

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2011

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

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

A For the 2011 calendar year, or tax year beginning , 2011, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization UNITED SERVICE ORGANIZATIONS, INC.		D Employer identification number 13-1610451
	Doing Business As		E Telephone number (703) 908-6400
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	2111 WILSON BLVD	1200	
	City or town, state or country, and ZIP + 4 ARLINGTON, VA 22201		
F Name and address of principal officer: SLOAN GIBSON 2111 WILSON BLVD #1200 ARLINGTON, VA 22201			G Gross receipts \$ 139,894,667.
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			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
J Website: HTTP://WWW.USO.ORG			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			H(c) Group exemption number 1291
L Year of formation: 1941			M State of legal domicile: DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE USO LIFTS THE SPIRITS OF AMERICA'S TROOPS AND THEIR FAMILIES.			
	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	34.	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	33.	
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	502.	
	6 Total number of volunteers (estimate if necessary)	6	9,908.	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	136,573.	
b Net unrelated business taxable income from Form 990-T, line 34	7b	35,510.		
Revenue	8 Contributions and grants (Part VIII, line 1)	Prior Year	Current Year	
	9 Program service revenue (Part VIII, line 2)	119,578,427.	126,279,553.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,106,373.	5,539,841.	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,217,426.	288,639.	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	441,343.	-724,118.	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	126,343,569.	131,383,915.	
	14 Benefits paid to or for members (Part IX, column (A), line 4)	48,583,476.	1,237,927.	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0	
	16a Professional fundraising fees (Part IX, column (A), line 11e)	29,082,469.	31,540,368.	
	b Total fundraising expenses (Part IX, column (D), line 25) 19,253,046.	2,322,290.	2,366,928.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	92,455,637.	79,163,698.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	172,443,872.	114,308,921.	
	19 Revenue less expenses. Subtract line 18 from line 12	-46,100,303.	17,074,994.	
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
		21 Total liabilities (Part X, line 26)	49,341,591.	61,437,573.
22 Net assets or fund balances. Subtract line 21 from line 20		12,499,229.	7,954,318.	

Part II Signature Block

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

Sign Here	Signature of officer 	Date 5/11/2012
	PHILIP PARISI Type or print name and title	CFO
Paid Preparer Use Only	Print/Type preparer's name Cindy Anapolsky	Preparer's signature
	Firm's name GRANT THORNTON LLP	Date 5/10/12
	Firm's address 2010 CORPORATE RIDGE, SUITE 400 MCLEAN, VA 22102	Check <input type="checkbox"/> if self-employed PTIN P01281516
Firm's EIN 36-6055558		Phone no. 703-847-7500
May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐ Yes ☒ No**1** Briefly describe the organization's mission:

THE "MISSION STATEMENT" OF THE ORGANIZATION AS ADOPTED BY BOARD IS AS
FOLLOWS: "THE USO LIFTS THE SPIRITS OF AMERICA'S TROOPS AND THEIR
FAMILIES."

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 and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$ 39,179,713. including grants of \$ 892,792.) (Revenue \$ 5,539,841.)

USO CENTERS CONSIST OF MORE THAN 160 LOCATIONS WORLDWIDE,
INCLUDING AFGHANISTAN, KUWAIT, QATAR, UAE, GERMANY, ITALY, JAPAN,
GUAM, SOUTH KOREA, THE UNITED STATES, AND MOBILE USO CENTERS.
IN 2011 USO CENTERS WERE VISITED MORE THAN 8 MILLION TIMES BY
TROOPS AND THEIR FAMILIES. USO PROVIDES A WARM AND COMFORTING
PLACE WHERE THEY CAN CONNECT WITH FAMILY VIA INTERNET OR
TELEPHONE, PLAY A VIDEO GAME, CATCH A MOVIE, HAVE A SNACK OR JUST
PUT THEIR FEET UP AND RELAX. THE NINE STAFFED USO CENTERS IN
AFGHANISTAN COLLECTIVELY AVERAGE MORE THAN 100,000 VISITS MONTHLY.

4b (Code:) (Expenses \$ 10,232,539. including grants of \$ 50,000.) (Revenue \$)

ENTERTAINMENT TOURS BRING CELEBRITIES AND PERFORMERS WHO
GRACIOUSLY DONATE THEIR TIME TO LIFT THE SPIRITS OF OUR TROOPS
AND THEIR FAMILIES AROUND THE WORLD. IN 2011, MORE THAN 136
CELEBRITY ENTERTAINERS TRAVELED TO 25 COUNTRIES AND 19 STATES,
ENTERTAINING MORE THAN 296,000 TROOPS AND THEIR FAMILIES THROUGH
83 TOURS INCLUDING 19 TOURS TO COMBAT ZONES.

4c (Code:) (Expenses \$ 15,894,134. including grants of \$ 66,000.) (Revenue \$)

ATTACHMENT 1

4d Other program services (Describe in Schedule O.) ATTACHMENT 2

(Expenses \$ 16,405,053. including grants of \$ 229,135.) (Revenue \$)

4e Total program service expenses 81,711,439.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	277
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	502
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	X
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country: <u>ATTACHMENT 3</u> See instructions for filing requirements for Form TDF 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	1
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	X
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	34	
b Enter the number of voting members included in line 1a, above, who are independent	33	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Did the organization have members or stockholders?	6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **CT, HI, IL, NJ, OH, PA, SC, TN, VA, WA,**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public 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: **KRISTINE SHUMACK, VP-CONTROLLER 2111 WILSON BLVD #1200 ARLINGTON, VA 22201 703-908-6400**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☒ X**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ATTACHMENT 4										
(1) SLOAN D. GIBSON PRESIDENT / CEO	60.00	X		X				401,374.	0	50,439.
(2) GEN. RICHARD B. MYERS CHAIRMAN / DIRECTOR	2.00	X		X				0	0	0
(3) JED BECKER DIRECTOR	2.00	X						0	0	0
(4) RAYMOND CALDIERO DIRECTOR	1.00	X						0	0	0
(5) TOM R. DEL VALLE DIRECTOR	1.00	X						0	0	0
(6) HON. GORDAN ENGLAND DIRECTOR	1.00	X						0	0	0
(7) SGTMAJ. JOHN ESTRADA DIRECTOR	2.00	X						0	0	0
(8) WILLIAM M. GERSHEN DIRECTOR	1.00	X						0	0	0
(9) JAMES HAMILTON DIRECTOR	2.00	X						0	0	0
(10) DR. MAYNARD HOWE DIRECTOR	1.00	X						0	0	0
(11) LINDA PARKER HUDSON DIRECTOR	2.00	X						0	0	0
(12) GEN. JIM JONES DIRECTOR	1.00	X						0	0	0
(13) CURT KOLCUN DIRECTOR	1.00	X						0	0	0
(14) CHRIS KUBASIK DIRECTOR	2.00	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 (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) DEBRA LANGFORD DIRECTOR	1.00	X						0	0	0
16) VADM JOHN LOCKARD DIRECTOR	1.00	X						0	0	0
17) RADM THOMAS C. LYNCH DIRECTOR	1.00	X						0	0	0
18) ROBERT A. MARTINEZ DIRECTOR	1.00	X						0	0	0
19) DAVID J. MCINTYRE DIRECTOR	2.00	X						0	0	0
20) CHRISTOPHER MICHEL DIRECTOR	1.00	X						0	0	0
21) CURT MOTLEY DIRECTOR	1.00	X						0	0	0
22) LISA BORIN OGDEN DIRECTOR	1.00	X						0	0	0
23) MICHAEL H. O'SHEA DIRECTOR	1.00	X						0	0	0
24) GEN. PETER PACE DIRECTOR	1.00	X						0	0	0
25) MICHAEL PHELPS DIRECTOR	1.00	X						0	0	0
1b Sub-total								401,374.	0	50,439.
c Total from continuation sheets to Part VII, Section A								2,740,440.	0	374,750.
d Total (add lines 1b and 1c)								3,141,814.	0	425,189.

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 **46**

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

	Yes	No
3		X
4	X	
5		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

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

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 5		

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 **46**

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
26) KENNETH O. PRESTON DIRECTOR	1.00	X						0	0	0
27) LT GEN HARRY D. RADUEGE DIRECTOR	1.00	X						0	0	0
28) LEONEL R. ROCHE DIRECTOR	1.00	X						0	0	0
29) KARL-HEINZ STAHL DIRECTOR	1.00	X						0	0	0
30) DENNIS SWANSON DIRECTOR	1.00	X						0	0	0
31) SUE TIMKEN DIRECTOR	1.00	X						0	0	0
32) LOUIS A. WEIL DIRECTOR	1.00	X						0	0	0
33) ALICIN WILLIAMSON DIRECTOR	1.00	X						0	0	0
34) ED WILSON DIRECTOR	1.00	X						0	0	0
35) PHILIP PARISI TREASURER / CFO	50.00			X				292,867.	0	40,379.
36) JACK FLANAGAN SECRETARY / SVP, OPERATIONS	50.00			X				131,217.	0	22,846.
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 **46**

- 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
- 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
- 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

	Yes	No
3		X
4	X	
5		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 **4**

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
37) JENNIFER GIGLIO EXEC BOARD LIAISON SECRETARY	40.00			X				95,228.	0	17,877.
38) JOHN I. PRAY EVP, CHIEF OF STAFF	50.00				X			304,647.	0	27,162.
39) FRANK THORP SVP, MARKETING & COMMS	50.00				X			263,789.	0	28,918.
40) KELLI SEELY SVP, DEVELOPMENT	50.00				X			246,959.	0	26,291.
41) TAMMY HEISER SVP, HUMAN RESOURCES	50.00				X			238,574.	0	43,027.
42) JOHN HANSON SVP	50.00				X			206,471.	0	39,347.
43) ALAN REYES SVP, OPERATIONS	50.00				X			57,926.	0	8,091.
44) THOMAS KOLSTAD VP, PACIFIC	40.00					X		197,786.	0	26,045.
45) GARY BIBEAU VP, SOUTHWEST ASIA	40.00					X		195,459.	0	29,491.
46) CATHERINE MARTENS VP, CORPORATE DEVELOPMENT	40.00					X		192,833.	0	17,915.
47) WALTER MURREN VP, EUROPE	40.00					X		163,781.	0	21,549.

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 **46**

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

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

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

	Yes	No
3		X
4	X	
5		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)*

[illegible]

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 ▶ 46

- 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
- 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
- 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

	Yes	No
3		X
4	X	
5		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

				(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	2,166,150.			
	b	Membership dues	1b				
	c	Fundraising events	1c	2,945,921.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	18,250,129.			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	102,917,353.			
	g	Noncash contributions included in lines 1a-1f: \$		14,671,201.			
	h	Total. Add lines 1a-1f		126,279,553.			
Program Service Revenue				Business Code			
	2a	USO CENTER	900099	5,439,778.	5,439,778.		
	b	PUBLICATIONS ADVERTISING	541800	100,063.		100,063.	
	c					
	d					
	e					
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		5,539,841.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		373,179.			373,179.
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
		(i) Real	(ii) Personal				
	6a	Gross rents					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0			
	7a	(i) Securities	(ii) Other				
		6,458,854.	2,156.				
	b	Less: cost or other basis and sales expenses		6,246,613.	298,937.		
	c	Gain or (loss)		212,241.	-296,781.		
	d	Net gain or (loss)		-84,540.	-84,540.		
	8a	Gross income from fundraising events (not including \$ 2,945,921. of contributions reported on line 1c). See Part IV, line 18		494,379.			
	b	Less: direct expenses		1,454,324.			
	c	Net income or (loss) from fundraising events		-959,945.			-959,945.
	9a	Gross income from gaming activities. See Part IV, line 19					
	b	Less: direct expenses					
	c	Net income or (loss) from gaming activities		0			
	10a	Gross sales of inventory, less returns and allowances		657,048.			
b	Less: cost of goods sold		510,878.				
c	Net income or (loss) from sales of inventory		146,170.	109,660.	36,510.		
Miscellaneous Revenue			Business Code				
11a	MISC. INCOME			89,657.		89,657.	
b						
c						
d	All other revenue						
e	Total. Add lines 11a-11d			89,657.			
12	Total revenue. See instructions			131,383,915.	5,464,898.	136,573.	-497,109.

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,181,827.	1,181,827.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	56,100.	56,100.		
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	2,623,527.	1,001,730.	1,339,854.	281,943.
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	23,519,307.	18,944,609.	2,446,293.	2,128,405.
8 Pension plan accruals and contributions (Include section 401(k) and 403(b) employer contributions)	1,440,212.	1,136,140.	161,973.	142,099.
9 Other employee benefits	2,068,337.	1,545,952.	339,161.	183,224.
10 Payroll taxes	1,888,985.	1,525,584.	197,162.	166,239.
11 Fees for services (non-employees):	0			
a Management	0			
b Legal	489,042.	221,449.	172,901.	94,692.
c Accounting	138,996.		138,996.	
d Lobbying	180,011.		180,011.	
e Professional fundraising services. See Part IV, line 17	2,366,928.			2,366,928.
f Investment management fees	26,388.		26,388.	
g Other	5,935,465.	3,679,152.	1,837,215.	419,098.
12 Advertising and promotion	1,393,794.	922,616.		471,178.
13 Office expenses	8,559,952.	4,257,686.	2,087,561.	2,214,705.
14 Information technology	5,283,163.	4,970,240.	290,015.	22,908.
15 Royalties	0			
16 Occupancy	1,297,642.	769,651.	294,754.	233,237.
17 Travel	6,041,712.	5,428,213.	221,364.	392,135.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	357,133.	240,187.	52,347.	64,599.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	2,602,319.	2,477,559.	62,380.	62,380.
23 Insurance	313,364.	198,735.	76,108.	38,521.
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>BAD DEBT EXPENSE</u>	233,156.	743.		232,413.
b <u>SUBSCRIPTION, DUES, TRAINING</u>	231,992.	41,135.	118,848.	72,009.
c <u>PRINTING AND PRODUCTION</u>	19,952,967.	7,275,286.	3,078,381.	9,599,300.
d <u>PROGRAM SUPPLIES / SUPPORT</u>	25,081,981.	25,075,478.		6,503.
e All other expenses	1,044,621.	761,367.	222,724.	60,530.
25 Total functional expenses. Add lines 1 through 24e	114,308,921.	81,711,439.	13,344,436.	19,253,046.
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 checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	27,813,757.	7,612,757.	5,998,674.	14,202,326.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	0	1	0	
	2 Savings and temporary cash investments	11,507,426.	2	17,460,090.	
	3 Pledges and grants receivable, net	12,459,231.	3	14,261,273.	
	4 Accounts receivable, net	325,613.	4	536,848.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0	
	7 Notes and loans receivable, net	0	7	0	
	8 Inventories for sale or use	2,013,246.	8	5,943,774.	
	9 Prepaid expenses and deferred charges	799,500.	9	1,494,131.	
	10 a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	19,384,731.		
	b Less: accumulated depreciation	10b	9,197,474.		
			10,452,350.	10c	10,187,257.
	11 Investments - publicly traded securities	11,784,225.	11	11,554,200.	
	12 Investments - other securities. See Part IV, line 11	0	12	0	
	13 Investments - program-related. See Part IV, line 11	0	13	0	
	14 Intangible assets	0	14	0	
15 Other assets. See Part IV, line 11	0	15	0		
16 Total assets. Add lines 1 through 15 (must equal line 34)	49,341,591.	16	61,437,573.		
Liabilities	17 Accounts payable and accrued expenses	12,001,624.	17	7,570,368.	
	18 Grants payable	0	18	0	
	19 Deferred revenue	497,605.	19	383,950.	
	20 Tax-exempt bond liabilities	0	20	0	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0	
	22 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	12,499,229.	26	7,954,318.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	26,981,272.	27	31,269,661.	
	28 Temporarily restricted net assets	9,836,090.	28	22,188,594.	
	29 Permanently restricted net assets	25,000.	29	25,000.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	36,842,362.	33	53,483,255.	
34 Total liabilities and net assets/fund balances	49,341,591.	34	61,437,573.		

Form 990 (2011)

Part XI Reconciliation of Net AssetsCheck 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	131,383,915.
2	Total expenses (must equal Part IX, column (A), line 25)	2	114,308,921.
3	Revenue less expenses. Subtract line 2 from line 1	3	17,074,994.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	36,842,362.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-434,101.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)).	6	53,483,255.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

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

Form **990** (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(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) 2011

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	75,715,027.	79,893,014.	100,897,551.	119,578,427.	126,279,553.	502,363,572.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	75,715,027.	79,893,014.	100,897,551.	119,578,427.	126,279,553.	502,363,572.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4.						502,363,572.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	75,715,027.	79,893,014.	100,897,551.	119,578,427.	126,279,553.	502,363,572.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,322,455.	2,075,027.	1,597,763.	217,420.	373,179.	6,585,844.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	137,553.	200,950.	111,649.	114,098.	136,573.	700,823.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . ATCH. 1	298,160.	772,902.	685,403.	1,353,667.	89,657.	3,199,789.
11 Total support. Add lines 7 through 10						512,850,028.
12 Gross receipts from related activities, etc. (see instructions)					12	29,166,844.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	97.96 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	96.97 %
16a 33 1/3 % support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3 % support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3 % support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3 % support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
MISCELLANEOUS	24,749.	76,977.	80,803.	91,208.	89,657.	363,394.
SPONSORSHIPS	273,411.	695,925.	604,600.	1,262,459.		2,836,395.
TOTALS	<u>298,160.</u>	<u>772,902.</u>	<u>685,403.</u>	<u>1,353,667.</u>	<u>89,657.</u>	<u>3,199,789.</u>

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

2011

Name of the organization

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules**☒ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2011

Open to Public Inspection

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.

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

Employer identification number

UNITED SERVICE ORGANIZATIONS, INC.

13-1610451

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 ▶ \$ 0

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 ▶ \$ 0

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)				

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

Schedule C (Form 990 or 990-EZ) 2011

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)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	180,011.													
c	Total lobbying expenditures (add lines 1a and 1b)	180,011.													
d	Other exempt purpose expenditures	81,531,428.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	81,711,439.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>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)	250,000.													
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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2 a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	139,989.	195,000.	180,000.	180,011.	695,000.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2011

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	0
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

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

Part IV Supplemental Information *(continued)*

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

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

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

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

Schedule D (Form 990) 2011

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 d ☐ Loan or exchange programs
 b ☐ Scholarly research e ☐ Other _____
 c ☐ Preservation for future generations

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XI V.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	10,786,595.	56,898,200.	47,205,443.	58,468,164.	
b Contributions					
c Net investment earnings, gains, and losses	108,718.	1,151,282.	9,692,757.	-11,262,721.	
d Grants or scholarships		47,262,887.			
e Other expenditures for facilities and programs					
f Administrative expenses	22,967.				
g End of year balance	10,872,346.	10,786,595.	56,898,200.	47,205,443.	

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

a Board designated or quasi-endowment ▶ 99.7700 %

b Permanent endowment ▶ .2300 %

c Temporarily restricted endowment ▶ _____ %

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

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

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		X
3a(ii)	X	
3b	X	

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		8,736,211.	3,396,667.	5,339,544.
d Equipment		2,717,600.	2,084,924.	632,676.
e Other		7,930,920.	3,715,883.	4,215,037.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				10,187,257.

Schedule D (Form 990) 2011

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) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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 XIV.)	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	

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

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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 XIV.)	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	

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

INTENDED USES OF ENDOWMENT FUNDS

SCHEDULE D, PART V, LINE 4

THE BOARD DESIGNATED PORTION OF THE ENDOWMENT IS RESTRICTED TO ASSIST THE
USO IN DELIVERING ITS PROGRAMS AND SERVICES FOR MANY YEARS INTO THE
FUTURE. THESE BOARD DESIGNATED CONTRIBUTIONS AND INVESTMENT EARNINGS ARE
AVAILABLE TO FUND OPERATIONS; HOWEVER, CONTRIBUTIONS/EARNINGS HAVE NOT
BEEN SPENT TO DATE.

LIABILITY FOR UNCERTAIN TAX POSITION (ASC 740)

SCHEDULE D, PART X, LINE 2

USO IS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(A) OF THE
INTERNAL REVENUE CODE (IRC) OF 1986, AS AMENDED, AS AN ORGANIZATION USO
IS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(A) OF THE INTERNAL
REVENUE CODE (IRC) OF 1986, AS AMENDED, AS AN ORGANIZATION DESCRIBED IN
IRC SECTION 501(C)(3). HOWEVER, INCOME GENERATED FROM ACTIVITIES
UNRELATED TO USO'S EXEMPT PURPOSE IS SUBJECT TO TAX UNDER IRC SECTION
511. USO DID NOT HAVE ANY MATERIAL UNRELATED BUSINESS INCOME TAX
LIABILITY FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010. THEREFORE, NO
TAX LIABILITY HAS BEEN PROVIDED IN THE ACCOMPANYING CONSOLIDATED
FINANCIAL STATEMENTS.

U.S. GAAP REQUIRES THAT A TAX POSITION BE RECOGNIZED OR DERECOGNIZED
BASED ON A "MORE LIKELY THAN NOT" THRESHOLD. THIS APPLIES TO POSITIONS
TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. USO DOES NOT BELIEVE ITS
CONSOLIDATED FINANCIAL STATEMENTS INCLUDE ANY UNCERTAIN TAX POSITIONS FOR
THE OPEN TAX YEARS.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2011

**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

Employer identification number

UNITED SERVICE ORGANIZATIONS, INC.

13-1610451

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) EAST ASIA AND THE PACIFIC	20.	65.	PROGRAM SERVICES	SEE PART V	4,159,376.
(2) EUROPE	21.	76.	PROGRAM SERVICES	SEE PART V	6,818,749.
(3) MIDDLE EAST AND NORTH AFRICA	9.	44.	PROGRAM SERVICES	SEE PART V	7,496,999.
(4) SOUTH ASIA	9.	52.	PROGRAM SERVICES	SEE PART V	4,053,149.
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total,	59.	237.			22,528,273.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	59.	237.			22,528,273.

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

Schedule F (Form 990) 2011

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(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

Schedule F (Form 990) 2011

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 F, PART I, LINE 3E

DESCRIPTION OF SERVICES IN EACH REGION:

PROVIDE CARE PACKAGES, TELEPHONE CARDS AND OTHER MEANS OF COMMUNICATION TO ALLOW MILITARY PERSONNEL ACCESS TO THEIR FAMILIES WHILE AWAY FROM HOME. PROMOTE INTERCULTURAL UNDERSTANDING AND ORIENTATION TO NEW COMMUNITIES, CULTURAL AND HISTORICAL TOURS INTO LOCAL INTERNATIONAL COMMUNITIES. PROVIDE FAMILY AND COMMUNITY RECREATION, REFRESHMENTS, HOLIDAY ACTIVITIES, VIDEOS, MUSIC AND LITERATURE. PROVIDE LANGUAGE TRANSLATION, TRANSPORTATION OPTIONS, CURRENCY CONVERSION, AREA MAPS AND GUIDANCE.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service
Name of the organization

**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

2011

**Open to Public
Inspection**

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

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 | <input checked="" type="checkbox"/> | Mail solicitations | e | <input checked="" type="checkbox"/> | Solicitation of non-government grants |
| b | <input checked="" type="checkbox"/> | Internet and email solicitations | f | <input checked="" type="checkbox"/> | Solicitation of government grants |
| c | <input checked="" type="checkbox"/> | Phone solicitations | g | <input checked="" type="checkbox"/> | Special fundraising events |
| d | <input checked="" type="checkbox"/> | In-person solicitations | | | |

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 WORTH LINEN ASSOCIATES	DR PROGRAM		X	54,824,535.	4,509,500.	50,315,035.
2 KELLOGG ORGANIZATION, INC.	OECCC CAMPAIGN		X	9,927,570.	360,000.	9,567,570.
3 FOUNDATION MANAGEMENT GROUP	GRNT WRTR CAMPAIGN		X	415,500.	105,000.	310,500.
4 THE GRAYSON GROUP	LOCAL FUND PROGRAM		X	56,924.	30,000.	26,924.
5 OMP DIRECT	DR WEB		X	6,584,222.	420,000.	6,164,222.
6						
7						
8						
9						
10						
Total				71,808,751.	5,424,500.	66,384,251.

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

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

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events (add col. (a) through col. (c))
		GALA (event type)	DEW PATS EVENT (event type)	23. (total number)	
Revenue	1 Gross receipts	1,853,850.	565,310.	1,021,140.	3,440,300.
	2 Less: Charitable contributions	1,699,050.	557,790.	689,081.	2,945,921.
	3 Gross income (line 1 minus line 2)	154,800.	7,520.	332,059.	494,379.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	764,313.	19,066.	670,944.	1,454,323.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(1,454,323.)
11 Net income summary. Combine line 3, column (d), and line 10				-959,944.	

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).

ADDRESS OF PROFESSIONAL FUNDRAISERS

WORTH LINEN ASSOCIATES

535 FIFTH AVENUE, 31ST FL. NEW YORK, NY 10017

KELLOGG ORGANIZATION, INC.

825 EAST SPEER BOULEVARD, SUITE 100-D DENVER, COLORADO 80218

- 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).

FOUNDATION MANAGEMENT GROUP

1055 THOMAS JEFFERSON ST, NW, WASHINGTON, DC 20007

THE GRAYSON GROUP

433 EAST LAS CONLINAS BLVD, IRVING, TX 75039

- 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).

OMP DIRECT

1133 19TH STREET, NW SUITE 300, WASHINGTON, DC 20036

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	USO OF SOUTH TEXAS PO BOX 7 CORPUS CHRISTI, TX 78403	741478872	501(C)(3)	10,625.				REVENUE SHARE
(2)	USO GREATER LOS ANGELES 203 WORLD WAY #200 LOS ANGELES, CA 90045	952302811	501(C)(3)	88,618.				REVENUE SHARE
(3)	USO GEORGIA PO BOX 20963 ATLANTA, GA 30320	580917673	501(C)(3)	81,378.				REVENUE SHARE
(4)	USO GREATER JACKSONVILLE PO BOX 108 JACKSONVILLE, FL 32212	591052424	501(C)(3)	61,967.				REVENUE SHARE
(5)	USO HAMPTON ROADS PO BOX 7250 HAMPTON, VA 23666	541305517	501(C)(3)	105,037.				REVENUE SHARE OEC, PAT FEST
(6)	USO ILLINOIS 330 S. WABASH AVE, 16TH FL CHICAGO, IL 60604	362349617	501(C)(3)	16,106.				REVENUE SHARE
(7)	USO METROPOLITAN DC 228 MCNAIR ROAD FORT MYER, VA 22211	530204665	501(C)(3)	68,362.				REVENUE SHARE
(8)	USO METROPOLITAN NY 625 8TH AVE NORTH NEW YORK, NY 10018	132500122	501(C)(3)	148,499.				REVENUE SHARE GOLF TOURN
(9)	USO MISSOURI 10701 LAMBERT INT. BLVD ST. LOUIS, MO 63145	431237410	501(C)(3)	31,703.				REVENUE SHARE
(10)	USO NORTH CALIFORNIA SFIAP, TERMINAL 1 SAN FRANCISCO, CA 94128	560532315	501(C)(3)	8,475.				REVENUE SHARE
(11)	USO PALM SPRINGS PALM SPRINGS AIRPORT PALM SPRINGS, CA 92262	952302811	501(C)(3)	5,595.				WW DAY ROOM
(12)	USO PENNSYLVANIA & SOUTH NJ PHL, TERMINAL D PHILADELPHIA, PA 19153	231426011	501(C)(3)	49,089.				REVENUE SHARE

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

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

Schedule I (Form 990) (2011)

JSA

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**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

UNITED SERVICE ORGANIZATIONS, INC.

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Employer identification number

13-1610451

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	USO PUGET SOUND 17801 INTERNATIONAL SEATTLE, WA 98158	910573116	501(C)(3)	60,511.				REVENUE SHARE PROGRAM SUPP
(2)	USO SAN DIEGO 303 A STREET #100 SAN DIEGO, CA 92101	951644030	501(C)(3)	110,824.				REVENUE SHARE WW PROGRAMS
(3)	USO NORTH CAROLINA P.O. BOX 298 JACKSONVILLE, NC 28541	560532315	501(C)(3)	59,122.				REVENUE SHARE
(4)	AIRPOWER FOUNDATION P.O. BOX 8728 FORT WORTH, TX 76124	752828493	501(C)(3)	50,000.				DONATION
(5)	IRAQ AND AFGHANISTAN VETERANS OF AMERICA 292 MADISON AVE NEW YORK, NY 10017	201664531	501(C)(3)	12,500.				DONATION
(6)	THE MOYER FOUNDATION 2426 32ND AVE WEST SEATTLE, WA 98199	912065051	501(C)(3)	75,000.				GRANT TO FUND CAMP ERIN
(7)	TRAGEDY ASSISTANCE PROGRAM FOR SURVIVORS 1777 F STREET NW WASHINGTON, DC 20006	920152268	501(C)(3)	10,000.				DONATION
(8)	WREATHS ACROSS AMERICA.ORG PO BOX 256 HARRINGTON, ME 14623	208262270	501(C)(3)	20,000.				DONATION
(9)	WYAKIN WARRIOR FOUNDATION 9249 W. BAY STREAM CT GARDEN CITY, ID 83714	271674941	501(C)(3)	100,000.				GRANT TO FUND WW EDUCATION
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 21
- 3 Enter total number of other organizations listed in the line 1 table ▶

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

Schedule I (Form 990) (2011)

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 USO DESERT STORM EDUCATION FUND	12.	56,100.			
2					
3					
4					
5					
6					
7					

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

PROCEDURE FOR MONITORING USE OF GRANT FUNDS INSIDE U.S.

SCHEDULE I, PART I, LINE 2

USO GRANT FUNDS ARE MONITORED WITH PERIODIC REPORTING IN ACCORDANCE WITH
THE FORMS AND SCHEDULES SET FORTH IN THE RELATED POLICIES AND PROCEDURE
MANUALS. REGULARLY REQUIRED REPORTS INCLUDE FINANCIAL REPORTS AND PROGRAM
ACTIVITY REPORTS.

**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

2011

**Open to Public
Inspection**

Name of the organization

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

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.

☐ First-class or charter travel

☒ Travel for companions

☐ Tax indemnification and gross-up payments

☐ Discretionary spending account

☒ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ 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. Explain in Part III.

☒ Compensation committee

☒ Independent compensation consultant

☒ Form 990 of other organizations

☒ Written employment contract

☒ Compensation survey or study

☒ 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?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

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

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

Yes No

1b

X

2

X

4a

X

4b

X

4c

X

5a

X

5b

X

6a

X

6b

X

7

X

8

X

9

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

Schedule J (Form 990) 2011

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 SLOAN D. GIBSON	(i)	292,897.	90,000.	18,477.	27,300.	23,139.	451,813.	
	(ii)	0	0	0				
2 JOHN I. PRAY	(i)	238,750.	65,000.	897.	23,296.	3,866.	331,809.	
	(ii)	0	0	0				
3 PHILIP PARISI	(i)	243,282.	49,000.	585.	23,763.	16,616.	333,246.	
	(ii)	0	0	0				
4 FRANK THORP	(i)	228,542.	34,350.	897.	23,701.	5,217.	292,707.	
	(ii)	0	0	0				
5 KELLI SEELY	(i)	214,124.	32,250.	585.	20,209.	6,082.	273,250.	
	(ii)	0	0	0				
6 TAMMY HEISER	(i)	197,384.	40,800.	390.	20,597.	22,430.	281,601.	
	(ii)	0	0	0				
7 JOHN HANSON	(i)	203,897.	0	2,574.	18,900.	20,447.	245,818.	
	(ii)	0	0	0				
8 JACK FLANAGAN	(i)	112,023.	0	19,194.	11,136.	11,710.	154,063.	
	(ii)	0	0	0				
9 THOMAS KOLSTAD	(i)	111,610.	0	86,176.	14,114.	11,931.	223,831.	
	(ii)	0	0	0				
10 GARY BIBEAU	(i)	145,136.	0	50,323.	16,390.	13,101.	224,950.	
	(ii)	0	0	0				
11 CATHERINE MARTENS	(i)	180,843.	9,000.	2,990.	7,669.	10,246.	210,748.	
	(ii)	0	0	0				
12 WALTER MURREN	(i)	162,461.	0	1,320.	14,709.	6,840.	185,330.	
	(ii)	0	0	0				
13 GENA FITZGERALD	(i)	151,613.	0	1,290.	10,397.	15,415.	178,715.	
	(ii)	0	0	0				
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.

HOUSING ALLOWANCE OR RESIDENCE FOR PERSONAL USE

SCHEDULE J, PART I, LINE 1A

A HOUSING ALLOWANCE IN THE AMOUNT OF \$33,000 WAS PROVIDED TO THOMAS KOLSTAD IN HIS ROLE AS THE REGIONAL VICE PRESIDENT FOR USO OPERATIONS IN THE PACIFIC.

TRAVEL FOR COMPANIONS

SCHEDULE J, PART I, LINE 1A

THE PRESIDENT AND CEO OF THE USO MAY BE ACCOMPANIED BY HIS/HER SPOUSE ON OFFICIAL USO BUSINESS IF SPECIFIC BUSINESS PURPOSE IS SUPPORTED.

SPOUSAL/COMPANION/FAMILY TRAVEL BY OTHER EMPLOYEES IS NOT REIMBURSED BY THE USO, UNLESS SPECIFICALLY AUTHORIZED BY THE CEO AND IN COMPLIANCE WITH IRS REGULATIONS. COACH IS THE AUTHORIZED CLASS OF TRAVEL. UPGRADES ARE ALLOWABLE BY EMPLOYEES UNDER THE FOLLOWING CIRCUMSTANCES: 1) THE EMPLOYEE PAYS THE DIFFERENCE IN FARE THEMSELVES OR USES AIR MILES FROM THEIR PERSONAL ACCOUNT. 2) MEDICAL CONDITIONS REQUIRE BUSINESS CLASS TRAVEL. 3) SAFETY, SERVICE AND ENVIRONMENT ARE CLEARLY INFERIOR. 4) BUSINESS CLASS TRAVEL IS ALLOWABLE FOR INTERNATIONAL TRAVEL (TRAVEL OUTSIDE OF YOUR REGIONS) BY ALL STAFF WHEN TOTAL FLIGHT TIME EXCEEDS 6 HOURS.

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.

SEVERANCE PAYMENT OR CHANGE OF CONTROL PAYMENT

SCHEDULE J, PART I, LINE 4A

SEVERANCE IN THE AMOUNT OF \$26,654 WAS PAID TO THOMAS KOLSTAD DUE TO HIS
DEPARTURE IN THE ROLE AS THE REGIONAL VICE PRESIDENT FOR USO OPERATIONS IN
THE PACIFIC.

NON-FIXED PAYMENTS

SCHEDULE J, PART I, LINE 7

THE AMOUNTS SHOWN IN PART II, COLUMN B (II) FOR THE KEY EMPLOYEES WERE
PAID BASED ON 2011 ACHIEVEMENT OF ORGANIZATIONAL GOALS AND OVERALL
INDIVIDUAL CONTRIBUTIONS AND ACCOMPLISHMENTS AND WERE APPROVED BY THE
EXECUTIVE COMMITTEE OF THE BOARD. THE AMOUNT SHOWN PART II, COLUMN B
(II) FOR THE VP, CORPORATE DEVELOPMENT WAS PAID BASED ON PRIOR YEAR
WRITTEN PERFORMANCE PLAN AND APPROVED BY MANAGEMENT.

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

2011

**Open To Public
Inspection**

Name of the organization
UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number
13-1610451

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	X		479,098.	COST/SELLING PRICE
5 Clothing and household goods	X		9,134,649.	COST/SELLING PRICE
6 Cars and other vehicles	X	10.	74,786.	COST/SELLING PRICE
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	44.	896,993.	COST/SELLING PRICE
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	X	3,830.	4,085,675.	COST/SELLING PRICE
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

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?

	Yes	No
30a		X

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

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

31	X	
----	---	--

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

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

b If "Yes," describe in Part II.

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

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

Schedule M (Form 990) (2011)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

QUESTION 32B

THE USO WORKS WITH CAR PROGRAM LLC IN ORDER TO GENERATE FUNDRAISING
REVENUE FROM DONATED VEHICLES. CAR PROGRAM LLC ADMINISTERS THE
ARRANGEMENT FOR: TOWING, RECEIPT DISTRIBUTION, FOLLOW-UP SALES, TITLE
PROCESSING, APPRAISAL (IF REQUIRED), SALE AT AUCTION OR DISMANTLER, AND
DISTRIBUTION OF SALES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

MEMBERS OR STOCKHOLDERS

FORM 990, PART VI, LINE 6

THE MEMBERSHIP OF THE USO SHALL CONSIST OF TWO CLASSES OF MEMBERS: (1)
VOTING MEMBERS CONSISTING OF MEMBERS OF USO'S BOARD OF GOVERNORS DURING
THEIR TERM OF SERVICE AND (2) NON-VOTING MEMBERS CONSISTING OF MEMBERS OF
THE ARMED FORCES OF THE UNITED STATES CURRENTLY ON ACTIVE DUTY;
REPRESENTATIVES, AS MAY BE DESIGNATED BY USO'S BOARD OF GOVERNORS, FROM
THE ORGANIZATIONS SET FORTH IN USO'S CONGRESSIONAL CHARTER, UP TO NINE
PERSONS DESIGNATED BY THE PRESIDENT OF THE UNITED STATES, THEIR TERM OF
MEMBERSHIP BEING CONTERMINOUS WITH SUCH PRESIDENT'S INCUMBENCY; AND ANY
OTHER PERSONS WHO MEET THE CRITERIA ESTABLISHED BY THE BOARD OF GOVERNORS
FOR MEMBERSHIP.

MEMBERS OR STOCKHOLDERS WHO MAY ELECT OR APPOINT

FORM 990, PART VI, LINE 7A

AT THE ANNUAL MEETING, THE VOTING MEMBERS SHALL ELECT MEMBERS OF THE
BOARD OF GOVERNORS AND TAKE SUCH OTHER ACTION AS MAY BE APPROPRIATELY
SUBMITTED TO THEM BY THE BOARD OF GOVERNORS. ELECTION OF THE BOARD OF
GOVERNORS, OR ACTION ON ANY OTHER MATTERS, SHALL BE BY THE AFFIRMATIVE
VOTE OF THE MAJORITY OF VOTING MEMBERS PRESENT IN PERSON OR BY PROXY AND
ENTITLED TO VOTE AT THE MEETING, PROVIDED THOSE PRESENT IN PERSON OR BY
PROXY CONSTITUTE A QUORUM. ADDITIONALLY, UP TO SIX PERSONS APPOINTED BY
THE PRESIDENT OF THE UNITED STATES, THEIR TERM BEING CONTERMINOUS WITH
SUCH PRESIDENT'S INCUMBENCY, MAY SERVE ON THE BOARD OF GOVERNORS.

Name of the organization

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

FORM 990 REVIEW PROCESS

FORM 990, PART VI, LINE 11B

A COPY OF THE DRAFT 990 WAS PROVIDED TO ALL BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES PRIOR TO ITS FILING WITH THE IRS. THE PROCESS WAS CONDUCTED IN APRIL AND MAY 2012. MEETING MINUTES REFLECT THE REVIEW AND DISCUSSION OF THE IRS FORM 990 AT THE FINANCE COMMITTEE MEETING HELD IN MAY. AN OUTSIDE ACCOUNTING FIRM PREPARES AND REVIEWS THE FORM 990.

CONFLICT OF INTEREST POLICY MONITORING & ENFORCEMENT

FORM 990, PART VI, LINE 12C

THE CONFLICT OF INTEREST POLICY IS THE POLICY THAT REQUIRES USO'S GOVERNORS, OFFICERS, AND OTHER EMPLOYEES TO AVOID ANY SITUATION WHICH MAY CONSTITUTE A CONFLICT OF INTEREST, THAT IS, ANY SITUATION WHICH AN INDIVIDUAL USES OR COULD USE HIS OR HER POSITION WITH THE USO FOR PERSONAL GAIN TO AN INDIVIDUAL, MEMBERS OF THE INDIVIDUAL'S FAMILY, OR OTHER ORGANIZATIONS WITH WHOM THE INDIVIDUAL IS AFFILIATED, TO THE ACTUAL OR POTENTIAL DETRIMENT OF THE USO. THE BOARD OF GOVERNORS HAS ESTABLISHED A POLICY WITH REFERENCE TO CONFLICTS OF INTEREST APPLICABLE TO THE BOARD OF GOVERNORS. DISCLOSURE OF POTENTIAL CONFLICTS ARE REVIEWED BY CEO, CFO AND OUTSIDE COUNSEL. ANY INDIVIDUALS THAT HAVE A CONFLICT OF INTEREST ARE PROHIBITED FROM DELIBERATIONS AND VOTING ON A TRANSACTION.

Name of the organization

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

PROCESS FOR DETERMINING COMPENSATION

FORM 990, PART VI, LINE 15A & B

THE COMPENSATION IS ESTABLISHED BY THE USO BOARD OF GOVERNORS AFTER AN INDEPENDENT, OUTSIDE REVIEW OF INDUSTRY SURVEYS, COMPENSATION STUDIES AND OTHER DATA TO ENSURE THAT EXECUTIVE COMPENSATION IS WITHIN THE RANGE OF THAT PAID TO COMPARABLE EXECUTIVES OF COMPARABLE ORGANIZATIONS FOR COMPARABLE SERVICES AND THEREFORE REASONABLE. THESE REVIEWS ARE PERFORMED ON A BIENNIAL BASIS BY AN INDEPENDENT OUTSIDE CONSULTANT FOR THE FOLLOWING POSITIONS: CEO, CFO, SVP ENTERTAINMENT/PROGRAMS, SVP OPERATIONS, SVP EXECUTIVE OFFICE, SVP DEVELOPMENT, SVP MARKETING AND COMMUNICATIONS, SVP HR, AND CHIEF OF STAFF. THE LAST REVIEW WAS PERFORMED IN 2010 FOR ALL POSITIONS LISTED EXCEPT FOR THE CHIEF OF STAFF, AS THIS WAS A NEW POSITION IN 2011.

HOW DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC

FORM 990, PART VI, LINE 19

FINANCIAL STATEMENTS ARE MADE AVAILABLE ON THE USO WEBSITE. THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICIES ARE MADE AVAILABLE UPON REQUEST.

FORM 990, PART VIII, LINE 8C

NET LOSS FROM FUNDRAISING EVENTS

NET INCOME FROM FUNDRAISING EVENTS IS \$1,985,976, OF WHICH \$1,089,537 IS ATTRIBUTABLE TO THE ANNUAL USO GALA. THE PRESENTATION OF NET LOSS FROM FUNDRAISING EVENTS OF \$959,945 AS SHOWN ON PART VIII LN 8C NEEDS ADDITIONAL EXPLANATION DUE TO THE EXCLUSION OF THE PORTION OF GROSS

Name of the organization

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

RECEIPTS THAT ARE CONSIDERED CONTRIBUTIONS. THESE AMOUNTS ARE REPORTED AS FUNDRAISING EVENTS CONTRIBUTIONS ON PART VIII LN 1C. THE CONTRIBUTION PORTION IS CALCULATED AS THE DIFFERENCE BETWEEN THE CONTRIBUTOR'S PAYMENT AND THE RETAIL VALUE OF WHAT IS PROVIDED FROM THE FUNDRAISING EVENT.

FORM 990, PART XI, LINE 5

EXPLANATION OF CHANGES IN NET ASSETS/FUND BALANCES:

UNREALIZED LOSS: -434,101

ATTACHMENT 1FORM 990, PART III - PROGRAM SERVICE, LINE 4C

USO PROGRAMS PROVIDES SUPPORT AND COMFORT THROUGH DISTRIBUTING CARE PACKAGES, ELECTRONIC GAMING, SPORTS/MUSICAL EQUIPMENT AND PERSONAL CARE ITEMS TO DEPLOYED TROOPS AND TROOPS IN REMOTE LOCATIONS. IN 2011, MORE THAN 213,000 CARE PACKAGES, 342 USO2GO BUNDLES, AND 142 HOLIDAY BOXES WERE DELIVERED TO TROOPS INCLUDING THOSE IN REMOTE AREAS OF THE WORLD. PROVIDE CONNECTIVITY WITH FRIENDS AND FAMILY THROUGH A PRIVATE PHONE NETWORK THAT ALLOWS TROOPS TO MAKE FREE CALLS HOME, ACCESS TO COMPUTERS WITH FREE HIGH SPEED INTERNET BANDWIDTH, AND INTERNET ACCESS FOR THEIR OWN COMPUTERS, AS WELL AS, DISTRIBUTE FREE INTERNATIONAL PRE-PAID CALLING CARDS. IN 2011, THE USO SHIPPED PHONE CARDS TO MORE THAN 250 LOCATIONS AROUND THE GLOBE. IN SOUTHWEST ASIA ALONE, MORE THAN 28 MILLION MINUTES WERE LOGGED IN FREE TALK TIME FOR OUR SERVICE MEN AND WOMEN IN 2011. PROVIDE SUPPORT FOR MILITARY CHILDREN TO HELP FAMILIES DEAL WITH THE CHALLENGES OF DEPLOYMENTS AND HOMECOMINGS BY CONNECTING A DEPLOYED PARENT WITH THEIR CHILDREN

Name of the organization UNITED SERVICE ORGANIZATIONS, INC.	Employer identification number 13-1610451
--	--

ATTACHMENT 1 (CONT'D)

BACK HOME THROUGH UNITED THROUGH READING (OVER 60,000 RECORDINGS SENT IN 2011), THROUGH DISTRIBUTION OF WITH YOU ALL THE WAY KITS THAT HELP CHILDREN COPE WITH DEPLOYMENTS AND WHEN A PARENT RETURNS HOME "DIFFERENT" AND OTHER VARIOUS PROGRAMS.

ATTACHMENT 2FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
PROVIDE AWARENESS AND OUTREACH PROGRAMS		14,408,934.	
USO WARRIOR AND FAMILY CARE	229,135.	1,996,119.	
TOTALS	<u>229,135.</u>	<u>16,405,053.</u>	

ATTACHMENT 3FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

ITALY
JAPAN
UNITED ARAB EMIRATES
KOREA, REPUBLIC OF (SOUTH)

ATTACHMENT 4FORM 990, PART VII, COLUMN B - ESTIMATED AVERAGE PER WEEK

<u>NAME AND TITLE</u>	<u>HOURS DEVOTED FOR RELATED ORGANIZATION</u>
JED BECKER DIRECTOR	1.00
PHILIP PARISI TREASURER / CFO	1.50
JENNIFER GIGLIO EXEC BOARD LIAISON SECRETARY	1.00

Name of the organization

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

ATTACHMENT 5

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
WORTH LINEN ASSOCIATES, INC. 535 FIFTH AVE, 31ST FLOOR NEW YORK, NY 10017	DM FUNDRAISER	4,509,500.
VEE CORPORATION 800 LASALLE AVE STE. 1750 MINNEAPOLIS, MN 55402	ENT PRODUCTION	2,204,216.
POLARIS DIRECT 300 TECHNOLOGY DRIVE HOOKSET, NH 03106	PRINTING	2,143,248.
INTERNATIONAL DATA MANAGEMENT 490 WHITE POND DRIVE AKRON, OH 44320	DATA MANAGEMENT	1,556,901.
WILLIAMS WHITTLE ASSOCIATES 711 PRINCESS STREET ALEXANDRIA, VA 22314	MARKETING AGENCY	751,972.
TOTAL COMPENSATION		<u>11,165,837.</u>

**SCHEDULE R
(Form 990)****Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

2011**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**▶ **Attach to Form 990.**▶ **See separate instructions.**

Name of the organization

UNITED SERVICE ORGANIZATIONS, INC.

Employer identification number

13-1610451

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) _____					
(2) _____					
(3) _____					
(4) _____					
(5) _____					
(6) _____					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) USO FOUNDATION 20-8861567 2111 WILSON BLVD, SUITE 1200 ARLINGTON, VA 22201	FOUNDATION	VA	501(C)(3)	11	USO, INC.	X	
(2) _____							
(3) _____							
(4) _____							
(5) _____							
(6) _____							
(7) _____							

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

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)		X
l Performance of services or membership or fundraising solicitations by related organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
n Sharing of paid employees with related organization(s)	X	
o Reimbursement paid to related organization(s) for expenses		X
p Reimbursement paid by related organization(s) for expenses		X
q Other transfer of cash or property to related organization(s)		X
r Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) USO FOUNDATION	M	8,000.	FMV
(2) USO FOUNDATION	N	40,490.	FMV
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) _____													
(2) _____													
(3) _____													
(4) _____													
(5) _____													
(6) _____													
(7) _____													
(8) _____													
(9) _____													
(10) _____													
(11) _____													
(12) _____													
(13) _____													
(14) _____													
(15) _____													
(16) _____													

Schedule R (Form 990) 2011

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).
