC RELATIONS | 312,180. |
| | | ----- |
| | TOTAL COMPENSATION | 1,947,306. |
| | | ===== |

SCHEDULE A, PART III - EXPLANATION FOR LINE 2C

=====

PEGGY CONLON, A NONCOMPENSATED MEMBER OF THE BOARD OF TRUSTEES, ALSO SERVES AS PRESIDENT/CEO OF THE AD COUNCIL. THE AD COUNCIL HAS PROVIDED CONTRACT SERVICES AND HAS PERFORMED PRO BONO WORK FOR UNITED WAY OF AMERICA THROUGHOUT THE YEAR.

WILLIAM G. PARRETT, THE NONCOMPENSATED CHAIRMAN ELECT OF THE BOARD OF TRUSTEES, IS THE CEO OF DELOITTE TOUCHE TOHMATSU LLP WHICH PROVIDES PRO BONO CONSULTING SERVICES TO UNITED WAY OF AMERICA.

SCHEDULE A, PART III - EXPLANATION FOR LINE 3A

=====

ORGANIZATIONS WITH GOALS AND ACTIVITIES SIMILAR TO THOSE OF UNITED WAY OF AMERICA (PRIMARILY LOCAL UNITED WAYS) ARE SELECTED TO RECEIVE EDUCATIONAL SCHOLARSHIPS AND/OR FELLOWSHIPS BASED UPON APPLICATIONS SUBMITTED. THE PURPOSE IS TO ENHANCE THE EDUCATION OF THE RECIPIENT ORGANIZATION AND INDIVIDUALS TO HAVE A GREATER IMPACT ON COMMUNITIES.

SCHEDULE A, PART IV-A - OTHER INCOME
 =====

| DESCRIPTION ----- | 2005 ----- | 2004 ----- | 2003 ----- | 2002 ----- | TOTAL ----- |
|-----------------------|---------------|---------------|---------------|---------------|----------------|
| CASH DISCOUNTS | 186. | 132. | 95. | 531. | 944. |
| MISCELLANEOUS REVENUE | 218,773. | 118,286. | 31,451. | 51,459. | 419,969. |
| | ----- | ----- | ----- | ----- | ----- |
| TOTALS | 218,959. | 118,418. | 31,546. | 51,990. | 420,913. |
| | ===== | ===== | ===== | ===== | ===== |

EIN: 13-1635294
 FYE:

FORM 990, PART II, LINE 42 AND PART IV, LINE 57 - FIXED ASSETS and DEPRECIATION

| <u>Description</u> | <u>Cost</u> | <u>Current Depreciation</u> | <u>Accumulated Depreciation</u> | <u>Net Book Value</u> |
|--------------------------------------------|------------------|-----------------------------|---------------------------------|-----------------------|
| Land | 2,102,080. | NONE | NONE | 2,102,080. |
| Land Improvements | | | | |
| Buildings | 12359614. | 375,370. | 8,177,360. | 4,182,254. |
| Leasehold Improvements | 1,293,619. | 203,486. | 622,108. | 671,511. |
| Equipment | 6,923,506. | 233,434. | 6,503,889. | 419,617. |
| Furniture & Fixtures | | | | |
| Property, Plant & Equipment | <u>22678819.</u> | <u>812,290.</u> | <u>15303357.</u> | <u>7,375,462.</u> |
| Construction in Progress | | NONE | NONE | |
| Total Fixed Assets, line 57 | <u>22678819.</u> | | <u>15303357.</u> | <u>7,375,462.</u> |
| Total Depreciation Expense, line 42 | | <u>812,290.</u> | | |

NOTE: Depreciation is calculated using the straight-line method over the estimated useful life of the asset.