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

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning 04/01, 2011, and ending 03/31, 2012

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ORIX FOUNDATION		D Employer identification number 80-0339763	
	Doing Business As			
	Number and street (or P O box if mail is not delivered to street address)		Room/suite	
	1717 MAIN STREET		900	
City or town, state or country, and ZIP + 4		E Telephone number		
DALLAS, TX 75201		(214) 237-2335		
F Name and address of principal officer ELIZABETH DAANE 1717 MAIN STREET, SUITE 900 DALLAS, TX 75201		G Gross receipts \$ 2,349,073.		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)		
J Website ▶ WWW.ORIXFOUNDATION.COM		H(c) Group exemption number ▶		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 2009 M State of legal domicile TX		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE FOUNDATION WAS CREATED PRIMARILY TO PROVIDE RELIEF FOR THE POOR AND DISTRESSED, AND ADVANCE EDUCATION.		
	2 Check this box <input checked="" type="checkbox"/> 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)	31.	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	31.	
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	0	
	6 Total number of volunteers (estimate if necessary)	31.	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	0	
7b Net unrelated business taxable income from Form 990-T, line 34	0		
Revenue	8 Contributions and grants (Part VIII, line 1h)	889,676.	2,349,073.
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
	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)	889,676.	2,349,073.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	526,047.	2,253,600.
	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)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 26)	94,422.	
	17 Other expenses (Part IX, column (A), lines 12-14, 16, 17, 24e)	55,566.	112,357.
	18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	581,613.	2,365,957.
19 Revenue less expenses - Subtract line 18 from line 12	308,063.	-16,884.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	1,060,262.	1,048,378.
	21 Total liabilities (Part X, line 26)	0	5,000.
	22 Net assets or fund balances - Subtract line 21 from line 20	1,060,262.	1,043,378.

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 <i>[Signature]</i>	Date 2/14/2013			
	Type or print name and title MICHAEL COUSINS - CFO				
Paid Preparer Use Only	Print/Type preparer's name SARA MERCER	Preparer's signature <i>[Signature]</i>	Date 2/12/13	Check <input type="checkbox"/> if self-employed	PTIN P00031690
	Firm's name ▶ KPMG, LLP	Firm's EIN ▶ 13-5565207		Phone no 405-239-6411	
	Firm's address ▶ 210 PARK AVENUE, SUITE 2850 OKLAHOMA CITY, OK 73102				

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

For Paperwork Reduction Act Notice, see the separate instructions.

SCANNED MAR 20 2013

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Form 990 (2011)

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

ORIX FOUNDATION IS COMMITTED TO ADVANCING EDUCATION, STRENGTHENING COMMUNITIES AND IMPROVING LIVES. WE WANT CHILDREN AND FAMILIES TO SUCCEED - IN SCHOOL, IN THE WORKFORCE AND IN LIFE.

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 [X] 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 [X] No

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 1,184,989 including grants of \$ 1,184,989) (Revenue \$)

THE ORGANIZATION'S OBJECTIVE UNDER ITS CHARITABLE GIVING PROGRAM IS TO PROVIDE GRANTS TO "QUALIFIED CHARITIES" WITH EXEMPT PURPOSES THAT ARE THE SAME AS OR SIMILAR TO ITS EXEMPT PURPOSES.

PURSUANT TO THE CHARITABLE GIVING PROGRAM, THE ORGANIZATION MADE CONTRIBUTIONS TO NUMEROUS CHARITABLE ORGANIZATIONS. FOR ADDITIONAL DETAIL RELATED TO GRANTS GREATER THAN \$5,000, SEE FORM 990, SCHEDULE I, PART II.

4b (Code) (Expenses \$ 1,037,111 including grants of \$ 1,037,111) (Revenue \$)

UNDER THE MATCHING PROGRAM, THE ORGANIZATION'S AFFILIATE COMPANIES, COLLECTIVELY NAMED "ORIX USA" WILL MAKE FINANCIAL GRANTS TO THE ORGANIZATION TO BE USED TO MATCH A CONTRIBUTION MADE BY ORIX USA EMPLOYEE TO A PUBLIC, QUALIFIED CHARITY OF HIS OR HER CHOOSING WHICH HAS EXEMPT PURPOSES THE SAME AS OR SIMILAR TO THE ORGANIZATION'S EXEMPT PURPOSES. PURSUANT TO THE ORGANIZATION'S MATCHING PROGRAM, THE ORGANIZATION MADE CONTRIBUTIONS TO VARIOUS CHARITABLE ORGANIZATIONS AT THE REQUEST OF THE EMPLOYEES.

FOR ADDITIONAL DETAIL RELATED TO GRANTS GREATER THAN \$5,000, SEE FORM 990, SCHEDULE I, PART II AND SCHEDULE F.

4c (Code) (Expenses \$ 31,500 including grants of \$ 31,500) (Revenue \$)

SPECIFIC INDIVIDUAL ASSISTANCE PROVIDED TO 1 FORMER ORIX USA EMPLOYEE WHO ENCOUNTERED FINANCIAL HARDSHIPS SUBSEQUENT TO EMPLOYMENT WITH ORIX USA.

FOR ADDITIONAL INFORMATION REGARDING THIS GRANT AND THE GUIDELINES RELATED TO PROVIDING ASSISTANCE TO INDIVIDUALS, SEE SCHEDULE I, PART III.

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses 2,253,600.

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-20b detailing various organizational requirements and reporting obligations.

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	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? <i>If "Yes," complete Schedule I, Parts I and III.</i>	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? <i>If "Yes," complete Schedule J.</i>		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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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? <i>If "Yes," complete Schedule L, Part I.</i>		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? <i>If "Yes," complete Schedule L, Part I.</i>		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? <i>If "Yes," complete Schedule L, Part II.</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		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? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		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? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>	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? <i>If "Yes," complete Schedule R, Part I.</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		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? <i>If "Yes," complete Schedule R, Part VI.</i>		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.	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.

Table with columns for question numbers (1a-14b), Yes, and No. Contains various tax-related questions and their corresponding responses.

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

Table with 4 columns: Question, Yes, No. Rows include questions 1a through 9 regarding governing body members, relationships, and documentation.

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

Table with 4 columns: Question, Yes, No. Rows include questions 10a through 16b regarding local chapters, policies, conflict of interest, whistleblower, and joint ventures.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed TX,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

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 X

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ATTACHMENT 1										
(1) JAMES THOMPSON FOUNDING DIRECTOR	2.00	X		X				0	0	0
(2) ELIZABETH DAANE PRESIDENT	5.00	X		X				0	0	0
(3) AMY HOWELL SECRETARY	2.50	X		X				0	0	0
(4) GREG MAY EXECUTIVE VICE PRESIDENT	2.50	X		X				0	0	0
(5) MICHAEL COUSINS TREASURER	2.00	X		X				0	0	0
(6) JORDAN MASSEY ASSISTANT TREASURER	2.50	X		X				0	0	0
(7) ZEBBA ANSARI BOARD MEMBER	.50	X						0	0	0
(8) MARC ARMENTROUT BOARD MEMBER	.50	X						0	0	0
(9) LAURYN BLOOM BOARD MEMBER	.50	X						0	0	0
(10) BARBARA BUSH BOARD MEMBER	.50	X						0	0	0
(11) ADAM CATHEY BOARD MEMBER	.50	X						0	0	0
(12) MICHAEL DAVID BOARD MEMBER	.50	X						0	0	0
(13) JAMES DUNN BOARD MEMBER	.50	X						0	0	0
(14) NICOLA HOBEICHE BOARD MEMBER	.50	X						0	0	0

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) CAROLYN HUBACH BOARD MEMBER	.50	X					0	0	0	
(16) ROBERT LENHARDT BOARD MEMBER	.50	X					0	0	0	
(17) JOSH MAYFIELD BOARD MEMBER	.50	X					0	0	0	
(18) DENISE MILLER BOARD MEMBER	.50	X					0	0	0	
(19) MIKE MORAN BOARD MEMBER	.50	X					0	0	0	
(20) VALERIE PROWELL BOARD MEMBER	.50	X					0	0	0	
(21) SCOTT RUTHERFORD BOARD MEMBER	.50	X					0	0	0	
(22) PAUL WILSON BOARD MEMBER	.50	X					0	0	0	
(23) HALEY BARRON BOARD MEMBER	.50	X					0	0	0	
(24) BRAD DELONG BOARD MEMBER	.50	X					0	0	0	
(25) MIKE JORDHOY BOARD MEMBER	.50	X					0	0	0	
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A							0	0	0	
d Total (add lines 1b and 1c)							0	0	0	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	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		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		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		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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

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 **0**

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former				
(26) NOBORU KAWAI BOARD MEMBER	.50	X						0	0	0	
(27) JONATHAN KING BOARD MEMBER	.50	X						0	0	0	
(28) TONYA MOORE BOARD MEMBER	.50	X						0	0	0	
(29) ERIC SCHNEPF BOARD MEMBER	.50	X						0	0	0	
(30) TRAVIS SCHWAER BOARD MEMBER	.50	X						0	0	0	
(31) BRIAN SEVILLE BOARD MEMBER	.50	X						0	0	0	
1b Sub-total											
c Total from continuation sheets to Part VII, Section A											
d Total (add lines 1b and 1c)											

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such person</i>		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 Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

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

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	2,349,073		
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f		2,349,073		
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)		0		
	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				
	b	Less cost or other basis and sales expenses				
	c	Gain or (loss)				
	d	Net gain or (loss)		0		
	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		2,349,073			

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)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,520,264.	1,520,264.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	31,500.	31,500.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	701,836.	701,836.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	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			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees)				
a Management	0			
b Legal	0			
c Accounting	0			
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other	0			
12 Advertising and promotion	0			
13 Office expenses	0			
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0			
23 Insurance	0			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a OTHER EXPENSES -----	17,935.		17,935.	
b FUNDRAISING EXPENSES -----	94,422.			94,422.
c -----				
d -----				
e All other expenses -----				
25 Total functional expenses. Add lines 1 through 24e	2,365,957.	2,253,600.	17,935.	94,422.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	1,048,562.	1	1,036,678.
	2	Savings and temporary cash investments	0	2	0
	3	Pledges and grants receivable, net	0	3	0
	4	Accounts receivable, net	0	4	0
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	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)	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	0	9	0
	10a	Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D		10a	
	b	Less accumulated depreciation		10b	
	11	Investments - publicly traded securities	0	11	0
	12	Investments - other securities See Part IV, line 11	0	12	0
	13	Investments - program-related See Part IV, line 11	11,700.	13	11,700.
	14	Intangible assets	0	14	0
	15	Other assets See Part IV, line 11	0	15	0
16	Total assets. Add lines 1 through 15 (must equal line 34)	1,060,262.	16	1,048,378.	
Liabilities	17	Accounts payable and accrued expenses	0	17	0
	18	Grants payable	0	18	5,000.
	19	Deferred revenue	0	19	0
	20	Tax-exempt bond liabilities	0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0	25	0
	26	Total liabilities. Add lines 17 through 25	0	26	5,000.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	1,060,262.	27	1,043,378.
	28	Temporarily restricted net assets	0	28	0
	29	Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> 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	1,060,262.	33	1,043,378.
	34	Total liabilities and net assets/fund balances.	1,060,262.	34	1,048,378.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,349,073.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,365,957.
3	Revenue less expenses Subtract line 2 from line 1	3	-16,884.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,060,262.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
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	1,043,378.

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 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?		X
2c	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		
2d	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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization
ORIX FOUNDATION

Employer identification number
80-0339763

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?
 - (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?

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s)

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

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

Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")		500,000	599,100	889,676	2,349,073	4,337,849
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		500,000	599,100	889,676	2,349,073	4,337,849
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).						3,507,630
6 Public support. Subtract line 5 from line 4						830,219

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4		500,000	599,100	889,676	2,349,073	4,337,849
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						4,337,849
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						<input checked="" type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2011. 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		<input type="checkbox"/>
b 33 1/3% support test - 2010. 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		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2011. 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		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2010. 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		<input type="checkbox"/>
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		<input type="checkbox"/>

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

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

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income Do not include gain or loss from the sale of capital assets; 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

Table with 3 columns: Description, Value, Percentage. Row 15: Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2010 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Value, Percentage. Row 17: Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2010 Schedule A, Part III, line 17.

- 19a 33 1/3% support tests - 2011. 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 - 2010. 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; and Part III, line 12. Also complete this part for any additional information. (See instructions).

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

Employer identification number

ORIX FOUNDATION

80-0339763

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) EAST ASIA AND THE PACIFIC			GRANTMAKING		701,836
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					701,836
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					701,836

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

Schedule F (Form 990) 2011

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)			EAST ASIA/PACIFIC	GENERAL_SUPP	701,836	WIRE			CASH
(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. 1.

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)							

Part IV Foreign Forms

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

Part V Supplemental Information

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

MONITORING OF FUNDS

SCHEDULE F, PART I, LINE 2

DUE TO THE MAGNITUDE OF THE EARTHQUAKE IN JAPAN IN 2011, ORIX FOUNDATION
DECIDED TO EXTEND CHARITABLE ASSISTANCE IN THE FORM OF SCHOLARSHIPS
THROUGH THE NATIONAL FEDERATION OF UNESCO ASSOCIATIONS IN JAPAN.

LEGAL DOCUMENTS ARE IN PLACE OUTLINING THE SCHOLARSHIP, PARTY ROLES,
FINANCIAL PLANS AND EXPENSES, ADMINISTRATION AND AUDITING OF ACTIVITIES
TO ENSURE FUNDS ARE APPROPRIATELY MONITORED.

ACCOUNTING METHODS

SCHEDULE F, PART I, LINE 3

A CASH ACCOUNTING METHOD WAS USED FOR ALL FOREIGN GRANTS.

**SCHEDULE I
(Form 990)**

**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

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service
Name of the organization

Employer identification number
80-0339763

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. Yes No

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)	ALS ASSOCIATION X IRVING, TX 75038	75-2763287	501(C)(3)	5,050				GENERAL SUPPORT
(2)	AMERICAN CANCER SOCIETY X DALLAS, TX 75283	75-6198499	501(C)(3)	6,700.				GENERAL SUPPORT
(3)	BAYLOR HEALTH CARE SYSTEM FOUNDATION X DALLAS, TX 75201	75-1606705	501(C)(3)	25,000				GENERAL SUPPORT
(4)	BIG BROTHERS BIG SISTERS 450 E JOHN CARPENTER FRMY IRVING, TX 75062	75-0800632	501(C)(3)	25,000.				GENERAL SUPPORT
(5)	CAPTAIN HOPE'S KIDS 10555 NEWKIRK ST DALLAS, TX 75220	75-2284779	501(C)(3)	75,000				GENERAL SUPPORT
(6)	COLUMBUS MUSEUM OF ART X COLUMBUS, OH 43215	31-4379447	501(C)(3)	5,500				GENERAL SUPPORT
(7)	COMMUNITY PARTNERS OF DALLAS 1215 SKILES STREET DALLAS, TX 75204	75-2468034	501(C)(3)	182,372				GENERAL SUPPORT
(8)	CROSSROADS COMMUNITY SERVICES 1822 YOUNG ST. 2ND FLOOR DALLAS, TX 75201	75-0886445	501(C)(3)	25,225				GENERAL SUPPORT
(9)	DALLAS ACADEMY 950 TIFFANY WAY DALLAS, TX 75218	75-1247831	501(C)(3)	10,000				GENERAL SUPPORT
(10)	DALLAS CASA 2815 GASTON AVENUE DALLAS, TX 75226	75-1866204	501(C)(3)	45,125				GENERAL SUPPORT
(11)	DALLAS HEARING FOUNDATION 7777 FOREST LANE, SUITE A-103	75-2695561	501(C)(3)	20,000.				GENERAL SUPPORT
(12)	DALLAS URBAN DEBATE ALLIANCE PO BOX 670564 DALLAS, TX 75367	38-3785200	501(C)(3)	15,000.				GENERAL SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

Schedule I (Form 990) (2011)

**SCHEDULE I
(Form 990)**

**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

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service
Name of the organization

Employer identification number
80-0339763

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)	FAMILY GATEWAY, INC 711 SOUTH ST. PAUL ST DALLAS, TX 75201	75-2105579	501(C)(3)	55,600				GENERAL SUPPORT
(2)	FAUSTINA ACADEMY X IRVING, TX 75061	71-0942139	501(C)(3)	12,000				GENERAL SUPPORT
(3)	FOUNDATION FOR THE EDUCATION OF YOUNG WOMEN 2804 SWISS AVENUE DALLAS, TX 75204	47-0902114	501(C)(3)	25,000				GENERAL SUPPORT
(4)	GENESIS WOMEN'S SHELTER 4411 LEMMON AVENUE # 201 DALLAS, TX 75219	75-1881365	501(C)(3)	50,000				GENERAL SUPPORT
(5)	INTERFAITH HOUSING COALITION 5600 ROSS AVENUE DALLAS, TX 75206	75-2028254	501(C)(3)	51,665				GENERAL SUPPORT
(6)	JUNIOR ACHIEVEMENT OF DALLAS, INC 1201 EXECUTIVE DRIVE WEST	75-0881589	501(C)(3)	25,000				GENERAL SUPPORT
(7)	MUSCULAR DYSTROPHY ASSOCIATION, INC 3300 EAST SUNRISE DRIVE TUSCON, AZ 85718	13-1665552	501(C)(3)	5,607.				GENERAL SUPPORT
(8)	MENLO-ATHERTON HIGH SCHOOL FOUNDATION FOR T 555 MIDDLEFIELD ROAD ATHERTON, CA 94027	75-0800632	501(C)(3)	45,000				GENERAL SUPPORT
(9)	METRO DALLAS HOMELESS ALLIANCE 1818 CORSICANA ST. DALLAS, TX 75201	75-2461679	501(C)(3)	70,000				GENERAL SUPPORT
(10)	MI ESCUELITA 4231 MAPLE AVENUE DALLAS, TX 75219	75-1728505	501(C)(3)	25,000				GENERAL SUPPORT
(11)	NEW BEGINNING CENTER 218 NORTH TENTH STREET GARLAND, TX 75040	75-1884025	501(C)(3)	42,970				GENERAL SUPPORT
(12)	NORTH TEXAS FOOD BANK 4202 DAN MORTON DRIVE DALLAS, TX 75236	75-1785357	501(C)(3)	54,900				GENERAL SUPPORT

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3 Enter total number of other organizations listed in the line 1 table

Schedule I (Form 990) (2011)

**SCHEDULE I
(Form 990)**

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

OMB No 1545-0047

2011

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service
Name of the organization

Employer identification number
80-0339763

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. Yes No

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)	PARKLAND HOSPITAL FOUNDATION 2777 N. STEMMONS FWY STE 1700	75-2089180	501(C)(3)	25,000				GENERAL SUPPORT
(2)	PATRIOT PAWS SERVICE DOGS 254 RANCH TRAIL RANCH ROCKWALL, TX 75032	04-3815107	501(C)(3)	25,250				GENERAL SUPPORT
(3)	PEDIATRIC CANCER FOUNDATION PO BOX 785 MAMARONECK, NY 10543	23-7161550	501(C)(3)	10,000				GENERAL SUPPORT
(4)	PELOTONIA - THE OHIO STATE UNIVERSITY FOUNDATION X COLUMBUS, OH 43210	31-1145986	501(C)(3)	36,760				GENERAL SUPPORT
(5)	PHOENIX HOUSE 2351 W NORTHWEST HIGHWAY, SUITE 3265	13-3810073	501(C)(3)	15,000				GENERAL SUPPORT
(6)	RETINA FOUNDATION OF THE SOUTHWEST X DALLAS, TX 75231	51-0151514	501(C)(3)	10,000				GENERAL SUPPORT
(7)	RISE SCHOOL 5923 ROYAL LANE DALLAS, TX 75230	75-2749017	501(C)(3)	10,000				GENERAL SUPPORT
(8)	ROTARY CLUB OF DALLAS 1717 NORTH AKARD DALLAS, TX 75201	75-1098979	501(C)(3)	8,000				GENERAL SUPPORT
(9)	SCHOOL FOR THE TALENTED AND GIFTED HIGH SCHOOL 1201 E 8TH ST, #302 DALLAS, TX 75203	20-5533398	501(C)(3)	25,000				GENERAL SUPPORT
(10)	SULLIVAN COUNTY SPCA X ROCK HILL, NY 12775	14-6027998	501(C)(3)	10,000				GENERAL SUPPORT
(11)	THE STEMPOT X DALLAS, TX 75201	75-6052623	501(C)(3)	65,000				GENERAL SUPPORT
(12)	THE WELLINGTON SCHOOL 3650 REED ROAD COLUMBUS, OH 43220	31-0977200	501(C)(3)	10,950				GENERAL SUPPORT

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2011)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service
Name of the organization

Employer identification number
80-0339763

ORIX FOUNDATION

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 Yes No

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)	USO PO BOX 613306 DFW AIRPORT, TX 75261	13-1610451	501(C)(3)	25,000.				GENERAL SUPPORT
(2)	VOGEL ALCOVE 7557 RAMBLER ROAD, SUITE 262	75-2133827	501(C)(3)	61,500.				GENERAL SUPPORT
(3)	WESLEY-RANKIN COMMUNITY CENTER 3100 CROSSMAN DALLAS, TX 75212	75-0808775	501(C)(3)	15,000.				GENERAL SUPPORT
(4)	WILKINSON CENTER P.O. BOX 720248 DALLAS, TX 75372	75-2712117	501(C)(3)	30,000				GENERAL SUPPORT
(5)	YALE UNIVERSITY X NEW HAVEN, CT 06521	06-0646973	501(C)(3)	12,000				GENERAL SUPPORT
(6)	YOUTH VILLAGE RESOURCES OF DALLAS 1508 E. LANGDON RD. DALLAS, TX 75241	30-0018778	501(C)(3)	25,000				GENERAL SUPPORT
(7)	ZERO TO FIVE FUNDERS' COLLABORATIVE 3003 SWISS AVENUE DALLAS, TX 75204		501(C)(3)	25,000				GENERAL SUPPORT
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 43
- 3 Enter total number of other organizations listed in the line 1 table 43

Schedule I (Form 990) (2011)

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 HARSHIP ASSISTANCE TO FORMER ORIX EMPLOYEES	1	31,500.			
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.

GRANTS TO ORGANIZATIONS

PART I, LINE 2

A PARTNER CHARITY MUST DEMONSTRATE A CURRENT NEED FOR FUNDS AND HISTORICALLY PRUDENT MANAGEMENT OF FUNDS AND PROGRAMS. THE CHARITY SHOULD DEMONSTRATE THAT ITS GENERAL AND ADMINISTRATIVE EXPENSES ARE COMPARABLE TO OR LESS THAN THOSE OF SIMILAR CHARITIES. WE LIKE TO CONSIDER THE IMPACT OF THE FUNDS - BOTH THE NUMBER OF INDIVIDUALS BENEFITTING FROM THE DONATION, AS WELL AS THE MANNER AND EXTENT TO WHICH THEY WILL BENEFIT. ORIX PREFERS DEVELOPING CHARITIES WITH MODEST FUNDRAISING CAPABILITIES, AND UNDERFUNDED CHARITIES, WHERE OUR DOLLARS

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.

CAN MAKE THE GREATEST DIFFERENCE. A PARTNER CHARITY IS REQUIRED TO SUBMIT AUDITED FINANCIAL STATEMENTS OR A COMPLETED FORM 990 TO ORIX FOUNDATION'S EXECUTIVE COMMITTEE FOR REVIEW. ALSO, A MEMBER OF THE EXECUTIVE COMMITTEE TYPICALLY PERFORMS A SITE VISIT TO ENSURE THE ORGANIZATION APPEARS TO BE OPERATING ADEQUATELY AND AS INTENDED. ORIX FOUNDATION FOLLOWS UP WITH PARTNER CHARITIES, EXPECTING THEM TO REPORT HOW FUNDS ARE SPENT AND HOW SERVICES HAVE BEEN PROVIDED TO THE COMMUNITY.

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.

GRANTS TO INDIVIDUALS

PART I, LINE 2

ORIX FOUNDATION ADMINISTERS AN EMERGENCY FINANCIAL HARDSHIP ASSISTANCE PROGRAM TO PROVIDE EMERGENCY FINANCIAL ASSISTANCE TO FORMER EMPLOYEES OF OUC. EMERGENCY FINANCIAL HARDSHIP INCLUDES ANY SITUATION RENDERING AN INDIVIDUAL UNABLE TO MAINTAIN A MINIMUM STANDARD OF LIVING. RECIPIENTS MAY USE GRANTS OR LOANS FROM THE FOUNDATION TO PAY FOR REASONABLE/NECESSARY LIVING EXPENSES. THE APPLICANT MUST PROVIDE A SUMMARY AND SUBMIT EVIDENCE TO SUBSTANTIATE LOSSES, THE PURPOSES FOR WHICH HE OR SHE NEEDS FINANCIAL ASSISTANCE AND THE PROPOSED COSTS TO

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.

COVER SUCH FINANCIAL NEED TO EVALUATE HIS OR HER APPLICATION INCLUDING, EVIDENCE OF SEARCHING, DOCTORS' NOTES AND PERSONAL FINANCIAL STATEMENTS. RECIPIENTS WILL BE REQUIRED TO PROVIDE A SUMMARY OF THOSE EXPENDITURES AND THE SUPPORTING DOCUMENTS WITHIN A REASONABLE TIME FOLLOWING THE DATE OF DISBURSEMENT. THE FOUNDATION WILL NOT PROVIDE FINANCIAL ASSISTANCE TO ANY PERSON WHERE A FAMILIAL RELATIONSHIP EXISTS BETWEEN AN OFFICER, A DIRECTOR, A KEY EMPLOYEE OF, OR A SUBSTANTIAL CONTRIBUTOR TO THE FOUNDATION. APPLICATION WILL BE SUBMITTED TO THE EMERGENCY FINANCIAL AID COMMITTEE (EFAC) OF THE FOUNDATION ON A "BLIND BASIS", MEANING THAT ALL PERSONAL IDENTIFYING INFORMATION WILL HAVE BEEN REDACTED, SO THAT THE

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.

EFAC WILL BE UNABLE TO IDENTIFY THE APPLICANT. DECISIONS ON APPLICATIONS WILL BE MADE BY AN AFFIRMATIVE VOTE BY A MAJORITY OF MEMBERS ON THE FOUNDATION'S INDEPENDENT EFAC.

Part I Liquidation, Termination, or Dissolution (Continued)

Note. If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B), line 16 (Total assets), and line 26 (Total liabilities), should equal -0-

- 3 Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III
- 4a Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?
- 4b If "Yes," did the organization provide such notice?
- 5 Did the organization discharge or pay all of its liabilities in accordance with state laws?
- 6a Did the organization have any tax-exempt bonds outstanding during the year?
- 6b Did the organization discharge or defease all of its tax-exempt bond liabilities during the tax year in accordance with the Internal Revenue Code and state laws?

	Yes	No
3		
4a		
4b		
5		
6a		
6b		

c. If "Yes" to line 6b, describe in Part III how the organization defeased or otherwise settled these liabilities. If "No," explain in Part III

Part II Sale, Exchange, Disposition, or Other Transfer of More Than 25% of the Organization's Assets. Complete this part if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36. Part II can be duplicated if additional space is needed.

1	(a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity
	SEE SCHEDULE I, PART II & III						

2	Did or will any officer, director, trustee, or key employee of the organization	Yes	No
a	Become a director or trustee of a successor or transferee organization?		X
b	Become an employee of, or independent contractor for, a successor or transferee organization?		X
c	Become a direct or indirect owner of a successor or transferee organization?		X
d	Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?		X
e	If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III		

Part III **Supplemental Information.** Complete to provide the information required by Part I, lines 2e and 6c, and Part II, line 2e. Also complete this part to provide any additional information

SUPPLEMENTAL INFORMATION

SCHEDULE N, PART II, LINE 1

THE GRANTS DISCLOSED IN SCHEDULE I WERE MADE IN THE ORDINARY COURSE OF
THE ORGANIZATION'S CHARITABLE ACTIVITIES AND NOT AS PART OF A PLAN TO
LIQUIDATE OR SUBSTANTIALLY REDUCE THE ACTIVITIES OF THE ORGANIZATION.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service
Name of the organization

ORIX FOUNDATION

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

**Open to Public
Inspection**

Employer Identification number

80-0339763

PAGE 6. PART VI. QUESTION 2 EXPLANATION:

BUSINESS RELATIONSHIP: JIM THOMPSON, ELIZABETH DAANE, MICHAEL COUSINS

PAGE 6. PART VI. SECTION B. QUESTION 11B EXPLANATION:

THE ORGANIZATION ENGAGES AN OUTSIDE ACCOUNTING FIRM EXPERIENCED IN PREPARATION OF FORM 990 TO REVIEW THE ORGANIZATION'S FORM 990. THE TREASURER WILL REVIEW THE RETURN PRIOR TO FILING THE RETURN. AN ELECTRONIC COPY OF THE FINAL FORM 990 IS THEN PROVIDED ON THE ORIX INTRANET WITH ELECTRONIC NOTIFICATION FOR THE BOARD OF DIRECTORS PRIOR TO FILING THE TAX RETURN.

PAGE 6. PART VI. SECTION B. QUESTION 12C EXPLANATION:

IN CONNECTION WITH ANY ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, AN INTERESTED PERSON MUST DISCLOSE THE EXISTENCE OF HIS OR HER FINANCIAL INTEREST AND ALL MATERIAL FACTS TO THE DIRECTORS AND MEMBERS OR COMMITTEES WITH BOARD DELEGATED POWERS CONSIDERING THE PROPOSED TRANSACTION OR ARRANGEMENT.

AFTER DISCLOSURE OF THE FINANCIAL INTEREST AND ALL MATERIAL FACTS, AND AFTER ANY DISCUSSION WITH THE INTERESTED PERSON, HE OR SHE SHALL LEAVE THE BOARD OR COMMITTEE MEETING WHILE THE DETERMINATION OF A CONFLICT OF INTEREST IS DISCUSSED AND VOTED UPON BY THE REMAINING BOARD OR COMMITTEE MEMBERS.

Name of the organization ORIX FOUNDATION	Employer identification number 80-0339763
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IF THE REMAINING BOARD OR COMMITTEE MEMBERS DETERMINE A CONFLICT OF INTEREST EXISTS, THE CHAIRPERSON OF THE BOARD OR COMMITTEE SHALL, IF APPROPRIATE, APPOINT A DISINTERESTED PERSON OR COMMITTEE TO INVESTIGATE ALTERNATIVES TO THE PROPOSED TRANSACTION OR ARRANGEMENT.

AFTER EXERCISING DUE DILIGENCE, THE BOARD OR COMMITTEE SHALL DETERMINE WHETHER THE FOUNDATION CAN OBTAIN A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT WITH REASONABLE EFFORTS FROM A PERSON OR ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST. IF A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT IS NOT REASONABLY ATTAINABLE UNDER CIRCUMSTANCES THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST, THE BOARD OR COMMITTEE SHALL DETERMINE BY MAJORITY VOTE OF THE DISINTERESTED DIRECTORS WHETHER THE TRANSACTION OR ARRANGEMENT IS IN THE BEST INTEREST OF THE FOUNDATION 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.

PAGE 6. PART VI. SECTION B. QUESTION 15 EXPLANATION:

THE ORGANIZATION DOES NOT HAVE ANY OFFICERS OR KEY EMPLOYEES THAT ARE COMPENSATED. AS SUCH, A PROCESS FOR DETERMINING COMPENSATION OF TOP MANAGEMENT IS NOT REQUIRED.

PAGE 6. PART VI. SECTION C. QUESTION 19 EXPLANATION:

THE PUBLIC CAN MAKE A REQUEST FOR THE DOCUMENTS AT THE ORIX FOUNDATION OFFICES.

Name of the organization ORIX FOUNDATION	Employer identification number 80-0339763
---	--

ATTACHMENT 1

FORM 990, PART VII, COLUMN B - ESTIMATED AVERAGE PER WEEK

NAME AND TITLE	HOURS DEVOTED FOR RELATED ORGANIZATION
JAMES THOMPSON	
FOUNDING DIRECTOR	40.00
ELIZABETH DAANE	
PRESIDENT	40.00
AMY HOWELL	
SECRETARY	40.00
GREG MAY	
EXECUTIVE VICE PRESIDENT	40.00
MICHAEL COUSINS	
TREASURER	40.00
JORDAN MASSEY	
ASSISTANT TREASURER	40.00
ZEBBA ANSARI	
BOARD MEMBER	40.00
MARC ARMENTROUT	
BOARD MEMBER	40.00
LAURYN BLOOM	
BOARD MEMBER	40.00
BARBARA BUSH	
BOARD MEMBER	40.00
ADAM CATHEY	
BOARD MEMBER	40.00
MICHAEL DAVID	
BOARD MEMBER	40.00
JAMES DUNN	
BOARD MEMBER	40.00
NICOLA HOBEICHE	
BOARD MEMBER	40.00
CAROLYN HUBACH	
BOARD MEMBER	40.00
ROBERT LENHARDT	
BOARD MEMBER	40.00
JOSH MAYFIELD	
BOARD MEMBER	40.00
DENISE MILLER	
BOARD MEMBER	40.00
MIKE MORAN	
BOARD MEMBER	40.00
VALERIE PROWELL	
BOARD MEMBER	40.00
SCOTT RUTHERFORD	
BOARD MEMBER	40.00
PAUL WILSON	
BOARD MEMBER	40.00
HALEY BARRON	
BOARD MEMBER	40.00
BRAD DELONG	
BOARD MEMBER	40.00

Name of the organization

Employer identification number

ORIX FOUNDATION

80-0339763

ATTACHMENT 1 (CONT'D)

MIKE JORDHOY	
BOARD MEMBER	40.00
NOBORU KAWAI	
BOARD MEMBER	40.00
JONATHAN KING	
BOARD MEMBER	40.00
TONYA MOORE	
BOARD MEMBER	40.00
ERIC SCHNEPF	
BOARD MEMBER	40.00
TRAVIS SCHWAER	
BOARD MEMBER	40.00
BRIAN SEVILLE	
BOARD MEMBER	40.00

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

ORIX FOUNDATION

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

Related Organizations and Unrelated Partnerships

Open to Public
Inspection

Employer identification number
80-0339763

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) ORIX USA CORPORATION 1717 MAIN STREET, SUITE 900 DALLAS, TX 75201 13-3095268	COMM FINANCE	TX	N/A	C CORP	0	0	0
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)		X
l Performance of services or membership or fundraising solicitations by related organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
n Sharing of paid employees with related organization(s)		X
o Reimbursement paid to related organization(s) for expenses		X
p Reimbursement paid by related organization(s) for expenses		X
q Other transfer of cash or property to related organization(s)		
r Other transfer of cash or property from related organization(s)		

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)	ORIX USA CORPORATION	C	2,172,893.	CASH/FMV
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
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Part VII Supplemental Information

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions	
	ORIX FOUNDATION	<input checked="" type="checkbox"/> X	Employer identification number (EIN) or 80-0339763
	Number, street, and room or suite no. If a P O box, see instructions	<input type="checkbox"/>	Social security number (SSN)
	1717 MAIN STREET		
	City, town or post office, state, and ZIP code For a foreign address, see instructions		
	DALLAS, TX 75201		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

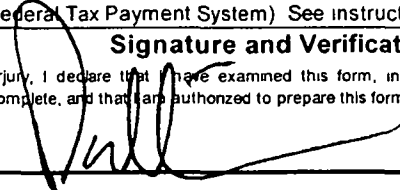
STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ELIZABETH DAANE
Telephone No 214 237-2335 FAX No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for
- 4 I request an additional 3-month extension of time until 02/15, 2013
- 5 For calendar year _____, or other tax year beginning 04/01, 2011, and ending 03/31, 2012
- 6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period
- 7 State in detail why you need the extension ATTACHMENT 1

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title Tax Director Date 11-12-12

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box [X]
If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only []

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: ORIX FOUNDATION
Employer identification number (EIN) or: 80-0339763
Number, street, and room or suite no: 1717 MAIN STREET
City, town or post office, state, and ZIP code: DALLAS, TX 75201

Enter the Return code for the return that this application is for (file a separate application for each return) [01]

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Rows include Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (sec 401(a) or 408(a) trust), and Form 990-T (trust other than above).

The books are in the care of ELIZABETH DAANE

Telephone No 214 237-2335 FAX No

- If the organization does not have an office or place of business in the United States, check this box []
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box [] If it is for part of the group, check this box [] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for [] calendar year 20 or [X] tax year beginning 04/01, 2011, and ending 03/31, 2012

2 If the tax year entered in line 1 is for less than 12 months, check reason: [] Initial return [] Final return [] Change in accounting period

Table with 3 rows: 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions 3a \$
3b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit. 3b \$
3c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFIPS (Electronic Federal Tax Payment System) See instructions 3c \$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.