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Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

A For the 2005 calendar year, or tax year beginning **OCT 1, 2005** and ending **SEP 30, 2006**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions	C Name of organization CHANGE TO WIN	D Employer identification number 20-3688367
		Number and street (or P O box if mail is not delivered to street address) Room/suite 1900 L STREET N.W. 900	E Telephone number (202) 721-0660
		City or town, state or country, and ZIP + 4 WASHINGTON, DC 20036	F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ▶
		• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ). H and I are not applicable to section 527 organizations. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) If "Yes," enter number of affiliates ▶ N/A H(c) Are all affiliates included? N/A <input type="checkbox"/> Yes <input type="checkbox"/> No (If "No," attach a list) H(d) Is this a separate return filed by an organization covered by a group ruling? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No I Group Exemption Number ▶ N/A	

G Website: ▶ **WWW.CHANGETOWIN.ORG**

J Organization type (check only one) ▶ 501(c) (5) ◀ (insert no) 4947(a)(1) or 527

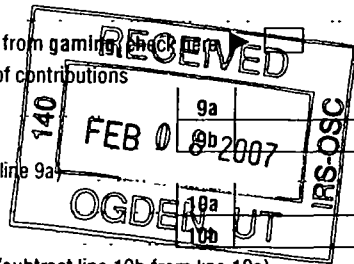
K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **18,135,567.**

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

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1 Contributions, gifts, grants, and similar amounts received				
	a Direct public support	1a			
	b Indirect public support	1b	600,000.		
	c Government contributions (grants)	1c			
	d Total (add lines 1a through 1c) (cash \$ 600,000. noncash \$ _____)	1d			600,000.
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			
	3 Membership dues and assessments	3			17,374,898.
	4 Interest on savings and temporary cash investments	4			160,669.
	5 Dividends and interest from securities	5			
	6 a Gross rents	6a			
	b Less rental expenses	6b			
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c			
7 Other investment income (describe ▶ _____)	7				
8 a Gross amount from sales of assets other than inventory	(A) Securities	8a		(B) Other	
		8b			
		8c			
	d Net gain or (loss) (combine line 8c, columns (A) and (B))	8d			
9 Special events and activities (attach schedule). If any amount is from gaming, check box <input type="checkbox"/>	a Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a			
	b Less direct expenses other than fundraising expenses	9b			
	c Net income or (loss) from special events (subtract line 9b from line 9a)	9c			
10 a Gross sales of inventory, less returns and allowances	b Less cost of goods sold	10a			
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			
	11 Other revenue (from Part VII, line 103)	11			
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12			18,135,567.	
Expenses	13 Program services (from line 44, column (B))	13			
	14 Management and general (from line 44, column (C))	14			
	15 Fundraising (from line 44, column (D))	15			
	16 Payments to affiliates (attach schedule)	16			
	17 Total expenses (add lines 16 and 44, column (A))	17			9,548,432.
18 Excess or (deficit) for the year (subtract line 17 from line 12)	18			8,587,135.	
Assets	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19			0.
	20 Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 1	20			2,498,271.
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21			11,085,406.



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Part II Statement of Functional Expenses

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

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ <u>0</u> - noncash \$ <u>0</u>) If this amount includes foreign grants, check here <input type="checkbox"/>	22			
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25 Compensation of officers, directors, etc.	25 0.			
26 Other salaries and wages	26 396,523.			
27 Pension plan contributions	27 41,096.			
28 Other employee benefits	28 49,106.			
29 Payroll taxes	29 28,915.			
30 Professional fundraising fees	30			
31 Accounting fees	31			
32 Legal fees	32			
33 Supplies	33 177,562.			
34 Telephone	34 57,211.			
35 Postage and shipping	35			
36 Occupancy	36 204,231.			
37 Equipment rental and maintenance	37			
38 Printing and publications	38			
39 Travel	39 222,531.			
40 Conferences, conventions, and meetings	40 1,844,710.			
41 Interest	41			
42 Depreciation, depletion, etc. (attach schedule)	42 22,630.			
43 Other expenses not covered above (itemize):				
a _____	43a			
b _____	43b			
c _____	43c			
d _____	43d			
e _____	43e			
f _____	43f			
g SEE STATEMENT 2	43g 6,503,917.			
44 Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44 9,548,432.			

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

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

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

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

What is the organization's primary exempt purpose? ► <u>SEE STATEMENT 3</u>	Program Service Expenses (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts; but optional for others)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a ORGANIZING ASSISTANCE TO AFFILIATED LABOR ORGANIZATIONS (Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
b CAMPAIGNS TO SUPPORT WORKER RIGHTS AND INTERESTS (Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
c (Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
d (Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
e Other program services (attach schedule) (Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ►	

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year	
Assets	45 Cash - non-interest-bearing		45 8,300,482.	
	46 Savings and temporary cash investments		46	
	47 a Accounts receivable	47a 2,239,677.		
	b Less: allowance for doubtful accounts	47b	47c 2,239,677.	
	48 a Pledges receivable	48a		
	b Less: allowance for doubtful accounts	48b	48c	
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees		50	
	51 a Other notes and loans receivable	51a		
	b Less: allowance for doubtful accounts	51b	51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges		53 307,973.	
	54 Investments - securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54	
	55 a Investments - land, buildings, and equipment: basis	55a		
	b Less: accumulated depreciation	55b	55c	
56 Investments - other		56		
57 a Land, buildings, and equipment: basis	57a 804,864.			
b Less: accumulated depreciation STMT 4	57b 22,630.	57c 782,234.		
58 Other assets (describe <input type="checkbox"/>)		58		
59 Total assets (must equal line 74). Add lines 45 through 58		0 . 59 11,630,366.		
Liabilities	60 Accounts payable and accrued expenses		60 143,574.	
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable		64b	
65 Other liabilities (describe <input type="checkbox"/> SEE STATEMENT 5)		65 401,386.		
66 Total liabilities. Add lines 60 through 65		0 . 66 544,960.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted		0 . 67 11,085,406.	
	68 Temporarily restricted		68	
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)		0 . 73 11,085,406.		
74 Total liabilities and net assets/fund balances. Add lines 66 and 73		0 . 74 11,630,366.		

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)

Table with 4 columns: Question (75a-d), Yes, No. 75a: 10 meetings. 75b: X. 75c: X. 75d: X.

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits

Table with 5 columns: (A) Name and address, (B) Loans and Advances, (C) Compensation, (D) Contributions to employee benefit plans, (E) Expense account and other allowances. Row 1: NONE.

Part VI Other Information (See the instructions.)

Table with 4 columns: Question (76-81b), Yes, No. 76: X. 77: X. 78a: X. 78b: N/A. 79: X. 80a: X. 81a: 0. 81b: X.

Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
	82b		N/A
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?		N/A
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	X	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
85	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?	X	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		X
c	Dues, assessments, and similar amounts from members		85c N/A
d	Section 162(e) lobbying and political expenditures		85d N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		85e N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		85f N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		85g N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		85h N/A
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12		86a N/A
b	Gross receipts, included on line 12, for public use of club facilities		86b N/A
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders		87a N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		87b N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
89 a	501(c)(3) organizations Enter: Amount of tax imposed on the organization during the year under: section 4911 N/A, section 4912 N/A; section 4955 N/A		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		89b N/A
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		N/A
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		N/A
90 a	List the states with which a copy of this return is filed DC		
b	Number of employees employed in the pay period that includes March 12, 2005	90b	0
91 a	The books are in care of THE ORGANIZATION Telephone no. (202) 721-0660 Located at 1900 L STREET N.W., WASHINGTON, DC ZIP + 4 20036		
b	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)? If "Yes," enter the name of the foreign country N/A See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	91b	X
c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country N/A	91c	X
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year	92	N/A

	Yes	No
91b		X
91c		X

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

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					17,374,898.
95 Interest on savings and temporary cash investments			14	160,669.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0.		160,669.	17,374,898.
105 Total (add line 104, columns (B), (D), and (E))					17,535,567.

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

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

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
94	AMOUNTS PAID BY MEMBERS AS CONSIDERATION FOR PROVIDING GOODS, SERVICES OR FACILITIES IN FURTHERANCE OF THE PURPOSE CONSTITUTING THE BASIS FOR THE EXEMPTION OF THE ORGANIZATION.

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

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

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

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

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

Please 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 officer) is based on all information of which preparer has any knowledge.

Signature of officer: *[Signature]* Date: *1/30/07* Type or print name and title: *Scott Hamby - Sec - Treas*

Paid Preparer's Use Only: Preparer's signature: *[Signature]* Date: *1/25/07* Check if self-employed: Preparer's SSN or PTIN: _____

Firm's name (or yours if self-employed), address, and ZIP + 4: CALIBRE CPA GROUP PLLC, 1850 K STREET, N.W., WASHINGTON, DC 20006

EIN: _____ Phone no.: (202) 331-9880

2005 DEPRECIATION AND AMORTIZATION REPORT
 FORM 990 PAGE 2

990

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation
1	FURNITURE AND EQUIPMENT * TOTAL 990 PAGE 2 DEPR	VARIES	VAR	.000	16	804,864.		0.	804,864.	0.	0.	22,630.
						804,864.			804,864.			22,630.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	1
DESCRIPTION		AMOUNT	
TRANSFER FROM CHANGE TO WIN COALITION		2,498,271.	
TOTAL TO FORM 990, PART I, LINE 20		2,498,271.	

FORM 990	OTHER EXPENSES			STATEMENT	2
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING	
PERSONNEL COSTS REIMBURSED TO AFFILIATES	1,915,852.				
PROFESSIONAL AND CONSULTING FEES	1,265,103.				
TECHNOLOGY	250,686.				
OFFICE EXPENSES	270,983.				
CAMPAIGN EXPENSES	1,228,688.				
ADVERTISING	406,650.				
POLLING AND SURVEYS	298,352.				
PUBLICATIONS	284,410.				
CONTRIBUTIONS	74,368.				
OTHER EXPENSES	130.				
AMORTIZATION	3,125.				
TRANSFER TO POLITICAL EDUCATION FUND	505,570.				
TOTAL TO FM 990, LN 43	6,503,917.				

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 3
PART III

EXPLANATION

TO PROMOTE THE INTERESTS OF WORKERS; TO PROMOTE THE COORDINATION, COOPERATION AND COLLECTIVE ACTION OF THE AFFILIATED LABOR ORGANIZATIONS.

FORM 990 DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 4

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND EQUIPMENT	804,864.	22,630.	782,234.
TOTAL TO FORM 990, PART IV, LN 57	804,864.	22,630.	782,234.

FORM 990 OTHER LIABILITIES STATEMENT 5

DESCRIPTION	AMOUNT
DUE TO AFFILIATES	128,713.
ACCRUED SALARIES AND VACATION	41,490.
DEFERRED LEASE INCENTIVE	231,183.
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B	401,386.

FORM 990

PART V-A - LIST OF OFFICERS, DIRECTORS,
TRUSTEES AND KEY EMPLOYEES

STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANNA BURGER 1900 L STREET, NW WASHINGTON DC 20036	CHAIR 10.00	0.	0.	0.
JAMES P. HOFFA 1900 L STREET, NW WASHINGTON DC 20036	LEADERSHIP. COUNCIL MEMBER 2.00	0.	0.	0.
GERALYN LUTTY 1900 L STREET, NW WASHINGTON DC 20036	LEADERSHIP. COUNCIL MEMBER 2.00	0.	0.	0.
DOUGLAS MCCARRON 1900 L STREET, NW WASHINGTON DC 20036	LEADERSHIP. COUNCIL MEMBER 2.00	0.	0.	0.
TERENCE O'SULLIVAN 1900 L STREET, NW WASHINGTON DC 20036	LEADERSHIP. COUNCIL MEMBER 2.00	0.	0.	0.
BRUCE RAYNOR 1900 L STREET, NW WASHINGTON DC 20036	LEADERSHIP. COUNCIL MEMBER 2.00	0.	0.	0.
ARTURO RODRIGUEZ 1900 L STREET, NW WASHINGTON DC 20036	LEADERSHIP. COUNCIL MEMBER 2.00	0.	0.	0.
EDGAR ROMNEY 1900 L STREET, NW WASHINGTON DC 20036	SEC/TREAS 10.00	0.	0.	0.
ANDREW STERN 1900 L STREET, NW WASHINGTON DC 20036	LEADERSHIP. COUNCIL MEMBER 2.00	0.	0.	0.
JOSEPH HANSEN 1900 L STREET, NW WASHINGTON DC 20036	LEADERSHIP. COUNCIL MEMBER 2.00	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V-A		0.	0.	0.