

990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2007

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2007, or tax year beginning , 2007, and ending

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label otherwise, print or type. See Specific Instructions	Name of foundation THE STEPHEN CASE FOUNDATION		A Employer identification number 54-1848791
	Number and street (or P O box number if mail is not delivered to street address) 1717 RHODE ISLAND AVENUE, N. W.		Room/suite
	SUITE 700		B Telephone number (see page 10 of the instructions) (202) 419-3100
	City or town, state, and ZIP code WASHINGTON, DC 20036		

H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$	18,095,894.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	(Part I, column (d) must be on cash basis)

C	If exemption application is pending check here	<input type="checkbox"/>
D	1 Foreign organizations, check here	<input type="checkbox"/>
	2 Foreign organizations meeting the 85% test, check here and attach computation	<input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here	<input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B) check here	<input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants etc., received (attach schedule)	5,402,058.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	15,000.	15,000.		STMT 1
4 Dividends and interest from securities	613,180.	613,180.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	119,356.			STMT 3
12 Total Add lines 1 through 11	6,149,594.	628,180.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees etc . .	260,748.			260,748.
14 Other employee salaries and wages	1,136,747.			1,136,747.
15 Pension plans, employee benefits	240,583.			240,583.
16a Legal fees (attach schedule)	157,442.	NONE	NONE	157,442.
b Accounting fees (attach schedule)	9,331.	NONE	NONE	9,331.
c Other professional fees (attach schedule)	1,289,877.			1,289,877.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion . .	13,220.			
20 Occupancy	147,101.			147,101.
21 Travel, conferences, and meetings	203,753.			203,753.
22 Printing and publications	9,895.			9,895.
23 Other expenses (attach schedule)	757,055.	180.		756,875.
24 Total operating and administrative expenses. Add lines 13 through 23	4,225,752.	180.	NONE	4,212,352.
25 Contributions, gifts, grants paid	4,641,062.			4,641,062.
26 Total expenses and disbursements Add lines 24 and 25	8,866,814.	180.	NONE	8,853,414.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . .	-2,717,220.			
b Net investment income (if negative, enter -0-)		628,000.		
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	15,474,789.	12,530,546.	12,530,546.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *		1,000,000.	STMT 8	
		Less allowance for doubtful accounts ▶	750,000.	1,000,000.	1,000,000.	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges STMT 9	17,439.	878.	878.	
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 10	NONE	2,058.	4,530,674.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment - basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment - basis 155,020					
	Less accumulated depreciation (attach schedule) ▶ 121,224	39,803.	33,796.	33,796.		
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,282,031.	13,567,278.	18,095,894.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ STMT 11)	32,217.	34,684.		
23	Total liabilities (add lines 17 through 22)	32,217.	34,684.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	16,249,814.	13,532,594.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE		
	30	Total net assets or fund balances (see page 17 of the instructions)	16,249,814.	13,532,594.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,282,031.	13,567,278.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,249,814.
2	Enter amount from Part I, line 27a	2	-2,717,220.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,532,594.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,532,594.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2006	9,228,548.	17,361,304.	0.531558
2005	7,344,452.	18,267,706.	0.402046
2004	10,248,692.	33,334,800.	0.307447
2003	9,004,709.	39,595,191.	0.227419
2002	17,119,443.	60,959,967.	0.280831
2 Total of line 1, column (d)			2 1.749301
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.349860
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5			4 12,663,068.
5 Multiply line 4 by line 3			5 4,430,301.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,280.
7 Add lines 5 and 6			7 4,436,581.
8 Enter qualifying distributions from Part XII, line 4			8 9,103,414.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,280.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	6,280.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6,280.
6	Credits/Payments		
a	2007 estimated tax payments and 2006 overpayment credited to 2007	6a	6,766.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,766.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	375.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	111.
11	Enter the amount of line 10 to be Credited to 2008 estimated tax	11	111. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ NONE (2) On foundation managers \$ NONE		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers \$ NONE		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DC, VA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5 a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here. ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If you answered "Yes" to 6b, also file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		260,748.	31,690.	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		624,096.	74,559.	NONE

Total number of other employees paid over \$50,000 ☐ 5

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Part VII-A Statements Regarding Activities (continued)

11a	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **WWW.CASEFOUNDATION.ORG**

The books are in care of **SHANNON ROSSER** Telephone no **202-419-3100**

Located at **1717 RHODE ISLAND AVE., NW, SUITE 700 WASHINGTON, DC** ZIP + 4 **20036**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here ☐ N/A ☐ and enter the amount of tax-exempt interest received or accrued during the year **15**

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2007 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2007)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	4b	X

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 15		439,572.

Total number of others receiving over \$50,000 for professional services 2

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 CALVERT FOUNDATION EIN 52-1591398 - LOAN MADE AT BELOW MARKET INTEREST RATE TO SUPPORT THAT FOUNDATION'S SOCIAL ENTERPRISE FUND.	250,000.
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	250,000.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	188,778.
b	Average of monthly cash balances	1b	12,667,129.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,855,907.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,855,907.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	192,839.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,663,068.
6	Minimum investment return. Enter 5% of line 5	6	633,153.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	633,153.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	6,280.
b	Income tax for 2007 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,280.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	626,873.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	626,873.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	626,873.

Part XII Qualifying Distributions (see page 26 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,853,414.
b	Program-related investments - total from Part IX-B	1b	250,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,103,414.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	6,280.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,097,134.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				626,873.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2007				
a From 2002	14,094,687.			
b From 2003	7,027,851.			
c From 2004	8,718,166.			
d From 2005	6,450,239.			
e From 2006	8,682,373.			
f Total of lines 3a through e	44,973,316.			
4 Qualifying distributions for 2007 from Part XII, line 4 ▶ \$				
a Applied to 2006, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)				
d Applied to 2007 distributable amount				626,873.
e Remaining amount distributed out of corpus	8,476,541.			
5 Excess distributions carryover applied to 2007 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	53,449,857.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)	14,094,687.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	39,355,170.			
10 Analysis of line 9				
a Excess from 2003	7,027,851.			
b Excess from 2004	8,718,166.			
c Excess from 2005	6,450,239.			
d Excess from 2006	8,682,373.			
e Excess from 2007	8,476,541.			

Form 990-PF (2007)

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(5)

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT A	N/A		SEE STATEMENT A	4,641,062.
Total ▶ 3a				4,641,062.
b Approved for future payment SEE STATEMENT 16				
Total ▶ 3b				585,934.

Form **990-PF** (2007)


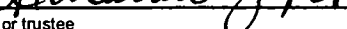
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1		Yes	No
Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge			
	 Signature of officer or trustee		Date 11-6-08	Title CFO
Paid Preparer's Use Only	Preparer's signature 		Date 10-8-2008	Check if self-employed <input type="checkbox"/> Preparer's SSN or PTIN (See Signature on page 30 of the instructions) P00233523
	Firm's name (or yours if self-employed), address, and ZIP code ERNST & YOUNG U. S. LLP P. O. BOX 10647, FEDERAL STATION GREENVILLE, SC 29603			EIN 34-6565596 Phone no 864-242-5740

Form **990-PF** (2007)

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

Schedule of Contributors

OMB No. 1545-0047

2007

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

Name of organization

THE STEPHEN CASE FOUNDATION

Employer identification number

54-1848791

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions)

General Rule -

☒ For organizations 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 Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

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

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Name of organization THE STEPHEN CASE FOUNDATION

Employer identification number

54-1848791

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	STEPHEN M CASE 1717 RHODE ISLAND AVENUE, NW WASHINGTON, DC 20036	\$ 2,058.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	STEPHEN M CASE 1717 RHODE ISLAND AVENUE, NW WASHINGTON, DC 20036	\$ 5,400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

54-1848791

[illegible]

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CALVERT FOUNDATION	15,000.	15,000.
	-----	-----
TOTAL	15,000.	15,000.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DEUTSCHE BANK 5XR-068373	576,875.	576,875.
JP MORGAN	36,305.	36,305.
	-----	-----
TOTAL	613,180.	613,180.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
RENTAL INCOME	119,356.
TOTALS	----- 119,356. =====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES	157,442.			157,442.
	-----	-----	-----	-----
TOTALS	157,442.	NONE	NONE	157,442.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
ACCOUNTING FEES	9,331.			9,331.
TOTALS	9,331.	NONE	NONE	9,331.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
COMMUNICATIONS SERVICES	415,992.	415,992.
GENERAL CONSULTING SUPPORT	409,890.	409,890.
MARKETING SERVICES	108,000.	108,000.
OTHER PROFESSIONAL SERVICES	134,992.	134,992.
TEMPORARY STAFF	39,349.	39,349.
WEB AND TECHNOLOGICAL CONSULT.	181,654.	181,654.
	-----	-----
TOTALS	1,289,877.	1,289,877.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
ADVERTISING AND PROMOTION	228,522.		228,522.
INSURANCE	46,189.		46,189.
INTERACTIVE TECHNOLOGY DEVELOP	285,611.		285,611.
MEMBERSHIP DUES	11,697.		11,697.
MISCELLANEOUS	12,614.		12,614.
OFFICE SUPPLIES	39,896.		39,896.
PAYROLL SERVICES	7,136.		7,136.
POSTAGE AND MAILING	6,156.		6,156.
REPAIRS AND MAINTENANCE	2,242.		2,242.
TELEPHONE/COMMUNICATION	26,537.		26,537.
TRAINING AND RECRUITING	80,446.		80,446.
RECOGNITION (GIFTS/REWARDS)	9,829.		9,829.
WIRE FEES	180.	180.	
	-----	-----	-----
TOTALS	757,055.	180.	756,875.
	=====	=====	=====

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE
=====

BORROWER: CALVERT FOUNDATION 501(C)(3) 52-1591398
ORIGINAL AMOUNT: 500,000.
PURPOSE OF LOAN: SEE PART IX-B

BEGINNING BALANCE DUE 750,000.

ENDING BALANCE DUE 1,000,000.

ENDING FAIR MARKET VALUE 1,000,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 750,000.
=====

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 1,000,000.
=====

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 1,000,000.
=====

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PREPAID 401K FUNDS	NONE	NONE
PREPAID EXPENSES	878.	878.
	-----	-----
TOTALS	878.	878.
	=====	=====

THE STEPHEN CASE FOUNDATION

54-1848791

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
274,420 SHS TIME WARNER INC.	2,058.	4,530,674.
	-----	-----
TOTALS	2,058.	4,530,674.
	=====	=====

FORM 990PF, PART II - OTHER LIABILITIES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----
401K WITHHELD	NONE
TENANT SECURITY DEPOSIT	NONE
FLEXIBLE SAVINGS ACCOUNT	17,885.
MISCELLANEOUS	NONE
DUE TO KPH	16,799.

TOTALS	34,684.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
STEPHEN M CASE 1717 RHODE ISLAND AVENUE, N.W. SUITE 700 WASHINGTON, DC 20036	DIR/CHAIRMAN 1.00	NONE	NONE	NONE
JEAN N CASE 1717 RHODE ISLAND AVENUE, N.W. SUITE 700 WASHINGTON, DC 20036	DIR/PRESIDENT & CEO 40.00	NONE	NONE	NONE
BENJAMIN BINSWANGER 1717 RHODE ISLAND AVENUE, N.W. SUITE 700 WASHINGTON, DC 20036	CHIEF OPERATING OFFICER 40.00	207,502.	22,461.	NONE
JOHN RICHARDSON 1717 RHODE ISLAND AVENUE, N.W. SUITE 700 WASHINGTON, DC 20036	CFO 1.00	NONE	NONE	NONE
SHANNON ROSSER 1717 RHODE ISLAND AVENUE, N.W. SUITE 700	SECRETARY/TREASURER 1.00	NONE	NONE	NONE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
WASHINGTON, DC 20036				
JILL RADEMACHER 1717 RHODE ISLAND AVENUE, N. W. SUITE 700 WASHINGTON, DC 20036	SR. VICE PRESIDENT 40.00	53,246.	9,229.	NONE
JOSEPH RYMAL 1717 RHODE ISLAND AVENUE, N. W. SUITE 700 WASHINGTON, DC 20036	VICE PRESIDENT 1.00	NONE	NONE	NONE
	GRAND TOTALS	260,748.	31,690.	NONE

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
 =====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
NANCY MURPHY 1717 RHODE ISLAND AVENUE, NW SUITE 700 WASHINGTON, DC 20036	SVP, SOCIAL INVEST. 40.00	160,430.	16,063.	NONE
BRIAN SASSCER 1717 RHODE ISLAND AVENUE, NW SUITE 700 WASHINGTON, DC 20036	VP INTERACTIVE STRAT 40.00	143,333.	11,787.	NONE
CHRISTINE FANNING 1717 RHODE ISLAND AVENUE, NW SUITE 700 WASHINGTON, DC 20036	VP PARTNER MARKETING 40.00	118,333.	15,689.	NONE
KARI DUNN 1717 RHODE ISLAND AVENUE, NW SUITE 700 WASHINGTON, DC 20036	MGR SOCIAL INVEST. 40.00	101,000.	14,539.	NONE
ERIC JOHNSON 1717 RHODE ISLAND AVENUE, NW SUITE 700 WASHINGTON, DC 20036	DR. WEB DEVELOPMENT 40.00	101,000.	16,481.	NONE
	TOTAL COMPENSATION	----- 624,096. =====	----- 74,559. =====	----- NONE =====

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
ANSWER BAR, LLC 3380 STYUVESANT PLACE, NW WASHINGTON, DC 20015	CONSULTING	110,000.
CYNTHIA M GIBSON 649 E 14TH STREET #5G NEW YORK, NY 10009	CONSULTING	99,200.
CIVIC ENTERPRISES, LLC 1828 L STREET, NW 11TH FL WASHINGTON, DC 20036	CONSULTING	85,000.
DORN & KLAMP PC 1625 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	CONSULTING	82,372.
MONITOR COMPANY GROUP LP 2 CANAL PARK CAMBRIDGE, MA 02141	CONSULTING	63,000.
TOTAL COMPENSATION		----- 439,572. =====

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

=====

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----	PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
PLAYPUMPS INTERNATIONAL - USA 1717 RHODE ISLAND AVENUE, NW SUITE 700 WASHINGTON, DC 20036	NOT APPLICABLE 509(A)(1)	GENERAL SUPPORT	585,934
		TOTAL CONTRIBUTIONS APPROVED	----- 585,934. =====

**The Stephen Case Foundation
Donations Report
As of December 31, 2007**

Recipient's Name and Address	Tax Exempt Status	Purpose of Grant	2007
Accelerate Brain Cancer Cure, Inc 1717 Rhode Island Avenue, N.W., Suite 700 Washington, D.C 20036	Public Charity 509(a)(1)	In-kind Consulting	15,358
American Red Cross 2025 E Street, W 7th Floor Washington, DC 20006	Public Charity 509(a)(1)	Operating Support	2,115
America's Promise 909 N Washington Street, Suite 400 Alexandria, VA 22314	Public Charity 509(a)(1)	Youth Development	50,000
Arlington Cooperation Foundation (Abebe Bikila Half Marathon) 611 South Ivy Street Arlington, VA 22204	Public Charity 509(a)(1)	Community Development	2,000
Aspen Institute One Dupont Circle, NW, Suite 700 Washington, DC 20036	Public Charity 509(a)(2)	Youth Development	50,000
Aspen Institute (Give an Hour) One Dupont Circle, NW, Suite 700 Washington, DC 20036	Public Charity 509(a)(2)	Community Development	16,000
Aspen Institute One Dupont Circle, NW, Suite 700 Washington, DC 20036	Public Charity 509(a)(2)	Social Enterprise	35,000
Big Brothers Big Sisters of New York City 223 East 30th St New York, NY 10016	Public Charity 509(a)(1)	Youth Development	10,000
Brain Tumor Society (Race for Hope) Greensboro Drive, Ste 1180 McLean, VA 22102	Public Charity 509(a)(1)	Health Care	55,000
Buxton Initiative 1717 Rhode Island Ave, NW, Suite 700 Washington, DC 20036	Public Charity 509(a)(1)	Education	75,000
Buxton Initiative 1717 Rhode Island Ave, NW, Suite 700 Washington, DC 20036	Public Charity 509(a)(1)	In-kind Consulting	8,463
City Year - DC 918 U Street, NW 2nd Floor Washington, DC 20001	Public Charity 509(a)(1)	Youth Development	150,000
City Year - DC 918 U Street, NW 2nd Floor Washington, DC 20001	Public Charity 509(a)(1)	In-kind: Youth Development	7,056
Communities in Schools 277 S Washington St , Suite 210 Alexandria, VA 22314	Public Charity 509(a)(1)	Youth Development	25,000

**The Stephen Case Foundation
Donations Report
As of December 31, 2007**

Recipient's Name and Address	Tax Exempt Status	Purpose of Grant	2007
Conference Board PO Box 4026 Church Street Station New York, NY 10261-4026	Public Charity 509(a)(2)	Community Development	15,000
Corporation for National and Community Service (President's Council on Service and Civic Participation) 1201 New York Ave, NW Washington, DC 20525	Government Unit 26 USC 170(c)1	Community Development	25,000
FRAC/DC Hunger Solutions/SOS 1875 Connecticut Avenue NW, Suite 540 Washington, DC 20009	Public Charity 509(a)(1)	Community Development	25,000
Draper Richards Foundation (Forces for Good Book) 7 Elizabeth Street San Francisco, CA 94110	Private Operating Foundation	Social Enterprise	15,000
Global Giving Foundation 1816 12th St., N W Washington, DC 20009	Public Charity 509(a)(1)	Operating Support; Giving Initiative	15,000
Independent Sector 1200 18th St., N W #200 Washington, DC 20036	Public Charity 509(a)(1)	Community Development	35,000
Investors' Circle 165 - 11th Street San Francisco, CA 94103	Public Charity 509(a)(1)	Education	10,746
Kauai Planning & Action Alliance 3083 Akahi St #204 Lihue, HI 96766	Public Charity 509(a)(1)	Community Development	20,000
Kickstart 2435 Polk Street San Francisco, CA 94109	Public Charity 509(a)(1)	Community Development	150,000
Leadership Kauai 3011 Aukele St Lihue, HI 96766	Public Charity 509(a)(1)	Education	40,233
Malaria No More 432 Park Avenue South, 13th Fl. New York, NY 10016	Public Charity 509(a)(1)	Youth Development	25,000
Mau Economic Development Board, Inc. Development Board, Inc. 590 Lipoa Parkway, Suite 103 Kihei, Hawaii 96753	Public Charity 509(a)(1)	Youth Development	20,000
Millennium Promise 650 Madison Avenue, 23rd Floor New York, NY 10022	Public Charity 509(a)(1)	Community Development	325,000
Mobilizing Americas Youth, Inc. 2105 Martin Luther King Way, 2nd Fl. Berkeley, CA 94704	Public Charity 509(a)(1)	Youth Development	60,000

The Stephen Case Foundation
Donations Report
As of December 31, 2007

Recipient's Name and Address	Tax Exempt Status	Purpose of Grant	2007
MTV THINK MTV Networks 1515 Broadway, 29th Fl New York, NY 10036	Corporation	Expenditure Responsibility Grant Community Development	250,000
Narconon Hawaii 1130 N Nimitz Hwy, Suite C-230 Honolulu, HI 96817	Public Charity 509(a)(1)	Education	10,000
National Conference on Citizenship 1828 L Street, NW, 11th Floor Washington, DC 20036	Public Charity 509(a)(2)	Youth Development	50,000
National Geographic Society 1145 17th Street, NW Washington, DC 20036	Public Charity 509(a)(2)	Education	50,000
Network for Good 7920 Norfolk Ave., Suite 520 Bethesda, MD 20814	Public Charity 509(a)(1)	Operating Support, Giving Initiative	1,120,300
Playpumps International - US 1717 Rhode Island Ave, NW, Suite 700 Washington, DC 20036	Public Charity 509(a)(1)	Community Development	964,488
Playpumps International - US 1717 Rhode Island Ave, NW, Suite 700 Washington, DC 20036	Public Charity 509(a)(1)	In-kind: Consulting	138,198
Points of Light / Hands On Network 1400 I Street NW Washington, DC 20005	Public Charity 509(a)(1)	In-kind: Consulting	18,786
Points of Light / Hands On Network 600 Means Street #110 Atlanta, GA 30318	Public Charity 509(a)(1)	Community Development	262,100
Points of Light Foundation (National Conference on Volunteering and Service) 1400 I Street, NW, Suite 800 Washington, DC 20005	Public Charity 509(a)(1)	Community Development	25,000
Search Institute 615 First Avenue NE, Suite 125 Minneapolis, MN 55413	Public Charity 509(a)(2)	Youth Development	35,000
Share Our Strength (Project Mercy) Riverside Building Asmara Road Addis Ababa, Ethiopia	Public Charity 509(a)(1)	Youth Development	10,000
Social Entrepreneurs Alliance for Change, Inc. (Social Enterprise Alliance) 75 Remittance Dr., Suite. 6504 Chicago, IL 60675-6504	Public Charity 509(a)(1)	Social Enterprise	5,000

The Stephen Case Foundation
Donations Report
As of December 31, 2007

Recipient's Name and Address	Tax Exempt Status	Purpose of Grant	2007
Taproot Foundation 466 Geary St , Suite 200 San Francisco, CA 94102	Public Charity 509(a)(1)	Operating Support	50,000
University of Hawaii Foundation (Sustainable Living Institute of Maui) 2444 Dole Street Honolulu, HI 96822	Foundation	Community Development	100,000
Venture Philanthropy Partners 11600 Sunrise Valley Dr , Suite 300 Reston, VA 20190	Public Charity 509(a)(1)	Community Development	200,000
Washington Regional Association of Grantmakers 1400 16th Street, NW, Suite 740 Washington DC 20036	Public Charity 509(a)(1)	Community Development	5,350
William J Clinton Foundation (Clinton Global Initiative) 610 President Clinton Ave Little Rock, AR 72201	Public Charity 509(a)(1)	Community Development	14,000
World Affairs Council of Northern California (Global Philanthropy Forum) 312 Sutter St , Suite 200 San Francisco, CA 94108	Public Charity 509(a)(2)	Community Development	25,000
Other Miscellaneous: In-Kind Contributions			25,869
Total Contributions, gifts, grants paid:			4,641,062

The Stephen Case Foundation
Expenditure Responsibility Statement
As of December 31, 2007

Pursuant to IRC Regulation 53.4945-5(d)(2), the Stephen Case Foundation provides the following information

Grantee:	MTV THINK MTV Networks 1515 Broadway, 29th Fl. New York, NY 10036
Amount of Grant:	\$250,000
Purpose of grant	The grant will contribute to a platform that serves as a community for social action and philanthropic activity for young people.
Reports	semi-annual reports
Diversions	To the knowledge of the Case Foundation, no funds were diverted to any other activity other than the activity for which the grant was originally made
Verification	The Case Foundation has no reason to doubt the accuracy or reliability of the report from the grantee., therefore, no independent verification was performed.

The Stephen Case Foundation
Depreciation Schedule
December 31, 2007

Description	Date Placed in Service	Life	Cost	Beginning Accu. Dep.	Current Year Depreciation	End Accu. Dep.
Furniture & Fixtures	01/01/2002	7	24,926	18,050	3,368	21,418
**Equipment	12/31/2001	5	124,527	91,600	9,239	100,839
Office Equipment	07/31/2007	5	2,125	-	177	177
Office Equip - CDW	08/28/2007	5	1,516	-	126	126
Office Equip - Dell Marketing LP	08/30/2007	5	1,913	-	159	159
Office Equip - Dell Marketing LP	09/30/2007	5	2,258	-	151	151
Sub-total			157,264	109,650	13,220	122,870
**Partial Disposal			(2,244)			(1,646)
Total			155,020	109,650	13,220	121,224

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer Identification number
	THE STEPHEN CASE FOUNDATION	54-1848791
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	1717 RHODE ISLAND AVENUE, N.W.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	WASHINGTON, DC 20036	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

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

• The books are in the care of **SHANNON ROSSER**

Telephone No **202 419-3100**

FAX No

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is

for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a

list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15/2008**

5 For calendar year **2007**, or other tax year beginning and ending

6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension **ADDITIONAL TIME IS REQUIRED TO OBTAIN**

INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	6,766.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	6,766.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	

Signature and Verification

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

Signature **Lou B. Morgan CPA** Title **Tax Manager** Date **7/10/2008**

Form 8868 (Rev. 4-2008)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).Section 501(c) corporations required to file Form 990-T and requesting an automatic 6-month extension - check this box ☐ and complete Part I only*All other corporations (including 1120-C filers), partnerships, REMCs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for section 501(c) corporations required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of Exempt Organization

THE STEPHEN CASE FOUNDATION

Employer identification number

54-1848791

Number, street, and room or suite no. If a P.O. box, see instructions

1717 RHODE ISLAND AVENUE, N.W.

SUITE 700

City, town or post office, state, and ZIP code. For a foreign address, see instructions

WASHINGTON, DC 20036

Check type of return to be filed (file a separate application for each return)☐ Form 990☐ Form 990-T (corporation)☐ Form 4720☐ Form 990-BL☐ Form 990-T (sec. 401(a) or 408(a) trust)☐ Form 5227☐ Form 990-EZ☐ Form 990-T (trust other than above)☐ Form 6069☒ Form 990-PF☐ Form 1041-A☐ Form 8870

- The books are in the care of ▶ SHANNON ROSSER

Telephone No ▶ 202 419-3100

FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a section 501(c) corporation required to file Form 990-T) extension of time until 08/15, 2008, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2007 or▶ ☐ tax year beginning _____, _____, and ending _____, _____.

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions

3a \$ 6,766.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit

3b \$ 6,766.

c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions

3c \$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2007)