



**Part III Statement of Program Service Accomplishments**

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

**1** Briefly describe the organization's mission:

Project HOPE focuses on health education and humanitarian assistance in these primary areas: chronic disease, infectious disease, women's and children's health, disaster relief and health system strengthening. In addition, HOPE supports the areas of focus through donated medicines and medical supplies, as well as volunteer medical assistance. Project HOPE also publishes the world's leading peer-reviewed journal on health policy, Health Affairs.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes," describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O.

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a** (Code: ) (Expenses \$ 243,421,298 including grants of \$ 717,450 ) (Revenue \$ 0 )

HUMANITARIAN ASSISTANCE - The mission of Project HOPE's Humanitarian Assistance program is twofold; provide emergency assistance where disasters strike and strengthen health education programs and facilities with medicines and medical products. While Project HOPE may not be among the first responders to bring medical products to an area affected by a natural or man-made disaster, our strategy is to provide long-term access to vital medicines, supplies and health education, even after the attention of the outside world wanes. HOPE also supports our international health education programs with donated product - items like pharmaceuticals, medical supplies and equipment - supplied by some of the world's leading corporations. These products range from lifesaving antibiotics to sophisticated medical equipment used to teach the latest surgical techniques. Over the course of our history, HOPE has shipped nearly \$2 billion in humanitarian assistance around the world.

**4b** (Code: ) (Expenses \$ 22,124,537 including grants of \$ 1,213,861 ) (Revenue \$ 0 )

HEALTH EDUCATION - Project HOPE helps to educate and train staff necessary to operate hospitals, clinics and community health programs in the poorest regions of the world. Programs range from the training of community health promoters in areas such as primary care, reproductive health, and maternal and children's health, to the establishment of highly specialized, tertiary care postgraduate medical programs in fields such as nursing and health professional continuing education. We use a "train the trainer" methodology in which local health professionals are taught how to teach others what they have learned through HOPE's programs. This approach has resulted in more than 2 million health care workers trained over the course of our history.

**4c** (Code: ) (Expenses \$ 7,795,721 including grants of \$ 88,000 ) (Revenue \$ 0 )

HEALTH POLICY - Project HOPE owns and publishes Health Affairs, the leading journal of health policy and thought research. The peer-reviewed journal appears monthly in print with additional daily online web exclusive materials. Published since 1981, The Washington Post has called Health Affairs the bible of health policy. All papers undergo external peer review and are authored by leading academics from fields that intersect with health policy such as economics, public health, sociology, political science, medicine and nursing, to name a few. Government policymakers and health industry decision makers from the U.S. and around the globe also write for and read the publication and its website. Health Affairs is available via subscription and every article the journal has ever published is available free to online readers from the lowest income nations.

**4d** Other program services (Describe in Schedule O.) See Schedule O, Statement 1  
(Expenses \$ 628,487 including grants of \$ 0 ) (Revenue \$ 0 )

**4e** Total program service expenses **▶** 273,970,043

**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules** *(continued)*

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .		✓
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .		✓
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .	✓	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> . . . . .		✓
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .		✓
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .		✓
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .		✓
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> . . . . .		✓
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .		✓
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .		✓
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .		✓
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .	✓	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .		✓
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .		✓
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .		✓
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .		✓
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .		✓
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .		✓
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .		✓
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .		✓
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	✓	

**Part V** **Statements Regarding Other IRS Filings and Tax Compliance**

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

		Yes	No		
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable . . . . .	<b>1a</b>	71		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable . . . . .	<b>1b</b>	0		
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	<b>1c</b>	✓		
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	<b>2a</b>	194		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? . . . . . <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) . . . . .	<b>2b</b>	✓		
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>3a</b>		✓	
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .	<b>3b</b>			
<b>4a</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)? . . . . .	<b>4a</b>	✓		
<b>b</b>	If "Yes," enter the name of the foreign country: ▶ <u>See Schedule O, Statement 2</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .	<b>5a</b>		✓	
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .	<b>5b</b>		✓	
<b>c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T? . . . . .	<b>5c</b>			
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . . . .	<b>6a</b>		✓	
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	<b>6b</b>			
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>				
<b>a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .	<b>7a</b>	✓		
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	<b>7b</b>	✓		
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .	<b>7c</b>		✓	
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year . . . . .	<b>7d</b>			
<b>e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<b>7e</b>		✓	
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<b>7f</b>		✓	
<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	<b>7g</b>			
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .	<b>7h</b>			
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .	<b>8</b>			
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>				
<b>a</b>	Did the organization make any taxable distributions under section 4966? . . . . .	<b>9a</b>			
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .	<b>9b</b>			
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:				
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12 . . . . .	<b>10a</b>			
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . .	<b>10b</b>			
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:				
<b>a</b>	Gross income from members or shareholders . . . . .	<b>11a</b>			
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . .	<b>11b</b>			
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .	<b>12a</b>			
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .	<b>12b</b>			
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>				
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state? . . . . . <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	<b>13a</b>			
<b>b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . . . .	<b>13b</b>			
<b>c</b>	Enter the amount of reserves on hand . . . . .	<b>13c</b>			
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year? . . . . .	<b>14a</b>		✓	
<b>b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . .	<b>14b</b>			

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year . . . . . <b>1a</b> 30 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent . . . . . <b>1b</b> 29		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .		<input checked="" type="checkbox"/>
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . . . .		<input checked="" type="checkbox"/>
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<input checked="" type="checkbox"/>
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .		<input checked="" type="checkbox"/>
<b>6</b>	Did the organization have members or stockholders? . . . . .		<input checked="" type="checkbox"/>
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .		<input checked="" type="checkbox"/>
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .		<input checked="" type="checkbox"/>
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body? . . . . .	<input checked="" type="checkbox"/>	
<b>b</b>	Each committee with authority to act on behalf of the governing body? . . . . .	<input checked="" type="checkbox"/>	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .		<input checked="" type="checkbox"/>

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

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

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed ► [See Schedule O, Statement 3](#)
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request     Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► [Donald Hill, \(540\)837-2100](#)

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

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

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Mr George B Abercombie	3									
Board Director - Vice Chairman	0	✓					0	0	0	
Mr William F Brandt Jr	3									
Board Director - Treasurer	0	✓					0	0	0	
Mr Richard T Clark	3									
Board Director - Chairman	0	✓					0	0	0	
Mrs Deborah DiSanzo	3									
Board Director	0	✓					0	0	0	
Mr John D Fowler	3									
Board Director	0	✓					0	0	0	
Julie Gerberding MD	3									
Board Director	0	✓					0	0	0	
Jack M Gill PhD	3									
Board Director	0	✓					0	0	0	
Bernard A Harris Jr MD	3									
Board Director	0	✓					0	0	0	
Mr Edward J Ludwig	3									
Board Director	0	✓					0	0	0	
Mr Dennis J Manning	3									
Board Director	0	✓					0	0	0	
Mr Gerhard N Mayr	3									
Board Director	0	✓					0	0	0	
J Michael McQuade PhD	3									
Board Director	0	✓					0	0	0	
Mr Viren Mehta	3									
Board Director	0	✓					0	0	0	
Mr Reynold W Mooney	3									
Board Director	0	✓					0	0	0	

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Mr Walter G Montgomery	3									
Board Director	0	✓					0	0	0	
Ms Phebe Novakovic	3									
Board Director	0	✓					0	0	0	
Mr Dayton Ogden	3									
Board Director - Secretary	0	✓					0	0	0	
Mr Steven B Pfeiffer Esq	3									
Board Director	0	✓					0	0	0	
Admiral Gary Roughead	3									
Board Director	0	✓					0	0	0	
Mr Stephen H Rusckowski	3									
Board Director	0	✓					0	0	0	
Dr Charles A Sanders	3									
Board Director	0	✓					0	0	0	
Mr Curt M Selquist	3									
Board Director	0	✓					0	0	0	
Mr Marshall Smith	3									
Board Director	0	✓					0	0	0	
Louis W Sullivan MD	3									
Board Director	0	✓					0	0	0	
Mr Henri A Termeer	3									
Board Director	0	✓					0	0	0	
Mr Christian Weinrank	3									
Board Director	0	✓					0	0	0	
Ms Karen Welke	3									
Board Director	0	✓					0	0	0	
Dr Peter Wilden	3									
Board Director	0	✓					0	0	0	

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Mr Bradley A J Wilson Board Director	3 0	<input checked="" type="checkbox"/>						0	0	0
John P Howe III MD President & CEO	40 0	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>				712,115	0	26,992
Abul Hashem Vice President New Business Development	40 0			<input checked="" type="checkbox"/>				208,997	0	22,503
Stuart L Myers Senior Vice President	40 0			<input checked="" type="checkbox"/>				252,985	0	17,114
M Miriam Wardak Vice President and Chief HR Officer	40 0			<input checked="" type="checkbox"/>				258,416	0	13,997
Richard A Rumsey Vice President Development and Communications	40 0			<input checked="" type="checkbox"/>				137,516	0	10,810
Donald M Hill Vice President and Chief Financial Officer	40 0			<input checked="" type="checkbox"/>				252,033	0	22,559
Cary Kimble Associate Vice President	40 0			<input checked="" type="checkbox"/>				176,982	0	22,129
Susan Dentzer Vice President for Health Policy-until Apr 2013	40 0			<input checked="" type="checkbox"/>				322,889	0	31,746
Michael D Maves MD Executive Vice President-until May 2013	40 0			<input checked="" type="checkbox"/>				398,016	0	31,428
Frederick E Gerber II Country Director, Iraq/Special Projects	40 0					<input checked="" type="checkbox"/>		193,914	0	19,223
Jane Hiebert-White Executive Publisher	40 0					<input checked="" type="checkbox"/>		190,929	0	24,231
Donald E Metz Executive Editor	40 0					<input checked="" type="checkbox"/>		198,290	0	19,333
Rand F Walton Director Communications-until Feb 2013	40 0					<input checked="" type="checkbox"/>		178,597	0	19,761



**Part VIII Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII.

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b>	Federated campaigns . . . . .	<b>1a</b> 88,657					
	<b>b</b>	Membership dues . . . . .	<b>1b</b> 0					
	<b>c</b>	Fundraising events . . . . .	<b>1c</b> 1,766,598					
	<b>d</b>	Related organizations . . . . .	<b>1d</b> 0					
	<b>e</b>	Government grants (contributions)	<b>1e</b> 9,908,902					
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 271,413,270					
	<b>g</b>	Noncash contributions included in lines 1a-1f: \$	242,088,959					
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . . ▶	283,177,427					
<b>Program Service Revenue</b>			<b>Business Code</b>					
	<b>2a</b>	Subscription Revenue	511120	2,549,657	2,549,657	0		
	<b>b</b>	-----						
	<b>c</b>	-----						
	<b>d</b>	-----						
	<b>e</b>	-----						
	<b>f</b>	All other program service revenue . . . . .	0	0	0	0		
<b>g</b>	<b>Total.</b> Add lines 2a-2f . . . . . ▶	2,549,657						
<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶	740,696	0	0	740,696		
	<b>4</b>	Income from investment of tax-exempt bond proceeds ▶	0	0	0	0		
	<b>5</b>	Royalties . . . . . ▶	426,025	0	0	426,025		
	<b>6a</b>	Gross rents . . . . .	(i) Real	147,458				
			(ii) Personal	0				
			<b>b</b>	Less: rental expenses	197,522	0		
			<b>c</b>	Rental income or (loss)	-50,064	0		
	<b>d</b>	Net rental income or (loss) . . . . . ▶	-50,064	0	0	-50,064		
	<b>7a</b>	Gross amount from sales of assets other than inventory	(i) Securities	8,685,567				
			(ii) Other	23,995				
			<b>b</b>	Less: cost or other basis and sales expenses . . . . .	8,129,823	0		
			<b>c</b>	Gain or (loss) . . . . .	555,744	23,995		
	<b>d</b>	Net gain or (loss) . . . . . ▶	579,739	0	0	579,739		
	<b>8a</b>	Gross income from fundraising events (not including \$ 1,766,598 of contributions reported on line 1c). See Part IV, line 18 . . . . . <b>a</b>	138,348					
	<b>b</b>	Less: direct expenses . . . . . <b>b</b>	351,331					
	<b>c</b>	Net income or (loss) from fundraising events . . ▶	-212,983		0	-212,983		
	<b>9a</b>	Gross income from gaming activities. See Part IV, line 19 . . . . . <b>a</b>		0				
<b>b</b>			Less: direct expenses . . . . . <b>b</b>	0				
<b>c</b>			Net income or (loss) from gaming activities . . ▶	0	0	0	0	
<b>10a</b>	Gross sales of inventory, less returns and allowances . . . . . <b>a</b>		0					
		<b>b</b>	Less: cost of goods sold . . . . . <b>b</b>	0				
		<b>c</b>	Net income or (loss) from sales of inventory . . ▶	0	0	0	0	
<b>Miscellaneous Revenue</b>		<b>Business Code</b>						
<b>11a</b>	-----							
<b>b</b>	-----							
<b>c</b>	-----							
<b>d</b>	All other revenue . . . . .		-14,734	0	0	-14,734		
<b>e</b>	<b>Total.</b> Add lines 11a-11d . . . . . ▶		-14,734					
<b>12</b>	<b>Total revenue.</b> See instructions. . . . . ▶		287,195,763	2,549,657	0	1,468,679		

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	0	0		
<b>2</b> Grants and other assistance to individuals in the United States. See Part IV, line 22	0	0		
<b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	2,019,311	2,019,311		
<b>4</b> Benefits paid to or for members	0	0		
<b>5</b> Compensation of current officers, directors, trustees, and key employees	3,098,727	1,049,712	1,340,983	708,032
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	13,297,002	11,035,098	946,517	1,315,387
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	880,473	700,240	116,158	64,075
<b>9</b> Other employee benefits	1,989,032	1,607,020	207,260	174,752
<b>10</b> Payroll taxes	1,062,124	786,257	145,238	130,629
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management				
<b>b</b> Legal	105,206	38,938	56,990	9,278
<b>c</b> Accounting	298,147	73,193	224,954	0
<b>d</b> Lobbying	0	0	0	0
<b>e</b> Professional fundraising services. See Part IV, line 17	512,632			512,632
<b>f</b> Investment management fees	47,357	0	47,357	0
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	2,469,710	1,213,812	141,253	1,114,645
<b>12</b> Advertising and promotion	143,085	103,856	1,296	37,933
<b>13</b> Office expenses	2,749,724	1,219,340	99,127	1,431,257
<b>14</b> Information technology	1,687,454	1,019,339	233,400	434,715
<b>15</b> Royalties	0	0	0	0
<b>16</b> Occupancy	2,452,582	2,034,305	197,915	220,362
<b>17</b> Travel	2,234,350	1,782,880	81,845	369,625
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings	537,299	483,611	6,162	47,526
<b>20</b> Interest				
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	360,869	308,799	30,486	21,584
<b>23</b> Insurance	381,389	258,985	119,593	2,811
<b>24</b> Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a</b> <u>Medical Equipment and Pharmaceuticals</u>	245,011,807	245,011,807	0	0
<b>b</b> <u>Printing and Artwork</u>	1,732,147	571,978	15,146	1,145,023
<b>c</b> <u>Training</u>	2,320,260	2,317,593	2,464	203
<b>d</b> _____				
<b>e</b> All other expenses	425,914	333,969	25,819	66,126
<b>25</b> <b>Total functional expenses.</b> Add lines 1 through 24e	285,816,601	273,970,043	4,039,963	7,806,595
<b>26</b> <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**

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

		(A)		(B)
		Beginning of year		End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	1,310,206	<b>1</b>	1,324,880
	<b>2</b> Savings and temporary cash investments . . . . .	6,248,559	<b>2</b>	5,674,917
	<b>3</b> Pledges and grants receivable, net . . . . .	10,703,836	<b>3</b>	9,409,771
	<b>4</b> Accounts receivable, net . . . . .	172,355	<b>4</b>	258,728
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .	0	<b>5</b>	0
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L . . . . .	0	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net . . . . .	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use . . . . .	6,460,293	<b>8</b>	12,641,546
	<b>9</b> Prepaid expenses and deferred charges . . . . .	285,569	<b>9</b>	261,442
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 10,884,327		
	<b>b</b> Less: accumulated depreciation . . . . .	10b 6,279,555	4,553,471	<b>10c</b> 4,604,772
	<b>11</b> Investments—publicly traded securities . . . . .	16,600,707	<b>11</b>	16,022,856
	<b>12</b> Investments—other securities. See Part IV, line 11 . . . . .	1,117,920	<b>12</b>	0
	<b>13</b> Investments—program-related. See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 . . . . .	834,584	<b>15</b>	396,089
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	48,287,500	<b>16</b>	50,595,001	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	15,043,490	<b>17</b>	10,992,758
	<b>18</b> Grants payable . . . . .	0	<b>18</b>	0
	<b>19</b> Deferred revenue . . . . .	3,150,234	<b>19</b>	4,592,192
	<b>20</b> Tax-exempt bond liabilities . . . . .	0	<b>20</b>	0
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .	0	<b>21</b>	0
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .	0	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .	116,726	<b>24</b>	54,312
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D . . . . .	2,118,955	<b>25</b>	1,558,060
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	20,429,405	<b>26</b>	17,197,322
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	2,446,333	<b>27</b>	6,492,006
	<b>28</b> Temporarily restricted net assets . . . . .	22,670,560	<b>28</b>	23,886,966
	<b>29</b> Permanently restricted net assets . . . . .	2,741,202	<b>29</b>	3,018,707
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
<b>33</b> Total net assets or fund balances . . . . .	27,858,095	<b>33</b>	33,397,679	
<b>34</b> Total liabilities and net assets/fund balances . . . . .	48,287,500	<b>34</b>	50,595,001	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	287,195,763
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	285,816,601
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	1,379,162
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	27,858,095
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	297,149
<b>6</b>	Donated services and use of facilities	<b>6</b>	0
<b>7</b>	Investment expenses	<b>7</b>	0
<b>8</b>	Prior period adjustments	<b>8</b>	0
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	3,863,273
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	33,397,679

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? . . . If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		✓
<b>b</b>	Were the organization's financial statements audited by an independent accountant? . . . . . If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	✓	
<b>c</b>	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	✓	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .	✓	
<b>b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	✓	

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**Public Charity Status and Public Support**

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

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

<b>Name of the organization</b> PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC	<b>Employer identification number</b> 53-0242962
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? . . . . .	11g(i)	
(ii) A family member of a person described in (i) above? . . . . .	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? . . . . .	11g(iii)	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .	140,443,374	188,629,419	199,606,684	214,063,777	283,177,427	1,025,920,681
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .	0	0	0	0	0	0
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .	0	0	0	0	0	0
<b>4 Total.</b> Add lines 1 through 3 . . . . .	140,443,374	188,629,419	199,606,684	214,063,777	283,177,427	1,025,920,681
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . . . .						345,563,074
<b>6 Public support.</b> Subtract line 5 from line 4.						680,357,607

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4 . . . . .	140,443,374	188,629,419	199,606,684	214,063,777	283,177,427	1,025,920,681
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	1,868,293	1,463,293	1,931,262	1,627,330	1,314,179	8,204,357
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .	0	0	0	0	0	0
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .	0	0	0	0	0	0
<b>11 Total support.</b> Add lines 7 through 10						1,034,125,038
<b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .					12	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . .						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) . . . . .	<b>14</b>	65.79 %
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 . . . . .	<b>15</b>	58.09 %
<b>16a 33 1/3% support test—2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .		<input checked="" type="checkbox"/>
<b>b 33 1/3% support test—2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
<b>17a 10%-facts-and-circumstances test—2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
<b>b 10%-facts-and-circumstances test—2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .		<input type="checkbox"/>

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . .						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . .						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . .						
<b>6 Total.</b> Add lines 1 through 5 . . . .						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . .						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year . . . .						
<b>c</b> Add lines 7a and 7b . . . .						
<b>8 Public support</b> (Subtract line 7c from line 6.) . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 . . . .						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . .						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . .						
<b>c</b> Add lines 10a and 10b . . . .						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . .						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . .						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . .						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) . . . .	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 . . . .	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for <b>2012</b> (line 10c, column (f) divided by line 13, column (f)) . . . .	<b>17</b>	%
<b>18</b> Investment income percentage from <b>2011</b> Schedule A, Part III, line 17 . . . .	<b>18</b>	%
<b>19a 33 1/3% support tests—2012.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization . . . . <input type="checkbox"/>		
<b>b 33 1/3% support tests—2011.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization . . . . <input type="checkbox"/>		
<b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions . . . . <input type="checkbox"/>		



**SCHEDULE D  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization

Employer identification number

**PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC**

**53-0242962**

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year . . . . .		
2 Aggregate contributions to (during year) . . . . .		
3 Aggregate grants from (during year) . . . . .		
4 Aggregate value at end of year . . . . .		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No	

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).  
 Preservation of land for public use (e.g., recreation or education)  Preservation of an historically important land area  
 Protection of natural habitat  Preservation of a certified historic structure  
 Preservation of open space

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

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

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

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

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

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

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

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

(i) Revenues included in Form 990, Part VIII, line 1 . . . . . ▶ \$ 0

(ii) Assets included in Form 990, Part X . . . . . ▶ \$ 1,923,064

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

a Revenues included in Form 990, Part VIII, line 1 . . . . . ▶ \$ 0

b Assets included in Form 990, Part X . . . . . ▶ \$ 0

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

**3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a**  Public exhibition
- b**  Scholarly research
- c**  Preservation for future generations
- d**  Loan or exchange programs
- e**  Other Conference Center

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

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

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

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

**b** If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
<b>1c</b> Beginning balance	
<b>1d</b> Additions during the year	
<b>1e</b> Distributions during the year	
<b>1f</b> Ending balance	

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

**b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
<b>1a</b> Beginning of year balance	2,873,151	4,201,579	3,985,957	4,011,386	3,939,516
<b>b</b> Contributions	277,505	1,006,171	300	0	13,004
<b>c</b> Net investment earnings, gains, and losses	240,669	68,315	504,090	-25,429	58,866
<b>d</b> Grants or scholarships	0	0	0	0	0
<b>e</b> Other expenditures for facilities and programs	231,782	2,402,914	288,768	0	0
<b>f</b> Administrative expenses	0	0	0	0	0
<b>g</b> End of year balance	3,159,543	2,873,151	4,201,579	3,985,957	4,011,386

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

- a** Board designated or quasi-endowment  0 %
- b** Permanent endowment  95.6 %
- c** Temporarily restricted endowment  4.4 %

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

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

	Yes	No
<b>(i)</b> unrelated organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>(ii)</b> related organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>b</b> If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
<b>1a</b> Land	0	602,888	0	602,888
<b>b</b> Buildings	0	4,947,693	2,126,834	2,820,859
<b>c</b> Leasehold improvements	0	144,198	124,818	19,380
<b>d</b> Equipment	0	4,514,433	3,356,701	1,157,732
<b>e</b> Other	0	675,115	671,202	3,913
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				4,604,772

**Part VII Investments—Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other -----		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

**Part VIII Investments—Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes	0	
(2) <b>Gift Annuity Obligations</b>	<b>1,161,971</b>	
(3) <b>Loan Program Obligations</b>	<b>396,089</b>	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	<b>1,558,060</b>	

**2.** FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization’s financial statements that reports the organization’s liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII . . . . .

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .	<b>1</b>	294,956,181
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains on investments . . . . .	<b>2a</b>	297,152
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>	3,200,611
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>	0
<b>d</b>	Other (Describe in Part XIII.) . . . . .	<b>2d</b>	3,713,802
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	7,211,565
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	287,744,616
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b> :		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	0
<b>b</b>	Other (Describe in Part XIII.) . . . . .	<b>4b</b>	-548,853
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	-548,853
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.) . . . . .	<b>5</b>	287,195,763

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements . . . . .	<b>1</b>	289,416,594
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities . . . . .	<b>2a</b>	3,200,611
<b>b</b>	Prior year adjustments . . . . .	<b>2b</b>	0
<b>c</b>	Other losses . . . . .	<b>2c</b>	0
<b>d</b>	Other (Describe in Part XIII.) . . . . .	<b>2d</b>	0
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	3,200,611
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	286,215,983
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	0
<b>b</b>	Other (Describe in Part XIII.) . . . . .	<b>4b</b>	-399,382
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	-399,382
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.) . . . . .	<b>5</b>	285,816,601

**Part XIII Supplemental Information**

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

Schedule D, Part III, Line 4 - Historical landmarks and collections donated to Project HOPE including the Carter Hall estate and multiple historical buildings in Millwood, Virginia. The buildings are located on a large piece of land and the foundation has its headquarters located on the land. Project HOPE also uses the property to provide a conference center.

Schedule D, Part V, Line 4 - Project HOPE's endowments were set-up to provide income for programmatic expenses. There is one endowment to cover the start-up expenses for a Technical Director when enough funds are available. There is an endowment that provides nurse training. There is also an endowment which has no restrictions on the income. The income is used for general support of the organization.

Schedule D, Part X, Line 2 - Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, except on activities unrelated to its exempt purpose. In addition, the Foundation qualifies for the charitable contribution deduction and has been classified as an organization that is not a private foundation. On July 1, 2009, the Foundation adopted the accounting standard on accounting for uncertainty in income taxes, which addresses the determination of whether tax benefits claimed or expected to be claimed

**Part XIII - Supplemental Information (Continued)**

on a tax return should be recorded in the financial statements. Under this guidance, the Foundation may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The guidance on accounting for uncertainty in income taxes also addresses de-recognition, classification, interest and penalties on income taxes, and accounting in interim periods. Management evaluated the Foundation's tax positions and concluded that the Foundation had taken no uncertain tax positions that require adjustment to the financial statements to comply with the provisions of federal, state or local tax authorities for years before 2008.

Schedule D, Part XI, Line 2d - Pension related changes other than net periodic pension cost \$3,863,273, Foreign Currency Loss (\$149,471)

Schedule D, Part XI, Line 4b - Rental Expenses Conference Center (\$197,522) and Gala Expenses (\$351,331)

Schedule D, Part XII, Line 4b - Rental Expenses Conference Center (\$197,522), Foreign Currency Loss \$149,471, Gala Expenses (\$351,331).

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b, 15, or 16.**

▶ **Attach to Form 990. ▶ See separate instructions.**

Name of the organization

**PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC**

Employer identification number

**53-0242962**

**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  **Yes**  **No**

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

**3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) Central America and the Ca	5	44	Program Services	Maternal and Child Heal	91,287,208
(2) East Asia and the Pacific	4	23	Program Services	Chronic Disease, Health	3,166,793
(3) Europe (including Iceland	5	11	Program Services	Health Strengthening Sy	23,480,132
(4) Middle East and North Afri	1	4	Program Services	Health Strengthening Sy	23,067,274
(5) North America (including C	1	7	Program Services	Chronic Disease	1,017,310
(6) Russia and the newly indep	13	80	Program Services	Infectious Disease	87,711,326
(7) South America	1	2	Program Services	Maternal and Child Heal	164,091
(8) South Asia	1	5	Program Services	Chronic Disease, Health	403,850
(9) Sub-Saharan Africa	11	91	Program Services	Infectious Disease, Mat	4,382,631
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
<b>3a</b> Sub-total . . . . .					
<b>b</b> Total from continuation sheets to Part I . . . . .					
<b>c Totals</b> (add lines 3a and 3b)	<b>42</b>	<b>267</b>			<b>234,680,615</b>

**Part II Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

<b>1</b>	<b>(a)</b> Name of organization	<b>(b)</b> IRS code section and EIN (if applicable)	<b>(c)</b> Region	<b>(d)</b> Purpose of grant	<b>(e)</b> Amount of cash grant	<b>(f)</b> Manner of cash disbursement	<b>(g)</b> Amount of non-cash assistance	<b>(h)</b> Description of non-cash assistance	<b>(i)</b> Method of valuation (book, FMV, appraisal, other)
(1)			East Asia and the	Medical staffing a	717,450	wires	0		
(2)			Central America a	Strengthen surgica	48,321	wire or check	0		
(3)			Central America a	Lead efforts direc	37,570	wire or check	0		
(4)			Central America a	Facilitating the i	41,648	wire or check	0		
(5)			Central America a	Renovation of the	6,631	wire or check	0		
(6)			Sub-Saharan Afric	Facilitation of Vi	81,165	wire or check	0		
(7)			Sub-Saharan Afric	Facilitation of Vi	40,625	wire or check	0		
(8)			Sub-Saharan Afric	Facilitation of Vi	106,723	wire or check	0		
(9)			Sub-Saharan Afric	Facilitation of Vi	23,567	wire or check	0		
(10)			Sub-Saharan Afric	Facilitation of Vi	108,031	wire or check	0		
(11)			East Asia and the	Nutrition projects	8,089	wire or check	0		
(12)			East Asia and the	Nutrition projects	100,306	wire or check	0		
(13)			East Asia and the	Nutrition grants	22,649	wire or cash	0		
(14)			East Asia and the	Nutrition projects	8,089	wire or check	0		
(15)			East Asia and the	Nutrition projects	8,089	wire or check	0		
(16)			Sch F, Stmt 1						

**2** Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . **0**

**3** Enter total number of other organizations or entities . . . . . **29**

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) 12 month laboratory fellow	East Asia and the Pac	4	12,000	check	0		
(2) 3 month laboratory fellows	East Asia and the Pac	1	6,000	check	0		
(3) 3 month cardiac fellowship	East Asia and the Pac	2	6,000	check	0		
(4) scholarship for 4 year deg	East Asia and the Pac	1	45,396	check	0		
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

**Part IV Foreign Forms**

- 1** Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* . . . . .  Yes  No
  
- 2** Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* . . . . .  Yes  No
  
- 3** Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* . . . . .  Yes  No
  
- 4** Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* . . . . .  Yes  No
  
- 5** Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* . . . . .  Yes  No
  
- 6** Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* . . . . .  Yes  No

**Part V** Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Schedule F, Part I, Line 2 - Project HOPE establishes budgets for field activities based on program designs, work plans and agreements with program sponsors. Funds are transferred from Project HOPE headquarters to field offices in order to fund field activities based on the approved budgets. Expenditures and program activities are monitored and evaluated against budgets. Appropriate and timely adjustments are made to bring actual activities and expenditures in line with budgets. Project HOPE, being subject to the Office of Management and Budget Circular A-133, "Audits of States, Local Governments and Non-Profit Organizations" monitors award recipient organizations to determine whether award recipient has a) met the audit requirements of Circular A-133, and b) is in compliance with Federal laws and regulations. Foreign award recipient organizations not subject to audit requirements under OMB Circular-133 must complete Project HOPE's Audit Certification and Financial Status Questionnaire. Foreign award recipient organizations must provide Project HOPE with a Data Universal Numbering System number (DUNS). Project HOPE has issued cost reimbursement type grants under contract in Mozambique. The recipient organization provides Project HOPE with a monthly progress report summarizing all project activities and expenditures. Each monthly progress report details the recipient organization's progress on the work plan under the grant and specifies the recipient's proposed work plan for the next period. It is the expectation of the parties that the original scope of work will be completed within the original budget. Detailed monitoring plans, which include site visits by Project HOPE staff, are adhered to and updated annually.

Grants To Organization Outside US

		Cash Grant	Non-Cash Assistance
<b>Region</b>	East Asia and the Pacific	16,179	0
<b>Grant</b>	Nutrition projects		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	East Asia and the Pacific	8,089	0
<b>Grant</b>	Nutrition projects		
<b>Cash Disbursement</b>	wire or cash		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	East Asia and the Pacific	8,089	0
<b>Grant</b>	Nutrition projects		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	East Asia and the Pacific	16,179	0
<b>Grant</b>	Nutrition projects		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	Central America and the Caribbean	9,709	0
<b>Grant</b>	Provide education and psycho-social support for individuals who are disabled.		
<b>Cash Disbursement</b>	Wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	East Asia and the Pacific	35,592	0
<b>Grant</b>	Nutrition projects		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	East Asia and the Pacific	33,011	0
<b>Grant</b>	Epilepsy program planning and technical support		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	Russia and the newly independent States	5,106	0
<b>Grant</b>	Sub-grant program addressed on decreasing stigma and discrimination and work with community on adherence		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	Russia and the newly independent States	5,134	0
<b>Grant</b>	Sub-grant program addressed on decreasing stigma and discrimination and work with community on adherence		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	Russia and the newly independent States	5,631	0
<b>Grant</b>	Sub-grant program addressed on decreasing stigma and		

	discrimination and work with community on adherence		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	Russia and the newly independent States	5,174	0
<b>Grant</b>	Sub-grant program addressed on decreasing stigma and discrimination and work with community on adherence		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	Russia and the newly independent States	5,011	0
<b>Grant</b>	Sub-grant program addressed on decreasing stigma and discrimination and work with community on adherence		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	Russia and the newly independent States	70,311	0
<b>Grant</b>	Food parcels for the support of TB patients		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			
<b>Region</b>	Russia and the newly independent States	51,058	0
<b>Grant</b>	In charge of DOTS trainings for TB doctors and TB nurses; trainings of PHC doctors & PHC nurses in TB control		
<b>Cash Disbursement</b>	wire or check		
<b>Non-Cash Assistance</b>			
<b>Valuation</b>			

**SCHEDULE G  
(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization

**PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC**

Employer identification number

**53-0242962**

**Part I**

**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.  
Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a**  Mail solicitations
  - b**  Internet and email solicitations
  - c**  Phone solicitations
  - d**  In-person solicitations
  - e**  Solicitation of non-government grants
  - f**  Solicitation of government grants
  - g**  Special fundraising events
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  **Yes**  **No**
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
<b>1</b> See Schedule G, Part IV, Statement 1						
<b>2</b>						
<b>3</b>						
<b>4</b>						
<b>5</b>						
<b>6</b>						
<b>7</b>						
<b>8</b>						
<b>9</b>						
<b>10</b>						
<b>Total</b> . . . . . ▶				<b>4,852,555</b>	<b>397,971</b>	<b>4,454,584</b>

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

All States

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		<b>Annual Gala</b> (event type)	(event type)	(total number)	
Revenue	<b>1</b> Gross receipts . . . . .	1,904,943			1,904,943
	<b>2</b> Less: Contributions . . . . .	1,766,598			1,766,598
	<b>3</b> Gross income (line 1 minus line 2) . . . . .	138,345			138,345
Direct Expenses	<b>4</b> Cash prizes . . . . .	3,310			3,310
	<b>5</b> Noncash prizes . . . . .	0			0
	<b>6</b> Rent/facility costs . . . . .	9,576			9,576
	<b>7</b> Food and beverages . . . . .	145,701		0	145,701
	<b>8</b> Entertainment . . . . .	11,910		0	11,910
	<b>9</b> Other direct expenses . . . . .	180,834			180,834
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) . . . . . ▶				( 351,331 )
<b>11</b> Net income summary. Combine line 3, column (d), and line 10 . . . . . ▶				-212,986	

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	<b>1</b> Gross revenue . . . . .				
Direct Expenses	<b>2</b> Cash prizes . . . . .				
	<b>3</b> Noncash prizes . . . . .				
	<b>4</b> Rent/facility costs . . . . .				
	<b>5</b> Other direct expenses . . . . .				
	<b>6</b> Volunteer labor . . . . .	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) . . . . . ▶				( )
	<b>8</b> Net gaming income summary. Combine line 1, column d, and line 7 . . . . . ▶				

**9** Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_

**a** Is the organization licensed to operate gaming activities in each of these states? . . . . .  Yes  No

**b** If "No," explain: \_\_\_\_\_

\_\_\_\_\_

**10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .  Yes  No

**b** If "Yes," explain: \_\_\_\_\_

\_\_\_\_\_



Form: Schedule G

Page: 1

Line Number: Part I Line 2b

**Fundraiser Activity Information**

Name and Address	Activity	C1	Gross Receipts	C2	C3
Malchow Adams and Hussey 1600 Arlington Boulevard Suite 300 Arlington, VA 22209	Direct Mail - House, Sustainer and Prospect Fundraising	No	4,852,555	344,396	4,508,159
The Sharpe Group 8700 Trail Lake Drive Suite 222 Memphis, TN 38125	Consultant for Planned Giving Fundraising	No	0	53,575	-53,575
<b>Total:</b>			<b>4,852,555</b>	<b>397,971</b>	<b>4,454,584</b>

C1 = Fundraiser control of funds?

C2 = Amount paid to (or retained by) fundraiser

C3 = Amount paid to (or retained by) organization

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service  
Name of the organization

**Compensation Information**  
For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees  
▶ Complete if the organization answered "Yes" to Form 990,  
Part IV, line 23.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

**PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC**

Employer identification number

**53-0242962**

**Part I Questions Regarding Compensation**

	Yes	No
<b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input checked="" type="checkbox"/> Discretionary spending account <input checked="" type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<b>b</b> If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain . . . . .	<b>1b</b> ✓	
<b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? . . . . .	<b>2</b> ✓	
<b>3</b> Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
<b>4</b> During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: <b>a</b> Receive a severance payment or change-of-control payment? . . . . . <b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . . <b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? . . . . . If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.	<b>4a</b> ✓	<b>4b</b> ✓ <b>4c</b> ✓
<b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5–9.</b>		
<b>5</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: <b>a</b> The organization? . . . . . <b>b</b> Any related organization? . . . . . If "Yes" to line 5a or 5b, describe in Part III.	<b>5a</b>	<b>5b</b> ✓
<b>6</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: <b>a</b> The organization? . . . . . <b>b</b> Any related organization? . . . . . If "Yes" to line 6a or 6b, describe in Part III.	<b>6a</b>	<b>6b</b> ✓
<b>7</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III . . . . .	<b>7</b> ✓	
<b>8</b> Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III . . . . .		<b>8</b> ✓
<b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? . . . . .		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation reported as deferred in prior Form 990	
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
1	John P Howe III MD, President & CEO	(i)	592,115	120,000	0	17,500	11,858	741,473	0
		(ii)	0	0	0	0	0	0	0
2	Abul Hashem, Vice President New Business Development	(i)	198,997	10,000	0	8,257	16,199	233,453	0
		(ii)	0	0	0	0	0	0	0
3	Stuart L Myers, Senior Vice President	(i)	237,985	15,000	0	17,114	1,957	272,056	0
		(ii)	0	0	0	0	0	0	0
4	M Miriam Wardak, Vice President and Chief HR Officer	(i)	235,736	22,680	0	13,874	2,081	274,371	0
		(ii)	0	0	0	0	0	0	0
5	Richard A Rumsey, Vice President Development and Communications, beginning	(i)	137,516	0	0	1,313	10,768	149,597	0
		(ii)	0	0	0	0	0	0	0
6	Donald M Hill, Vice President and Chief Financial Officer	(i)	239,533	12,500	0	8,313	16,160	276,506	0
		(ii)	0	0	0	0	0	0	0
7	Cary Kimble, Associate Vice President	(i)	171,982	5,000	0	12,686	10,810	200,478	0
		(ii)	0	0	0	0	0	0	0
8	Susan Dentzer, Vice President for Health Policy-until Apr 2013	(i)	301,822	21,067	0	17,500	16,203	356,592	0
		(ii)	0	0	0	0	0	0	0
9	Michael D Maves MD, Executive Vice President	(i)	367,808	30,208	0	17,500	15,885	431,401	0
		(ii)	0	0	0	0	0	0	0
10	Frederick E Gerber II, Country Director, Iraq/Special Projects	(i)	193,914	0	0	5,904	14,750	214,568	0
		(ii)	0	0	0	0	0	0	0
11	Jane Hiebert-White, Executive Publisher	(i)	185,929	5,000	0	10,060	15,582	216,571	0
		(ii)	0	0	0	0	0	0	0
12	Donald E Metz, Executive Editor	(i)	193,290	5,000	0	13,978	6,768	219,036	0
		(ii)	0	0	0	0	0	0	0
13	Rand F Walton, Director Communications-until Feb 2013	(i)	178,597	0	0	5,515	15,650	199,762	0
		(ii)	0	0	0	0	0	0	0
14		(i)							
		(ii)							
15		(i)							
		(ii)							
16		(i)							
		(ii)							

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Schedule J, Part I, Line 1a - Discretionary Spending Account - The executive officers at Project HOPE receive a monthly auto allowance. The income is treated as taxable income and included in the total compensation. Housing Allowance or Residence for Personal use - The President and CEO receives a monthly housing allowance as part of his comprehensive compensation package. This income is treated as taxable compensation and included in the total compensation. On an irregular basis, it is necessary for the Foundation to provide housing facilities for certain employees, including the executive officers. Such housing is provided for the convenience of the Foundation at The Project Health Sciences Education Center when it is necessary for employees to be at the Center at irregular hours.

Schedule J, Part I, Line 3 - Project HOPE's Management Development and Compensation Committee of the Board establishes the overall compensation philosophy for the organization including the relation of base salaries and total compensation to market and the components of total compensation. Additionally, it establishes the organizational and individual performance goals for the Chief Executive Officer. Annually, the said Committee reviews the performance of the Chief Executive Officer and recommends any compensation changes. At the same frequency, the Management Development and Compensation Committee oversee all aspects of compensation provided to other executives to ensure compliance with the intermediate sanctions provisions of the Internal Revenue Code. The Committee further prepares regular reports disclosing committee actions and recommendations to the full Board of Directors in performing their duties related to the determination of officer compensation, the Management Development and Compensation Committee relies on support from an independent external compensation consultant who has been engaged by the Committee. Overall, the Committee follows standard protocols and intermediate sanctions guidelines which include the three procedural requirements for earning the presumption of reasonableness: 1. Compensation actions are approved in advance by the Management Development and Compensation committee members, none of whom have a conflict of interest with respect to the proposed actions. 2. The board or committee obtains or relies upon appropriate data as the comparability of the compensation or fair market value of the consideration, and 3. The committee documents the basis for its determination adequately and contemporaneously.

Schedule J, Part I, Line 4 - The Executive Vice President received a severance payment at the end of his employment.

Schedule J, Part I, Line 7 - Officers are eligible to receive bonuses based on percent completion of their annual operating objectives. These bonuses are not fixed and may change based upon the level of performance of individual officers.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2012**

**Open To Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

▶ Complete if the organizations answered "Yes" on Form  
990, Part IV, lines 29 or 30.  
▶ Attach to Form 990.

Name of the organization

Employer identification number

**PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC**

**53-0242962**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art . . . . .				
2 Art—Historical treasures . . . . .				
3 Art—Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities—Publicly traded . . . . .	✓	36	1,056,497	Fair Market Value
10 Securities—Closely held stock . . . . .				
11 Securities—Partnership, LLC, or trust interests . . . . .				
12 Securities—Miscellaneous . . . . .				
13 Qualified conservation contribution—Historic structures . . . . .				
14 Qualified conservation contribution—Other . . . . .				
15 Real estate—Residential . . . . .				
16 Real estate—Commercial . . . . .				
17 Real estate—Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .	✓	50	242,088,959	Avg Wholesale Price
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ▶ ( _____ )				
26 Other ▶ ( _____ )				
27 Other ▶ ( _____ )				
28 Other ▶ ( _____ )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . . . **29** **0**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? . . . . .		✓
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? . . . . .	✓	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .		✓
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

# Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

Employer identification number

53-0242962

Form 990, Part VI, Section B, Line 11b - A copy of Project HOPE's final form 990 (including required schedules), to be filed with the IRS, was provided to the Board of Director's Chair of the Audit Committee. Before this review the 990 was also reviewed by all of Project HOPE's executive officers. The 990 was prepared by staff and reviewed by the organization's tax accountant. Each member of the Board of Directors receives a copy of the 990 before the form is submitted to the IRS.

Form 990, Part VI, Section B, Line 12c - At the time of hire, all staff is notified of Project HOPE's Conflict of Interest policy and have the obligation to disclose any perceived or real area of potential or actual conflict of interest. At least annually, all staff must acknowledge a re-statement of compliance. Subsequent to hire, and for the duration of their employment with Project HOPE, all employees are obligated to disclose any area of potential or actual conflict of interest. The members of the Board of Directors are also required to submit a signed conflict of interest questionnaire annually.

Form 990, Part VI, Section B, Line 15 - Project HOPE's Management Development and Compensation Committee of the Board establishes the overall compensation philosophy for the organization including the relation of base salaries and total compensation to market and the components of total compensation. Additionally, it establishes the organizational and individual performance goals for the Chief Executive Officer. Annually, the said Committee reviews the performance of the Chief Executive Officer and recommends any compensation changes. At the same frequency, the Management Development and Compensation Committee oversee all aspects of compensation provided to other executives to ensure compliance with the intermediate sanctions provisions of the Internal Revenue Code. The Committee further prepares regular reports disclosing committee actions and recommendations to the full Board of Directors in performing their duties related to the determination of officer compensation, the Management Development and Compensation Committee relies on support from an independent external compensation consultant who has been engaged by the Committee. Overall, the Committee follows standard protocols and intermediate sanctions guidelines which include the three procedural requirements for earning the presumption of reasonableness: 1. Compensation actions are approved in advance by the Management Development and Compensation committee members, none of whom have a conflict of interest with respect to the proposed actions. 2. The board or committee obtains or relies upon appropriate data as the comparability of the compensation or fair market value of the consideration, and 3. The committee documents the basis for its determination adequately and contemporaneously.

Form 990, Part VI, Section C, Line 19 - Project HOPE's governing documents and conflict of interest policies are available upon request. The annual report is available on Project HOPE's website [www.projecthope.org](http://www.projecthope.org). The financials are also available upon request.

Form 990, Part XI, Line 9 - Pension related changes other than net periodic pension cost \$3,863,273

**Other Program Services Accomplishments**

Activity Code	Description	Expense	Grants	Revenue
	<p>VOLUNTEER EFFORTS - In 1958, Project HOPE was founded through the efforts of dedicated volunteers to promote world peace, increase cooperation, and improve lives through personal, people to people interactions around the globe. This humble yet heroic beginning, with the dedication and commitment of staff and volunteers, continues to inspire our organization for the future. Today, volunteers continue to play a vital role at Project HOPE working alongside staff members to jointly reach these goals. For more than 50 years, we have facilitated the expression of global compassion and generosity through volunteer engagement. We encourage this teamwork so that we can deliver the best services possible to our valued stakeholders. With a database of over 8,000 applicants, we offer a rich talent pool of diverse, skilled persons to ultimately help others help themselves, as we believe people working together through voluntary participation is essential for building and maintaining community and civil society. In 2012 alone, we delivered over 64,000 hours of professional volunteer outreach, valued at over \$3 million dollars in donated service.</p>	628,487	0	0
<b>Total:</b>		<b>628,487</b>	<b>0</b>	<b>0</b>

Name Of Foreign Country

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**Name**

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- Armenia
- Bosnia-Herzegovina
- China
- Dominican Republic
- Egypt
- Czech Republic
- Haiti
- Honduras
- Hungary
- Indonesia
- India
- Kyrgyzstan
- Kazakhstan
- Malawi
- Macedonia
- Mexico
- Mozambique
- Nicaragua
- Peru
- Poland
- Romania
- Russia
- South Africa
- Thailand
- Tajikistan
- Turkmenistan
- Ukraine
- Uzbekistan
- Namibia

Form: 990

Page: 6

Line Number: Part VI Section C Line 17

States Where Copy Of Return Is Filed

States

AL

AR

AZ

CA

FL

GA

HI

IL

KS

KY

LA

MA

MD

ME

MI

MN

MO

MS

NC

ND

NH

NJ

NM

NY

OH

OK

OR

PA

RI

SC

TN

UT

VA

WA

WI

WV