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**Exempt Organization Business Income Tax Return**  
(and proxy tax under section 6033(e))

**2008**

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury  
Internal Revenue Service

For calendar year 2008 or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

<p><b>A</b> <input type="checkbox"/> Check box if address changed</p> <p><b>B</b> Exempt under section  <input checked="" type="checkbox"/> 501(c)(3)  <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e)  <input type="checkbox"/> 408A <input type="checkbox"/> 530(a)  <input type="checkbox"/> 529(a)</p>	<p>Print or Type</p>	<p>Name of organization ( <input checked="" type="checkbox"/> Check box if name changed and see instructions.)                  UNITED WAY WORLDWIDE                  FORMERLY UNITED WAY OF AMERICA                  Number, street, and room or suite no. If a P.O. box, see page 9 of instructions.                  701 NORTH FAIRFAX STREET                  City or town, state, and ZIP code                  ALEXANDRIA, VA 22314</p>	<p><b>D</b> Employer identification number (Employees' trust, see instructions for Block D on page 9)                  13-1635294</p> <p><b>E</b> Unrelated business activity codes (See instructions for Block E on page 9)                  524298</p>
<p><b>C</b> Book value of all assets at end of year                  110,890,343.</p>	<p><b>F</b> Group exemption number (See instructions for Block F.) ▶</p> <p><b>G</b> Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>		

**H** Describe the organization's primary unrelated business activity. ▶ **EXPLOITED EXEMPT ACTIVITY INCOME**

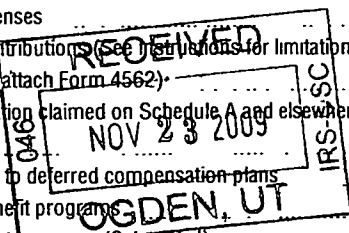
**I** During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?  Yes  No  
 If "Yes," enter the name and identifying number of the parent corporation. ▶

**J** The books are in care of ▶ **ROBERT BERDELLE** Telephone number ▶ **703-836-7100**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales			
b Less returns and allowances <span style="float:right">c Balance ▶</span>	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10	26,250.	19,600.
11 Advertising income (Schedule J)	11		
12 Other income (See instructions; attach schedule.)	12		
13 Total. Combine lines 3 through 12	13	26,250.	19,600.

**Part II Deductions Not Taken Elsewhere** (see instructions for limitations on deductions)  
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	1,176.
20 Charitable contributions (See instructions for limitation rules.)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule)	28	
29 Total deductions. Add lines 14 through 28	29	1,176.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	18,424.
31 Net operating loss deduction (limited to the amount on line 30)	31	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	18,424.
33 Specific deduction (Generally \$1,000, but see instructions for exceptions)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	17,424.



SCANNED DEC 1 6 2009

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization**

(see instructions on page 21)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				
<b>Totals</b>		Enter here and on page 1, Part I, line 9, column (A). 0.		Enter here and on page 1, Part I, line 9, column (B). 0.

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income**

(see instructions on page 21)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols 5 through 7	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1) INSURANCE PROGRAM						
(2) ROYALTIES	26,250.	6,650.	19,600.			
(3)						
(4)						
<b>Totals</b>	Enter here and on page 1, Part I, line 10, col. (A). 26,250.	Enter here and on page 1, Part I, line 10, col. (B). 6,650.				Enter here and on page 1, Part II, line 26 0.

**Schedule J - Advertising Income** (see instructions on page 21)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col 2 minus col 3). If a gain, compute cols. 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals (carry to Part II, line (5))</b>	0.	0.	0.			0.

**Part II Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col 2 minus col 3). If a gain, compute cols. 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) <b>Totals from Part I</b>	0.	0.	0.			0.
<b>Totals, Part II (lines 1-5)</b>	Enter here and on page 1, Part I, line 11, col (A). 0.	Enter here and on page 1, Part I, line 11, col (B). 0.				Enter here and on page 1, Part II, line 27 0.

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions on page 22)

1 Name	2 Title	3 Percent of time devoted to business	4 Compensation attributable to unrelated business
		%	
		%	
		%	
		%	
<b>Total.</b> Enter here and on page 1, Part II, line 14			0.

**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)** (see instr. on pg 19)

**1** Description of property

(1)
(2)
(3)
(4)

2 Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **0.** (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) **0.**

**Schedule E - Unrelated Debt-Financed Income** (See instructions on page 19)

1 Description of debt-financed property	2 Gross income from or allocable to debt-financed property	3 Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)			
(2)			
(3)			
(4)			

4 Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5 Average adjusted basis of or allocable to debt-financed property (attach schedule)	6 Column 4 divided by column 5	7 Gross income reportable (column 2 x column 6)	8 Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		

Totals **0.** Enter here and on page 1, Part I, line 7, column (A) **0.** Enter here and on page 1, Part I, line 7, column (B) **0.**  
 Total dividends-received deductions included in column 8 **0.**

**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (See instructions on page 20)

1 Name of controlled organization	2 Employer identification number	Exempt Controlled Organizations			
		3 Net unrelated income (loss) (see instructions)	4 Total of specified payments made	5 Part of column 4 that is included in the controlling organization's gross income	6 Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

**Nonexempt Controlled Organizations**

7 Taxable income	8 Net unrelated income (loss) (see instructions)	9 Total of specified payments made	10 Part of column 9 that is included in the controlling organization's gross income	11 Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A) **0.** Add columns 8 and 11. Enter here and on page 1, Part I, line 8, column (B) **0.**

Totals **0.**

**Part III Tax Computation**

<b>35 Organizations Taxable as Corporations.</b> See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and: <b>a</b> Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____ <b>b</b> Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____ <b>c</b> Income tax on the amount on line 34	<b>35c</b>	2,614
<b>36 Trusts Taxable at Trust Rates.</b> See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	<b>36</b>	
<b>37 Proxy tax.</b> See instructions	<b>37</b>	
<b>38 Alternative minimum tax</b>	<b>38</b>	
<b>39 Total.</b> Add lines 37 and 38 to line 35c or 36, whichever applies	<b>39</b>	2,614

**Part IV Tax and Payments**

<b>40a Foreign tax credit</b> (corporations attach Form 1118; trusts attach Form 1116)	<b>40a</b>	
<b>b Other credits</b> (see instructions)	<b>40b</b>	
<b>c General business credit.</b> Attach Form 3800	<b>40c</b>	
<b>d Credit for prior year minimum tax</b> (attach Form 8801 or 8827)	<b>40d</b>	
<b>e Total credits.</b> Add lines 40a through 40d	<b>40e</b>	
<b>41 Subtract line 40e from line 39</b>	<b>41</b>	2,614
<b>42 Other taxes.</b> Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	<b>42</b>	
<b>43 Total tax.</b> Add lines 41 and 42	<b>43</b>	2,614
<b>44a Payments:</b> A 2007 overpayment credited to 2008	<b>44a</b>	
<b>b 2008 estimated tax payments</b>	<b>44b</b>	
<b>c Tax deposited with Form 8868</b>	<b>44c</b>	
<b>d Foreign organizations: Tax paid or withheld at source</b> (see instructions)	<b>44d</b>	
<b>e Backup withholding</b> (see instructions)	<b>44e</b>	
<b>f Other credits and payments:</b> <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	<b>44f</b>	
<b>45 Total payments.</b> Add lines 44a through 44f	<b>45</b>	
<b>46 Estimated tax penalty</b> (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	<b>46</b>	104
<b>47 Tax due.</b> If line 45 is less than the total of lines 43 and 46, enter amount owed	<b>47</b>	2,718
<b>48 Overpayment.</b> If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	<b>48</b>	
<b>49 Enter the amount of line 48 you want:</b> Credited to 2009 estimated tax _____ Refunded _____	<b>49</b>	

**Part V Statements Regarding Certain Activities and Other Information** (See instructions on page 18)

<b>1</b> At any time during the 2008 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here _____	Yes	No
<b>2</b> During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see page 5 of the instructions for other forms the organization may have to file _____		X
<b>3</b> Enter the amount of tax-exempt interest received or accrued during the tax year: \$ _____		

**Schedule A - Cost of Goods Sold.** Enter method of inventory valuation  **N/A**

<b>1</b> Inventory at beginning of year	<b>1</b>		<b>6</b> Inventory at end of year	<b>6</b>	
<b>2</b> Purchases	<b>2</b>		<b>7</b> Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	<b>7</b>	
<b>3</b> Cost of labor	<b>3</b>		<b>8</b> Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
<b>4a</b> Additional section 263A costs	<b>4a</b>				X
<b>b</b> Other costs (attach schedule)	<b>4b</b>				
<b>5</b> Total. Add lines 1 through 4b	<b>5</b>				

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

**Sign Here**  
 Signature of officer: Robert Beudelh Date: 11-16-09  
 Title: CFO AND SENIOR VP

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

**Paid Preparer's Use Only**  
 Preparer's signature: Joyce Underwood Date: 11/16/09 Check if self-employed   
 Firm's name (or yours if self-employed), address, and ZIP code: BDO SEIDMAN, LLP  
7101 WISCONSIN AVE., SUITE 800  
BETHESDA MD 20814-4827  
 Preparer's SSN or PTIN: P00022361  
 EIN: 13-5381590  
 Phone no.: (301) 654-4900

FORM 990-T SCHEDULE I - EXPENSES DIRECTLY CONNECTED WITH STATEMENT 1  
 PRODUCTION OF UNRELATED BUSINESS INCOME

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
INSURANCE EXP		6,650.	
- SUBTOTAL -	1		6,650.
TOTAL OF FORM 990-T, SCHEDULE I, COLUMN 3			6,650.

FILING RECEIPT

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ENTITY NAME: UNITED WAY WORLDWIDE

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)  
PROCESS NAME PROVISIONS

COUNTY: NEWY

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FILED:06/30/2009 DURATION:\*\*\*\*\* CASH#:090630000917 FILM #:090630000800

FILER:

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ELLIOT P GREEN ESQ  
LOEB & LOEB LLP  
345 PARK AVENUE  
NEW YORK, NY 10154

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ATTN PATRICIA J TURNER GENERAL COUNSEL  
701 NORTH FAIRFAX STREET  
ALEXANDRIA, VA 22314

REGISTERED AGENT:



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FEEES                    90.00  
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DRAWDOWN                90.00  
OPAL                       0.00  
REFUND                    0.00

NCR-26

090630000800

CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of  
UNITED WAY OF AMERICA

Under Section 803 of the New York State Not-for-Profit  
Corporation Law

The undersigned, William Parrett, Chairman and Arlene Baker, Secretary,  
respectively of United Way of America (the "Corporation"), do hereby certify that:

(1) The name of the Corporation is "United Way of America."

(2) The certificate of incorporation of the Corporation was filed by the  
Department of State on the 10th day of June, 1932. The Corporation was formed under the name  
Community Chest and Councils, Inc.

The Corporation was formed under the Membership Corporation Law of the State  
of New York.

(3) The Corporation is a corporation as defined in subparagraph (a)(5) of  
section 102 of the Not-for-Profit Corporation Law and is a Type B corporation under section 201  
of said law. The Corporation shall hereafter be and remain a Type B corporation under section  
201 of the Not-for-Profit Corporation Law.

(4) Paragraph I of the certificate of incorporation of the Corporation, which  
sets forth the name of the Corporation, is hereby amended to read as follows:

I. The name of the Corporation is: "United Way Worldwide".

NY747520.3  
209848-10001

090630000800



NCR-26

090630000800

lee  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUN 30 2009

TAXS \_\_\_\_\_  
Y: \_\_\_\_\_  
M

CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of  
UNITED WAY OF AMERICA  
Under Section 803 of the Not-for-Profit  
Corporation Law

FILED  
2009 JUN 30 PM 3:31

filed by:

Eliot P. Green, Esq.  
Loeb & Loeb LLP  
345 Park Avenue  
New York, New York 10154

2009 JUN 30 AM 10:10

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209848-10001

Drawdown

717

**JOAN B. CAREY**

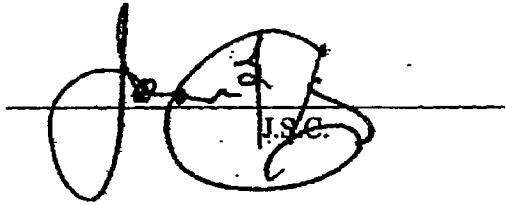
I, \_\_\_\_\_, a Justice of the Supreme Court of the State of

New York for the FIRST Judicial District do hereby approve of the foregoing

Certificate of Amendment of the Certificate of Incorporation of United Way Of America

and consent that the same be filed.

Date: JUN 19 2009

  
\_\_\_\_\_ J.S.C.

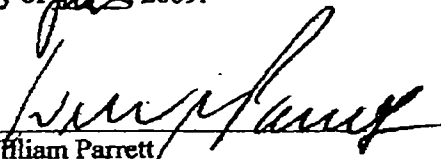
THE ATTORNEY GENERAL HAS NO OBJECTION  
TO THE GRANTING OF JUDICIAL APPROVAL  
HEREON, ACKNOWLEDGES RECEIPT OF  
STATUTORY NOTICE AND DEMANDS SERVICE  
OF THE FILED CERTIFICATE. SAID NO OBJECTION  
IS CONDITIONED ON SUBMISSION OF THE  
MATTER TO THE COURT WITHIN 60 DAYS HEREAFTER.

by Laura Werner

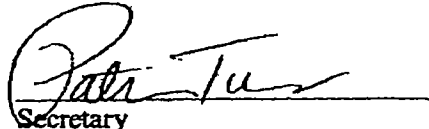
ASSISTANT ATTORNEY GENERAL      DATE

June 15, 2009

IN WITNESS WHEREOF, the undersigned has subscribed this certificate of amendment and affirm the statements herein as true under the penalties of perjury as of the 1 day of June 2009.



William Parrett  
Chairman  
United Way Worldwide  
701 North Fairfax Street  
Alexandria, Virginia 22314



Secretary  
United Way Worldwide  
701 North Fairfax Street  
Alexandria, Virginia 22314

(5) Paragraph V of the certificate of incorporation of the Corporation relating to the territory of operations of the Corporation, is hereby amended to read in its entirety as follows:

V. The territories in which its operations are principally to be conducted are in the United States and worldwide.

(6) This amendment to the certificate of incorporation of the Corporation was authorized by the majority vote of the members of the Corporation who voted in person or by proxy at the Annual Meeting of the Corporation held on May 13, 2009.

(7) Prior to delivery to the Department of State for filing, all approvals or consents required by law, will have been endorsed upon or annexed to this certificate of amendment.

(8) The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the Corporation is: United Way Worldwide, 701 North Fairfax Street, Alexandria, Virginia 22314, Attn: Patricia J. Turner, General Counsel.

**STATE OF NEW YORK**

**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 1, 2009.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

RECEIPT

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ENTITY NAME: UNITED WAY WORLDWIDE

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)

COUNTY: NEWY .

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FILED:06/23/2009 DURATION:\*\*\*\*\* CASH#:090623000766 FILM #:

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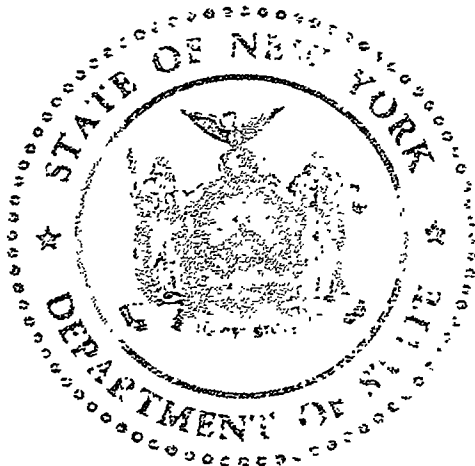
ELIOT P. GREEN, ESQ.  
LOEB & LOEB LLP  
345 PARK AVENUE  
NEW YORK, NY 10154

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REGISTERED AGENT:

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CHECK	0.00
CHARGE	0.00
DRAWDOWN	25.00
OPAL	0.00
REFUND	0.00

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DOS-1025 (04/2007)