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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 07-01-2010 and ending 06-30-2011

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
Operation Smile Inc

Doing Business As

Number and street (or P O box if mail is not delivered to street address)
6435 Tidewater Drive

Room/suite

City or town, state or country, and ZIP + 4
Norfolk, VA 23509

D Employer identification number
54-1460147

E Telephone number
(757) 321-7645

G Gross receipts $ 48,824,548

F Name and address of principal officer
William P Magee Jr DDS MD
6435 Tidewater Drive
Norfolk, VA 23509

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ http //www operationsmile org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1987

M State of legal domicile VA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
OPERATION SMILE, INC PROVIDES FREE SURGERIES AND TRAINS DOCTORS AROUND THE WORLD TO TREAT BOTH CHILDREN AND ADULTS BORN WITH FACIAL DEFORMITIES, SUCH AS CLEFT LIP AND CLEFT PALATE

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	10
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	7
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	**5**	137
6	Total number of volunteers (estimate if necessary)	**6**	5,000
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	40,497,601	47,580,994
9	Program service revenue (Part VIII, line 2g)	476,362	858,386
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	927	29,007
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-406,333	-509,717
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	40,568,557	47,958,670
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	3,149,653	3,304,093
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	6,537,499	7,716,888
16a	Professional fundraising fees (Part IX, column (A), line 11e)	3,759,508	2,159,171
b	Total fundraising expenses (Part IX, column (D), line 25) ▶15,733,658		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	24,726,446	30,166,721
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	38,173,106	43,346,873
19	Revenue less expenses Subtract line 18 from line 12	2,395,451	4,611,797

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	25,259,253	30,674,043
21	Total liabilities (Part X, line 26)	4,970,950	5,774,825
22	Net assets or fund balances Subtract line 21 from line 20	20,288,303	24,899,218

Part II Signature Block

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

Sign Here

****** 2012-05-07
Signature of officer Date

WILLIAM P MAGEE JR DDS MD CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed ▶☐	PTIN
Firm's name ▶ KPMG LLP				Firm's EIN ▶
Firm's address ▶ 1676 INTERNATIONAL DRIVE MCLEAN, VA 22102				Phone no ▶ (703) 286-8000

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

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

SEE SCHEDULE O

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 exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 $ 12,484,511 including grants of $ 1,053,735) (Revenue $ 683,051)

MEDICAL MISSIONS AND TREATMENT OPERATION SMILE PROVIDES FREE, SAFE RECONSTRUCTIVE SURGERY FOR CHILDREN AND YOUNG ADULTS SUFFERING FROM CLEFTS TREATMENT IS DELIVERED IN SOME OF THE MOST REMOTE REGIONS OF THE WORLD BY LOCAL AND INTERNATIONAL MEDICAL VOLUNTEERS DURING SURGICAL PROGRAMS, AS WELL AS THROUGH 12 OPERATION SMILE COMPREHENSIVE CARE CENTERS THAT PROVIDE YEAR-ROUND PATIENT CARE OVER ITS 30-YEAR HISTORY, THE ORGANIZATION HAS PERFORMED OVER 2 MILLION COMPREHENSIVE HEALTHCARE EVALUATIONS AND 200,000 SURGERIES IN THE LAST FISCAL YEAR, OPERATION SMILE HOSTED 164 SURGICAL PROGRAMS IN 124 SITES AROUND THE WORLD - INCLUDING 31 NEW SURGICAL SITES IN SOME OF THE POOREST REGIONS OF THE WORLD - AND PROVIDED 18,086 FREE SURGERIES FOR CHILDREN AND YOUNG ADULTS, AS WELL AS 300,000 COMPREHENSIVE HEALTHCARE EVALUATIONS NEARLY 60% OF THOSE SURGERIES WERE PERFORMED BY IN-COUNTRY LOCAL MEDICAL VOLUNTEERS THE ORGANIZATION ALSO CONDUCTED OVER 17,000 POST-OPERATIVE SURGICAL EVALUATIONS` TO ENSURE OUR PATIENTS ARE HEALING PROPERLY AND TO EVALUATE IF FURTHER CARE IS NEEDED LAST YEAR, THE INTERNATIONAL MEDICAL VOLUNTEERS PROVIDED OVER 300,000 HOURS OF FREE CARE FOR OPERATION SMILE'S PATIENTS AT THE GLOBAL COMPREHENSIVE CARE CENTERS, OVER 57,000 HEALTHCARE EVALUATIONS WERE CONDUCTED LAST FISCAL YEAR, AND 19% OF THE ORGANIZATION'S SURGERIES WERE PERFORMED IN THESE CARE CENTERS IN ADDITION TO SURGICAL CARE, THE SERVICES OFFERED IN THESE CARE CENTERS INCLUDE POST-OPERATIVE CARE, COUNSELING, SPEECH THERAPY, DENTISTRY, ORTHODONTICS, NUTRITION AS WELL AS ONGOING TRAINING AND EDUCATION FOR FAMILIES RESIDING WITHIN THE U S , OPERATION SMILE OFFERS A RANGE OF CONSULTANCY SERVICES THROUGH ITS U S CARE NETWORK LAST YEAR, OPERATION SMILE WORKED WITH AND PROVIDED GUIDANCE FOR 98 U S CARE NETWORK CASES IN ADDITION, OPERATION SMILE PROVIDED FREE SURGERIES FOR 8 CHILDREN THROUGH OUR WORLD CARE PROGRAM, WHICH HELPS PATIENTS WHO HAVE MUCH MORE COMPLICATED DISFIGUREMENTS THAN CAN BE TREATED DURING MEDICAL MISSIONS FINALLY, OPERATION SMILE'S BURNS DIVISION HELPS PATIENTS SUFFERING FROM BURN INJURIES, WHO ENDURE MANY HARDSHIPS FUNCTIONALLY AND PSYCHOLOGICALLY OPERATION SMILE HOSTED THREE BURN MISSIONS IN VIETNAM AND INDIA THIS PAST YEAR, GIVING THESE PATIENTS MOBILITY AND NEW LIVES

4b (Code) (Expenses $ 12,366,934 including grants of $ 2,250,358) (Revenue $ 175,335)

EDUCATION AND SUSTAINABILITY PUBLIC EDUCATION AND RESEARCH OPERATION SMILE IS DEDICATED TO RAISING AWARENESS OF THE LIFE-THREATENING ISSUE OF CLEFTS, AS WELL AS PROVIDING LASTING SOLUTIONS THAT ALLOW CHILDREN TO BE HEALED REGARDLESS OF FINANCIAL STANDING OPERATION SMILE ADVOCATES FOR SAFE SURGERY AS A GLOBAL HEALTH PRIORITY THROUGH PARTNERSHIP WITH LEADING MEDICAL INSTITUTIONS AND OTHER NONPROFIT ORGANIZATIONS AROUND THE WORLD TO RESEARCH THE CAUSE OF CLEFTING, OPERATION SMILE ENGAGES IN PARTNERSHIPS SO WE CAN WORK TOWARD REDUCING THE INCIDENCE OF CLEFTS FOR EXAMPLE, OPERATION SMILE PILOTED THE INTERNATIONAL FAMILY STUDY TO EXAMINE GENETIC CHARACTERISTICS OF CLEFTS TO EDUCATE THE PUBLIC AND GLOBAL COMMUNITIES ABOUT THE ISSUES SURROUNDING CLEFTS, OPERATION SMILE CONDUCTS ONGOING COMMUNICATIONS TO CREATE A GREATER AWARENESS FOR THE GLOBAL NEED, AS WELL AS DELIVERS MESSAGES THAT PROVIDE INFORMATION AND GUIDANCE FOR FAMILIES ON HOW TO PREVENT CLEFTS AND WHAT STEPS TO TAKE WHEN A CHILD IS BORN WITH A CLEFT OPERATION SMILE HAS MOBILIZED HUNDREDS OF THOUSANDS OF MEDICAL, COMMUNITY AND STUDENT VOLUNTEERS WORLDWIDE TO HELP US EDUCATE THE PUBLIC ABOUT THE CLEFT CAUSE MORE THAN 900 STUDENT CLUBS AND ASSOCIATIONS IN OVER 50 COUNTRIES CHANNEL THEIR COMPASSION AND ENERGIES TO HELP EDUCATE OTHERS WHILE BUILDING CORE VALUES OF LEADERSHIP AND VOLUNTEERISM, LEARNING FIRSTHAND HOW THEY CAN CREATE AN IMPACT IN THE WORLD AND HELP HEAL HUMANITY TRAINING AND BUILDING SUSTAINABILITY OPERATION SMILE CONTINUALLY ADVANCES ITS MISSION TO BUILD A SELF-SUFFICIENT GLOBAL HEALTH NETWORK FOR THE TREATMENT OF CLEFTS WE DO THIS BY TRAINING LOCAL DOCTORS AROUND THE WORLD TO GIVE THEM THE HIGHLY-SPECIALIZED SKILLS NEEDED TO PROVIDE TREATMENT FOR THE BACKLOG OF CHILDREN ALREADY SUFFERING FROM CLEFTS, AND FOR THOSE BABIES WHO ARE BORN EVERY DAY WITH THIS TRAGIC FACIAL DEFORMITY IN ADDITION, THE ORGANIZATION DONATES CRUCIAL MEDICAL EQUIPMENT AND SUPPLIES, DEVELOPS PUBLIC/PRIVATE PARTNERSHIPS, AND HELPS FACILITATE THE CREATION OF GLOBAL, IN-COUNTRY FOUNDATIONS THAT STRENGTHEN LOCAL DEVELOPMENT, RAISE FUNDS AND AWARENESS AS WELL AS COORDINATE SURGICAL PROGRAMS OPERATION SMILE HAS ALSO ESTABLISHED 12 GLOBAL COMPREHENSIVE CARE CENTERS DESIGNED TO PROVIDE YEAR-ROUND CARE AND TRAIN MEDICAL VOLUNTEERS TO HELP INCREASE IN-COUNTRY CAPACITY THROUGH PARTNERSHIPS WITH THE AMERICAN HEART ASSOCIATION, AS WELL AS LEADING MEDICAL AND TEACHING INSTITUTIONS, MEDICAL PROFESSIONALS FROM DEVELOPING COUNTRIES RECEIVE MEDICAL EDUCATION AND TRAINING THROUGH OPERATION SMILE SPONSORED CONFERENCES, SEMINARS, WORKSHOPS AND EXCHANGES TO ENSURE THAT SURGERIES ARE PERFORMED UNDER THE SAFEST CONDITIONS, OPERATION SMILE CERTIFIES AND TRAINS INTERNATIONAL MEDICAL PERSONNEL IN THE AMERICAN HEART ASSOCIATION'S (AHA) LIFE SUPPORT PROGRAM SINCE BECOMING AN INTERNATIONAL TRAINING ORGANIZATION (ITO) OF THE AHA, OPERATION SMILE HAS AWARDED 14,092 AHA LIFE SUPPORT CERTIFICATIONS IN TOTAL IN A RECENT SURVEY OF PREVIOUS LIFE SUPPORT TRAINING PARTICIPANTS, MORE THAN 85% OF RESPONDENTS SAID THEY HAD SAVED A LIFE WITH THE SKILLS THEY LEARNED THROUGH THIS TRAINING STUDENT PROGRAMS TO OPERATION SMILE, STUDENTS OFFER THE ENERGY AND PASSION NECESSARY TO SPARK THE RIPPLE EFFECT FOR CHANGE OVER 900 STUDENT CLUBS AND ASSOCIATIONS IN MORE THAN 50 COUNTRIES - FROM GRADE SCHOOLS TO UNIVERSITIES - USE THEIR COMPASSION AND SELFLESSNESS TO HELP CHANGE CHILDREN'S LIVES OPERATION SMILE'S STUDENT PROGRAMS OFFER YOUTH A UNIQUE OPPORTUNITY TO UNDERSTAND THE IMPORTANCE OF GIVING BACK TO THEIR COMMUNITIES AND THE WORLD, AND HELP THEM DEVELOP THE SKILLS NECESSARY TO DO SO FOR EXAMPLE, HUNDREDS OF HIGH SCHOOL STUDENTS FROM AROUND THE WORLD VOLUNTEER ON OPERATION SMILE'S SURGICAL PROGRAMS EVERY YEAR, PROVIDING EDUCATION ON BURN CARE AND PREVENTION, ORAL REHYDRATION THERAPY, DENTAL HYGIENE, AND NUTRITION TO INFORM LOCAL POPULATIONS OF BASIC HEALTHCARE THAT ULTIMATELY IMPROVES QUALITY OF LIFE LOCAL IN-COUNTRY STUDENTS ALSO VOLUNTEER DURING SURGICAL PROGRAMS TO SERVE AS TRANSLATORS AND HELP ENTERTAIN AND SOOTHE PATIENTS DURING SCREENING AND IN THE RECOVERY WARDS EACH YEAR, OPERATION SMILE ALSO HOSTS THE INTERNATIONAL STUDENT DEVELOPMENT LEADERSHIP CONFERENCE WHERE STUDENTS LEARN ABOUT LEADERSHIP, CHARACTER DEVELOPMENT, TEAM BUILDING, AND CELEBRATE CULTURAL DIVERSITY IN 2011, ALMOST 800 STUDENTS FROM 23 COUNTRIES TRAVELED TO CHINA WHERE THEY GAINED A BETTER UNDERSTANDING OF GLOBAL CULTURES AND DEVELOPED THEIR SKILLS AS FUTURE PHILANTHROPIC LEADERS

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ $ 24,851,445

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	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? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	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			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
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? *If "Yes," complete Schedule D, Part VII.*	11b		No
c	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? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	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? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e		No
f	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)? *If "Yes," complete Schedule D, Part X.*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	Yes	
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Parts I and IV*	14b	Yes	
15	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 U S ? *If "Yes," complete Schedule F, Parts II and IV*	15	Yes	
16	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 U S ? *If "Yes," complete Schedule F, Parts III and IV*	16	Yes	
17	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? *If "Yes," complete Schedule G, Part I (see instructions)*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**		No
22	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? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	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? *If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
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? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	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)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	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? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	**35**		No
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☐ **Yes** ☑ **No**			
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	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? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

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
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	45		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c Yes	
2a	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	2a	137		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a	No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b	
4a	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)?			4a Yes	
b	If "Yes," enter the name of the foreign country ▶ ET , IT , VM See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			5c	
6a	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?			6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b	
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	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?			7a Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h	
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?			9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b	
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O			13a	
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	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a	No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b	

Part VI **Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 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
1a	Enter the number of voting members of the governing body at the end of the tax year 1a 10			
b	Enter the number of voting members included in line 1a, above, who are independent 1b 7			
2	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?	2	Yes	
3	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? . .	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . .	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	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	9		No

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a	Yes	
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	Yes	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	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?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ AL , AK , AZ , AR , CA , CO , CT , DE , DC , FL , GA , HI , IL , KS , KY , ME , MD , MA , MI , MN , MS , MO , NH , NJ , NM , NY , ND , OH , OK , OR , PA , RI , SC , TN , UT , WA , WV , WI

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

TERESA KRAUS
6435 TIDEWATER DRIVE
Norfolk, VA 23509
(757) 321-7645

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, and **current** key employees 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 (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(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			
(1) William P Magee JrDDSMD CEO & Director	40 0	X		X				306,250	0	22,245
(2) Kathleen S MageeMSWMEd President & Director	40 0	X		X				0	0	0
(3) Felipe Encinales TREASURER & DIRECTOR	1 0	X		X				0	0	0
(4) Jeremy Greenhalgh Director	1 0	X						0	0	0
(5) Cindy Hensley McCain Director	1 0	X						0	0	0
(6) William R Fox CHAIRMAN/DIRECTOR	25 0	X		X				0	0	0
(7) Randy Sherman MD CMO & Director	30 0	X		X				0	0	0
(8) Donald Trump Jr Director	1 0	X						0	0	0
(9) Robert James Boyd III Director	1 0	X						0	0	0
(10) Gary Loh Director	1 0	X						0	0	0
(11) Chai Patel MD Director	1 0	X						0	0	0
(12) Alberto Motta Director	1 0	X						0	0	0
(13) CARL TRELEAVEN DIRECTOR	6 0	X						0	0	0
(14) JOE KAINZ DIRECTOR	1 0	X						0	0	0
(15) Howard Unger COO	40 0			X				235,000	27,500	31,876
(16) Jillian Stanley VP, Finance	40 0			X				119,583	0	15,196

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(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			
(17) TERESA KRAUS SENIOR VP FINANCE	40 0			X				0	0	0
(18) Ellen Agler SENIOR VP, INTL PROGRAMS	40 0				X			140,000	0	17,034
(19) Kyla Shawyer Sr VP, Response Marketing	40 0				X			156,944	0	13,938
(20) Lisa Jardanhazy VP, STRATEGIC PSHIPS & CR	40 0					X		122,677	0	12,351
(21) Kristie Magee Porcaro VP, US Develop & Global Pships	40 0					X		112,867	0	15,062
(22) Yvonne Wray Sr Director, Major Gifts	40 0					X		101,125	0	10,502
1b Sub-Total . . . . . ▶										
c Total from continuation sheets to Part VII, Section A . . . . ▶										
d Total (add lines 1b and 1c) . . . . . ▶								1,294,446	27,500	138,204

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 8

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
Russ Reid 14384 Collections Center Drive CHICAGO, IL 60693	Fundraising Counsel	3,319,322
Mafco Italia SRL SEDE LEGALE VIA NERA N4/8 ROME, 0 00199 IT	Program Management	168,894
ALEJANDRO CONTI TENIENTE OVIEDO 2430 ASUNCION, 0 PA	Program Management	108,333

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 3

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns . . 1a	272,366				
	b Membership dues 1b					
	c Fundraising events 1c	3,491,165				
	d Related organizations . . . 1d					
	e Government grants (contributions) 1e					
	f All other contributions, gifts, grants, and similar amounts not included above 1f	43,817,463				
	g Noncash contributions included in lines 1a-1f $	6,284,303				
	h **Total.** Add lines 1a-1f . . . . . ▶		47,580,994			
Program Service Revenue		Business Code				
	2a YOUTH CONFERENCES	611600	175,335	175,335		
	b MISSION ADMISSION	624200	683,051	683,051		
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a–2f . . . . . ▶		858,386			
	3 Investment income (including dividends, interest and other similar amounts) . . . . . ▶		5,156			5,156
	4 Income from investment of tax-exempt bond proceeds . . ▶		0			
	5 Royalties . . . . . ▶		0			
		(i) Real	(ii) Personal			
	6a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) . . . . . ▶					
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	64,184				
	b Less cost or other basis and sales expenses	40,333				
	c Gain or (loss)	23,851				
	d Net gain or (loss) . . . . . ▶		23,851			23,851
Other Revenue	8a Gross income from fundraising events (not including $ 3,491,165 of contributions reported on line 1c) See Part IV, line 18 . . . a	277,028				
	b Less direct expenses . . . b	825,545				
	c Net income or (loss) from fundraising events . . ▶		-548,517			-548,517
	9a Gross income from gaming activities See Part IV, line 19 . a					
	b Less direct expenses . . . . . b					
	c Net income or (loss) from gaming activities . . . ▶		0			
	10a Gross sales of inventory, less returns and allowances . a					
	b Less cost of goods sold . . b					
	c Net income or (loss) from sales of inventory . . ▶		0			
	Miscellaneous Revenue	Business Code				
	11a CURRENCY GAIN	900099	38,310			38,310
	b MISCELLANEOUS	900099	490			490
	c					
	d All other revenue					
	e **Total.** Add lines 11a–11d . . . . . ▶		38,800			
	12 **Total revenue.** See Instructions . . . ▶		47,958,670	858,386	0	-480,710

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) but are not required to complete columns (B), (C), and (D).

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
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	529	529		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	3,303,564	3,303,564		
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	904,419	361,500	250,000	292,919
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	259,134	112,957	2,948	143,229
7	Other salaries and wages	5,097,947	2,594,864	547,256	1,955,827
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	430,866	218,491	47,050	165,325
9	Other employee benefits	556,102	301,978	72,118	182,006
10	Payroll taxes	468,420	230,206	58,978	179,236
a	Fees for services (non-employees) Management	168,894		168,894	
b	Legal	166,861		166,861	
c	Accounting	122,895		122,895	
d	Lobbying	60,787		60,787	
e	Professional fundraising services *See Part IV, line 17*	2,159,171			2,159,171
f	Investment management fees	6,797		6,797	
g	Other	2,316,838	2,183,920	132,918	
12	Advertising and promotion	1,129,268	317,795	96,129	715,344
13	Office expenses	6,418,273	5,252,722	425,343	740,208
14	Information technology	119,533	98,229	7,953	13,351
15	Royalties	0			
16	Occupancy	414,593	307,588	40,770	66,235
17	Travel	4,061,117	3,570,792	171,156	319,169
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	273,327	240,414	11,524	21,389
20	Interest	7,747	4,711	1,330	1,706
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	370,616	219,587	118,917	32,112
23	Insurance	98,059	67,539	18,156	12,364
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	FUNDRAISING EXPENSES	8,699,568			8,699,568
b	PUBLIC EDUCATION	5,430,034	5,217,043	212,991	
c	OTHER MISSION EXPENSES	209,667	209,324	53	290
d	OTHER EXPENSES	91,847	37,692	19,946	34,209
e					
f	All other expenses				
25	**Total functional expenses.** Add lines 1 through 24f	43,346,873	24,851,445	2,761,770	15,733,658
26	**Joint costs.** Check here ▶ ☑ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	14,624,984	6,002,297	441,451	8,181,236

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		7,947,761	1	5,080,241
	2	Savings and temporary cash investments		5,259,316	2	5,387,246
	3	Pledges and grants receivable, net		3,461,969	3	5,540,385
	4	Accounts receivable, net			4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	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) Schedule L			6	
	7	Notes and loans receivable, net		349,574	7	571,929
	8	Inventories for sale or use		6,548,582	8	6,731,518
	9	Prepaid expenses and deferred charges		90,707	9	1,171,529
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 9,731,741			
	b	Less accumulated depreciation	10b 3,659,517	1,514,624	10c	6,072,224
	11	Investments—publicly traded securities		83,048	11	118,971
	12	Investments—other securities See Part IV, line 11		3,672	12	0
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11			15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		25,259,253	16	30,674,043
Liabilities	17	Accounts payable and accrued expenses		4,815,720	17	4,937,150
	18	Grants payable			18	
	19	Deferred revenue		151,558	19	837,675
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		3,672	25	0
	26	**Total liabilities.** Add lines 17 through 25		4,970,950	26	5,774,825
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		15,924,564	27	16,471,344
	28	Temporarily restricted net assets		4,363,739	28	8,427,874
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		20,288,303	33	24,899,218
	34	Total liabilities and net assets/fund balances		25,259,253	34	30,674,043

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	47,958,670
2	Total expenses (must equal Part IX, column (A), line 25)	2	43,346,873
3	Revenue less expenses Subtract line 2 from line 1	3	4,611,797
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	20,288,303
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-882
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	24,899,218

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 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	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☑ Separate basis ☐ Consolidated basis ☐ Both consolidated and separated basis			
3a	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?	3a		No
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 . .	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Operation Smile Inc

Employer identification number
54-1460147

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 331/3% 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 331/3% 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 - Other

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 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? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support
Total									

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	21,809,994	31,381,451	33,081,817	40,497,601	47,580,994	174,351,857
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	21,809,994	31,381,451	33,081,817	40,497,601	47,580,994	174,351,857
5 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)						9,709,041
6 **Public Support.** Subtract line 5 from line 4						164,642,816

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	21,809,994	31,381,451	33,081,817	40,497,601	47,580,994	174,351,857
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	234,419	264,909	131,302	37,721	5,156	673,507
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						175,025,364

12	Gross receipts from related activities, etc (See instructions)	12	2,448,096

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

14	Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	14	94 068 %
15	Public Support Percentage for 2009 Schedule A, Part II, line 14	15	92 540 %

16a **33 1/3% support test—2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% support test—2009.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—2010.** 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 **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10%-facts-and-circumstances test—2009.** 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 **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

18 **Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶☐

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 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						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)						

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15
16	Public support percentage from 2009 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c column (f) divided by line 13 column (f))	17
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18

19a **33 1/3% support tests—2010.** 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 **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support tests—2009.** 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 **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶☐

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35a (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization	Employer identification number
Operation Smile Inc	54-1460147

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities ▶ $ _____

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ $ _____

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ☐ if the filing organization belongs to an affiliated group

B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount Enter the amount from the following table in both columns		
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		60,787
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities? If "Yes," describe in Part IV		No	
j	Total lines 1c through 1i			60,787
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i
Also, complete this part for any additional information

Identifier	Return Reference	Explanation
SCHEDULE C PART IV		THE ORGANIZATION PAID FEES AND EXPENSES TO RUSS REID COMPANY IN THE AMOUNT OF $60,787 RELATED TO GOVERNMENT RELATION ACTIVITY TO SUPPORT THE INCLUSION OF FUNDING FOR CLEFT LIP AND CLEFT PALATE SURGERY PROGRAMS IN VARIOUS LEGISLATION

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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, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Operation Smile Inc

Employer identification number
54-1460147

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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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 ☐ Yes ☐ 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 pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a–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 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	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, 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, 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 XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, 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 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

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 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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

3 Using the organization's 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

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

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 XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

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

b If "Yes," explain the arrangement in Part XIV

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
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶
- c Term endowment ▶

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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		3,094,293		3,094,293
b Buildings		240,555	72,183	168,372
c Leasehold improvements		362,448	201,823	160,625
d Equipment		4,065,905	3,385,511	680,394
e Other		1,968,540	0	1,968,540
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				6,072,224

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		
Other		
Total. *(Column (b) should 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
Total. *(Column (b) should 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
Total. *(Column (b) should 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) Amount
Federal Income Taxes	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	

2. Fin 48 (ASC 740) Footnote In Part XIV, 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 (ASC740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	47,958,670
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	43,346,873
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	4,611,797
4	Net unrealized gains (losses) on investments	4	-882
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-128,574
9	Total adjustments (net) Add lines 4 - 8	9	-129,456
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	4,482,341

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	73,108,204
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-882		
b	Donated services and use of facilities	2b	25,140,416		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	25,139,534
3	Subtract line **2e** from line **1**			3	47,968,670
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b	-10,000		
c	Add lines **4a** and **4b**			4c	-10,000
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	47,958,670

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	68,625,863
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	25,140,416		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d	138,574		
e	Add lines **2a** through **2d**			2e	25,278,990
3	Subtract line **2e** from line **1**			3	43,346,873
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	43,346,873

Part XIV 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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
OTHER RECONCILING ITEMS	FORM 990,SCHEDULE D,PART XI,LINE 8,PART XII, LINE 4B, & PART XIII LINE 2D	THE OPERATION SMILE, INC AND AFFILIATE FINANCIAL STATEMENTS ARE PRESENTED ON A COMBINED BASIS THE FINANCIAL STATEMENTS INCLUDE THE ACTIVITY FOR OPERATION SMILE, INC AND OPERATION SMILE FOUNDATION, INC THE OTHER RECONCILING ITEMS REPRESENT THE FOUNDATION'S INCOME ($10,000), EXPENSES ($138,574) AND CHANGE IN NET ASSETS ($128,574) THESE AMOUNTS WILL BE REPORTED ON OPERATION SMILE FOUNDATION, INC'S TAX RETURN
FIN 48 AUDIT REPORT FOOTNOTE	SCHEDULE D, PART XIV	EFFECTIVE JULY 1, 2009, THE COMPANY ADOPTED THE PROVISIONS OF FASB ASC TOPIC 740, INCOME TAXES AS IT RELATES TO UNCERTAINTIES IN INCOME TAXES FASB ASC TOPIC 740 REQUIRES THAT A LIABILITY BE RECORDED FOR THE COMPANY'S ESTIMATE OF UNCERTAIN TAX POSITIONS, INCLUDING A DETERMINATION THAT INCOME IS NONTAXABLE UNDER THE TAX LAW THE ADOPTION OF FASB ASC TOPIC 740 HAD NO IMPACT ON THE FINANCIAL STATEMENTS THE COMPANY HAS NO LIABILITIES RECORDED AT JUNE 30, 2011 AND JUNE 30, 2010 FOR UNRECOGNIZED TAX BENEFIT

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SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Operation Smile Inc

Employer identification number
54-1460147

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 the grants or 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 grant funds outside the United States

3 Activites per Region (Use Part V if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region or independent contractors	(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 region/investments in region
See Add'l Data					
3a Sub-total	2	52			7,644,578
b Total from continuation sheets to Part I	1	19			5,387,099
c Totals (add lines 3a and 3b)	3	71			13,031,677

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. Check this box if no one recipient received more than $5,000 . . . . . ▶ ☐
Use Part V if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
See Add'l Data								

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 . . . . . ▶ 29

3 Enter total number of other organizations or entities . . . . . ▶ 1

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. Use Part V 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)
FELLOWSHIP	South America	1	721	WIRE		NONE	N/A
Med care/therapy to children w/facial deformities	South America	3	3,439	WIRE		NONE	N/A
FELLOWSHIP	Europe/Iceland/Greenland	1	2,643	WIRE		NONE	N/A
Med care/therapy to children w/facial deformities	Europe/Iceland/Greenland	3	3,375	WIRE		NONE	N/A
FELLOWSHIP	East Asia/Pacific	1	6,000	WIRE		NONE	N/A
Med care/therapy to children w/facial deformities	East Asia/Pacific	13	27,136	WIRE		NONE	N/A
Med care/therapy to children w/facial deformities	South Asia	6	7,403	WIRE		NONE	N/A
Med care/therapy to children w/facial deformities	Middle East/North Africa	2	52,834	WIRE		NONE	N/A
Med care/therapy to children w/facial deformities	Cent America/Caribbean	4	3,022	WIRE		NONE	N/A
Med care/therapy to children w/facial deformities	Sub-Saharan Africa	1	1,400	WIRE		NONE	N/A

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 (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 and/or Form 3520-A. (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, 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 (see instructions) required in Part I, line 2, and any additional information.

Identifier	Return Reference	Explanation
Monitoring	Form 990, Schedule F, Part I, Line 2	Operation Smile monitors and reviews grant requests for alignment with our programmatic goals and adherence to eligibility requirements All grant recipients submit reports detailing the use of the grant funds These reports are examined by Operation Smile and reviewed for timeliness, content, accuracy, and appropriate supporting documentation to substantiate the use of funds We have ongoing communication and frequent onsite visits with our partner foundations to ensure grant requirements are being met, appropriate documentation is maintained, and to provide assistance as needed

Identifier	Return Reference	Explanation
Method Used to Account for Expenditures	Form 990, Schedule F, Part I, Line 3	Accrual

Identifier	Return Reference	Explanation
Method Used to Estimate Number of Recipients	Form 990, Schedule F, Part III, Column (c)	The majority of the grants noted on Part III related to fellowship stipends Operation Smile reviewed the number of fellows receiving grants during the fiscal year The remaining population was determined by reviewing the detail of assistance payments and determining each beneficiary

Additional Data

Software ID:
Software Version:
EIN: 54-1460147
Name: Operation Smile Inc

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i e , fundraising, program services, 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 region
Central America and the Caribbean	0	4	Program Services	MEDICAL MISSIONS	669,038
Central America and the Caribbean	0	0	Program Services	EDUCATION	8,274
Central America and the Caribbean	0	0	Fundraising		3,962
Central America and the Caribbean	0	0	Grantmaking		217,230
East Asia and the Pacific	1	27	Program Services	MEDICAL MISSIONS	1,900,000
East Asia and the Pacific	0	0	Program Services	EDUCATION	125,997
East Asia and the Pacific	0	0	Fundraising		643,177
East Asia and the Pacific	0	0	Grantmaking		1,015,473
Europe (Including Iceland and Greenland)	1	16	Program Services	MEDICAL MISSIONS	66,637
Europe (Including Iceland and Greenland)	0	0	Program Services	EDUCATION	2,443
Europe (Including Iceland and Greenland)	0	0	Fundraising		1,441,112
Europe (Including Iceland and Greenland)	0	0	Grantmaking		216,316
Middle East and North Africa	0	4	Program Services	MEDICAL MISSIONS	880,168
Middle East and North Africa	0	0	Program Services	EDUCATION	12,884
Middle East and North Africa	0	0	Fundraising		47,487
Middle East and North Africa	0	0	Grantmaking		258,021
North America	0	1	Program Services	MEDICAL MISSIONS	136,359
North America	0	0	Program Services	EDUCATION	5,496
North America	0	0	Fundraising		134,510
North America	0	0	Grantmaking		103,794
Russia and the Newly Independent States	0	1	Program Services	MEDICAL MISSIONS	164,942
Russia and the Newly Independent States	0	0	Program Services	EDUCATION	1,836
Russia and the Newly Independent States	0	0	Grantmaking		51,700
South America	0	7	Program Services	MEDICAL MISSIONS	1,126,129
South America	0	0	Program Services	EDUCATION	40,559
South America	0	0	Fundraising		93,504
South America	0	0	Grantmaking		753,960
South Asia	0	6	Program Services	MEDICAL MISSIONS	1,303,238
South Asia	0	0	Program Services	EDUCATION	14,314
South Asia	0	0	Fundraising		7,154
South Asia	0	0	Grantmaking		451,559
Sub-Saharan Africa	1	5	Program Services	MEDICAL MISSIONS	891,251
Sub-Saharan Africa	0	0	Fundraising		7,642
Sub-Saharan Africa	0	0	Grantmaking		235,511

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Cent America/Caribbean	PROGRAMS	60,639	WIRE	394	MED SUPPLIES	FMV
		East Asia/Pacific	PROGRAMS	642,118	WIRE	215	MED SUPPLIES	FMV
		East Asia/Pacific	FUNDRAISING	313,949	WIRE			
		Europe/Iceland/Greenland	FUNDRAISING	175,691	WIRE			
		Middle East/North Africa	PROGRAMS	173,620	WIRE	1,162	MED SUPPLIES	FMV
		Middle East/North Africa	FUNDRAISING	5,920	WIRE			
		North America	PROGRAMS	18,561	WIRE			
		North America	PROGRAMS/FUNDRAISING	85,233	WIRE			
		Russia	PROGRAMS	49,310	WIRE	2,390	MED SUPPLIES	FMV
		South America	PROGRAMS	300,680	WIRE			
		South Asia	PROGRAMS	9,412	WIRE			
		South Asia	PROGRAMS/FUNDRAISING	442,147	WIRE			
		Sub-Saharan Africa	MED MISSION	73,798	WIRE	1,082	MED SUPPLIES	FMV
		Sub-Saharan Africa	FUNDRAISING	155,837	WIRE			
		Cent America/Caribbean	PROGRAMS	60,186	WIRE	607	MED SUPPLIES	FMV
		Cent America/Caribbean	PROGRAMS	37,333	WIRE	74	MED SUPPLIES	FMV
		Cent America/Caribbean	PROGRAMS	28,408	WIRE	1,846	MED SUPPLIES	FMV
		Cent America/Caribbean	PROGRAMS	22,126	WIRE			
		Cent America/Caribbean	PROGRAMS	5,617	WIRE			
		East Asia/Pacific	PROGRAMS	35,808	WIRE			
		East Asia/Pacific	PROGRAMS	12,098	WIRE			
		Middle East/North Africa	PROGRAMS	52,600	WIRE			
		Middle East/North Africa	PROGRAMS	24,719	WIRE			
		South America	PROGRAMS	255,286	WIRE	3,196	MED SUPPLIES	FMV
		South America	PROGRAMS	67,009	WIRE			
		South America	PROGRAMS	56,407	WIRE	1,162	MED SUPPLIES	FMV
		South America	PROGRAMS	32,488	WIRE	1,082	MED SUPPLIES	FMV
		South America	PROGRAMS	22,189	WIRE	54	MED SUPPLIES	FMV
		South America	PROGRAMS	14,407	WIRE			
		Europe/Iceland/Greenland	PROGRAMS	13,667	WIRE			

(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Europe/Iceland/Greenland	PROGRAMS	20,998	WIRE			

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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

2010

Open to Public Inspection

Name of the organization
Operation Smile Inc

Employer identification number
54-1460147

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

- **a** ☑ Mail solicitations
- **b** ☑ Internet and e-mail 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 Form 990-EZ filers are not required to complete this table

(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	**(iii)** No	**(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
RUSS REID COMPANY	DR CONSULTA		No	20,317,660	2,159,171	18,158,489
STRATEGIC FUNDRAISING	TELEMARKETE		No	2,060,298	1,095,152	965,146
Total . . . . . ▶				22,377,958	3,254,323	19,123,635

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

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 2010 LA GALA (event type)	(b) Event #2 2011 NY SMILE (event type)	(c) Other Events 16 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	1,485,620	1,024,697	1,257,876	3,768,193
	2 Less Charitable contributions	1,426,245	1,004,412	1,060,508	3,491,165
	3 Gross income (line 1 minus line 2)	59,375	20,285	197,368	277,028
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes			12,080	12,080
	6 Rent/facility costs	975		32,197	33,172
	7 Food and beverages	131,650	161,438	109,599	402,687
	8 Entertainment	4,425	5,950	11,250	21,625
	9 Other direct expenses	104,751	160,372	90,858	355,981
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				825,545
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				-548,517

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	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes % ☐ No	☐ Yes % ☐ No	☐ Yes % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

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 _____

11 Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	**13a**	
b	An outside facility	**13b**	

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
PART I - FUNDRAISING		OPERATION SMILE HAS AN AGREEMENT WITH RUSS REID COMPANY TO PROVIDE SERVICES RELATED TO ITS DIRECT RESPONSE FUNDRAISING CAMPAIGN, RESEARCH, AND GOVERNMENT RELATIONS THESE SERVICES INCLUDE PROFESSIONAL FUNDRAISING FEES, CREATIVE SERVICES, TV PRODUCTION, MEDIA BUYING/SYNDICATION, AND PRINTING, BUYING AND MAILING RUSS REID COMPANY PROVIDES INVOICES TO OPERATION SMILE DETAILING THE COSTS ASSOCIATED WITH THE ABOVE SERVICES PAYMENTS TO RUSS REID COMPANY IN THE TAX YEAR TOTALLED $13,974,204 OF WHICH $2,159,171 REPRESENTED PROFESSIONAl FUNDRAISING FEES OPERATION SMILE HAS AN AGREEMENT WITH STRATEGIC FUNDRAISING TO DEVELOP, PLAN, AND CONDUCT A SERIES OF OUTBOUND TELEFUNDRAISING CAMPAIGNS AND DONOR DEVELOPMENT FOR EXISTING DONOR CULTIVATION, DONOR ACQUISITION AND LAPSED DONOR REACTIVATION CHARGES FOR FUNDRAISING AND INFORMATION MANAGEMENT ARE BASED ON A FEE SCHEDULE BASED ON NUMBER OF CALLS, ACKNOWLEDGEMENTS, AND COMPREHENSIVE HOUSE FILE ANALYSIS PAYMENTS TO STRATEGIC FUNDING IN THE TAX YEAR TOTALLED $1,095,052

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Operation Smile Inc

Employer identification number
54-1460147

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 ☑ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☑ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	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?	**2**	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study ☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	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			
a	Receive a severance payment or change-of-control payment from the organization or a related organization?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	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			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	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			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	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	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(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 in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) William P Magee JrDDSMD	(i)	306,250	0	0	21,375	870	328,495	0
	(ii)	0	0	0	0	0	0	0
(2) Ellen Agler	(i)	140,000	0	0	12,600	4,434	157,034	0
	(ii)	0	0	0	0	0	0	0
(3) Kyla Shawyer	(i)	156,944	0	0	9,477	4,461	170,882	0
	(ii)	0	0	0	0	0	0	0
(4) Howard Unger	(i)	235,000	0	0	22,050	4,876	261,926	0
	(ii)	27,500	0	0	4,950	0	32,450	0
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
FIRST CLASS TRAVEL	FORM 990, SCHEDULE J, PART I, LINE 1A	OPERATION SMILE, INC POLICY ALLOWS FOR UPGRADES TO BUSINESS OR FIRST CLASS AIR TRAVEL IN LIMITED CIRCUMSTANCES FOR CEO, PRESIDENT, COO, CMO, BOARD OF DIRECTOR'S CHAIRMAN, AND BOARD OF DIRECTOR'S PRESIDENT UPGRADEABLE FARES MAY ONLY BE PURCHASED IF TRAVEL IS MORE THAN 5 HOURS DOMESTICALLY, BUSINESS CLASS FARES FOR MORE THAN 8 HOURS INTERNATIONALLY FOR THESE POSITIONS ONLY WHEN POSSIBLE, UPGRADES ARE PAID FOR WITH AIRLINE POINTS THESE UPGRADES WERE NOT TREATED AS TAXABLE COMPENSATION TO THE RECIPIENTS
PERSONAL RESIDENCE	FORM 990, SCHEDULE J, PART I, LINE 1A	PAYMENTS FOR BUSINESS USE OF PERSONAL RESIDENCE INCLUDE PAYMENTS TO VENDORS FOR THE BUSINESS USE OF HOME OFFICE RELATED EXPENSES FOR WILLIAM P MAGEE, JR , DIRECTOR AND CEO THESE EXPENSES WERE INCLUDED AS PART OF AN ACCOUNTABLE PLAN THS WAS NOT TREATED AS TAXABLE COMPENSATION TO WILLIAM P MAGEE, JR

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.**

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Operation Smile Inc

Employer identification number
54-1460147

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(c) Corrected? No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) Loan to or from the organization? From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) In default? No	(f) Approved by board or committee? Yes	(f) Approved by board or committee? No	(g) Written agreement? Yes	(g) Written agreement? No
Total . . . . . ▶ $										

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV **Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) JAMES FOX	SON OF DIRECTOR	23,660	EMPLOYMENT		No
(2) SARAH FOX	DAUGHTER OF DIRECTOR	46,615	EMPLOYMENT		No
(3) KRISTI MAGEE PORCARO	DAUGHTER OF CEO/PRESIDENT	124,067	EMPLOYMENT		No
(4) SUZANNE UNGER	DAUGHTER OF COO	64,792	EMPLOYMENT		No

Part V **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Operation Smile Inc

Employer identification number
54-1460147

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 oncash 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	X	13	129,390	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	X	19	3,104,913	COST
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (LAND)	X	1	3,050,000	FAIR MARKET VALUE
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** 1

		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? **30a**		No
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? **31**	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions? **32a**		No
b	If "Yes," describe in Part II		
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation

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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 to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Operation Smile Inc

Employer identification number
54-1460147

Identifier	Return Reference	Explanation
ORGANIZATION'S MISSION	FORM 990, PART III, LINE 1	OPERATION SMILE IS A CHILDREN'S MEDICAL CHARITY THAT WORKS IN MORE THAN 60 COUNTRIES TO PROVIDE FREE, SAFE TREATMENT AND SURGERY FOR THOSE WHO SUFFER FROM FACIAL DEFORMITIES SUCH AS CLEFT LIPS AND CLEFT PALATES THE ORGANIZATION WORKS TO BUILD SELF-SUFFICIENCY AND SUSTAINABLE HEALTHCARE INFRASTUCTURES IN OUR PARTNER COUNTRIES TO DO THIS, OPERATION SMILE TRAINS LOCAL DOCTORS TO TREAT CHILDREN IN THEIR OWN COMMUNITIES, DONATES CRUCIAL MEDICAL EQUIPMENT AND SUPPLIES, BUILDS PUBLIC-PRIVATE PARTNERSHIPS, AND HELPS FACILITATE THE CREATION OF IN-COUNTRY FOUNDATIONS TO INCREASE CAPACITY OPERATION SMILE IS COMMITTED TO RAISING AWARENESS, EDUCATING, AND SERVING AS AN ADVOCATE FOR CHILDREN BORN WITH CLEFT LIP AND CLEFT PALATE THROUGH PARTNERSHIPS, OPERATION SMILE IS CONDUCTING RESEARCH TO ULTIMATELY HELP PREVENT THE INCIDENCE OF CLEFTS BY IDENTIFYING THE CAUSES OF CLEFTING BY INSPIRING ACTION AND LEADERSHIP, THE ORGANIZATION HAS MOBILIZED MORE THAN 5,000 MEDICAL VOLUNTEERS IN MORE THAN 80 COUNTRIES AND MORE THAN 900 STUDENT CLUBS AND ASSOCIATIONS AROUND THE WORLD OPERATION SMILE ALSO EDUCATES AND ENCOURAGES COMMUNITIES TO SPREAD AWARENESS ABOUT CLEFT CONDITIONS AND ACTIONS THEY CAN TAKE TO DECREASE THE POSSIBILITY OF HAVING A CHILD WITH A CLEFT OFFICER RELATIONSHIPS FORM 990, PART VI, SECTION A, LINE 2 WILLIAM P MAGEE, JR , DIRECTOR AND CEO, IS THE SPOUSE OF KATHLEEN S MAGEE, DIRECTOR AND PRESIDENT KRISTIE MAGEE PORCARO, THE MAGEES' DAUGHTER, IS AN EMPLOYEE OF OPERATION SMILE, INC

Identifier	Return Reference	Explanation
990 REVIEW	FORM 990, PART VI, SECTION B, LINE 11B	AFTER COMPLETION OF THE 990 BY OPERATION SMILE FINANCE DEPARTMENT, WITH ASSISTANCE FROM KPMG, THE COMPLETED 990 IS FORWARDED TO THE AUDIT COMMITTEE AND THE BOARD OF DIRECTORS THE CHAIRMAN OF THE AUDIT COMMITTEE REVIEWS THE 990 AND SUPPORTING DOCUMENTATION ALL COMMENTS ARE ADDRESSED BY THE FINANCE DEPARTMENT PRIOR TO SUBMISSION TO THE IRS

Identifier	Return Reference	Explanation
CONFLICT OF INTEREST	FORM 990, PART VI, LINE 12C	ANNUALLY, THE CONFLICT OF INTEREST REPORTING IS REVIEWED BY THE BOARD ADDITIONALLY, AND ROUTINELY, THE BOARD REQUESTS ALL CONFLICTS OF INTEREST TO BE DISCLOSED AND/OR UPDATED THE ORGANIZATION HAS AN EXTENSIVE CONFLICT OF INTEREST POLICY THAT REQUIRES ANY OFFICER, DIRECTOR, OR EMPLOYEE WITH A CONFLICT OR POTENTIAL CONFLICT OF INTEREST TO DISCLOSE ALL RELEVANT INFORMATION

Identifier	Return Reference	Explanation
COMPENSATION REVIEW	FORM 990, PART VI, SECTION B, LINES 15A AND B	COMPENSATION FOR TOP MANAGEMENT OFFICIALS AND OTHER KEY EMPLOYEES IS DETERMINED BY COMPARING SIMILAR POSITIONS WITH COMPARABLE DUTIES AT OTHER ORGANIZATIONS AND REVIEWING THE HISTORY OF COMPENSATION FOR THAT POSITION AT OPERATION SMILE THERE IS INDEPENDENT BOARD APPROVAL FOR THE COMPENSATION OF THESE EMPLOYEES AS NOTED IN THE MINUTES OF THE DIRECTOR MEETINGS

Identifier	Return Reference	Explanation
STATES	FORM 990, PART VI, SECTION C, LINE 17	AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, ND, OH, OK, OR, PA, RI, SC, TN, UT, WA, WV, WI

Identifier	Return Reference	Explanation
DOCUMENT AVAILABILITY	FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE AT OPERATION SMILE INTERNATIONAL HEADQUARTERS, 6435 TIDEWATER DRIVE, NORFOLK, VA 23509 ADDITIONALLY, FINANCIAL STATEMENTS ARE ALSO AVAILABLE ON OUR WEBSITE AND THE GUIDESTAR WEBSITE WWW OPERATION SMILE ORG AND WWW2 GUIDESTAR ORG

Identifier	Return Reference	Explanation
STATEMENT OF FUNCTIONAL EXPENSES	FORM 990, PART IX, LINE 26, JOINT COSTS	OPERATION SMILE COMPLETED A LINE COUNT OF DIRECT MAIL PIECES FROM THE CURRENT YEAR THE PERCENTAGE THAT RELATED TO EDUCATION AND MANAGEMENT AND GENERAL EXPENSES WAS APPLIED TO THE COST OF THE DIRECT MAIL PIECE TO DETERMINE THE RELATED DOLLAR VALUE

Identifier	Return Reference	Explanation
RECONCILIATION OF NET ASSETS	FORM 990, PART XI, LINE 5	OTHER CHANGES IN NET ASSETS ATTRIBUTABLE TO UNREALIZED LOSS ON SECURITIES IN THE AMOUNT OF -$882

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Operation Smile Inc

Employer identification number
54-1460147

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) OS HQ LLC 6435 TIDEWATER DRIVE NORFOLK, VA 23509 54-1460147	GLOBAL HQ	VA	5,300,080	5,297,003	OPERATION SM

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) OPERATION SMILE FOUNDATION INC 6435 TIDEWATER DRIVE NORFOLK, VA 23509 54-1639160	LT SUPPORT	VA	501(C)(3)	11A I	NA		

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

		Yes	No
1	During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	**1a**	**No**
b	Gift, grant, or capital contribution to other organization(s)	**1b**	**No**
c	Gift, grant, or capital contribution from other organization(s)	**1c**	**No**
d	Loans or loan guarantees to or for other organization(s)	**1d**	**No**
e	Loans or loan guarantees by other organization(s)	**1e**	**No**
f	Sale of assets to other organization(s)	**1f**	**No**
g	Purchase of assets from other organization(s)	**1g**	**No**
h	Exchange of assets	**1h**	**No**
i	Lease of facilities, equipment, or other assets to other organization(s)	**1i**	**No**
j	Lease of facilities, equipment, or other assets from other organization(s)	**1j**	**No**
k	Performance of services or membership or fundraising solicitations for other organization(s)	**1k**	**No**
l	Performance of services or membership or fundraising solicitations by other organization(s)	**1l**	**No**
m	Sharing of facilities, equipment, mailing lists, or other assets	**1m**	**Yes**
n	Sharing of paid employees	**1n**	**Yes**
o	Reimbursement paid to other organization for expenses	**1o**	**No**
p	Reimbursement paid by other organization for expenses	**1p**	**No**
q	Other transfer of cash or property to other organization(s)	**1q**	**No**
r	Other transfer of cash or property from other organization(s)	**1r**	**No**

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproprtionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation