

Return of Organization Exempt From Income Tax

2012

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning **2012**, and ending **20**

B Check if applicable:	<input type="checkbox"/> Address change	C Name of organization HUMAN RIGHTS FIRST		D Employer identification number 13-3116646	
	<input type="checkbox"/> Name change	Doing Business As		E Telephone number (212) 845-5200	
	<input type="checkbox"/> Initial return	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 805 15TH STREET, NW 900		G Gross receipts \$ 11,919,222.	
	<input type="checkbox"/> Terminated	City, town or post office, state, and ZIP code WASHINGTON, DC 20005		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<input type="checkbox"/> Amended return	F Name and address of principal officer: ELISA MASSIMINO, 805 15TH STREET, NW, STE 900, WASHINGTON, DC 20005		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No		If "No," attach a list. (see instructions)
<input type="checkbox"/> Application pending			H(c) Group exemption number ▶		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: WWW.HUMANRIGHTSFIRST.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1978		M State of legal domicile: DC

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: TO PROTECT AND DEFEND THE DIGNITY OF ALL PEOPLE BY ADVANCING AMERICAN GLOBAL LEADERSHIP ON HUMAN RIGHTS AND THE RULE OF LAW.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	28.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	28.
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	74.
	6	Total number of volunteers (estimate if necessary)	6	51.
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8	Contributions and grants (Part VIII, line 1h)	13,416,330.	10,061,257.
	9	Program service revenue (Part VIII, line 2g)	0	0
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	68,358.	214,926.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	252,046.	295,573.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,736,734.	10,571,756.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0
14		Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,643,743.	6,441,885.
16a		Professional fundraising fees (Part IX, column (A), line 11e)	36,000.	32,400.
b		Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,060,994.		
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,864,249.	3,561,214.
18		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	8,543,992.	10,035,499.
19		Revenue less expenses. Subtract line 18 from line 12	5,192,742.	536,257.
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	14,391,380.	15,263,341.
	21	Total liabilities (Part X, line 26)	609,623.	857,590.
	22	Net assets or fund balances. Subtract line 21 from line 20	13,781,757.	14,405,751.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here		Date			
	Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	PAUL HAMMERSCHMIDT		10/11/12		P01384178
	Firm's name ▶ BDO USA, LLP	Firm's EIN ▶ 13-5381590			
Firm's address ▶ 100 PARK AVENUE, NEW YORK, NY 10017		Phone no. 212-885-8000			

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

For Paperwork Reduction Act Notice, see the separate Instructions. Form **990** (2012)

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. HUMAN RIGHTS FIRST	Enter filer's identifying number, see instructions Employer identification number (EIN) or 13-3116646
	Number, street, and room or suite no. If a P.O. box, see instructions. 805 15TH STREET, NW	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20005	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of NICK HUMEN
 Telephone No. 212 845-5233 FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 2013 .

5 For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension _____
 INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN
 IS NOT YET AVAILABLE FROM THIRD PARTIES.

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

Signature and Verification must be completed for Part II only.

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

Signature [Handwritten Signature] Title CFA, CA, CPA Date 8/14/13

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

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

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 3,507,610. including grants of \$) (Revenue \$)

REFUGEE PROTECTION/ASYLUM - WE SAFEGUARD THE RIGHTS OF REFUGEES THROUGH DIRECT LEGAL SERVICES AND ADVOCACY. OUR PRO BONO REPRESENTATION PROGRAM HELPS ASYLUM SEEKERS FIND SAFETY IN THE UNITED STATES. WE ALSO ADVOCATE FOR PROGRESSIVE REFORM OF ASYLUM POLICIES. (DONATED LEGAL AND RELATED EXPENSES: \$28,640,637)

4b (Code:) (Expenses \$ 1,604,867. including grants of \$) (Revenue \$)

COMMUNICATIONS - WE ENGAGE IN NONPARTISAN GATHERING OF FACTS AND PREPARATION OF REPORTS ON HUMAN RIGHTS ABUSES AROUND THE WORLD. (DONATED LEGAL AND RELATED EXPENSES: \$609,504)

4c (Code:) (Expenses \$ 1,113,201. including grants of \$) (Revenue \$)

LAW AND SECURITY - WE PROMOTE NATIONAL SECURITY POLICIES THAT RESPECT HUMAN RIGHTS. FOCUSING PRIMARILY ON U.S. COUNTERTERRORISM MEASURES AMOUNTING TO TORTURE OR UNLAWFUL DETENTION, WE ADVOCATE FAIR AND LAW-ABIDING ALTERNATIVES THAT EFFECTIVELY RESPOND TO NATIONAL SECURITY CONCERNS. (DONATED LEGAL AND RELATED EXPENSES: \$8,887)

4d Other program services (Describe in Schedule O.)

(Expenses \$ 1,759,679. including grants of \$) (Revenue \$)

4e Total program service expenses 7,985,357.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Rows 1-20b detailing various organizational requirements and their completion status.

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No response. Includes questions 1a through 14b regarding IRS filings, employee reporting, foreign accounts, and charitable contributions.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include questions 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9 regarding governing body members and documentation.

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

Table with 3 columns: Question, Yes, No. Rows include questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b regarding organizational policies.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed DC, NY,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: NICK HUMEN, 333 SEVENTH AVENUE, 13TH FLOOR, NEW YORK, NY 10001 212-845-5233

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WILLIAM D. ZABEL CHAIR	1.00	X		X				0	0	0
(2) TOM A. BERNSTEIN VICE-CHAIR	1.00	X		X				0	0	0
(3) KENNETH R. FEINBERG VICE-CHAIR	1.00	X		X				0	0	0
(4) GAIL FURMAN VICE-CHAIR	1.00	X		X				0	0	0
(5) LYNDA CLARIZIO TREASURER	1.00	X		X				0	0	0
(6) ROBERTA KARP SECRETARY	1.00	X		X				0	0	0
(7) J. ADAM ABRAM DIRECTOR	1.00	X						0	0	0
(8) BINTA N. BROWN (FROM 6/2012) DIRECTOR	1.00	X						0	0	0
(9) RAYMOND M. BROWN (THRU 4/2012) DIRECTOR	1.00	X						0	0	0
(10) CRAIG COGUT DIRECTOR	1.00	X						0	0	0
(11) DAN DOCTOROFF DIRECTOR	1.00	X						0	0	0
(12) DONALD FRANCIS DONOVAN DIRECTOR	1.00	X						0	0	0
(13) ALSTON GARDNER DIRECTOR	1.00	X						0	0	0
(14) LESLIE GIMBEL DIRECTOR	1.00	X						0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) R. SCOTT GREATHEAD DIRECTOR	1.00	X						0	0	0
(16) MYRNA K. GREENBERG DIRECTOR	1.00	X						0	0	0
(17) JOHN D. HUTSON DIRECTOR	1.00	X						0	0	0
(18) LEWIS B. KADEN DIRECTOR	1.00	X						0	0	0
(19) KERRY KENNEDY DIRECTOR	1.00	X						0	0	0
(20) JO BACKER LAIRD DIRECTOR	1.00	X						0	0	0
(21) ROBERT TODD LANG DIRECTOR	1.00	X						0	0	0
(22) WESTLEY MOORE DIRECTOR	1.00	X						0	0	0
(23) ALBERTO MORA DIRECTOR	1.00	X						0	0	0
(24) MICHAEL K. ROZEN DIRECTOR	1.00	X						0	0	0
(25) BARBARA A. SCHATZ DIRECTOR	1.00	X						0	0	0
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								1,090,721.	0	83,413.
d Total (add lines 1b and 1c)								1,090,721.	0	83,413.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 7

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 2		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶** 1

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) MONA K. SUTPHEN (FROM 9/2012) DIRECTOR	1.00	X					0	0	0	
(27) LEV SVIRIDOV DIRECTOR	1.00	X					0	0	0	
(28) RICHARD R. VERMA DIRECTOR	1.00	X					0	0	0	
(29) DAMIAN WILLIAMS (THRU 2/2012) DIRECTOR	1.00	X					0	0	0	
(30) JAMES W. ZIGLAR DIRECTOR	1.00	X					0	0	0	
(31) JAMES D. ZIRIN (THRU 4/2012) DIRECTOR	1.00	X					0	0	0	
(32) ELISA MASSIMINO PRESIDENT & CEO	37.50			X			216,156.	0	8,693.	
(33) NICHOLAS HUMEN FINANCE DIRECTOR	37.50			X			137,542.	0	15,674.	
(34) MARY HEDAHL DEVELOPMENT DIRECTOR	37.50					X	160,863.	0	12,876.	
(35) TAD L. STAHNKE POLICY AND PROGRAMS DIRECTOR	37.50					X	151,276.	0	16,943.	
(36) PORANEE KINGPETCHARAT CHIEF ADMINISTRATIVE OFFICER	37.50					X	144,482.	0	5,823.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 7

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former				
(37) SHARON E. KELLY COMMUNICATIONS DIRECTOR	37.50					X		140,217.	0	11,136.	
(38) KATHLEEN M. JONES EXECUTIVE COORDINATOR	37.50					X		140,185.	0	12,268.	
1b Sub-total							▶				
c Total from continuation sheets to Part VII, Section A							▶				
d Total (add lines 1b and 1c)							▶				

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 7

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c	1,874,311.					
	d Related organizations	1d						
	e Government grants (contributions) . .	1e						
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	8,186,946.					
	g Noncash contributions included in lines 1a-1f: \$		98,052.					
	h Total. Add lines 1a-1f			10,061,257.				
Program Service Revenue	2a _____	Business Code						
	b _____							
	c _____							
	d _____							
	e _____							
	f All other program service revenue							
	g Total. Add lines 2a-2f			0				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			198,248.			198,248.	
	4 Income from investment of tax-exempt bond proceeds . . .			0				
	5 Royalties			0				
	6a Gross rents	(i) Real	388,355.					
		(ii) Personal						
		b Less: rental expenses						
		c Rental income or (loss)		388,355.				
	d Net rental income or (loss)				388,355.		388,355.	
	7a Gross amount from sales of assets other than inventory	(i) Securities	1,100,655.					
		(ii) Other						
		b Less: cost or other basis and sales expenses		1,083,977.				
		c Gain or (loss)		16,678.				
	d Net gain or (loss)				16,678.		16,678.	
	8a Gross income from fundraising events (not including \$ 1,874,311. of contributions reported on line 1c). See Part IV, line 18	a		ATCH 3	152,950.			
		b Less: direct expenses	b		263,489.			
c Net income or (loss) from fundraising events .			ATCH 4		-110,539.		-110,539.	
9a Gross income from gaming activities. See Part IV, line 19	a							
	b Less: direct expenses	b						
	c Net income or (loss) from gaming activities .				0			
10a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold	b						
	c Net income or (loss) from sales of inventory .				0			
Miscellaneous Revenue		Business Code						
11a OTHER INCOME		900099		17,757.			17,757.	
b _____								
c _____								
d All other revenue								
e Total. Add lines 11a-11d				17,757.				
12 Total revenue. See instructions				10,571,756.			510,499.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	378,065.	144,063.	189,033.	44,969.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	4,931,494.	4,052,468.	303,917.	575,109.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	229,967.	186,001.	16,094.	27,872.
9 Other employee benefits	505,745.	408,462.	38,639.	58,644.
10 Payroll taxes	396,614.	315,645.	34,917.	46,052.
11 Fees for services (non-employees):				
a Management	0			
b Legal	14,759.	7,526.	7,233.	
c Accounting	48,250.		48,250.	
d Lobbying	405,684.	405,684.		
e Professional fundraising services. See Part IV, line 17	32,400.			32,400.
f Investment management fees	62,651.	37,535.	7,939.	17,177.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	96,891.	35,223.	61,668.	
12 Advertising and promotion	7,051.	3,408.	3,331.	312.
13 Office expenses	384,228.	298,574.	31,801.	53,853.
14 Information technology	135,191.	116,200.	7,394.	11,597.
15 Royalties	0			
16 Occupancy	1,374,194.	1,087,387.	127,319.	159,488.
17 Travel	291,099.	256,113.	15,823.	19,163.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	380,290.	351,739.	28,551.	
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	147,835.	95,840.	42,810.	9,185.
23 Insurance	0			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>DUES AND SUBSCRIPTIONS</u>	84,807.	79,092.	4,758.	957.
b <u>PHOTOGRAPHY AND VIDEO</u>	71,231.	69,896.	116.	1,219.
c <u>STAFF TRAINING</u>	34,904.	23,108.	9,168.	2,628.
d <u>MISCELLANEOUS</u>	22,149.	11,393.	10,387.	369.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	10,035,499.	7,985,357.	989,148.	1,060,994.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,635.	1	1,673.
	2 Savings and temporary cash investments	2,570,881.	2	875,671.
	3 Pledges and grants receivable, net	5,838,813.	3	5,811,530.
	4 Accounts receivable, net	118,278.	4	93,986.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	45,879.	9	177,184.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,872,885.		
	b Less: accumulated depreciation	10b 1,218,706.	345,056.	10c 654,179.
	11 Investments - publicly traded securities	4,512,328.	11	6,658,605.
	12 Investments - other securities. See Part IV, line 11	853,511.	12	885,673.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	104,999.	15	104,840.
16 Total assets. Add lines 1 through 15 (must equal line 34)	14,391,380.	16	15,263,341.	
Liabilities	17 Accounts payable and accrued expenses	609,623.	17	831,630.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	25,960.
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	609,623.	26	857,590.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	6,596,908.	27	7,048,547.
	28 Temporarily restricted net assets	6,184,849.	28	6,357,204.
	29 Permanently restricted net assets	1,000,000.	29	1,000,000.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	13,781,757.	33	14,405,751.	
34 Total liabilities and net assets/fund balances	14,391,380.	34	15,263,341.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	10,571,756.
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,035,499.
3	Revenue less expenses. Subtract line 2 from line 1	3	536,257.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13,781,757.
5	Net unrealized gains (losses) on investments	5	87,737.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	14,405,751.

Part XII Financial Statements and Reporting

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

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

HUMAN RIGHTS FIRST

Employer identification number

13-3116646

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III-Functionally integrated d Type III-Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012 (82.53%); 15 Public support percentage from 2011 Schedule A, Part II, line 14 (83.70%); 16a 33 1/3% support test - 2012 (checked); 16b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; 17b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

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

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2012, 2011. Row 15: Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2011 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2012, 2011. Row 17: Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2011 Schedule A, Part III, line 17.

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

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

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

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
PUBLICATIONS & OTHER INCOME	12,297.	8,491.	5,912.	53,978.	17,757.	98,435.
SPECIAL EVENTS NET INCOME	-229,429.	-141,662.	-179,519.	-159,011.	-110,539.	-820,160.
TOTALS	<u>-217,132.</u>	<u>-133,171.</u>	<u>-173,607.</u>	<u>-105,033.</u>	<u>-92,782.</u>	<u>-721,725.</u>

Schedule of Contributors

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

2012

Name of the organization
 HUMAN RIGHTS FIRST

Employer identification number
 13-3116646

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization HUMAN RIGHTS FIRST

Employer identification number
13-3116646

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WELLSPRING ADVISORS 1410 BROADWAY, 23RD FLOOR NEW YORK, NY 10018	\$ 775,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	THE JPB FOUNDATION NINE WEST 57TH STREET, SUITE 3800 NEW YORK, NY 10019	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	THE OAK FOUNDATION 43 PALACE STREET, 2ND FLOOR, SW1E 5HL LONDON ENGLAND UNITED KINGDOM	\$ 625,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	THE ATLANTIC PHILANTHROPIES 75 VARICK STREET, 17TH FLOOR NEW YORK, NY 10013	\$ 601,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	OPEN SOCIETY FOUNDATIONS 224 WEST 57TH STREET NEW YORK, NY 10019	\$ 521,765.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	FORD FOUNDATION 320 EAST 43RD STEET NEW YORK, NY 10017	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **HUMAN RIGHTS FIRST**

Employer identification number

13-3116646

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	BLOOMBERG LP 731 LEXINGTON AVENUE NEW YORK, NY 10022	\$ 450,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	THE MORIAH FUND ONE FARRAGUT SQUARE WASHINGTON, DC 20006	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization HUMAN RIGHTS FIRST

Employer identification number

13-3116646

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

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

Name of organization HUMAN RIGHTS FIRST

Employer identification number
13-3116646

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

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

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

▶ **See separate instructions.**

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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

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

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

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

Name of organization HUMAN RIGHTS FIRST	Employer identification number 13-3116646
--	--

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

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

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

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

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

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

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	21,459.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	384,225.													
c	Total lobbying expenditures (add lines 1a and 1b)	405,684.													
d	Other exempt purpose expenditures	8,568,821.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	8,974,505.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	598,725.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	149,681.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0	0												
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0	0												
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2 a Lobbying nontaxable amount	526,966.	370,661.	538,356.	598,725.	2,034,708.
b Lobbying ceiling amount (150% of line 2a, column (e))					3,052,062.
c Total lobbying expenditures	150,708.	96,481.	199,841.	405,684.	852,714.
d Grassroots nontaxable amount	131,742.	92,665.	134,589.	149,681.	508,677.
e Grassroots ceiling amount (150% of line 2d, column (e))					763,016.
f Grassroots lobbying expenditures	47,388.	10,101.	14,976.	21,459.	93,924.

Schedule C (Form 990 or 990-EZ) 2012

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

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 2b If "Yes," enter the amount of any tax incurred under section 4912; 2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; 2d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

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

Table with 3 columns: Question, Yes, No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members?; 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?; 3 Did the organization agree to carry over lobbying and political expenditures from the prior year?

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

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SEE PAGE 4

Part IV Supplemental Information (continued)

PART II-A, LINE 2:

AS AN INDEPENDENT ADVOCACY ORGANIZATION THAT CHALLENGES OUR COUNTRY TO LIVE UP TO ITS IDEALS, HUMAN RIGHTS FIRST PRESSES THE U.S. GOVERNMENT TO RESPECT HUMAN RIGHTS. OUR LEGISLATIVE LOBBYING IN 2012 INCLUDED LOBBYING ON THE FOLLOWING ITEMS:

- 1) SUPPORTED H.R.2981: RESTORING PROTECTION TO VICTIMS OF PERSECUTION ACT OF 2011 TO AMEND THE IMMIGRATION AND NATIONALITY ACT TO ELIMINATE THE 1-YEAR DEADLINE FOR APPLICATIONS FOR ASYLUM IN THE UNITED STATES.
- 2) H.R.1932: TO AMEND THE IMMIGRATION AND NATIONALITY ACT TO PROVIDE FOR EXTENSIONS OF DETENTION OF CERTAIN ALIENS ORDERED REMOVED, AND FOR OTHER PURPOSES.
- 3) S. 2003: A BILL TO CLARIFY THAT AN AUTHORIZATION TO USE MILITARY FORCE, A DECLARATION OF WAR, OR ANY SIMILAR AUTHORITY SHALL NOT AUTHORIZE THE DETENTION WITHOUT CHARGE OR TRIAL OF A CITIZEN OR LAWFUL PERMANENT RESIDENT OF THE UNITED STATES AND FOR OTHER PURPOSES.
- 4) H.R.3702: TO CLARIFY THAT AN AUTHORIZATION TO USE MILITARY FORCE, A DECLARATION OF WAR, OR ANY SIMILAR AUTHORITY SHALL NOT AUTHORIZE THE DETENTION WITHOUT CHARGE OR TRIAL OF A CITIZEN OR LAWFUL PERMANENT RESIDENT OF THE UNITED STATES AND FOR OTHER PURPOSES.
- 5) S. 2175: A BILL TO AMEND THE NATIONAL DEFENSE AUTHORIZATION ACT FOR FISCAL YEAR 2012 TO PROVIDE FOR THE TRIAL OF COVERED PERSONS DETAINED IN THE UNITED STATES PURSUANT TO THE AUTHORIZATION FOR USE OF MILITARY FORCE AND TO REPEAL THE REQUIREMENT FOR MILITARY CUSTODY.
- 6) H.R. 4192: TO AMEND THE NATIONAL DEFENSE AUTHORIZATION ACT FOR FISCAL YEAR 2012 TO PROVIDE FOR THE TRIAL OF COVERED PERSONS DETAINED IN THE

Part IV Supplemental Information (continued)

UNITED STATES PURSUANT TO THE AUTHORIZATION FOR USE OF MILITARY FORCE AND TO REPEAL THE REQUIREMENT FOR MILITARY CUSTODY.

7) S. 3254: NATIONAL DEFENSE AUTHORIZATION ACT FOR FISCAL YEAR 2013

- S.AMDT.3262: TO REQUIRE A REPORT ON MILITARY ACTIVITIES TO DENY OR SIGNIFICANTLY DEGRADE THE USE OF AIR POWER AGAINST CIVILIAN AND OPPOSITION GROUPS IN SYRIA.

- SECTION 1031: EXTENSION OF CERTAIN PROHIBITIONS AND REQUIREMENTS RELATING TO DETAINEES AT UNITED STATES NAVAL STATION, GUANTANAMO BAY, CUBA.

8) PROCEDURES IMPLEMENTING SECTION 1022 OF THE NATIONAL DEFENSE AUTHORIZATION ACT FOR FISCAL YEAR 2012, REQUIRING MILITARY CUSTODY FOR FOREIGN AL-QAEDA TERRORIST SUSPECTS.

9) H.R. 4192: TO AMEND THE NATIONAL DEFENSE AUTHORIZATION ACT FOR FISCAL YEAR 2012 TO PROVIDE FOR THE TRIAL OF COVERED PERSONS DETAINED IN THE UNITED STATES PURSUANT TO THE AUTHORIZATION FOR USE OF MILITARY FORCE AND TO REPEAL THE REQUIREMENT FOR MILITARY CUSTODY.

10) H.R. 4310: NATIONAL DEFENSE AUTHORIZATION ACT FOR THE 2013 FISCAL YEAR - SEC. 803. PROHIBITION ON CONTRACTING WITH PERSONS THAT HAVE BUSINESS OPERATIONS WITH STATE SPONSORS OF TERRORISM.

- AMENDMENT 1127: TO ELIMINATE INDEFINITE MILITARY DETENTION OF ANY PERSON DETAINED UNDER AUMF AUTHORITY IN U.S., TERRITORIES OR POSSESSIONS BY PROVIDING IMMEDIATE TRANSFER TO TRIAL AND PROCEEDINGS BY A COURT ESTABLISHED UNDER ARTICLE III OF THE CONSTITUTION OF THE UNITED STATES OR BY AN APPROPRIATE STATE COURT.

- AMENDMENT 1126: TO CLARIFY THAT THE FY 2012 NATIONAL DEFENSE AUTHORIZATION ACT AND THE 2001 AUTHORIZATION FOR USE OF MILITARY FORCE

Part IV Supplemental Information (continued)

(AUMF) DO NOT DENY THE WRIT OF HABEAS CORPUS OR DENY ANY CONSTITUTIONAL RIGHTS FOR PERSONS DETAINED IN THE UNITED STATES UNDER THE AUMF WHO ARE ENTITLED TO SUCH RIGHTS.

- AMENDMENT 1105: REQUIRING THAT ANY DETAINED FOREIGN TERRORIST BE TRIED IN A MILITARY TRIBUNAL RATHER THAN IN AN ARTICLE III COURT.

11) OPPOSED H.R. 3261: STOP ONLINE PIRACY ACT, FOR OVERBROAD LANGUAGE RESTRICTING INTERNET FREEDOM.

12) OPPOSED S. 968: A BILL TO PREVENT ONLINE THREATS TO ECONOMIC CREATIVITY AND THEFT OF INTELLECTUAL PROPERTY, AND FOR OTHER PURPOSES, FOR OVERBROAD LANGUAGE RESTRICTING INTERNET FREEDOM.

13) H.J.RES.80: LIMITING THE ISSUANCE OF A LETTER OF OFFER WITH RESPECT TO A CERTAIN PROPOSED SALE OF DEFENSE ARTICLES AND DEFENSE SERVICES TO THE KINGDOM OF BAHRAIN.

14) S.J.RES.28: A JOINT RESOLUTION LIMITING THE ISSUANCE OF A LETTER OF OFFER WITH RESPECT TO A CERTAIN PROPOSED SALE OF DEFENSE ARTICLES AND DEFENSE SERVICES TO THE KINGDOM OF BAHRAIN.

15) S. 1039: TO IMPOSE SANCTIONS ON PERSONS RESPONSIBLE FOR THE DETENTION, ABUSE, OR DEATH OF SERGEI MAGNITSKY, FOR THE CONSPIRACY TO DEFRAUD THE RUSSIAN FEDERATION OF TAXES ON CORPORATE PROFITS THROUGH FRAUDULENT TRANSACTIONS AND LAWSUITS AGAINST HERMITAGE, AND FOR OTHER GROSS VIOLATIONS OF HUMAN RIGHTS IN THE RUSSIAN FEDERATION, AND FOR OTHER PURPOSES.

16) S.RES.494: A RESOLUTION CONDEMNING THE GOVERNMENT OF THE RUSSIAN FEDERATION FOR PROVIDING WEAPONS TO THE REGIME OF PRESIDENT BASHAR AL-ASSAD OF SYRIA.

17) 22 USC CHAPTER 39- ARMS EXPORT CONTROL

Part IV Supplemental Information (continued)

18) APPLICABILITY OF THE FOREIGN ASSISTANCE ACT OF 1961, AS AMENDED ("LEAHY LAWS"): SECTION 620M "LIMITATION ON ASSISTANCE TO SECURITY FORCES."

19) H.R. 3671: CONSOLIDATED APPROPRIATIONS ACT, 2012

- SEC. 7041. (A) EGYPT- (1)(B) PLACING RESTRICTIONS ON ECONOMIC ASSISTANCE TO EGYPT, PENDING IMPLEMENTATION OF POLICIES TO PROTECT FREEDOMS OF EXPRESSION AND ASSOCIATION.

- ADVOCATED FOR PHASED RELEASE OF MILITARY ASSISTANCE TO EGYPT, TIED TO MEETING SPECIFIED HUMAN RIGHTS BENCHMARKS

20) S.1145: A BILL TO AMEND TITLE 18, UNITED STATES CODE, TO CLARIFY AND EXPAND FEDERAL CRIMINAL JURISDICTION OVER FEDERAL CONTRACTORS AND EMPLOYEES OUTSIDE THE UNITED STATES, AND FOR OTHER PURPOSES.

21) H.CON.RES.131: EXPRESSING SUPPORT FOR CONTINUED INTERNATIONAL COOPERATION TO COMBAT HIV/AIDS.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990. See separate instructions.

Name of the organization

HUMAN RIGHTS FIRST

Employer identification number

13-3116646

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year., 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

Schedule D (Form 990) 2012

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21?

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

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance).

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

- a Board designated or quasi-endowment %
b Permanent endowment 94.5592 %
c Temporarily restricted endowment 5.4408 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b.

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

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

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

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) PRIVATE AGENCY LOAN FUND - FJC	885,673.	FMV
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	885,673.	

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

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

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

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

1	Total revenue, gains, and other support per audited financial statements		1	40,491,747.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a 87,737.		
b	Donated services and use of facilities	2b 29,568,765.		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d 263,489.		
e	Add lines 2a through 2d		2e	29,919,991.
3	Subtract line 2e from line 1		3	10,571,756.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	10,571,756.

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

1	Total expenses and losses per audited financial statements		1	39,867,753.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a 29,568,765.		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d 263,489.		
e	Add lines 2a through 2d		2e	29,832,254.
3	Subtract line 2e from line 1		3	10,035,499.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	10,035,499.

Part XIII Supplemental Information

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

PART V, LINE 4:

IN 2011 THE ORGANIZATION RECEIVED A DONOR-RESTRICTED ENDOWMENT TO BE HELD IN PERPETUITY IN A SEPARATE PERMANENT FUND TO BE DISTRIBUTED TO PROMOTE THE POLICIES AND PROJECTS OF THE ORGANIZATION.

PART X, LINE 2:

UNDER ASC 740, "INCOME TAXES", AN ORGANIZATION MUST RECOGNIZE THE TAX BENEFIT ASSOCIATED WITH TAX POSITIONS TAKEN FOR TAX RETURN PURPOSES WHEN IT IS MORE LIKELY THAN NOT THE POSITION WILL BE SUSTAINED UPON EXAMINATION BY A TAXING AUTHORITY. HUMAN RIGHTS FIRST DOES NOT BELIEVE IT HAS TAKEN ANY MATERIAL UNCERTAIN TAX POSITIONS AND, ACCORDINGLY, IT HAS NOT RECORDED ANY LIABILITY FOR UNRECOGNIZED TAX BENEFITS. THE ORGANIZATION HAS FILED FOR AND RECEIVED INCOME TAX EXEMPTIONS IN THE JURISDICTIONS WHERE IT IS REQUIRED TO DO SO. FOR THE YEAR ENDED DECEMBER 31, 2012, THERE WAS NO INTEREST OR PENALTIES RECORDED OR INCLUDED IN THE STATEMENT OF ACTIVITIES. AS OF DECEMBER 31, 2012, THE YEARS STILL SUBJECT TO EXAMINATION BY A TAXING AUTHORITY ARE 2009 THROUGH 2011.

PART XI, LINE 2D AND PART XII, LINE 2D:

SPECIAL EVENTS DIRECT EXPENSES

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

HUMAN RIGHTS FIRST

Employer identification number

13-3116646

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) EUROPE			PROGRAM SERVICES	RESEARCH	36,803.
(2) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	RESEARCH	20,550.
(3) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	RESEARCH	7,926.
(4) CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	RESEARCH	1,351.
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					66,630.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					66,630.

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

Schedule F (Form 990) 2012

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

3 Enter total number of other organizations or entities. ▶ -----

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

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

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part V **Supplemental Information**

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

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization
HUMAN RIGHTS FIRST

Employer identification number
13-3116646

Part I

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

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 PUBLIC INTEREST PROJECTS INC	ANN. DINNER PLANNING		X		10,000.	
2 THE SOLSTICE GROUP, INC.	GENERAL FUNDRAISING		X		22,400.	
3						
4						
5						
6						
7						
8						
9						
10						
Total					32,400.	

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

DC, NY,

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		ANNUAL DINNER (event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	2,027,261.			2,027,261.
	2 Less: Contributions	1,874,311.			1,874,311.
	3 Gross income (line 1 minus line 2)	152,950.			152,950.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	223,599.			223,599.
	8 Entertainment				
	9 Other direct expenses	39,890.			39,890.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(263,489.)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				-110,539.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				()
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

HUMAN RIGHTS FIRST

Employer identification number

13-3116646

Part I Questions Regarding Compensation

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

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

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

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

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

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

- a** Receive a severance payment or change-of-control payment? **4a** Yes No
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** Yes No
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** Yes No
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization? **5a** Yes No
- b** Any related organization? **5b** Yes No
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization? **6a** Yes No
- b** Any related organization? **6b** Yes No
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III **7** Yes No

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III **8** Yes No

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9** Yes No

	Yes	No
1a		
1b		
2		
3		
4a		<input checked="" type="checkbox"/>
4b		<input checked="" type="checkbox"/>
4c		<input checked="" type="checkbox"/>
5a		<input checked="" type="checkbox"/>
5b		<input checked="" type="checkbox"/>
6a		<input checked="" type="checkbox"/>
6b		<input checked="" type="checkbox"/>
7		<input checked="" type="checkbox"/>
8		<input checked="" type="checkbox"/>
9		<input checked="" type="checkbox"/>

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 ELISA MASSIMINO PRESIDENT & CEO	(i)	216,156.	0	0	0	8,693.	224,849.	0
	(ii)	0	0	0	0	0	0	0
2 MARY HEDAHL DEVELOPMENT DIRECTOR	(i)	160,863.	0	0	5,117.	7,759.	173,739.	0
	(ii)	0	0	0	0	0	0	0
3 TAD L. STAHNKE POLICY AND PROGRAMS DIRECTOR	(i)	151,276.	0	0	10,501.	6,442.	168,219.	0
	(ii)	0	0	0	0	0	0	0
4 NICHOLAS HUMEN FINANCE DIRECTOR	(i)	137,542.	0	0	10,080.	5,594.	153,216.	0
	(ii)	0	0	0	0	0	0	0
5 PORANEE KINGPETCHARAT CHIEF ADMINISTRATIVE OFFICER	(i)	144,482.	0	0	0	5,823.	150,305.	0
	(ii)	0	0	0	0	0	0	0
6 SHARON E. KELLY COMMUNICATIONS DIRECTOR	(i)	140,217.	0	0	5,513.	5,623.	151,353.	0
	(ii)	0	0	0	0	0	0	0
7 KATHLEEN M. JONES EXECUTIVE COORDINATOR	(i)	140,185.	0	0	6,557.	5,711.	152,453.	0
	(ii)	0	0	0	0	0	0	0
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization

HUMAN RIGHTS FIRST

Employer identification number

13-3116646

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	9.	98,052.	MARKET QUOTATION
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

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

Schedule M (Form 990) (2012)

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

HUMAN RIGHTS FIRST

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

13-3116646

FORM 990, PART III, LINE 4D:

1) CRIMES AGAINST HUMANITY -

EXPENSES: \$573,540. (DONATED LEGAL AND RELATED EXPENSES: \$4,579.)

2) FIGHTING DISCRIMINATION -

EXPENSES: \$515,253. (DONATED LEGAL AND RELATED EXPENSES: \$4,114.)

3) HUMAN RIGHTS DEFENDERS -

EXPENSES: \$431,677. (DONATED LEGAL AND RELATED EXPENSES: \$3,446.)

4) BUSINESS AND HUMAN RIGHTS -

EXPENSES: \$239,209. (DONATED LEGAL AND RELATED EXPENSES: \$1,910.)

FORM 990, PART VI, SECTION A, LINE 1A:

THE EXECUTIVE COMMITTEE IS COMPOSED OF A SUBSET OF THE BOARD OF DIRECTORS
AND HAS AUTHORITY TO ACT FOR THE BOARD BETWEEN BOARD MEETINGS SUBJECT TO
LIMITATIONS CONTAINED IN NY LAW AND THE BYLAWS OF THE ORGANIZATION.

FORM 990, PART VI, SECTION B, LINE 11B:

FORM 990 WAS PREPARED BY A NATIONALLY RENOWNED ACCOUNTING FIRM IN
CONJUNCTION WITH THE ORGANIZATION'S FINANCIAL DEPARTMENT. DRAFT FORM WAS
REVIEWED BY THE ORGANIZATION'S FINANCE DIRECTOR AND THEN PROVIDED TO ALL
MEMBERS OF THE BOARD OF DIRECTORS IN DRAFT VIA ELECTRONIC MAIL, WITH AN
OPPORTUNITY FOR THEM TO COMMENT OR MAKE INQUIRY BEFORE IT WAS FILED WITH

Name of the organization HUMAN RIGHTS FIRST	Employer identification number 13-3116646
--	--

THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 15A:

AFTER A PERFORMANCE REVIEW, THE EXECUTIVE COMMITTEE SETS THE COMPENSATION OF THE ORGANIZATION'S PRESIDENT & CEO BASED ON A REVIEW OF COMPENSATION PAID BY COMPARABLE ORGANIZATIONS FOR COMPARABLE POSITIONS AND BASED ON APPROPRIATE SALARY SURVEYS OF COMPARABLE POSITIONS IN COMPARABLE ORGANIZATIONS. THE EXECUTIVE COMMITTEE CONTEMPORANEOUSLY DOCUMENTS THE BASIS FOR ITS DECISIONS.

FORM 990, PART VI, SECTION B, LINE 15B:

ALL OTHER EMPLOYEE SALARIES AND COMPENSATION, INCLUDING THE TOP MANAGEMENT POSITIONS THAT REPORT TO THE PRESIDENT & CEO, ARE DETERMINED IN JOINT CONSULTATION AMONG THE PRESIDENT & CEO, THE CAO, THE CHIEF OF STAFF, AND THE DIRECTOR OF HUMAN RESOURCES BASED ON JOB CATEGORY, ACCOUNTING FOR THE COMPENSABLE FACTORS OF THE POSITION, AND COMPARABLE DATA FROM SALARY SURVEYS FOR SIMILAR POSITIONS IN THE NOT-FOR-PROFIT INDUSTRY. FURTHER, THE BOARD OF DIRECTORS APPROVES THE ANNUAL ORGANIZATIONAL BUDGET, INCLUDING THE ALLOCATION FOR COMPENSATION; ALL STAFF SALARY LEVELS ARE MANAGED WITHIN THE CONFINES OF THAT BUDGET. IF THE POSITION IS A UNION POSITION, THE SALARY IS ALSO BASED ON UNION BAND.

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE EITHER ON THE WEBSITE OR UPON REQUEST.

Name of the organization HUMAN RIGHTS FIRST	Employer identification number 13-3116646
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ATTACHMENT 1FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

HUMAN RIGHTS FIRST IS AN INDEPENDENT ADVOCACY AND ACTION ORGANIZATION THAT CHALLENGES AMERICA TO LIVE UP TO ITS IDEALS. WE BELIEVE THAT, ON HUMAN RIGHTS, THE UNITED STATES MUST BE A BEACON. ACTIVISTS FIGHTING FOR FREEDOM AROUND THE GLOBE LOOK TO OUR COUNTRY FOR INSPIRATION, AND COUNT ON US FOR SUPPORT. AND UPHOLDING HUMAN RIGHTS IS NOT ONLY A MORAL OBLIGATION; IT'S A VITAL NATIONAL INTEREST. AMERICA IS STRONGEST WHEN OUR POLICIES AND ACTIONS MATCH OUR VALUES. BECAUSE WE BELIEVE AMERICAN LEADERSHIP IS ESSENTIAL IN THE STRUGGLE FOR HUMAN RIGHTS, WE PRESS THE U.S. GOVERNMENT AND PRIVATE COMPANIES TO RESPECT HUMAN RIGHTS AND THE RULE OF LAW. WHEN THEY FALL SHORT, WE STEP IN TO DEMAND REFORM, ACCOUNTABILITY AND JUSTICE. AROUND THE WORLD, WE WORK WHERE WE CAN BEST HARNESS AMERICAN INFLUENCE TO SECURE CORE FREEDOMS.

WE KNOW THAT IT IS NOT ENOUGH TO EXPOSE AND PROTEST INJUSTICE, SO WE GO BEYOND THAT-TO CREATE THE POLITICAL ENVIRONMENT AND CRAFT POLICY SOLUTIONS NECESSARY TO ENSURE CONSISTENT RESPECT FOR HUMAN RIGHTS. WHETHER WE ARE PROTECTING REFUGEES THROUGH OUR AWARD-WINNING ASYLUM REPRESENTATION PROGRAM, COMBATING TORTURE AND OTHER ABUSES THROUGH OUR ALLIANCE OF RETIRED MILITARY LEADERS, DEFENDING PERSECUTED MINORITIES BY COMBATING ANTI-SEMITIC, HOMOPHOBIC AND OTHER HATE CRIMES, OR DISRUPTING THE SUPPLY CHAIN FOR GENOCIDE AND MASS ATROCITIES, WE FOCUS NOT ON MAKING A POINT, BUT ON MAKING A

Name of the organization HUMAN RIGHTS FIRST	Employer identification number 13-3116646
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ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

DIFFERENCE. FOR OVER 30 YEARS, WE'VE BUILT BIPARTISAN COALITIONS AND TEAMED UP WITH FRONTLINE ACTIVISTS AND LAWYERS TO TACKLE ISSUES THAT DEMAND AMERICAN LEADERSHIP.

ATTACHMENT 2990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
RABINOWITZ DORF 2852 CONNECTICUT AVENUE, NW WASHINGTON, DC 20008	PUBLIC RELATIONS	153,202.

ATTACHMENT 3FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ANNUAL DINNER	1,874,311.
TOTAL	<u>1,874,311.</u>

ATTACHMENT 4FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
ANNUAL DINNER	152,950.	263,489.	-110,539.
TOTALS	<u>152,950.</u>	<u>263,489.</u>	<u>-110,539.</u>

Depreciation and Amortization
(Including Information on Listed Property)

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Attachment
Sequence No. **179**

Name(s) shown on return

Identifying number

HUMAN RIGHTS FIRST

13-3116646

Business or activity to which this form relates

GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	147,835.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	147,835.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? 24b If "Yes," is the evidence written? 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions). 26 Property used more than 50% in a qualified business use: 27 Property used 50% or less in a qualified business use: 28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1. 29 Add amounts in column (i), line 26. Enter here and on line 7, page 1.

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles). 31 Total commuting miles driven during the year. 32 Total other personal (noncommuting) miles driven. 33 Total miles driven during the year. Add lines 30 through 32. 34 Was the vehicle available for personal use during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? 36 Is another vehicle available for personal use?

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners. 39 Do you treat all use of vehicles by employees as personal use? 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.) Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

42 Amortization of costs that begins during your 2012 tax year (see instructions): 43 Amortization of costs that began before your 2012 tax year. 44 Total. Add amounts in column (f). See the instructions for where to report.

