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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 10/01, **2010, and ending** 09/30, **20** 11

B Check if applicable:
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Terminated
- [X] Amended return
- [ ] Application pending

C Name of organization
HELIOS EDUCATION FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
2415 E. CAMELBACK ROAD | 500

City or town, state or country, and ZIP + 4
PHOENIX, AZ 85016

D Employer identification number
94-2850977

E Telephone number
(602) 381-2260

G Gross receipts $ 89,960,043.

F Name and address of principal officer PAUL LUNA
SAME AS C ABOVE

H(a) Is this a group return for affiliates? [ ] Yes [X] 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: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website ▶ WWW.HELIOS.ORG

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation 2004 **M** State of legal domicile AZ

Part I Summary

1 Briefly describe the organization's mission or most significant activities
THROUGH ITS SUPPORT OF EDUCATIONAL ORGANIZATIONS THE FOUNDATION ENRICHES THE LIVES OF INDIVIDUALS IN ARIZONA AND FLORIDA BY CREATING OPPORTUNITIES FOR SUCCESS IN POSTSECONDARY EDUCATION.

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	8.
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	5.
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	17.
6	Total number of volunteers (estimate if necessary)	6	0.
7a	Total gross 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)	0.	0.
9	Program service revenue (Part VIII, line 2g)	0.	0.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	11,803,123.	14,283,400.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,803,123.	14,283,400.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	19,764,582.	14,840,189.
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)	2,960,296.	3,224,749.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	2,995,645.	2,953,487.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	25,720,523.	21,018,425.
19	Revenue less expenses Subtract line 18 from line 12	-13,917,400.	-6,735,025.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	556,844,417.	534,337,381.
21	Total liabilities (Part X, line 26)	18,949,419.	19,880,914.
22	Net assets or fund balances Subtract line 21 from line 20	537,894,998.	514,456,467.

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

▶ Signature of officer — Date 1/10/14

▶ Michael S Chesen Sr VP & CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed ▶ [ ]	PTIN
BRENDA GRIESEMER	Brenda Griesemer	12/20/13		

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ TWO NORTH CENTRAL AVENUE, STE 2300 PHOENIX, AZ 85004 — Phone no 602/322-3000

May the IRS discuss this return with the preparer shown above? (see instructions) [ ] Yes [X] No

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2010)

JSA
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9-17 12

SCANNED JAN 28 2014

Part III **Statement of Program Service Accomplishments**
Check if Schedule O contains a response to any question in this Part III X

1 Briefly describe the organization's mission
THROUGH ITS SUPPORT OF EDUCATIONAL ORGANIZATIONS THE FOUNDATION ENRICHES THE LIVES OF INDIVIDUALS IN ARIZONA AND FLORIDA BY CREATING OPPORTUNITIES FOR SUCCESS IN POSTSECONDARY EDUCATION.

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 $ 17,399,578 including grants of $ 14,840,189) (Revenue $ 0.)
SEE SCHEDULE O

4b (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

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** ▶ 17,399,578.

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	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2		X
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		X
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		X
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		X
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		X
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		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
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		X
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		X
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, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments—othersecurities 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		X
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		X
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		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
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	X	
12 a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	X	
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		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14 a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
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	X	
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 United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
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 United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
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		X
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		X
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		X
20 a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements 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)*

			Yes	No
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	X	
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		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24 a	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 through 24d and complete Schedule K If "No," go to line 25*	24a		X
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		
25 a	**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		X
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		X
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		X
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		X
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		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
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		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
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		X
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		X
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		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		X
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		X
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		X
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	X	

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	26		
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		X	
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	17		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		X	
	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			X
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			X
b	If "Yes," enter the name of the foreign country ▶ _____ 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			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
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			X
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			X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			X
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			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			X
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			X
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?	13a			
	Note. See the instructions for additional information the organization must report on Schedule O				
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			X
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 line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

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

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 8		
b	Enter the number of voting members included in line 1a, above, who are independent	1b 5		
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	X	
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		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
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		X

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		X
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		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
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	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
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	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
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	X	
b	Other officers or key employees of the organization	15b	X	
	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		X
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 ▶ AZ

18 Section 6104 requires an organization to make its Forms 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.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ MICHAEL CHESIN 2415 E. CAMELBACK ROAD, SUITE 500 PHOENIX, AZ 85016
602-381-2260

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (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) PAUL LUNA PRESIDENT & CEO	40.00	X		X				347,305.	0	58,919.
(2) VINCENT ROIG CHAIRMAN	15.00	X		X				89,593.	0	36,515.
(3) IOANNA MORFESSIS DIRECTOR	6.00	X						43,903.	0	0.
(4) BARBARA J. RALSTON DIRECTOR	6.00	X						39,208.	0	0.
(5) DON ARIPOLI DIRECTOR	6.00	X						42,822.	0	0.
(6) TOM HERNDON DIRECTOR & TREASURER	6.00	X		X				51,729.	0	0.
(7) MARK FERNANDEZ DIRECTOR & SECRETARY	6.00	X		X				30,504.	0	0.
(8) JANE ROIG DIRECTOR	6.00	X						40,071.	0	0.
(9) MARIA SASTRE DIRECTOR	6.00	X						0.	0	0.
(10) MICHAEL CHESIN SR VICE PRESIDENT & CFO	40.00			X				192,859.	0	57,538.
(11) BARBARA RYAN EXEC. VICE PRESIDENT & COO	40.00			X				234,188.	0	32,155.
(12) IAN SMITH SR VICE PRESIDENT & CCO	40.00			X				127,488.	0	22,058.
(13) KAREN ORTIZ VP, EARLY CHILDHOOD EDUC.	40.00					X		114,814.	0	21,656.
(14) ANTONIA FRANCO VP, TRANSITION YEARS	40.00					X		109,357.	0	20,945.
(15) LINDA THOMPSON VP, GRANTS ADMINISTRATION	40.00					X		109,420.	0	29,644.
(16) JO ANNE VASQUEZ VP, TRANSITION YEARS	40.00					X		112,885.	0	30,223.

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)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
(26)										
(27)										
(28)										
1b Sub-total ▶								1,686,146.	0.	309,653.
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								1,686,146.	0	309,653.

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		X
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	X	
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		X

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
ATTACHMENT 1		

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 ▶ 2

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				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f $					
	h Total. Add lines 1a-1f		0			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		0			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		11,666,055			11,666,055
	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)		0.			
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	78,293,988				
	b Less cost or other basis and sales expenses	75,676,643				
	c Gain or (loss)	2,617,345				
	d Net gain or (loss)		2,617,345			2,617,345
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events		0			
	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					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d		0			
	12 Total revenue. See instructions		14,283,400.	0.	0	14,283,400.

Form **990** (2010)

JSA

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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	14,840,189.	14,840,189.		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	0.	0.		
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0.	0.		
4 Benefits paid to or for members	0.	0.		
5 Compensation of current officers, directors, trustees, and key employees	1,967,116.	1,148,542.	818,574.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	491,175.	164,621.	326,554.	0.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	200,952.	126,645.	74,307.	0.
9 Other employee benefits	425,386.	210,128.	215,258.	0.
10 Payroll taxes	140,120.	76,943.	63,177.	0.
11 Fees for services (non-employees)				
a Management	0.	0.	0.	0.
b Legal	7,756.	0.	7,756.	0.
c Accounting	37,750.	0.	37,750.	0.
d Lobbying	0.	0.	0.	0.
e Professional fundraising services See Part IV, line 17	0.			0.
f Investment management fees	1,047,203.	0.	1,047,203.	0.
g Other	416,661.	212,307.	204,354.	0.
12 Advertising and promotion	303,282.	91,210.	212,072.	0.
13 Office expenses	100,081.	34,301.	65,780.	0.
14 Information technology	98,257.	48,002.	50,255.	0.
15 Royalties	0.	0.	0.	0.
16 Occupancy	302,917.	151,446.	151,471.	0.
17 Travel	339,014.	123,798.	215,216.	0.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.	0.	0.	0.
19 Conferences, conventions, and meetings	16,960.	10,829.	6,131.	0.
20 Interest	0.	0.	0.	0.
21 Payments to affiliates	0.	0.	0.	0.
22 Depreciation, depletion, and amortization	155,412.	77,706.	77,706.	0.
23 Insurance	20,200.	10,100.	10,100.	
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 COMMUNITY EVENT SPONSORSHIPS	69,284.	69,284.	0.	0.
b FOUNDATION SPONSORED EVENTS	33,406.	875.	32,531.	0.
c PERSONAL PROPERTY TAX	5,304.	2,652.	2,652.	0.
d				
e				
f All other expenses				0.
25 Total functional expenses. Add lines 1 through 24f	21,018,425.	17,399,578.	3,618,847.	0.
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				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	413,704.	1	1,156,175.
	2	Savings and temporary cash investments	41,084,772.	2	19,693,618.
	3	Pledges and grants receivable, net		3	
	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)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	63,929.	9	28,770.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 1,012,264.			
	b	Less accumulated depreciation — 10b: 756,439.	335,873.	10c	255,825.
	11	Investments - publicly traded securities	514,935,400.	11	513,194,637.
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	10,739.	15	8,356.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	556,844,417.	16	534,337,381.
Liabilities	17	Accounts payable and accrued expenses	567,305.	17	665,492.
	18	Grants payable	18,382,114.	18	19,215,422.
	19	Deferred revenue		19	
	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		25	
	26	**Total liabilities.** Add lines 17 through 25	18,949,419.	26	19,880,914.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	537,894,998.	27	514,456,467.
	28	Temporarily restricted net assets		28	
	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	537,894,998.	33	514,456,467.
	34	Total liabilities and net assets/fund balances	556,844,417.	34	534,337,381.

Form **990** (2010)

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	14,283,400.
2	Total expenses (must equal Part IX, column (A), line 25)	2	21,018,425.
3	Revenue less expenses Subtract line 2 from line 1	3	-6,735,025.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	537,894,998.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-16,703,506.
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	514,456,467.

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		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X	
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 separate 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		X
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		

SCHEDULE A (Form 990 or 990-EZ)

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	**Employer identification number**
HELIOS EDUCATION FOUNDATION	94-2850977

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

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

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☒ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - 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 supported organization?	11g(i)	X
(ii)	A family member of a person described in (i) above?	11g(ii)	X
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	X

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A) SEE PART IV									
(B)									
(C)									
(D)									
(E)									
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")						
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						
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)						
6 **Public support.** Subtract line 5 from line 4						

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						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
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						

12 Gross receipts from related activities, etc (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **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 %

15 Public support percentage from 2009 Schedule A, Part II, line 14 . . . . . 15 %

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 a 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						
10 a 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 section 501(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	%

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

SUPPORTED ORGANIZATIONS

PART I, LINE 11H

AS STATED IN ITS ARTICLES OF ORGANIZATION, HELIOS EDUCATION FOUNDATION SUPPORTS EDUCATIONAL ORGANIZATIONS, INCLUDING UNIVERSITIES, TWO- AND FOUR-YEAR COLLEGES, VOCATIONAL AND TECHNICAL SCHOOLS, SECONDARY SCHOOLS, MIDDLE SCHOOLS, ELEMENTARY SCHOOLS AND OTHER EDUCATIONAL ORGANIZATIONS LOCATED IN ARIZONA AND FLORIDA. THE FOUNDATION ONLY PROVIDES SUPPORT TO PUBLIC CHARITIES DESCRIBED IN SECTIONS 509(A)(1) OR 509(A)(2) OF THE INTERNAL REVENUE CODE AND ONLY TO CHARITIES ORGANIZED IN THE UNITED STATES. DURING FY11, THE FOUNDATION PROVIDED $14.8 MILLION IN GRANTS TO ITS SUPPORTED CHARITIES.

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: HELIOS EDUCATION FOUNDATION

Employer identification number: 94-2850977

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ 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 education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

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

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

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

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

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

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(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 (ASC 958) 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 acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

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 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 Net investment earnings, gains, and 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 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				
b Buildings				
c Leasehold improvements		159,881.	153,199.	6,682.
d Equipment		227,509.	174,206.	53,303.
e Other		624,874.	429,034.	195,840.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c))* ▶				255,825.

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

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

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

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

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

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

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

1.	(a) Description of liability	(b) Amount
(1)	Federal income taxes	
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. *(Column (b) must 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 (ASC 740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	14,283,400.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	21,018,425.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-6,735,025.
4	Net unrealized gains (losses) on investments	4	-16,703,507.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4 through 8	9	-16,703,507.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	-23,438,532.

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	-3,467,310.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-16,703,507.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines 2a through 2d			2e	-16,703,507.
3	Subtract line 2e from line 1			3	13,236,197.
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	1,047,203.		
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	1,047,203.
5	Total revenue Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12)*			5	14,283,400.

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

1	Total expenses and losses per audited financial statements			1	19,973,398.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d	2,176.		
e	Add lines 2a through 2d			2e	2,176.
3	Subtract line 2e from line 1			3	19,971,222.
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	1,047,203.		
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	1,047,203.
5	Total expenses Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18)*			5	21,018,425.

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, line 2, 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

SEE PAGE 5

Part XIV Supplemental Information *(continued)*

FIN 48 (ASC 740) FOOTNOTE

PART X, LINE 2

THE FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) ISSUED NEW GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. THE FOUNDATION INITIALLY ADOPTED THIS NEW GUIDANCE FOR THE YEAR ENDED SEPTEMBER 30, 2010. MANAGEMENT EVALUATED THE FOUNDATION'S TAX POSITIONS AND CONCLUDED THAT THE FOUNDATION HAD TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE. THE FOUNDATION IS NO LONGER SUBJECT TO U.S. FEDERAL OR STATE AND LOCAL INCOME TAX EXAMINATIONS BY TAX AUTHORITIES FOR THE YEARS BEFORE 2007. AS OF SEPTEMBER 30, 2011, THE FOUNDATION HAS ADDRESSED UNCERTAINTY IN ITS INCOME TAX POSITIONS UNDER THIS NEW GUIDANCE AND DETERMINED THERE ARE NO UNRECOGNIZED/DERECOGNIZED TAX BENEFITS REQUIRING AN ACCRUAL.

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

HELIOS EDUCATION FOUNDATION

Employer identification number

94-2850977

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN	0	0	INVESTMENTS	N/A	20,000,000
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	0	0			20,000,000.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	0.	0.			20,000,000

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2010

JSA
0E1274 1 000

59456U 1546

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 . . . . . ▶ ☐
Part II can be duplicated 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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

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 . . . . . ▶ _____

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

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

	(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								
(17)								
(18)								

Schedule F (Form 990) 2010

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	[X] Yes	[ ] No
2	Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A)*	[ ] Yes	[X] 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)*	[X] 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	[X] 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	[X] 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	[X] No

Part V Supplemental Information

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
HELIOS EDUCATION FOUNDATION

Employer identification number
94-2850977

Part I General Information on Grants and Assistance

1 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? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶[ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book FMV, appraisal other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ACT INC 500 ACT DRIVE IOWA CITY, IA 52245	42-0841485	501(C)(3)	355,000				TRANSITION - SEE PART IV
(2) ACT INC 500 ACT DRIVE IOWA CITY, IA 52245	42-0841485	501(C)(3)	500,000				TRANSITION - SEE PART IV
(3) AMERICAN HUMANICS, INC 1100 WALNUT ST, #1900 KANSAS CITY, MO 64106	44-0546869	501(C)(3)	25,000				POSTSECONDARY - SEE PART IV
(4) AMERICAN RED CROSS - GRAND CANYON CHAPTER 6135 N BLACK CANYON HWY PHOENIX, AZ 85015	53-0196605	501(C)(3)	9,650				TRANSITION - SEE PART IV
(5) AMERICAN RED CROSS - GRAND CANYON CHAPTER 6135 N BLACK CANYON HWY PHOENIX, AZ 85015	53-0196605	501(C)(3)	10,000				INNOVATIVE - SEE PART IV
(6) ARIZONA ACADEMIC DECATHLON 6010 NORTH 10TH WAY PHOENIX, AZ 85014	86-0508608	501(C)(3)	20,000.				POSTSECONDARY - SEE PART IV
(7) ARIZONA COLLEGE SCHOLARSHIP FOUNDATION 4040 E CAMELBACK RD #220 PHOENIX, AZ 85018	20-2366755	501(C)(3)	24,400				POSTSECONDARY - SEE PART IV
(8) ARIZONA COLLEGE SCHOLARSHIP FOUNDATION 4040 E CAMELBACK RD #220 PHOENIX, AZ 85018	20-2366755	501(C)(3)	40,000				POSTSECONDARY - SEE PART IV
(9) ARIZONA COMMUNITY FOUNDATION 2201 E CAMELBACK RD #202 PHOENIX, AZ 85016	86-0348306	501(C)(3)	6,400				EDUCATION - SEE PART IV
(10) ARIZONA COMMUNITY FOUNDATION 2201 E CAMELBACK RD #202 PHOENIX, AZ 85016	86-0348306	501(C)(3)	5,500.				TRANSITION - SEE PART IV
(11) ARIZONA COMMUNITY FOUNDATION 2201 E. CAMELBACK RD #202 PHOENIX, AZ 85016	86-0348306	501(C)(3)	12,500				TRANSITION - SEE PART IV
(12) ARIZONA COMMUNITY FOUNDATION 2201 E CAMELBACK RD #202 PHOENIX, AZ 85016	86-0348306	501(C)(3)	104,500				TRANSITION - SEE PART IV

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶

3 Enter total number of other organizations . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
HELIOS EDUCATION FOUNDATION

Employer identification number
94-2850977

Part I General Information on Grants and Assistance

1 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 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ARIZONA COMMUNITY FOUNDATION 2201 E. CAMELBACK RD #202 PHOENIX, AZ 85016	86-0348306	501(C)(3)	10,000.				POSTSECONDARY - SEE PART IV
(2) ARIZONA COMMUNITY FOUNDATION 2201 E. CAMELBACK RD #202 PHOENIX, AZ 85016	86-0348306	501(C)(3)	3,000,000				INNOVATIVE - SEE PART IV
(3) ARIZONA COMMUNITY FOUNDATION 2201 E CAMELBACK RD #202 PHOENIX, AZ 85016	86-0348306	501(C)(3)	300,000				TRANSITION - SEE PART IV
(4) ARIZONA DIAMONDBACK FOUNDATION 401 E JEFFERSON ST PHOENIX, AZ 85004	86-0901615	501(C)(3)	50,000.				TRANSITION - SEE PART IV
(5) ARIZONA GRANTMAKERS FORUM 1505 E MISSOURI AVE. PHOENIX, AZ 85014	86-1040394	501(C)(3)	14,500				TRANSITION - SEE PART IV
(6) ARIZONA RURAL EDUCATION ALLIANCE FOUNDATION PO BOX 769 FLORENCE, AZ 85132	20-1096122	501(C)(3)	40,000				TRANSITION - SEE PART IV
(7) ARIZONA SCIENCE CENTER 600 E WASHINGTON ST PHOENIX, AZ 85004	86-0390558	501(C)(3)	40,000				INNOVATIVE - SEE PART IV
(8) ARIZONA STATE UNIVERSITY FOUNDATION PO BOX 2260 TEMPE, AZ 85280-2260	86-6051042	501(C)(3)	50,000				INNOVATIVE - SEE PART IV
(9) ARIZONA STATE UNIVERSITY FOUNDATION PO BOX 2260 TEMPE, AZ 85280-2260	86-6051042	501(C)(3)	10,000				POSTSECONDARY - SEE PART IV
(10) ARIZONA TECHNOLOGY COUNCIL FOUNDATION 2 NORTH CENTRAL AVE #750 PHOENIX, AZ 85004	20-1185167	501(C)(3)	50,000				INNOVATIVE - SEE PART IV
(11) BE A LEADER FOUNDATION 6850 NORTH CENTRAL AVE PHOENIX, AZ 85012	55-0850279	501(C)(3)	15,000				POSTSECONDARY - SEE PART IV
(12) COLLEGE FOR EVERY STUDENT 1634 ROUTE 30 CORNWALL, VT 05753-9264	22-3159630	501(C)(3)	62,000.				TRANSITION - SEE PART IV

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶

3 Enter total number of other organizations . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
HELIOS EDUCATION FOUNDATION

Employer identification number
94-2850977

Part I General Information on Grants and Assistance

1 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 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . ▶☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book FMV, appraisal other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) FLORIDA EDUCATION FOUNDATION 325 W. GAINES ST TALLAHASSEE, FL 32399-0400	59-2718509	501(C)(3)	25,000				TRANSITION - SEE PART IV
(2) FLORIDA MATH AND SCIENCE INITIATIVE, INC PO BOX 271257 TAMPA, FL 33688	45-3005677	APPLIED FOR	16,000				TRANSITION - SEE PART IV
(3) FLORIDA PHILANTHROPIC NETWORK 1211 N WESTSHORE BLVD #314 TAMPA, FL 33607	20-1328734	501(C)(3)	14,000				TRANSITION - SEE PART IV
(4) FLORIDA STATE UNIVERSITY FOUNDATION P O BOX 3062739 TALLAHASSEE, FL 32306-4450	59-6152180	501(C)(3)	495,000				TRANSITION - SEE PART IV
(5) FLORIDA STATE UNIVERSITY FOUNDATION P O BOX 3062739 TALLAHASSEE, FL 32306-4450	59-6152180	501(C)(3)	20,000				POSTSECONDARY - SEE PART IV
(6) FRESH START WOMEN'S FOUNDATION 1130 E. MCDOWELL ROAD PHOENIX, AZ 85006	86-0762610	501(C)(3)	50,000				INNOVATIVE - SEE PART IV
(7) GRANTMAKERS FOR EDUCATION 720 SW WASHINGTON ST PORTLAND, OR 97205	33-0919329	501(C)(3)	6,500				TRANSITION - SEE PART IV
(8) GREAT HEARTS ACADEMIES 444 N 44TH STREET, #100 PHOENIX, AZ 85008	20-2036133	501(C)(3)	40,000				TRANSITION - SEE PART IV
(9) GREAT HEARTS ACADEMIES 444 N 44TH STREET, #100 PHOENIX, AZ 85008	20-2036133	501(C)(3)	15,000				TRANSITION - SEE PART IV
(10) LAWTON CHILES FOUNDATION 1614 MAHAN CENTER TALLAHASSEE, FL 32308	59-3400148	501(C)(3)	40,000				EARLY CHILDHOOD - SEE PART IV
(11) MARICOPA COMMUNITY COLLEGES FOUNDATION 2411 W 14TH STREET TEMPE, AZ 85281-6942	86-0327449	501(C)(3)	40,000				POSTSECONDARY - SEE PART IV
(12) MARICOPA COMMUNITY COLLEGES FOUNDATION 2411 W 14TH STREET TEMPE, AZ 85281-6942	86-0327449	501(C)(3)	21,120				POSTSECONDARY - SEE PART IV

2 Enter total number of section 501(c)(3) and government organizations . . . . ▶

3 Enter total number of other organizations . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

HELIOS EDUCATION FOUNDATION

Employer identification number

94-2850977

Part I General Information on Grants and Assistance

1 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 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) MARICOPA COMMUNITY COLLEGES FOUNDATION 2411 W 14TH STREET TEMPE, AZ 85281-6942	86-0327449	501(C)(3)	142,711				TRANSITION - SEE PART IV
(2) MESA FOUNDATION FOR EDUCATIONAL EXCELLENCE 1025 N COUNTRY CLUB DR MESA, AZ 85201-3307	86-0550594	501(C)(3)	448,700				TRANSITION - SEE PART IV
(3) METROPOLITAN EDUCATION COMMISSION 930 E BROADWAY BLVD TUCSON, AZ 85719-5728	86-0670259	501(C)(3)	112,500				TRANSITION - SEE PART IV
(4) PINELLAS COUNTY EDUCATION FOUNDATION, INC 12090 STARKEY ROAD LARGO, FL 33773	59-2688253	501(C)(3)	165,000				TRANSITION - SEE PART IV
(5) SOUTHWEST DISTRICT KIWANIS FOUNDATION P.O BOX 4094 SCOTTSDALE, AZ 85261	74-2565255	501(C)(3)	25,000				POSTSECONDARY - SEE PART IV
(6) STAND FOR CHILDREN 516 SE MORRISON ST #420 PORTLAND, OR 97214	52-1957214	501(C)(3)	356,083				TRANSITION - SEE PART IV
(7) START RIGHT NOW, INC. 16057 TAMPA PALMS BLVD TAMPA, FL 33647-2001	26-3725699	501(C)(3)	10,000				TRANSITION - SEE PART IV
(8) TAKE STOCK IN CHILDREN 8600 N W 36TH ST SUITE 500 MIAMI, FL 33166	59-3331584	501(C)(3)	20,000				POSTSECONDARY - SEE PART IV
(9) TAKE STOCK IN CHILDREN 8600 N W 36TH ST SUITE 500 MIAMI, FL 33166	59-3331584	501(C)(3)	20,000				POSTSECONDARY - SEE PART IV
(10) TAKE STOCK IN CHILDREN 8600 N W 36TH ST SUITE 500 MIAMI, FL 33166	59-3331584	501(C)(3)	40,000				TRANSITION - SEE PART IV
(11) TAMPA BAY PARTNERSHIP REGIONAL RESEARCH 4300 W. CYPRESS ST #700 TAMPA, FL 33607	59-3414776	501(C)(3)	15,000				INNOVATIVE - SEE PART IV
(12) TEACH FOR AMERICA 3030 N CENTRAL AVE PHOENIX, AZ 85012	13-3541913	501(C)(3)	500,000				TRANSITION - SEE PART IV

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ _____

3 Enter total number of other organizations . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

HELIOS EDUCATION FOUNDATION

Employer identification number

94-2850977

Part I General Information on Grants and Assistance

1 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 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) TEACH FOR AMERICA MIAMI-DADE 3252 NE 1ST AVENUE, #212 MIAMI, FL 33137	13-3541913	501(C)(3)	1,000,000				TRANSITION - SEE PART IV
(2) THIRD SECTOR NEW ENGLAND 89 SOUTH ST SUITE 700 BOSTON, MA 02111	04-2261109	501(C)(3)	300,000				EARLY CHILDHOOD - SEE PART IV
(3) TUCSON FESTIVAL OF BOOKS 5633 E GRANT ROAD TUCSON, AZ 85712	26-2145432	501(C)(3)	33,600.				EARLY CHILDHOOD - SEE PART IV
(4) TUCSON FESTIVAL OF BOOKS 5633 E GRANT ROAD TUCSON, AZ 85712	26-2145432	501(C)(3)	35,000				TRANSITION - SEE PART IV
(5) UNITED WAY OF TAMPA BAY INC 5201 WEST KENNEDY BLVD #600 TAMPA, FL 33609	59-3725701	501(C)(3)	75,000				TRANSITION - SEE PART IV
(6) UNIVERSITY OF ARIZONA 1111 N CHERRY AVE TUCSON, AZ 85721-0109		PUBLIC ENTITY	25,000				POSTSECONDARY - SEE PART IV
(7) UNIVERSITY OF ARIZONA FOUNDATION 1111 N CHERRY AVE TUCSON, AZ 85721-0109	86-6050388	501(C)(3)	1,550,384				EARLY CHILDHOOD - SEE PART IV
(8) UNIVERSITY OF ARIZONA FOUNDATION 1111 N CHERRY AVE TUCSON, AZ 85721-0109	86-6050388	501(C)(3)	40,000				TRANSITION - SEE PART IV
(9) UNIVERSITY OF ARIZONA FOUNDATION 1111 N. CHERRY AVE TUCSON, AZ 85721-0109	86-6050388	501(C)(3)	560,000				TRANSITION - SEE PART IV
(10) UNIVERSITY OF SOUTH FLORIDA DIV OF RESEARCH 3650 SPECTRUM BLVD TAMPA, FL 33612-9446		PUBLIC ENTITY	40,000				EARLY CHILDHOOD - SEE PART IV
(11) UNIVERSITY OF SOUTH FLORIDA FOUNDATION, INC 4202 E FOWLER AVE, ALC 100 TAMPA, FL 33620	59-0879015	501(C)(3)	430,000				TRANSITION - SEE PART IV
(12) UNIVERSITY OF SOUTH FLORIDA FOUNDATION, INC 4202 E FOWLER AVE, ALC 100 TAMPA, FL 33620	59-0879015	501(C)(3)	200,000				TRANSITION - SEE PART IV

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶

3 Enter total number of other organizations . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

HELIOS EDUCATION FOUNDATION

Employer identification number

94-2850977

Part I General Information on Grants and Assistance

1 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 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . ▶☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) UNIVERSITY OF SOUTH FLORIDA FOUNDATION, INC 4202 E. FOWLER AVE, ALC 100 TAMPA, FL 33620	59-0879015	501(C)(3)	25,000.				POSTSECONDARY - SEE PART IV
(2) UNIVERSITY OF SOUTH FLORIDA FOUNDATION, INC 4202 E. FOWLER AVE, ALC 100 TAMPA, FL 33620	59-0879015	501(C)(3)	771,011				EARLY CHILDHOOD - SEE PART IV
(3) UNIVERSITY OF SOUTH FLORIDA FOUNDATION, INC 4202 E FOWLER AVE, ALC 100 TAMPA, FL 33620	59-0879015	501(C)(3)	40,000.				POSTSECONDARY - SEE PART IV
(4) UNIVERSITY OF SOUTH FLORIDA FOUNDATION, INC 4202 E FOWLER AVE, ALC 100 TAMPA, FL 33620	59-0879015	501(C)(3)	950,000				TRANSITION - SEE PART IV
(5) UNIVERSITY OF TAMPA 401 W KENNEDY BLVD TAMPA, FL 33606-1490	59-0624459	501(C)(3)	1,331,100				POSTSECONDARY - SEE PART IV
(6) VALLEY OF THE SUN UNITED WAY 1515 E OSBORN ROAD PHOENIX, AZ 85014	86-0104419	501(C)(3)	20,953				TRANSITION - SEE PART IV
(7) VALLEY OF THE SUN UNITED WAY 1515 E OSBORN ROAD PHOENIX, AZ 85014	86-0104419	501(C)(3)	15,000				EARLY CHILDHOOD - SEE PART IV
(8) VALLEY OF THE SUN UNITED WAY 1515 E OSBORN ROAD PHOENIX, AZ 85014	86-0104419	501(C)(3)	25,000				TRANSITION - SEE PART IV
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations . . . . ▶ 41.

3 Enter total number of other organizations . . . . ▶ 0.

Part III **Grants and Other Assistance to Individuals in the United States.** *Complete if the organization answered "Yes" on Form 990, Part IV, line 22.* Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

DESCRIPTION OF ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS

PART I, LINE 2

SEE SCHEDULE O

PURPOSE OF GRANTS

PART II, COLUMN H

SEE SCHEDULE O

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, line 23.**

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

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HELIOS EDUCATION FOUNDATION

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Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	[X] First-class or charter travel	[ ] Housing allowance or residence for personal use		
	[X] Travel for companions	[ ] Payments for business use of personal residence		
	[X] Tax indemnification 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 on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	X	
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	X	
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		
	[X] Independent compensation consultant	[X] Compensation survey or study		
	[ ] Form 990 of other organizations	[X] 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		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only section 501(c)(3) and 501(c)(4) organizations 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		X
b	Any related organization?	5b		X
	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		X
b	Any related organization?	6b		X
	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	X	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	8		X
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 PAUL LUNA	(i)	303,231.	15,000.	29,074.	24,500.	34,419.	406,224.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 MICHAEL CHESIN	(i)	161,615.	8,000.	23,244.	17,948.	39,590.	250,397.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 BARBARA RYAN	(i)	212,154.	10,500.	11,534.	21,384.	10,771.	266,343.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

FIRST CLASS TRAVEL

PART I, QUESTION 1A

BOARD MEMBERS MAY TRAVEL "FIRST CLASS" FOR FOUNDATION-RELATED BUSINESS IF THE TRAVEL TIME EXCEEDS THREE HOURS. ON OCCASION, FOUNDATION STAFF TRAVELING WITH A BOARD MEMBER ON FLIGHTS EXCEEDING THREE HOURS MAY BE UPGRADED TO "FIRST CLASS."

COMPANION TRAVEL IS PROVIDED IN LIMITED CIRCUMSTANCES AND IS REPORTED AS TAXABLE INCOME TO THE INDIVIDUAL.

CERTAIN BENEFITS SUCH AS IPAD USAGE ARE GROSSED UP AND REPORTED AS PERSONAL TAXABLE INCOME TO THE EMPLOYEE.

NON-FIXED PAYMENTS

PART I, QUESTION 7

DISCRETIONARY BONUSES WERE AUTHORIZED BY THE BOARD FOR CERTAIN INDIVIDUALS BASED ON PERFORMANCE.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

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Open to Public Inspection

Name of the organization	Employer identification number
HELIOS EDUCATION FOUNDATION	94-2850977

AMENDED RETURN

THIS RETURN IS BEING AMENDED TO ATTACH FORM 5471 THAT WAS PREVIOUSLY OMITTED.

FORM 990, PART III, LINE 4A

FURTHER DESCRIPTION OF MISSION

HELIOS EDUCATION FOUNDATION'S PURPOSE IS TO CREATE OPPORTUNITIES FOR POSTSECONDARY EDUCATION SUCCESS IN ARIZONA AND FLORIDA THROUGH ITS SUPPORT OF EDUCATIONAL ORGANIZATIONS. THE FOUNDATION'S COMMITMENT TO EDUCATION IS LONG-TERM AND ITS FINANCIAL SUPPORT IS FOCUSED ON BUILDING SUSTAINABLE PROGRAMS AT EDUCATIONAL ORGANIZATIONS, WHILE IMPACTING THE EDUCATIONAL SUCCESS OF STUDENTS.

HELIOS EDUCATION FOUNDATION WORKS TO CREATE A COLLEGE GOING CULTURE BY SUPPORTING EDUCATIONAL ORGANIZATIONS THAT IMPLEMENT EFFECTIVE PROGRAMS AIMED AT CHANGING LIVES THROUGH EDUCATION. ULTIMATELY, THE FOUNDATION'S CONTRIBUTIONS ARE WORKING TO INCREASE THE NUMBER OF STUDENTS WHO SUCCESSFULLY COMPLETE POSTSECONDARY EDUCATION WITH THE SKILLS AND KNOWLEDGE NECESSARY TO COMPETE IN A GLOBAL ECONOMY.

DURING FY11, HELIOS EDUCATION FOUNDATION PROVIDED $14.8 MILLION IN GRANTS TO EDUCATIONAL ORGANIZATIONS LOCATED IN ARIZONA AND FLORIDA; PROVIDED FUNDING TO SUPPORT SCHOOLS AND UNIVERSITIES; AND PROVIDED FUNDING TO A VARIETY OF OTHER EDUCATIONAL ORGANIZATIONS FOR THE PURPOSE OF IMPROVING

THE CONDITIONS OF AND ACCESS TO EDUCATION.

ENSURING STUDENT SUCCESS AND IMPROVING QUALITY OF LIFE IS AT THE CENTER OF THE FOUNDATION'S EFFORTS. THE GOALS OF THE FOUNDATION ARE TO ENSURE (1) CHILDREN, AGES BIRTH TO FIVE, ENTER SCHOOL PREPARED TO SUCCEED; (2) YOUTH IN GRADES 5-12 STAY IN SCHOOL, TRANSITION BETWEEN THE VARIOUS STAGES OF EDUCATION AND GRADUATE ACADEMICALLY PREPARED; AND (3) YOUNG ADULTS HAVE ACCESS TO AND SUCCESSFULLY COMPLETE A POSTSECONDARY PROGRAM.

HELIOS EDUCATION FOUNDATION VIEWS COLLABORATION AND PARTNERSHIP AS CRITICAL TO CULTIVATING INNOVATIVE IDEAS AND DEVELOPING SOLUTIONS TO THE COMPLEX CHALLENGES FACING EDUCATION. THE FOUNDATION INVESTS ITS FINANCIAL RESOURCES AND STRATEGIC EXPERTISE ACROSS THE "EDUCATION CONTINUUM" AND FOCUSES COMMUNITY INVESTMENTS ACROSS THREE KEY IMPACT AREAS:

1) EARLY CHILDHOOD EDUCATION - IMPROVING THE QUALITY OF EARLY LEARNING ENVIRONMENTS BY INCREASING TEACHER QUALITY, INTEGRATING EMERGENT LITERACY ACQUISITION INTO POSTSECONDARY PROGRAMS, AND BRIDGING EARLY CHILDHOOD AND K-3 EDUCATION.

2) TRANSITION YEARS - FOCUSING ON HELPING YOUTH SUCCESSFULLY TRANSITION FROM ELEMENTARY SCHOOL TO MIDDLE SCHOOL, MIDDLE SCHOOL TO HIGH SCHOOL AND HIGH SCHOOL TO POSTSECONDARY EDUCATION BY IMPROVING TEACHER QUALITY, INCREASING CURRICULUM RIGOR AND STUDENT READINESS, AND PROMOTING FAMILY

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AND COMMUNITY INVOLVEMENT.

3) POSTSECONDARY SCHOLARSHIPS - INCLUDING HIGHER EDUCATION AND VOCATIONAL TRAINING OPPORTUNITIES FOR TARGETED GROUPS SUCH AS UNDERREPRESENTED POPULATIONS, INCLUDING FIRST-GENERATION STUDENTS AND STUDENTS WHO ARE ECONOMICALLY DISADVANTAGED.

FORM 990, PART VI, QUESTION 2

FAMILY OR BUSINESS RELATIONSHIP

JANE ROIG AND VINCENT ROIG HAVE A FAMILY RELATIONSHIP.

FORM 990, PART VI, QUESTION 11B

FORM 990 REVIEW PROCESS

THE FOUNDATION'S SENIOR STAFF AND BOARD OF DIRECTORS (ALL VOTING MEMBERS OF THE GOVERNING BODY) REVIEW AND APPROVE THE FORM 990 PRIOR TO ITS FILING WITH THE INTERNAL REVENUE SERVICE.

THERE ARE SEVERAL REVIEW AND DUE DILIGENCE STEPS THAT OCCUR PRIOR TO THE BOARD RECEIVING THE COMPLETED FORM 990 FOR ITS CONSIDERATION. THE FOUNDATION'S FORM 990 IS PREPARED, REVIEWED AND APPROVED IN THE FOLLOWING MANNER:

1. THE FOUNDATION'S FORM 990 IS PREPARED BY A CERTIFIED PUBLIC ACCOUNTING FIRM IN CONJUNCTION WITH THE FOUNDATION'S CHIEF FINANCIAL OFFICER AFTER COMPLETION OF THE ANNUAL AUDITED FINANCIAL STATEMENTS. THE FORM 990 IS THEN SHARED WITH INDEPENDENT TAX COUNSEL FOR REVIEW AND COMMENT.

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2. UPON COMPLETION OF THE REVIEW BY INDEPENDENT TAX COUNSEL, THE CHIEF FINANCIAL OFFICER REVIEWS THE FORM 990 AND RELATED SCHEDULES WITH SENIOR STAFF WHICH INCLUDES THE PRESIDENT AND CHIEF EXECUTIVE OFFICER, THE CHIEF OPERATING OFFICER, AND THE CHIEF COMMUNICATIONS OFFICER.

3. FOLLOWING THE REVIEW AND CONCURRENCE BY SENIOR STAFF, THE FORM 990 IS REVIEWED WITH THE FOUNDATION'S AUDIT COMMITTEE. THE AUDIT COMMITTEE IS A REGULAR STANDING COMMITTEE OF THE BOARD OF DIRECTORS, AND IT IS CHARGED WITH REVIEWING THE FORM 990. A FULL COPY OF THE FORM 990 AND RELATED SCHEDULES IS PROVIDED TO ALL MEMBERS OF THE AUDIT COMMITTEE AS WELL AS ALL MEMBERS OF THE BOARD OF DIRECTORS (ALL VOTING MEMBERS OF THE GOVERNING BODY) IN ADVANCE OF THE REVIEW MEETING IN ORDER TO GIVE THE AUDIT COMMITTEE MEMBERS AND BOARD MEMBERS AMPLE TIME FOR REVIEW. ONCE THE AUDIT COMMITTEE IS SATISFIED WITH THE FORM 990, IT APPROVES THE FORM 990 AND RECOMMENDS IT TO THE FULL BOARD OF DIRECTORS FOR APPROVAL AND FILING.

4. FOLLOWING APPROVAL AND RECOMMENDATION BY THE AUDIT COMMITTEE, THE BOARD OF DIRECTORS TAKES ACTION ON THE FORM 990. THE CHAIR OF THE AUDIT COMMITTEE PROVIDES THE BOARD OF DIRECTORS WITH AN OVERVIEW OF THE FORM 990 REVIEW CONDUCTED BY THE AUDIT COMMITTEE AND RECOMMENDS APPROVAL BY THE BOARD OF DIRECTORS. IF REQUIRED, THE BOARD OF DIRECTORS MAY FURTHER REVIEW THE FORM 990 AND ENGAGE IN ADDITIONAL DISCUSSIONS. ONCE THE BOARD OF DIRECTORS IS SATISFIED WITH THE FORM 990, IT VOTES ON APPROVAL AND

Name of the organization: HELIOS EDUCATION FOUNDATION

Employer identification number: 94-2850977

ACCEPTANCE. ONCE APPROVED, SENIOR STAFF IS DIRECTED TO FILE THE FORM 990 WITH THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, QUESTION 12C

CONFLICT OF INTEREST POLICY MONITORING AND ENFORCEMENT

THE FOUNDATION HAS CREATED A COMPREHENSIVE CONFLICT OF INTEREST POLICY FOR THE ENTIRE ORGANIZATION. THE CONFLICT OF INTEREST POLICY IS MONITORED AND ENFORCED AT TWO DISTINCT LEVELS OR TIERS WITHIN THE FOUNDATION. THESE TIERS ARE:

- BOARD MEMBERS AND OFFICERS - INTERESTED PERSONS
- FOUNDATION STAFF - NON-INTERESTED PERSONS

THE PRIMARY DISTINGUISHING FACTOR BETWEEN THE TIERS IS WHETHER THE PERSON IS CONSIDERED AN "INTERESTED PERSON". AN INTERESTED PERSON IS DEFINED AS ANY INDIVIDUAL, RELATED PARTY, OR ENTITY IN A POSITION TO EXERCISE CONTROL OR INFLUENCE OVER THE FOUNDATION, INCLUDING, WITHOUT LIMITATION, DIRECTORS, OFFICERS AND MEMBERS OF A COMMITTEE WITH BOARD DELEGATED POWERS, WHO HAS A DIRECT OR INDIRECT FINANCIAL OR BENEFICIAL INTEREST IN A TRANSACTION WITH THE FOUNDATION.

BOARD MEMBERS AND OFFICERS - INTERESTED PERSON:

EVERY EMPLOYEE, OFFICER AND BOARD MEMBER RECEIVES A COPY OF THE FOUNDATION'S CONFLICT OF INTEREST POLICY. THE POLICY IS AVAILABLE AND INCORPORATED INTO THE FOUNDATION'S EMPLOYEE HANDBOOK. THE POLICY IS

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REVIEWED AND SHARED WITH ALL EMPLOYEES (INCLUDING OFFICERS) EVERY JANUARY. THE BOARD OF DIRECTORS DISCUSSES AND REVIEWS THE POLICY ANNUALLY AS WELL.

- MONITORING. THE FOUNDATION, IN CONJUNCTION WITH ITS TAX ADVISOR, HAS DEVELOPED AND CUSTOMIZED A COMPREHENSIVE CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTION QUESTIONNAIRE. THIS QUESTIONNAIRE ADDRESSES AND ALIGNS WITH THE KEY GOVERNANCE AND POLICY QUESTIONS ASKED IN THE FORM 990. THE QUESTIONNAIRE IS REVIEWED AND UPDATED ANNUALLY. ALL FOUNDATION OFFICERS AND BOARD MEMBERS ARE REQUIRED TO ANSWER THE QUESTIONNAIRE ON AN ANNUAL CYCLE COMMENCING IN JANUARY. ADDITIONALLY, EACH OFFICER AND BOARD MEMBER UPON COMPLETION SIGNS AN ACKNOWLEDGEMENT OF DUTIES, CONFLICTS OF INTEREST POLICY AND CONFIDENTIALITY STATEMENT.

KEY ELEMENTS OF OUR CONFLICT OF INTEREST POLICY AND BEST PRACTICES OF THE FOUNDATION INCLUDE THE FOLLOWING PROTOCOLS:

- DUTY TO DISCLOSE. AN INTERESTED PERSON MUST DISCLOSE ANY ACTUAL OR POTENTIAL CONFLICT OF INTEREST TO THE BOARD AND/OR MEMBER OF PERTINENT COMMITTEES OF THE BOARD THAT ARE CONSIDERING THE PROPOSED TRANSACTION OR ARRANGEMENT.

- DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS. A DETERMINATION OF WHETHER THE CONFLICT EXISTS IS MADE BY THE BOARD OR RELEVANT COMMITTEE OF THE BOARD.

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- PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST.

I) IN THE CASE OF AN ACTUAL CONFLICT OF INTEREST, AN INTERESTED PERSON MAY MAKE A PRESENTATION AT THE BOARD OR COMMITTEE OF THE BOARD CONCERNING THE TRANSACTION, BUT AFTER SUCH PRESENTATION, HE/SHE MUST LEAVE THE MEETING AND NOT PARTICIPATE IN ANY FUTURE MEETINGS DURING THE DISCUSSION OF, DELIBERATIONS ABOUT, AND THE VOTE ON, THE TRANSACTION OR ARRANGEMENT THAT RESULTS IN THE CONFLICT OF INTEREST.

II) IF APPROPRIATE, A DISINTERESTED PERSON OR COMMITTEE MAY BE APPOINTED TO INVESTIGATE ALTERNATIVES TO THE PROPOSED TRANSACTION.

III) IF A MORE ADVANTAGEOUS TRANSACTION IN NOT NECESSARILY ATTAINABLE UNDER CIRCUMSTANCES THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST, THE BOARD OR COMMITTEE DETERMINES BY A MAJORITY VOTE OF THE DISINTERESTED DIRECTORS OR COMMITTEE MEMBERS WHETHER THE TRANSACTION OR ARRANGEMENT IS IN THE FOUNDATION'S BEST INTEREST AND FOR ITS OWN BENEFIT AND WHETHER THE TRANSACTION IS FAIR AND REASONABLE TO THE FOUNDATION AND SHALL MAKE ITS DECISION AS TO WHETHER TO ENTER INTO THE TRANSACTION OR ARRANGEMENT IN CONFORMITY WITH SUCH DETERMINATION.

IV) THE INTERESTED PERSON SHALL NOT INFLUENCE OR ATTEMPT TO INFLUENCE THE DECISIONS OF THE BOARD OR COMMITTEE CONSIDERING THE TRANSACTION.

- VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY. IF THE BOARD OR COMMITTEE HAS REASONABLE CAUSE TO BELIEVE THAT AN INTERESTED PERSON HAS FAILED TO DISCLOSE ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, IT SHALL INFORM THE INTERESTED PERSON OF THE BASIS FOR SUCH BELIEF AND AFFORD THE

INTERESTED PERSON AN OPPORTUNITY TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE. IF, AFTER HEARING THE RESPONSE OF THE INTERESTED PERSON AND MAKING SUCH FURTHER INVESTIGATION AS MAY BE WARRANTED IN THE CIRCUMSTANCES, THE BOARD OR COMMITTEE DETERMINES THAT THE INTERESTED PERSON HAS IN FACT FAILED TO DISCLOSE AN ACTUAL OR POSSIBLE CONFLICT OF INTEREST, IT SHALL TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION.

FOUNDATION STAFF - NON-INTERESTED PERSON:

ON AN ANNUAL BASIS AND AS PART OF NEW HIRE ORIENTATION ALL FOUNDATION STAFF (INCLUDING OFFICERS) ARE MADE AWARE OF AND BRIEFED ON THE FOUNDATION'S CONFLICT OF INTEREST POLICY. THE POLICY IS INCLUDED IN THE EMPLOYEE HANDBOOK. EVERY JANUARY, ALL EMPLOYEES SIGN A STATEMENT ACKNOWLEDGING THAT THEY READ, UNDERSTAND AND AGREE TO COMPLY WITH THE FOUNDATION'S CONFLICT OF INTEREST POLICY.

- MONITORING. EVERY JANUARY EACH EMPLOYEE (INCLUDING OFFICERS) PREPARES AND SIGNS AN ANNUAL CONFIDENTIALITY AND CONFLICT OF INTEREST DISCLOSURE STATEMENT. THE STATEMENT ADDRESSES THE EMPLOYEE'S DUTY TO DISCLOSE ANY POTENTIAL OR ACTUAL DUALITY OF INTEREST OR CONFLICT OF INTEREST. ALL EMPLOYEES ARE REQUIRED TO MAKE PROMPT AND FULL DISCLOSURE IN WRITING TO THEIR MANAGER OF ANY POTENTIAL SITUATION WHICH MAY INVOLVE A CONFLICT OF INTEREST.

- PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST. EMPLOYEES WITH A CONFLICT OF INTEREST QUESTION SHOULD SEEK ADVICE FROM MANAGEMENT. PRIOR

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TO ENGAGING IN ANY ACTIVITY, TRANSACTION, OR RELATIONSHIP THAT MAY GIVE RISE TO A CONFLICT OF INTEREST, EMPLOYEES MUST SEEK REVIEW FROM THEIR MANAGERS OR THE HUMAN RESOURCE DEPARTMENT. THE PRESIDENT AND CHIEF EXECUTIVE OFFICER WILL MAKE THE FINAL DETERMINATION IF THE MATTER REMAINS UNRESOLVED. ANY VIOLATION OF THIS POLICY WILL SUBJECT THE EMPLOYEE OF THE FOUNDATION TO DISCIPLINARY ACTION UP TO AND INCLUDING TERMINATION.

FORM 990, PART VI, QUESTIONS 15A&B

PROCESS FOR DETERMINING COMPENSATION

COMPENSATION FOR THE FOLLOWING POSITIONS IS REVIEWED AND APPROVED BY THE BOARD OF DIRECTORS ANNUALLY.

CHAIRMAN OF THE BOARD

TREASURER

SECRETARY

PRESIDENT AND CHIEF EXECUTIVE OFFICER

EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER

SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

SENIOR VICE PRESIDENT AND CHIEF COMMUNICATIONS OFFICER

THERE IS NO ADDITIONAL COMPENSATION PAID TO BOARD MEMBERS WHO ALSO SERVE AS CORPORATE OFFICERS. THE MOST RECENT REVIEWS OCCURRED IN 2011.

- THE PROCESS FOR DETERMINING SENIOR STAFF COMPENSATION COMMENCES WITH AN ANNUAL PERFORMANCE REVIEW FOR EACH POSITION.

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- SALARY RANGES FOR EACH POSITION ARE DETERMINED BY THE FOUNDATION'S ANNUAL PARTICIPATION AND REVIEW OF MULTIPLE SALARY SURVEYS FOR COMPARABLE COMPENSATION FOR SIMILARLY QUALIFIED INDIVIDUALS IN FUNCTIONALLY COMPARABLE POSITIONS AT SIMILARLY SITUATED LIKE-KIND ORGANIZATIONS. THE FOUNDATION HAS ALSO ENGAGED AN INDEPENDENT COMPENSATION CONSULTANT TO STUDY AND ASSIST IN DETERMINING APPROPRIATE COMPENSATION RANGES FOR SENIOR STAFF POSITIONS.

- THE BOARD REVIEWS PERFORMANCE AND THE SALARY SURVEYS AND ANY OTHER COMPARABILITY DATA. ANY RECOMMENDED ADJUSTMENT IS DISCUSSED AND ULTIMATELY APPROVED BY THE BOARD OF DIRECTORS.

- CONTEMPORANEOUS DOCUMENTATION AND RECORDKEEPING WITH RESPECT TO THE DISCUSSION AND DECISIONS REGARDING THE COMPENSATION ARRANGEMENT ARE REFLECTED IN THE BOARD MINUTES.

FORM 990, PART VI QUESTION 19

FORM 990 GOVERNING DOCUMENTS

THE FOLLOWING FOUNDATION GOVERNING DOCUMENTS ARE NOT REQUIRED TO BE MADE AVAILABLE TO THE GENERAL PUBLIC.

- GOVERNING DOCUMENTS
- FINANCIAL STATEMENTS
- CONFLICT OF INTEREST POLICY

CERTAIN GOVERNING DOCUMENTS AND FINANCIAL INFORMATION MAY BE FOUND THROUGH OTHER SOURCES SUCH AS THE ARIZONA CORPORATION COMMISSION OR

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GUIDESTAR.

FORM 990, PART XI, LINE 5

RECONCILIATION OF NET ASSETS

NET UNREALIZED GAIN(LOSS) FROM INVESTMENTS: $(16,703,506)

SCHEDULE I, PART I, LINE 2

PROCEDURES FOR MONITORING GRANT FUNDS IN THE US

PRIOR TO AWARDING AND PAYING A GRANT, THE FOLLOWING DOCUMENTS ARE COLLECTED AS PART OF THE DUE DILIGENCE AND OVERSIGHT PROCEDURES:

- MOST RECENT AUDITED FINANCIAL STATEMENTS, IF APPLICABLE
- MOST RECENT MANAGEMENT LETTER (OR A STATEMENT FROM THE AUDITOR ATTESTING THAT NO MANAGEMENT LETTER WAS ISSUED)
- MOST RECENT IRS FORM 990, MATCHING AUDITED FINANCIAL STATEMENTS
- CURRENT BOARD OF DIRECTORS ROSTER INCLUDING NAMES, AFFILIATIONS, LENGTHS OF SERVICE AND POSITIONS HELD
- STAFF PROFILES AND/OR RESUMES OF THOSE WHO WILL BE DIRECTLY INVOLVED IN THE IMPLEMENTATION OF THE PROJECT
- A BRIEF DESCRIPTION OF ANY PENDING LEGAL ACTION TO WHICH THE ORGANIZATION IS A PARTY OR A LETTER VALIDATING THAT THERE IS NO CURRENT LITIGATION IN WHICH THE ORGANIZATION IS INVOLVED.
- STATEMENT VERIFYING THAT THE ORGANIZATION HAS A CURRENT OFFICE OF FOREIGN ASSETS CONTROL (OFAC) COMPLIANCE POLICY, AN EQUAL EMPLOYMENT OPPORTUNITY POLICY, AND AN ANTI-DISCRIMINATION POLICY THAT MEET LOCAL, STATE AND FEDERAL REQUIREMENTS AND WITH WHICH THE ORGANIZATION IS IN FULL COMPLIANCE.

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- 501(C)(3) DETERMINATION LETTER
- ARTICLES OF INCORPORATION
- ORGANIZATIONAL BY-LAWS

IN ADDITION, APPLICANTS MAY SUBMIT THE FOLLOWING ATTACHMENTS IF THEY FEEL IT STRENGTHENS THE PROPOSAL AND/OR CLARIFIES THE INFORMATION.

- LOGIC MODEL
- STRATEGIC PLAN
- BUSINESS PLAN
- MEMORANDUMS OF UNDERSTANDING (MOUS)
- INTERGOVERNMENTAL AGREEMENTS (IGAS)
- LETTERS OF SUPPORT
- ANNUAL REPORT
- RECENT, RELEVANT PUBLICATIONS
- PROPOSAL BUDGET WORKSHEET (PROVIDED BY HELIOS EDUCATION FOUNDATION FOR MULTI-YEAR GRANTS)

FINANCIAL DOCUMENTS ARE ANALYZED FOR RISK AND APPROPRIATENESS BY THE VICE PRESIDENT AND DIRECTOR OF GRANTS ADMINISTRATION. DATA OUTSIDE OF THE NORM IS REFERRED TO THE FOUNDATION'S CHIEF FINANCIAL OFFICER; LIKEWISE, LEGAL DOCUMENTS ARE REVIEWED BY THE VP AND DIRECTOR OF GRANTS ADMINISTRATION AND REFERRED TO THE CHIEF OPERATING OFFICER FOR REVIEW AND FINAL DISPOSITION.

ONCE A GRANT HAS BEEN AWARDED, A CUSTOMIZED CONTRACT IS DEVELOPED AND

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EXECUTED. CONTRACTS GENERALLY CONTAIN CUSTOMIZED DELIVERABLES INCLUDING INTERIM REPORTING, SITE VISITS, AND FINAL REPORT. DELIVERABLES ARE ENTERED INTO A TRACKING DATABASE AND MONITORED FOR COMPLIANCE. THE GRANTS ADMINISTRATOR, VICE PRESIDENT AND DIRECTOR OF GRANTS ADMINISTRATION OR PROGRAM DIRECTOR MONITORS GRANT COMPLIANCE AND PROACTIVELY ADDRESSES ANY GRANT EXCEPTIONS.

SCHEDULE I, PART II, COLUMN H

PURPOSE OF GRANTS

AS DESCRIBED IN PART III OF THE FORM 990, HELIOS EDUCATION FOUNDATION FOCUSES COMMUNITY INVESTMENTS ACROSS THREE KEY IMPACT AREAS: 1) EARLY CHILDHOOD EDUCATION; 2) TRANSITION YEARS; AND 3) POSTSECONDARY SCHOLARSHIPS.

TRANSITION YEARS - HELPING YOUTH, GRADES 5-12, SUCCESSFULLY TRANSITION BETWEEN THE STAGES OF EDUCATION THROUGH:

- INCREASING CURRICULUM RIGOR AND RELEVANCE WITH AN EMPHASIS ON STEM EDUCATION (GRADES 5-10)
- CREATING AND SUSTAINING A PIPELINE OF QUALITY STEM EDUCATORS
- CULTIVATING STRONG MIDDLE AND HIGH SCHOOL LEADERSHIP
- FOSTERING PERSONAL GROWTH, CHARACTER DEVELOPMENT AND COLLEGE READINESS
- IMPROVING FAMILY AND COMMUNITY ENGAGEMENT IN STUDENT SUCCESS

EARLY CHILDHOOD EDUCATION - PREPARING CHILDREN AGES 0-5 TO ENTER SCHOOL READY TO SUCCEED THROUGH:

- IMPROVING EARLY CHILDHOOD EDUCATION TEACHER QUALITY

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- INTEGRATING EMERGENT LITERACY AND LANGUAGE CURRICULUM INTO POSTSECONDARY PROGRAMS

- BRIDGING EARLY CHILDHOOD AND K-3 EDUCATION

POSTSECONDARY SCHOLARSHIPS - PROVIDING POSTSECONDARY EDUCATION OPPORTUNITIES FOR YOUNG ADULTS THROUGH:

- INCREASING ACCESS TO POSTSECONDARY EDUCATION FOR UNDERSERVED POPULATIONS

- CREATING A PIPELINE OF STUDENTS AND EDUCATORS FOCUSED ON STEM EDUCATION

- CULTIVATING EARLY CHILDHOOD EDUCATION TEACHERS AND PRACTITIONERS

INNOVATIVE - PROGRAMS ALIGNED TO THE VALUES, VISION AND MISSION OF THE FOUNDATION THAT DO NOT FIT WITHIN THE OTHER FUNDING AREAS.

ATTACHMENT 1

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
RAYMOND JAMES FINANCIAL SERVICES, INC. 880 CARILLON PARKWAY ST PETERSBURG, FL 33716	INVESTMENT	1,076,262.
MARKETING SAVVY LLC 1052 CAMINO DEL ARROYO DRIVE SAN MARCOS, CA 92078	MARKETING/CONSULTING	148,314.
TOTAL COMPENSATION		1,224,576.

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FORM 5471, SCHEDULE C - INCOME STATEMENT

LINE 8, OTHER INCOME	
NET REALIZED & UNREALIZED GAIN (LOSS) FROM INVESTMENTS	2,598,140
TOTAL OTHER INCOME	2,598,140
LINE 16, OTHER DEDUCTIONS	
MANAGEMENT FEE	278,880
THIRD-PARTY MANAGED ACCOUNT FEES	28,002
PROFESSIONAL FEES	59,773
OTHER OPERATING EXPENSES	6,978
TOTAL OTHER DEDUCTIONS	373,633

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FORM 5471, SCHEDULE F - BALANCE SHEET	12/31/2009	12/31/2010
LINE 7, OTHER INVESTMENTS		
INVESTMENTS	27,807,356	29,155,280
TOTAL OTHER INVESTMENTS	27,807,356	29,155,280
LINE 15, OTHER CURRENT LIABILITIES		
INVESTMENTS	500,000	-
TOTAL OTHER CURRENT LIABILITIES	500,000	-

ATTACHMENT 2