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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 2007 calendar year, or tax year beginning** **OCT 1, 2007** and ending **SEP 30, 2008**

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Termination  
 Amended return  
 Application pending

**C Name of organization**  
**CHANGE TO WIN**  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
**1900 L STREET N.W.** **900**  
 City or town, state or country, and ZIP + 4  
**WASHINGTON, DC 20036**

**D Employer identification number**  
**20-3688367**

**E Telephone number**  
**(202) 721-0660**

**F Accounting method**  Cash  Accrual  
 Other (specify) **▶**

**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 is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

**L Gross receipts:** Add lines 6b, 8b, 9b, and 10b to line 12 **▶ 15,973,103.**

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

**H and I are not applicable to section 527 organizations**  
**H(a)** Is this a group return for affiliates?  Yes  No  
**H(b)** If "Yes," enter number of affiliates **▶ N/A**  
**H(c)** Are all affiliates included? **N/A**  Yes  No (If "No," attach a list.)  
**H(d)** Is this a separate return filed by an organization covered by a group ruling?  Yes  No  
**I Group Exemption Number** **▶ N/A**

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

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

Revenue	<b>1</b> Contributions, gifts, grants, and similar amounts received:			
	<b>a</b> Contributions to donor advised funds	<b>1a</b>		
	<b>b</b> Direct public support (not included on line 1a)	<b>1b</b>		
	<b>c</b> Indirect public support (not included on line 1a)	<b>1c</b>		
	<b>d</b> Government contributions (grants) (not included on line 1a)	<b>1d</b>		
	<b>e Total</b> (add lines 1a through 1d) (cash \$ _____ noncash \$ _____)	<b>1e</b>		<b>0.</b>
	<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93)	<b>2</b>		
	<b>3</b> Membership dues and assessments	<b>3</b>		<b>15,718,877.</b>
	<b>4</b> Interest on savings and temporary cash investments	<b>4</b>		<b>179,965.</b>
	<b>5</b> Dividends and interest from securities	<b>5</b>		
	<b>6 a</b> Gross rents	<b>6a</b>	<b>74,261.</b>	
	<b>b</b> Less: rental expenses	<b>6b</b>		
<b>c</b> Net rental income or (loss). Subtract line 6b from line 6a	<b>6c</b>		<b>74,261.</b>	
<b>7</b> Other investment income (describe _____)	<b>7</b>			
<b>8 a</b> Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
	<b>8a</b>			
	<b>8b</b>			
	<b>8c</b>			
<b>d</b> Net gain or (loss). Combine line 8c, columns (A) and (B)	<b>8d</b>			
<b>9</b> Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	<b>a</b> Gross revenue (not including \$ _____ of contributions reported on line 1b)	<b>9a</b>		
	<b>b</b> Less: direct expenses other than fundraising expenses	<b>9b</b>		
	<b>c</b> Net income or (loss) from special events. Subtract line 9b from line 9a	<b>9c</b>		
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>10a</b>			
	<b>b</b> Less: cost of goods sold	<b>10b</b>		
	<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	<b>10c</b>		
<b>11</b> Other revenue (from Part VII, line 103)	<b>11</b>			
<b>12 Total revenue.</b> Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	<b>12</b>		<b>15,973,103.</b>	
Expenses	<b>13</b> Program services (from line 44, column (B))	<b>13</b>		
	<b>14</b> Management and general (from line 44, column (C))	<b>14</b>		
	<b>15</b> Fundraising (from line 44, column (D))	<b>15</b>		
	<b>16</b> Payments to affiliates (attach schedule)	<b>16</b>		
	<b>17 Total expenses.</b> Add lines 16 and 44, column (A)	<b>17</b>		<b>19,649,918.</b>
<b>18</b> Excess or (deficit) for the year. Subtract line 17 from line 12	<b>18</b>		<b>&lt;3,676,815.&gt;</b>	
Net Assets	<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A))	<b>19</b>	<b>12,318,938.</b>	
	<b>20</b> Other changes in net assets or fund balances (attach explanation)	<b>20</b>	<b>&lt;883,073.&gt;</b>	
	<b>21</b> Net assets or fund balances at end of year. Combine lines 18, 19, and 20	<b>21</b>	<b>7,759,050.</b>	

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SEE STATEMENT 1

SEE STATEMENT 2

SCANNED SEP 22 2009

**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
22a Grants paid from donor advised funds (attach schedule) (cash \$ <u>0</u> . noncash \$ <u>0</u> . If this amount includes foreign grants, check here <input type="checkbox"/> 22a				
22b Other grants and allocations (attach schedule) (cash \$ <u>0</u> . noncash \$ <u>0</u> . If this amount includes foreign grants, check here <input type="checkbox"/> 22b				
23 Specific assistance to individuals (attach schedule) 23				
24 Benefits paid to or for members (attach schedule) 24				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A 25a	0.			
b Compensation of former officers, directors, key employees, etc. listed in Part V-B 25b	0.			
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) 25c				
26 Salaries and wages of employees not included on lines 25a, b, and c 26	3,402,867.			
27 Pension plan contributions not included on lines 25a, b, and c 27	230,495.			
28 Employee benefits not included on lines 25a - 27 28	424,071.			
29 Payroll taxes 29	294,087.			
30 Professional fundraising fees 30				
31 Accounting fees 31				
32 Legal fees 32	436,987.			
33 Supplies 33	92,199.			
34 Telephone 34	195,327.			
35 Postage and shipping 35	34,602.			
36 Occupancy 36	859,064.			
37 Equipment rental and maintenance 37	44,334.			
38 Printing and publications 38	207,087.			
39 Travel 39	1,023,988.			
40 Conferences, conventions, and meetings 40	910,906.			
41 Interest 41				
42 Depreciation, depletion, etc. (attach schedule) 42	84,257.			
43 Other expenses not covered above (itemize)				
a _____ 43a				
b _____ 43b				
c _____ 43c				
d _____ 43d				
e _____ 43e				
f _____ 43f				
g <b>SEE STATEMENT 3</b> 43g	11,409,647.			
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15) 44	19,649,918.			

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? SEE STATEMENT 4

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

b CAMPAIGNS TO SUPPORT WORKER RIGHTS AND INTERESTS

(Grants and allocations \$ ) If this amount includes foreign grants, check here

c

(Grants and allocations \$ ) If this amount includes foreign grants, check here

d

(Grants and allocations \$ ) If this amount includes foreign grants, check here

e Other program services (attach schedule)

(Grants and allocations \$ ) If this amount includes foreign grants, check here

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	
<b>Assets</b>	45 Cash - non-interest-bearing	10,051,458.	45 4,475,464.	
	46 Savings and temporary cash investments		46	
	47 a Accounts receivable	47a 1,422,277.		
	b Less: allowance for doubtful accounts	47b	47c 1,422,277.	
	48 a Pledges receivable	48a		
	b Less: allowance for doubtful accounts	48b	48c	
	49 Grants receivable		49	
	50 a Receivables from current and former officers, directors, trustees, and key employees		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b	
	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	61,427.	53 52,447.	
	54 a Investments - publicly-traded securities	▶ <input type="checkbox"/> Cost <input type="checkbox"/> FMV	54a	
	b Investments - other securities	▶ <input type="checkbox"/> Cost <input type="checkbox"/> FMV	54b	
55 a Investments - land, buildings, and equipment, basis	55a			
b Less: accumulated depreciation	55b	55c		
56 Investments - other	SEE STATEMENT 5	48,179.	56 62,650.	
57 a Land, buildings, and equipment, basis	57a 2,849,407.			
b Less: accumulated depreciation STMT 6	57b 183,690.	762,093.	57c 2,665,717.	
58 Other assets, including program-related investments (describe ▶ )			58	
59 <b>Total assets</b> (must equal line 74) Add lines 45 through 58		13,519,548.	59 8,678,555.	
<b>Liabilities</b>	60 Accounts payable and accrued expenses	390,192.	60 581,203.	
	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 ▶ SEE STATEMENT 7 )		810,418.	65 338,302.
66 <b>Total liabilities.</b> Add lines 60 through 65		1,200,610.	66 919,505.	
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	12,318,938.	67 7,759,050.	
	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 <b>Total net assets or fund balances.</b> Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)		12,318,938.	73 7,759,050.
	74 <b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73		13,519,548.	74 8,678,555.

Form 990 (2007)

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

<b>a</b> Total revenue, gains, and other support per audited financial statements			<b>a</b>	N/A
<b>b</b> Amounts included on line a but not on Part I, line 12:				
<b>1</b> Net unrealized gains on investments	<b>b1</b>			
<b>2</b> Donated services and use of facilities	<b>b2</b>			
<b>3</b> Recoveries of prior year grants	<b>b3</b>			
<b>4</b> Other (specify): _____	<b>b4</b>			
Add lines <b>b1</b> through <b>b4</b>			<b>b</b>	
<b>c</b> Subtract line <b>b</b> from line <b>a</b>			<b>c</b>	
<b>d</b> Amounts included on Part I, line 12, but not on line a:				
<b>1</b> Investment expenses not included on Part I, line 6b	<b>d1</b>			
<b>2</b> Other (specify): _____	<b>d2</b>			
Add lines <b>d1</b> and <b>d2</b>			<b>d</b>	
<b>e</b> Total revenue (Part I, line 12). Add lines <b>c</b> and <b>d</b>			<b>e</b>	

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

<b>a</b> Total expenses and losses per audited financial statements			<b>a</b>	N/A
<b>b</b> Amounts included on line a but not on Part I, line 17:				
<b>1</b> Donated services and use of facilities	<b>b1</b>			
<b>2</b> Prior year adjustments reported on Part I, line 20	<b>b2</b>			
<b>3</b> Losses reported on Part I, line 20	<b>b3</b>			
<b>4</b> Other (specify): _____	<b>b4</b>			
Add lines <b>b1</b> through <b>b4</b>			<b>b</b>	
<b>c</b> Subtract line <b>b</b> from line <b>a</b>			<b>c</b>	
<b>d</b> Amounts included on Part I, line 17, but not on line a:				
<b>1</b> Investment expenses not included on Part I, line 6b	<b>d1</b>			
<b>2</b> Other (specify): _____	<b>d2</b>			
Add lines <b>d1</b> and <b>d2</b>			<b>d</b>	
<b>e</b> Total expenses (Part I, line 17). Add lines <b>c</b> and <b>d</b>			<b>e</b>	

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

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
----- SEE STATEMENT 8 -----		0.	0.	0.
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Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)		Yes	No
75 a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings <span style="float: right;">▶ <u>10</u></span>		
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b	X
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization" If "Yes," attach a statement that includes the information described in the instructions	75c	X
d	Does the organization have a written conflict of interest policy?	75d	X

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

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
NONE				
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Part VI Other Information (See the instructions.)		Yes	No
76	Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	76	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	77	X
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year? <span style="float: right;">N/A</span>	78b	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b	If "Yes," enter the name of the organization ▶ <u>N/A</u> _____ and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81 a	Enter direct and indirect political expenditures (See line 81 instructions) <span style="float: right;">81a <u>0.</u></span>		
b	Did the organization file Form 1120-POL for this year?	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?	82a	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?	83a	X
b Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	83b	N/A
84 a Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	X
85 a 501(c)(4), (5), or (6) Were substantially all dues nondeductible by members?	85a	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.	85b	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 a 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	88a	X
b At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI	88b	X
89 a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under section 4911 <u>N/A</u> ; section 4912 <u>N/A</u> ; section 4955 <u>N/A</u>		
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 <u>0.</u>		
d Enter Amount of tax on line 89c, above, reimbursed by the organization <u>0.</u>		
e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e	X
f All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f	X
g For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? N/A	89g	
90 a List the states with which a copy of this return is filed <u>CA</u>		
b Number of employees employed in the pay period that includes March 12, 2007	90b	50
91 a The books are in care of <u>THE ORGANIZATION</u> Telephone no. <u>(202) 721-0660</u> Located at <u>1900 L STREET N.W., WASHINGTON, DC</u> ZIP + 4 <u>20036</u>		
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 <u>N/A</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	91b	X



**Part VI Other Information** (continued) Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c  Yes  No  
 If "Yes," enter the name of the foreign country ► **CANADA**

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

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

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) 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					15,718,877.
95 Interest on savings and temporary cash investments			14	179,965.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	74,261.	
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.		254,226.	15,718,877.
105 Total (add line 104, columns (B), (D), and (E))					15,973,103.

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

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

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
94	<b>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.</b>

**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).

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

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

Yes	No

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

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

Yes	No

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

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

Yes	No

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

Please Sign Here: *Christopher R Chafe* Signature of officer, Date: 8/17/2009  
 Type or print name and title: Christopher R Chafe Executive Director

Paid Preparer's Use Only: Preparer's signature: *Ann Woodson*, Date: 8/14/09, Check if self-employed:   
 Firm's name (or yours if self-employed), address, and ZIP + 4: CALIBRE CPA GROUP PLLC  
1850 K STREET, N.W.  
WASHINGTON, DC 20006  
 Preparer's SSN or PTIN (See Gen Inst X):    
 EIN:    
 Phone no.: (202) 331-9880

2007 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	Current Year Deduction
	FURNITURE AND EQUIPMENT											
	* TOTAL 990 PAGE 2											
	DEPR											
		VARIES	VAR	.000	16	2849407.		0.	2849407.	99,433.	0.	84,257.
						2849407.			2849407.	99,433.		84,257.

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

(D) - Asset disposed

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FORM 990	RENTAL INCOME	STATEMENT	1
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
	1	74,261.
TOTAL TO FORM 990, PART I, LINE 6A		74,261.

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FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	2
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DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	<32,073.>
TRANSFER TO CHANGE TO POLITICAL EDUCATION FUND	<851,000.>
TOTAL TO FORM 990, PART I, LINE 20	<883,073.>

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FORM 990	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
PERSONNEL COSTS REIMBURSED TO AFFILIATES	1,991,997.			
PROFESSIONAL AND CONSULTING FEES	3,707,439.			
TECHNOLOGY	73,579.			
OFFICE EXPENSES	2,689.			
DUES AND SUBSCRIPTIONS	281,441.			
ADVERTISING	200,479.			
POLITICAL EDUCATION	602,464.			
PUBLICATIONS	194,436.			
CONTRIBUTIONS	2,857,936.			
OTHER EXPENSES	302,543.			
INSURANCE	44,139.			
GRANTS	1,150,505.			
TOTAL TO FM 990, LN 43	11,409,647.			

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FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 4  
PART III

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## EXPLANATION

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

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FORM 990 OTHER INVESTMENTS STATEMENT 5

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DESCRIPTION	VALUATION METHOD	AMOUNT
INVESTMENTS	COST	62,650.
TOTAL TO FORM 990, PART IV, LINE 56, COLUMN B		62,650.

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FORM 990 DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 6

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND EQUIPMENT	2,849,407.	183,690.	2,665,717.
TOTAL TO FORM 990, PART IV, LN 57	2,849,407.	183,690.	2,665,717.

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FORM 990 OTHER LIABILITIES STATEMENT 7

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DESCRIPTION	BEGINNING OF YEAR	END OF YEAR
DUE TO AFFILIATES	394,524.	0.
ACCRUED SALARIES AND VACATION	137,237.	46,143.
DEFERRED LEASE INCENTIVE	278,657.	278,657.
SECURITY DEPOSIT		13,502.
TOTAL TO FORM 990, PART IV, LINE 65	810,418.	338,302.

FORM 990 PART V-A - LIST OF CURRENT OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES STATEMENT 8

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.

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

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.

Name of Exempt Organization: CHANGE TO WIN
Employer identification number: 20-3688367
Number, street, and room or suite no.: 1900 L STREET N.W., NO. 900
City, town or post office, state, and ZIP code: WASHINGTON, DC 20036

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

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 THE ORGANIZATION
Telephone No. 202-721-0660 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 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.

I request an additional 3-month extension of time until AUGUST 15, 2009
For calendar year, or other tax year beginning OCT 1, 2007, and ending SEP 30, 2008
If this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period
State in detail why you need the extension: ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO COMPLETE THE RETURN.

Table with 3 columns: Description, 8a, 8b, 8c. Row 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. Row 8b: If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Row 8c: 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.

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: Glenn Woodson Title: CPA Date: 5/2/09