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

Form **990** (2011)

Part IV

Checklist of Required Schedules

|     |                                                                                                                                                                                                                                                                                                                                                                                       | Yes | No  |    |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|
| 1   | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A                                                                                                                                                                    | 1   | Yes |    |
| 2   | Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?                                                                                                                                                                                                  | 2   | Yes |    |
| 3   | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I                                                                                                                                                                                                  | 3   |     | No |
| 4   | <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II                                                                                                                                                                                   | 4   |     | No |
| 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   |     | No |
| 6   | Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I                                               | 6   |     | No |
| 7   | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II                                                                                      | 7   |     | No |
| 8   | Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III                                                                                                                                                    | 8   |     | No |
| 9   | Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV                                                  | 9   |     | No |
| 10  | Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V                                                                                               | 10  |     | No |
| 11  | If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable                                                                                                                                                                                                                                        |     |     |    |
| a   | Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.                                                                                                                                                                 | 11a | Yes |    |
| b   | Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.                                                                                             | 11b |     | No |
| c   | Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.                                                                                            | 11c |     | No |
| d   | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.                                                                                                              | 11d |     | No |
| e   | Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.                                                                                                                                                                           | 11e |     | No |
| f   | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.                                                    | 11f |     | No |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII                                                                                                                                            | 12a | Yes |    |
| b   | Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional                                                              | 12b |     | No |
| 13  | Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E                                                                                                                                                                                                                                                                                     | 13  |     | No |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States?                                                                                                                                                                                                                                                                                           | 14a | Yes |    |
| b   | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I  | 14b | Yes |    |
| 15  | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II and IV                                                                                      | 15  | Yes |    |
| 16  | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV                                                                                          | 16  | Yes |    |
| 17  | Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I                                                                                                        | 17  | Yes |    |
| 18  | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II                                                                                                                   | 18  | Yes |    |
| 19  | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III                                                                                                                                             | 19  |     | No |
| 20a | Did the organization operate one or more hospitals? If "Yes," complete Schedule H                                                                                                                                                                                                                                                                                                     | 20a |     | No |
| b   | If "Yes" to line 20a, did the organization attach its audited financial statement to this return? <b>Note.</b> All Form 990 filers that operated one or more hospitals must attach audited financial statements                                                                                                                                                                       | 20b |     |    |

Part IV

Checklist of Required Schedules (continued)

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

|                                                                                                            |                                                                                                                                                                                                                                                                                                                                                      |            |           |  |  |    |
|------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|--|--|----|
| <b>Part V</b> <b>Statements Regarding Other IRS Filings and Tax Compliance</b>                             |                                                                                                                                                                                                                                                                                                                                                      |            |           |  |  |    |
| Check if Schedule O contains a response to any question in this Part V <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                      |            |           |  |  |    |
|                                                                                                            |                                                                                                                                                                                                                                                                                                                                                      | <b>Yes</b> | <b>No</b> |  |  |    |
| <b>1a</b>                                                                                                  | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.<br>. . . . .                                                                                                                                                                                                                                                           | <b>1a</b>  | 69        |  |  |    |
| <b>b</b>                                                                                                   | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.                                                                                                                                                                                                                                                                     | <b>1b</b>  | 0         |  |  |    |
| <b>c</b>                                                                                                   | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .                                                                                                                                                                                   | <b>1c</b>  | Yes       |  |  |    |
| <b>2a</b>                                                                                                  | Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return . . . . .                                                                                                                                                        | <b>2a</b>  | 142       |  |  |    |
| <b>b</b>                                                                                                   | If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><br><b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).                                                                                                              | <b>2b</b>  | Yes       |  |  |    |
| <b>3a</b>                                                                                                  | Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                              | <b>3a</b>  |           |  |  | No |
| <b>b</b>                                                                                                   | If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .                                                                                                                                                                                                                                           | <b>3b</b>  |           |  |  |    |
| <b>4a</b>                                                                                                  | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)? . . . . .                                                                                                                           | <b>4a</b>  | Yes       |  |  |    |
| <b>b</b>                                                                                                   | If "Yes," enter the name of the foreign country <u>▶ET, IT, VM</u><br>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts                                                                                                                                                                  |            |           |  |  |    |
| <b>5a</b>                                                                                                  | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .                                                                                                                                                                                                                                          | <b>5a</b>  |           |  |  | No |
| <b>b</b>                                                                                                   | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?                                                                                                                                                                                                                                     | <b>5b</b>  |           |  |  | No |
| <b>c</b>                                                                                                   | If "Yes" to line 5a or 5b, did the organization file Form 8886-T? . . . . .                                                                                                                                                                                                                                                                          | <b>5c</b>  |           |  |  |    |
| <b>6a</b>                                                                                                  | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? . . . . .                                                                                                                                                                | <b>6a</b>  |           |  |  | No |
| <b>b</b>                                                                                                   | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .                                                                                                                                                                                              | <b>6b</b>  |           |  |  |    |
| <b>7</b>                                                                                                   | <b>Organizations that may receive deductible contributions under section 170(c).</b>                                                                                                                                                                                                                                                                 |            |           |  |  |    |
| <b>a</b>                                                                                                   | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .                                                                                                                                                                                            | <b>7a</b>  | Yes       |  |  |    |
| <b>b</b>                                                                                                   | If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .                                                                                                                                                                                                                                            | <b>7b</b>  | Yes       |  |  |    |
| <b>c</b>                                                                                                   | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .                                                                                                                                                                                                       | <b>7c</b>  |           |  |  | No |
| <b>d</b>                                                                                                   | If "Yes," indicate the number of Forms 8282 filed during the year . . . . .                                                                                                                                                                                                                                                                          | <b>7d</b>  |           |  |  |    |
| <b>e</b>                                                                                                   | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .                                                                                                                                                                                                                            | <b>7e</b>  |           |  |  | No |
| <b>f</b>                                                                                                   | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .                                                                                                                                                                                                                                   | <b>7f</b>  |           |  |  | No |
| <b>g</b>                                                                                                   | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .                                                                                                                                                                                                           | <b>7g</b>  |           |  |  |    |
| <b>h</b>                                                                                                   | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .                                                                                                                                                                                                         | <b>7h</b>  |           |  |  |    |
| <b>8</b>                                                                                                   | <b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .                                                               | <b>8</b>   |           |  |  |    |
| <b>9</b>                                                                                                   | <b>Sponsoring organizations maintaining donor advised funds.</b>                                                                                                                                                                                                                                                                                     |            |           |  |  |    |
| <b>a</b>                                                                                                   | Did the organization make any taxable distributions under section 4966? . . . . .                                                                                                                                                                                                                                                                    | <b>9a</b>  |           |  |  |    |
| <b>b</b>                                                                                                   | Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .                                                                                                                                                                                                                                                     | <b>9b</b>  |           |  |  |    |
| <b>10</b>                                                                                                  | <b>Section 501(c)(7) organizations.</b> Enter                                                                                                                                                                                                                                                                                                        |            |           |  |  |    |
| <b>a</b>                                                                                                   | Initiation fees and capital contributions included on Part VIII, line 12 . . . . .                                                                                                                                                                                                                                                                   | <b>10a</b> |           |  |  |    |
| <b>b</b>                                                                                                   | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities                                                                                                                                                                                                                                                          | <b>10b</b> |           |  |  |    |
| <b>11</b>                                                                                                  | <b>Section 501(c)(12) organizations.</b> Enter                                                                                                                                                                                                                                                                                                       |            |           |  |  |    |
| <b>a</b>                                                                                                   | Gross income from members or shareholders . . . . .                                                                                                                                                                                                                                                                                                  | <b>11a</b> |           |  |  |    |
| <b>b</b>                                                                                                   | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . . . .                                                                                                                                                                                                                | <b>11b</b> |           |  |  |    |
| <b>12a</b>                                                                                                 | <b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .                                                                                                                                                                                                                          | <b>12a</b> |           |  |  |    |
| <b>b</b>                                                                                                   | If "Yes," enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                                                                                                                                                | <b>12b</b> |           |  |  |    |
| <b>13</b>                                                                                                  | <b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>                                                                                                                                                                                                                                                                              |            |           |  |  |    |
| <b>a</b>                                                                                                   | Is the organization licensed to issue qualified health plans in more than one state?<br><b>Note.</b> All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state. | <b>13a</b> |           |  |  |    |
| <b>b</b>                                                                                                   | Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans                                                                                                                                                                                  | <b>13b</b> |           |  |  |    |
| <b>c</b>                                                                                                   | Enter the aggregate amount of reserves on hand                                                                                                                                                                                                                                                                                                       | <b>13c</b> |           |  |  |    |
| <b>14a</b>                                                                                                 | Did the organization receive any payments for indoor tanning services during the tax year? . . . . .                                                                                                                                                                                                                                                 | <b>14a</b> |           |  |  | No |
| <b>b</b>                                                                                                   | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . .                                                                                                                                                                                                                                      | <b>14b</b> |           |  |  |    |

Part VI

Governance, Management, and Disclosure

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

Section A. Governing Body and Management

|    |                                                                                                                                                                                                                     |     |     |    |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|
|    |                                                                                                                                                                                                                     | Yes | No  |    |
| 1a | Enter the number of voting members of the governing body at the end of the tax year                                                                                                                                 |     |     |    |
| 1a | 10                                                                                                                                                                                                                  |     |     |    |
| b  | Enter the number of voting members included in line 1a, above, who are independent                                                                                                                                  |     |     |    |
| 1b | 7                                                                                                                                                                                                                   |     |     |    |
| 2  | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?                                               | 2   | Yes |    |
| 3  | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | 3   |     | No |
| 4  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?                                                                                                    | 4   |     | No |
| 5  | Did the organization become aware during the year of a significant diversion of the organization's assets?                                                                                                          | 5   |     | No |
| 6  | Did the organization have members or stockholders?                                                                                                                                                                  | 6   |     | No |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?                                                                  | 7a  |     | No |
| b  | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?                                                           | 7b  |     | No |
| 8  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following                                                                                    |     |     |    |
| a  | The governing body?                                                                                                                                                                                                 | 8a  | Yes |    |
| b  | Each committee with authority to act on behalf of the governing body?                                                                                                                                               | 8b  | Yes |    |
| 9  | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O        | 9   |     | No |

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

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

Section C. Disclosure

|    |                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                            |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 17 | List the States with which a copy of this Form 990 is required to be filed                                                                                                                                                                                                                                                                              | AL, AK, AZ, AR, CA, CO, CT, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI, MN, MS, MT, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI |
| 18 | Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.<br><input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request |                                                                                                                                                            |
| 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. See Additional Data Table.                                                                                                                                               |                                                                                                                                                            |
| 20 | State the name, physical address, and telephone number of the person who possesses the books and records of the organization.                                                                                                                                                                                                                           | TERESA KRAUS<br>6435 TIDEWATER DRIVE<br>Norfolk, VA 23509<br>(757) 321-7645                                                                                |

Part VII

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

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

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

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

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

| (A)<br>Name and Title                                       | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|-------------------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                             |                                                                                        | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| (1) William P Magee JrDDSMD<br>EXEC CHAIRMAN & DIRECTOR     | 40 0                                                                                   | X                                                                                                         |                       | X       |              |                              |        | 336,458                                                              | 0                                                                         | 22,953                                                                                        |
| (2) Kathleen S MageeMSWMed<br>President & Director          | 40 0                                                                                   | X                                                                                                         |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (3) Felipe Encinales<br>TREASURER & DIRECTOR                | 1 0                                                                                    | X                                                                                                         |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (4) William R Fox<br>CHAIRMAN & DIRECTOR                    | 25 0                                                                                   | X                                                                                                         |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (5) Randy Sherman MD<br>CMO & Director                      | 20 0                                                                                   | X                                                                                                         |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (6) Donald Trump Jr<br>Director                             | 1 0                                                                                    | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (7) Gary Loh<br>Director                                    | 1 0                                                                                    | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (8) Chai Patel MD<br>Director                               | 1 0                                                                                    | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (9) Alberto Motta Jr<br>Director                            | 1 0                                                                                    | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (10) CARL W TRELEAVEN<br>DIRECTOR                           | 6 0                                                                                    | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (11) Howard Unger<br>CEO                                    | 40 0                                                                                   |                                                                                                           |                       | X       |              |                              |        | 272,500                                                              | 71,875                                                                    | 30,520                                                                                        |
| (12) Jillian Stanley<br>VP, Finance                         | 40 0                                                                                   |                                                                                                           |                       | X       |              |                              |        | 90,656                                                               |                                                                           | 11,648                                                                                        |
| (13) TERESA KRAUS<br>SENIOR VP FINANCE                      | 40 0                                                                                   |                                                                                                           |                       | X       |              |                              |        | 112,292                                                              | 0                                                                         | 9,653                                                                                         |
| (14) Ellen Agler<br>SENIOR VP, INTL PROGRAMS                | 40 0                                                                                   |                                                                                                           |                       |         | X            |                              |        | 155,458                                                              | 0                                                                         | 18,737                                                                                        |
| (15) Kyla Shawyer<br>SVP, Mrkt & Global Fundraising         | 40 0                                                                                   |                                                                                                           |                       |         | X            |                              |        | 181,372                                                              | 0                                                                         | 18,469                                                                                        |
| (16) Lisa Jardanhazy<br>VP, STRATEGIC PSHIPS & CRM          | 40 0                                                                                   |                                                                                                           |                       |         |              | X                            |        | 123,903                                                              | 0                                                                         | 16,246                                                                                        |
| (17) Kristie Magee Porcaro<br>SVP, Strategic Pships & Devel | 40 0                                                                                   |                                                                                                           |                       |         |              | X                            |        | 127,865                                                              | 0                                                                         | 16,705                                                                                        |

## Part VII

|           |                                                                        |          |           |        |         |
|-----------|------------------------------------------------------------------------|----------|-----------|--------|---------|
| <b>1b</b> | <b>Sub-Total . . . . .</b>                                             | <b>▼</b> |           |        |         |
| <b>c</b>  | <b>Total from continuation sheets to Part VII, Section A . . . . .</b> | <b>▼</b> |           |        |         |
| <b>d</b>  | <b>Total (add lines 1b and 1c) . . . . .</b>                           | <b>▼</b> | 1,709,582 | 71,875 | 186,986 |

**2** Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 11

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

## **Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A)                                                                   | (B)                     | (C)          |
|-----------------------------------------------------------------------|-------------------------|--------------|
| Name and business address                                             | Description of services | Compensation |
| RUSS REID<br>14384 COLLECTIONS CENTER DRIVE<br>CHICAGO, IL 60693      | FNDR COUNSEL            | 2,110,324    |
| STRATEGIC FUNDRAISING<br>2625 MOMENTUM PLACE<br>CHICAGO, IL 60693     | TELEFUNDRAISING SERV    | 1,595,427    |
| MERKLE RESPONSE SERVICES<br>100 JAMISON COURT<br>HAGERSTOWN, MD 21740 | KEYING AND CAGING       | 367,889      |
| DREW SCHNITT<br>1001 AVOCADO ISLE<br>FORT LAUDERDALE, FL 33315        | PROGRAM MANAGEMENT      | 257,500      |
| MAFCO LIMITED<br>SEDE LEGALE VIA NERE N4/8 00199<br>ROME, 0<br>IT     | PROGRAM MANAGEMENT      | 172,778      |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶7

Part VIII

Statement of Revenue

|                                                           |                                                                  |                                                                                                                                              |               | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections<br>512, 513, or<br>514 |            |
|-----------------------------------------------------------|------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------|------------|
| Contributions, gifts, grants<br>and other similar amounts | 1a                                                               | Federated campaigns . . .                                                                                                                    | 1a            | 220,242              |                                                    |                                         |                                                                                 |            |
|                                                           | b                                                                | Membership dues . . . . .                                                                                                                    | 1b            |                      |                                                    |                                         |                                                                                 |            |
|                                                           | c                                                                | Fundraising events . . . . .                                                                                                                 | 1c            | 3,397,240            |                                                    |                                         |                                                                                 |            |
|                                                           | d                                                                | Related organizations . . . .                                                                                                                | 1d            |                      |                                                    |                                         |                                                                                 |            |
|                                                           | e                                                                | Government grants (contributions)                                                                                                            | 1e            |                      |                                                    |                                         |                                                                                 |            |
|                                                           | f                                                                | All other contributions, gifts, grants, and<br>similar amounts not included above                                                            | 1f            | 52,253,717           |                                                    |                                         |                                                                                 |            |
|                                                           | g                                                                | Noncash contributions included in<br>lines 1a-1f \$ 3,451,190                                                                                |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | h                                                                | Total. Add lines 1a-1f . . . . .                                                                                                             |               |                      |                                                    |                                         |                                                                                 | 55,871,199 |
| Program Service Revenue                                   |                                                                  |                                                                                                                                              | Business Code |                      |                                                    |                                         |                                                                                 |            |
|                                                           | 2a                                                               | YOUTH CONFERENCES                                                                                                                            |               | 870,325              | 870,325                                            |                                         |                                                                                 |            |
|                                                           | b                                                                | MISSION ADMISSION                                                                                                                            |               | 292,197              | 292,197                                            |                                         |                                                                                 |            |
|                                                           | c                                                                |                                                                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | d                                                                |                                                                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | e                                                                |                                                                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | f                                                                | All other program service revenue                                                                                                            |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | g                                                                | Total. Add lines 2a-2f . . . . .                                                                                                             |               |                      | 1,162,522                                          |                                         |                                                                                 |            |
| Other Revenue                                             | 3                                                                | Investment income (including dividends, interest<br>and other similar amounts) . . . . .                                                     |               | 18,341               |                                                    |                                         | 18,341                                                                          |            |
|                                                           | 4                                                                | Income from investment of tax-exempt bond proceeds . .                                                                                       |               | 0                    |                                                    |                                         |                                                                                 |            |
|                                                           | 5                                                                | Royalties . . . . .                                                                                                                          |               | 0                    |                                                    |                                         |                                                                                 |            |
|                                                           | 6a                                                               | (i) Real                                                                                                                                     |               | (ii) Personal        |                                                    |                                         |                                                                                 |            |
|                                                           |                                                                  |                                                                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           |                                                                  |                                                                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           |                                                                  |                                                                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | b                                                                | Less rental expenses                                                                                                                         |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | c                                                                | Rental income or (loss)                                                                                                                      |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | d                                                                | Net rental income or (loss) . . . . .                                                                                                        |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | 7a                                                               | (i) Securities                                                                                                                               |               | (ii) Other           |                                                    |                                         |                                                                                 |            |
|                                                           |                                                                  | 203                                                                                                                                          |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           |                                                                  | 2,000                                                                                                                                        |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           |                                                                  | -1,797                                                                                                                                       |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | d                                                                | Net gain or (loss) . . . . .                                                                                                                 |               |                      | -1,797                                             |                                         |                                                                                 | -1,797     |
|                                                           | 8a                                                               | Gross income from fundraising events (not including<br>\$ 3,397,240<br>of contributions reported on line 1c)<br>See Part IV, line 18 . . . . |               |                      | -618,473                                           |                                         |                                                                                 | -618,473   |
|                                                           | a                                                                | 298,820                                                                                                                                      |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | b                                                                | Less direct expenses . . . . b                                                                                                               |               | 917,293              |                                                    |                                         |                                                                                 |            |
|                                                           | c                                                                | Net income or (loss) from fundraising events . .                                                                                             |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | 9a                                                               | Gross income from gaming activities<br>See Part IV, line 19 . . . .                                                                          |               |                      | 0                                                  |                                         |                                                                                 |            |
|                                                           | a                                                                |                                                                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | b                                                                | Less direct expenses . . . . b                                                                                                               |               |                      |                                                    |                                         |                                                                                 |            |
|                                                           | c                                                                | Net income or (loss) from gaming activities . .                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
| 10a                                                       | Gross sales of inventory, less<br>returns and allowances . . . . |                                                                                                                                              |               | 114,814              |                                                    |                                         |                                                                                 |            |
| a                                                         | 114,814                                                          |                                                                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
| b                                                         | Less cost of goods sold . . . . b                                |                                                                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
| c                                                         | Net income or (loss) from sales of inventory . .                 |                                                                                                                                              |               | 114,814              | 114,814                                            |                                         |                                                                                 |            |
| Miscellaneous Revenue                                     |                                                                  | Business Code                                                                                                                                |               |                      |                                                    |                                         |                                                                                 |            |
| 11a                                                       | CURRENCY GAIN                                                    | 900099                                                                                                                                       |               | -88,431              |                                                    |                                         | -88,431                                                                         |            |
| b                                                         | MISCELLANEOUS                                                    | 900099                                                                                                                                       |               | 16,235               |                                                    |                                         | 16,235                                                                          |            |
| c                                                         |                                                                  |                                                                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
| d                                                         | All other revenue . . . . .                                      |                                                                                                                                              |               |                      |                                                    |                                         |                                                                                 |            |
| e                                                         | Total. Add lines 11a-11d . . . . .                               |                                                                                                                                              |               | -72,196              |                                                    |                                         |                                                                                 |            |
| 12                                                        | Total revenue. See Instructions . . . .                          |                                                                                                                                              |               | 56,474,410           | 1,277,336                                          | 0                                       | -674,125                                                                        |            |

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)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1                                                                              | Grants and other assistance to governments and organizations in the United States See Part IV, line 21                                                                                                                                           | 12,982                | 12,982                          |                                        |                             |
| 2                                                                              | Grants and other assistance to individuals in the United States See Part IV, line 22                                                                                                                                                             | 0                     |                                 |                                        |                             |
| 3                                                                              | Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16                                                                                                                | 7,437,532             | 7,437,532                       |                                        |                             |
| 4                                                                              | Benefits paid to or for members                                                                                                                                                                                                                  | 0                     |                                 |                                        |                             |
| 5                                                                              | Compensation of current officers, directors, trustees, and key employees . . . . .                                                                                                                                                               | 1,130,865             | 627,208                         | 340,349                                | 163,308                     |
| 6                                                                              | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .                                                                                          | 263,799               | 107,031                         | 12,128                                 | 144,640                     |
| 7                                                                              | Other salaries and wages                                                                                                                                                                                                                         | 5,170,682             | 2,544,809                       | 1,249,502                              | 1,376,371                   |
| 8                                                                              | Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .                                                                                                                                          | 477,439               | 249,614                         | 97,228                                 | 130,597                     |
| 9                                                                              | Other employee benefits . . . . .                                                                                                                                                                                                                | 589,325               | 325,762                         | 139,213                                | 124,350                     |
| 10                                                                             | Payroll taxes . . . . .                                                                                                                                                                                                                          | 535,622               | 254,737                         | 147,452                                | 133,433                     |
| 11                                                                             | Fees for services (non-employees)                                                                                                                                                                                                                |                       |                                 |                                        |                             |
| a                                                                              | Management . . . . .                                                                                                                                                                                                                             | 0                     |                                 |                                        |                             |
| b                                                                              | Legal . . . . .                                                                                                                                                                                                                                  | 130,575               | 5,605                           | 118,224                                | 6,746                       |
| c                                                                              | Accounting . . . . .                                                                                                                                                                                                                             | 96,449                | 2,319                           | 90,873                                 | 3,257                       |
| d                                                                              | Lobbying . . . . .                                                                                                                                                                                                                               | 0                     |                                 |                                        |                             |
| e                                                                              | Professional fundraising See Part IV, line 17 . . . . .                                                                                                                                                                                          | 2,153,682             |                                 |                                        | 2,153,682                   |
| f                                                                              | Investment management fees . . . . .                                                                                                                                                                                                             | 3,367                 |                                 | 3,367                                  |                             |
| g                                                                              | Other . . . . .                                                                                                                                                                                                                                  | 2,758,945             | 1,509,885                       | 497,538                                | 751,522                     |
| 12                                                                             | Advertising and promotion . . . . .                                                                                                                                                                                                              | 1,496,690             | 402,610                         | 161,743                                | 932,337                     |
| 13                                                                             | Office expenses . . . . .                                                                                                                                                                                                                        | 6,645,116             | 5,140,261                       | 840,859                                | 663,996                     |
| 14                                                                             | Information technology . . . . .                                                                                                                                                                                                                 | 129,595               | 66,784                          | 49,169                                 | 13,642                      |
| 15                                                                             | Royalties . . . . .                                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| 16                                                                             | Occupancy . . . . .                                                                                                                                                                                                                              | 464,828               | 326,986                         | 63,225                                 | 74,617                      |
| 17                                                                             | Travel . . . . .                                                                                                                                                                                                                                 | 5,351,242             | 4,867,322                       | 198,098                                | 285,822                     |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .                                                                                                                                         | 0                     |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings . . . . .                                                                                                                                                                                                 | 232,369               | 164,007                         | 45,701                                 | 22,661                      |
| 20                                                                             | Interest . . . . .                                                                                                                                                                                                                               | 8,696                 | 4,899                           | 2,848                                  | 949                         |
| 21                                                                             | Payments to affiliates . . . . .                                                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization . . . . .                                                                                                                                                                                              | 331,397               | 172,984                         | 158,413                                |                             |
| 23                                                                             | Insurance . . . . .                                                                                                                                                                                                                              | 84,658                | 52,965                          | 29,784                                 | 1,909                       |
| 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                                                                              | PUBLIC EDUCATION                                                                                                                                                                                                                                 | 15,746,583            | 6,023,821                       | 478,315                                | 9,244,447                   |
| b                                                                              | OTHER MISSION EXPENSES                                                                                                                                                                                                                           | 272,830               | 272,813                         | 17                                     |                             |
| c                                                                              | OTHER EXPENSE                                                                                                                                                                                                                                    | 102,704               | 36,144                          | 42,514                                 | 24,046                      |
| d                                                                              |                                                                                                                                                                                                                                                  |                       |                                 |                                        |                             |
| e                                                                              |                                                                                                                                                                                                                                                  |                       |                                 |                                        |                             |
| f                                                                              | All other expenses                                                                                                                                                                                                                               |                       |                                 |                                        |                             |
| 25                                                                             | Total functional expenses. Add lines 1 through 24f                                                                                                                                                                                               | 51,627,972            | 30,609,080                      | 4,766,560                              | 16,252,332                  |
| 26                                                                             | Joint costs. Check here <input checked="" type="checkbox"/> 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 | 16,519,602            | 6,503,795                       | 867,295                                | 9,148,512                   |

Part X

Balance Sheet

|                             |                                                                                                                                           |                                                                                                                                                                                 |     |            | (A)               |     | (B)         |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|------------|-------------------|-----|-------------|
|                             |                                                                                                                                           |                                                                                                                                                                                 |     |            | Beginning of year |     | End of year |
| Assets                      | 1                                                                                                                                         | Cash—non-interest-bearing . . . . .                                                                                                                                             |     |            | 5,080,241         | 1   | 4,219,242   |
|                             | 2                                                                                                                                         | Savings and temporary cash investments . . . . .                                                                                                                                |     |            | 5,387,246         | 2   | 2,928,304   |
|                             | 3                                                                                                                                         | Pledges and grants receivable, net . . . . .                                                                                                                                    |     |            | 5,540,385         | 3   | 14,145,340  |
|                             | 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)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L . . . . .      |     |            | 0                 | 6   | 0           |
|                             | 7                                                                                                                                         | Notes and loans receivable, net . . . . .                                                                                                                                       |     |            | 571,929           | 7   | 76,919      |
|                             | 8                                                                                                                                         | Inventories for sale or use . . . . .                                                                                                                                           |     |            | 6,731,518         | 8   | 7,015,320   |
|                             | 9                                                                                                                                         | Prepaid expenses and deferred charges . . . . .                                                                                                                                 |     |            | 1,171,529         | 9   | 359,261     |
|                             | 10a                                                                                                                                       | Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D . . . . .                                                                                   | 10a | 20,058,260 |                   |     |             |
|                             | b                                                                                                                                         | Less: accumulated depreciation . . . . .                                                                                                                                        | 10b | 3,712,598  | 6,072,224         | 10c | 16,345,662  |
|                             | 11                                                                                                                                        | Investments—publicly traded securities . . . . .                                                                                                                                |     |            | 118,971           | 11  | 115,287     |
|                             | 12                                                                                                                                        | Investments—other securities. See Part IV, line 11 . . . . .                                                                                                                    |     |            | 0                 | 12  | 0           |
|                             | 13                                                                                                                                        | Investments—program-related. See Part IV, line 11 . . . . .                                                                                                                     |     |            | 0                 | 13  | 0           |
|                             | 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) . . . . .                                                                                                             |     |            | 30,674,043        | 16  | 45,205,335  |
| Liabilities                 | 17                                                                                                                                        | Accounts payable and accrued expenses . . . . .                                                                                                                                 |     |            | 4,937,150         | 17  | 7,016,244   |
|                             | 18                                                                                                                                        | Grants payable . . . . .                                                                                                                                                        |     |            | 0                 | 18  | 0           |
|                             | 19                                                                                                                                        | Deferred revenue . . . . .                                                                                                                                                      |     |            | 837,675           | 19  | 317,687     |
|                             | 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  | 8,130,152   |
|                             | 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 . . . . .                                                                                                                            |     |            | 5,774,825         | 26  | 15,464,083  |
| 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 . . . . .                                                                                                                                               |     |            | 16,471,344        | 27  | 11,996,620  |
|                             | 28                                                                                                                                        | Temporarily restricted net assets . . . . .                                                                                                                                     |     |            | 8,427,874         | 28  | 17,744,632  |
|                             | 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 . . . . .                                                                                                                                     |     |            | 24,899,218        | 33  | 29,741,252  |
|                             | 34                                                                                                                                        | Total liabilities and net assets/fund balances . . . . .                                                                                                                        |     |            | 30,674,043        | 34  | 45,205,335  |

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 | 56,474,410 |
| 2 | Total expenses (must equal Part IX, column (A), line 25)                                                      | 2 | 51,627,972 |
| 3 | Revenue less expenses Subtract line 2 from line 1                                                             | 3 | 4,846,438  |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                     | 4 | 24,899,218 |
| 5 | Other changes in net assets or fund balances (explain in Schedule O)                                          | 5 | -4,404     |
| 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 | 29,741,252 |

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

SCHEDULE A  
(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public  
Inspection

|                                                 |                                              |
|-------------------------------------------------|----------------------------------------------|
| Name of the organization<br>Operation Smile Inc | Employer identification number<br>54-1460147 |
|-------------------------------------------------|----------------------------------------------|

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

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

1

☐

A church, convention of churches, or association of churches **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 Se**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 the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

|          | Yes | No |
|----------|-----|----|
| 11g(i)   |     |    |
| 11g(ii)  |     |    |
| 11g(iii) |     |    |

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

Part II

Support Schedule for Organizations Described in IRC 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.")                                                                                                   | 31,381,451 | 33,081,817 | 40,497,601 | 47,580,994 | 55,871,199 | 208,413,062 |
| 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                                                                                                                                                                        | 31,381,451 | 33,081,817 | 40,497,601 | 47,580,994 | 55,871,199 | 208,413,062 |
| 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) |            |            |            |            |            | 13,051,012  |
| 6 Public Support. Subtract line 5 from line 4                                                                                                                                                         |            |            |            |            |            | 195,362,050 |

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                                                                                                            | 31,381,451 | 33,081,817 | 40,497,601 | 47,580,994 | 55,871,199 | 208,413,062 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 264,909    | 131,302    | 37,721     | 5,156      | 18,341     | 457,429     |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on                             |            |            |            |            |            |             |
| 10 Other income (Explain in Part IV ) Do not include gain or loss from the sale of capital assets                                | 0          | 0          | 0          | 0          | 114,814    | 114,814     |
| 11 Total support (Add lines 7 through 10)                                                                                        |            |            |            |            |            | 208,985,305 |

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

122,105,145

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

Section C. Computation of Public Support Percentage

|                                                                                         |    |          |
|-----------------------------------------------------------------------------------------|----|----------|
| 14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f)) | 14 | 93.481 % |
| 15 Public Support Percentage for 2010 Schedule A, Part II, line 14                      | 15 | 94.068 % |

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

b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—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

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

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 IIIPart III

Support Schedule for Organizations Described in IRC 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) 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.")                                                                        |          |          |          |          |          |           |
| 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) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
| 9 Amounts from line 6                                                                                                                                                   |          |          |          |          |          |           |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources                                      |          |          |          |          |          |           |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975                                                               |          |          |          |          |          |           |
| c Add lines 10a and 10b                                                                                                                                                 |          |          |          |          |          |           |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on                                          |          |          |          |          |          |           |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)                                                                      |          |          |          |          |          |           |
| 13 Total support (Add lines 9, 10c, 11 and 12.)                                                                                                                         |          |          |          |          |          |           |
| 14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here |          |          |          |          |          |           |

| Section C. Computation of Public Support Percentage                                     |    |  |  |
|-----------------------------------------------------------------------------------------|----|--|--|
| 15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f)) | 15 |  |  |
| 16 Public support percentage from 2010 Schedule A, Part III, line 15                    | 16 |  |  |

| Section D. Computation of Investment Income Percentage                                                                                                                                                                                                             |    |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--|--|
| 17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))                                                                                                                                                                       | 17 |  |  |
| 18 Investment income percentage from 2010 Schedule A, Part III, line 17                                                                                                                                                                                            | 18 |  |  |
| 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.** Supplemental Information. Complete this part to provide the explanation 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).

|                              |
|------------------------------|
| Facts And Circumstances Test |
|                              |

|             |
|-------------|
| Explanation |
|             |
|             |
|             |
|             |

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, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b**  
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2011

Open to Public  
Inspection

**Name of the organization**  
Operation Smile Inc

**Employer identification number**  
  
54-1460147

Part I

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

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

Part II

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

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

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

|                                                                                      | Held at the End of the Year |
|--------------------------------------------------------------------------------------|-----------------------------|
| a Total number of conservation easements                                             | 2a                          |
| b Total acreage restricted by conservation easements                                 | 2b                          |
| c Number of conservation easements on a certified historic structure included in (a) | 2c                          |
| d Number of conservation easements included in (c) acquired after 8/17/06            | 2d                          |

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

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

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

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

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

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

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

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

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

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

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

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

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

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

|    |        |
|----|--------|
|    | Amount |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

|    |                                                          |               |                   |                     |                    |
|----|----------------------------------------------------------|---------------|-------------------|---------------------|--------------------|
|    | (a)Current Year                                          | (b)Prior Year | (c)Two Years Back | (d)Three Years Back | (e)Four Years Back |
| 1a | Beginning of year balance . . . . .                      |               |                   |                     |                    |
| b  | Contributions . . . . .                                  |               |                   |                     |                    |
| c  | Investment earnings or losses . . . . .                  |               |                   |                     |                    |
| d  | Grants or scholarships . . . . .                         |               |                   |                     |                    |
| e  | Other expenditures for facilities and programs . . . . . |               |                   |                     |                    |
| f  | Administrative expenses . . . . .                        |               |                   |                     |                    |
| g  | End of year balance . . . . .                            |               |                   |                     |                    |

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

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

(i)

unrelated organizations . . . . .

3a(i)

☐ Yes

☐ No

(ii)

related organizations . . . . .

3a(ii)

☐ Yes

☐ No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . .

3b

☐ Yes

☐ No

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 property                                                                                | (a) Cost or other basis (investment) | (b)Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------|------------------------------|----------------|
| 1a Land . . . . .                                                                                      |                                      | 3,094,293                      |                              | 3,094,293      |
| b Buildings . . . . .                                                                                  |                                      | 240,555                        | 76,919                       | 163,636        |
| c Leasehold improvements . . . . .                                                                     |                                      | 362,448                        | 89,854                       | 272,594        |
| d Equipment . . . . .                                                                                  |                                      | 3,858,916                      | 3,545,825                    | 313,091        |
| e Other . . . . .                                                                                      |                                      | 12,502,048                     |                              | 12,502,048     |
| Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . . ▶ |                                      |                                |                              | 16,345,662     |



Part XI

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

|    |                                                                                 |    |            |
|----|---------------------------------------------------------------------------------|----|------------|
| 1  | Total revenue (Form 990, Part VIII, column (A), line 12)                        | 1  | 56,474,410 |
| 2  | Total expenses (Form 990, Part IX, column (A), line 25)                         | 2  | 51,627,972 |
| 3  | Excess or (deficit) for the year Subtract line 2 from line 1                    | 3  | 4,846,438  |
| 4  | Net unrealized gains (losses) on investments                                    | 4  | -4,404     |
| 5  | Donated services and use of facilities                                          | 5  |            |
| 6  | Investment expenses                                                             | 6  |            |
| 7  | Prior period adjustments                                                        | 7  |            |
| 8  | Other (Describe in Part XIV)                                                    | 8  | 2,572,707  |
| 9  | Total adjustments (net) Add lines 4 - 8                                         | 9  | 2,568,303  |
| 10 | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 10 | 7,414,741  |

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  | 85,482,613 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12                         |    |            |
| a | Net unrealized gains on investments . . . . .                                              | 2a | -4,404     |
| b | Donated services and use of facilities . . . . .                                           | 2b | 26,253,585 |
| c | Recoveries of prior year grants . . . . .                                                  | 2c |            |
| d | Other (Describe in Part XIV) . . . . .                                                     | 2d | 2,759,022  |
| e | Add lines 2a through 2d . . . . .                                                          | 2e | 29,008,203 |
| 3 | Subtract line 2e from line 1 . . . . .                                                     | 3  | 56,474,410 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1                        |    |            |
| a | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                 | 4a |            |
| b | Other (Describe in Part XIV) . . . . .                                                     | 4b |            |
| c | Add lines 4a and 4b . . . . .                                                              | 4c |            |
| 5 | Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . . | 5  | 56,474,410 |

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

|   |                                                                                             |    |            |
|---|---------------------------------------------------------------------------------------------|----|------------|
| 1 | Total expenses and losses per audited financial statements . . . . .                        | 1  | 78,067,872 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25                            |    |            |
| a | Donated services and use of facilities . . . . .                                            | 2a | 26,253,585 |
| b | Prior year adjustments . . . . .                                                            | 2b |            |
| c | Other losses . . . . .                                                                      | 2c |            |
| d | Other (Describe in Part XIV) . . . . .                                                      | 2d | 186,315    |
| e | Add lines 2a through 2d . . . . .                                                           | 2e | 26,439,900 |
| 3 | Subtract line 2e from line 1 . . . . .                                                      | 3  | 51,627,972 |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1:                          |    |            |
| a | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                  | 4a |            |
| b | Other (Describe in Part XIV) . . . . .                                                      | 4b |            |
| c | Add lines 4a and 4b . . . . .                                                               | 4c |            |
| 5 | Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . . | 5  | 51,627,972 |

Part XIV

Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

| Identifier              | Return Reference                                                          | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-------------------------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| OTHER RECONCILING ITEMS | FORM 990,SCHEDULE D,PART XI,LINE 8,PART XII, LINE 4B, & PART XIII LINE 2D | THE OPERATION SMILE, INC. AND AFFILIATE FINANCIAL STATEMENTS ARE PRESENTED ON A COMBINED BASIS. THE FINANCIAL STATEMENTS INCLUDE THE ACTIVITY FOR OPERATION SMILE, INC. AND OPERATION SMILE FOUNDATION, INC. THE OTHER RECONCILING ITEMS REPRESENT THE FOUNDATION'S INCOME (\$2,759,022), EXPENSES (\$186,315) AND CHANGE IN NET ASSETS (\$2,572,707). THESE AMOUNTS WILL BE REPORTED ON OPERATION SMILE FOUNDATION, INC.'S 2011 FORM 990. |

OMB No 1545-0047

**Open to Public Inspection**

54-1460147

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

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 . . . . . ☐ ☐

Use Part V if additional space is needed.

[illegible]

|   |                                                                                                                                                                                                                                                              |    |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|
| 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 . . . . . ▶ | 27 |
| 3 | Enter total number of other organizations or entities . . . . . ▶                                                                                                                                                                                            | 19 |

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

[illegible]

**Part IV Foreign Forms**

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)*

☒ Yes ☐ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If " Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*

☐ Yes ☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)*

☐ Yes ☒ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)*

☐ Yes ☒ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)*

☐ Yes ☒ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).*

☐ Yes ☒ No

Part V

**Supplemental Information**  
Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

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

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

| Identifier                                                    | Return Reference              | Explanation                                                                                                        |
|---------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------|
| PURPOSE OF GRANTS TO ORGANIZATIONS OR ENTITIES OUTSIDE THE US | FORM 990, PART II, COLUMN (D) | FOR MOST OF THE GRANTS LISTED ON PART II, THE PURPOSES INCLUDED MISSION AND PROGRAM AND SOMETIMES ALSO FUNDRAISING |

Additional Data

Software ID:

Software Version:

EIN: 54-1460147

Name: Operation Smile Inc

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

| (a) Region                               | (b) Number of offices in the region | (c) Number of employees or agents in region | (d) Activities conducted in region (by type) (i e , fundraising, program services, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service (s) in region | (f) Total expenditures for region |
|------------------------------------------|-------------------------------------|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-----------------------------------|
| Central America and the Caribbean        | 0                                   | 3                                           | Grantmaking                                                                                                                    |                                                                                                     | 121,693                           |
| Central America and the Caribbean        | 0                                   | 0                                           | Program Services                                                                                                               | Medical Mission                                                                                     | 446,463                           |
| Central America and the Caribbean        | 0                                   | 0                                           | Program Services                                                                                                               | Education                                                                                           | 184,289                           |
| Central America and the Caribbean        | 0                                   | 0                                           | Fundraising                                                                                                                    |                                                                                                     | 1,595                             |
| East Asia and the Pacific                | 1                                   | 15                                          | Grantmaking                                                                                                                    |                                                                                                     | 1,536,754                         |
| East Asia and the Pacific                | 0                                   | 0                                           | Program Services                                                                                                               | Medical mission                                                                                     | 1,066,556                         |
| East Asia and the Pacific                | 0                                   | 0                                           | Program Services                                                                                                               | Education                                                                                           | 1,387,774                         |
| East Asia and the Pacific                | 0                                   | 0                                           | Fundraising                                                                                                                    |                                                                                                     | 842,745                           |
| Europe (Including Iceland and Greenland) | 1                                   | 12                                          | Grantmaking                                                                                                                    |                                                                                                     | 594,797                           |
| Europe (Including Iceland and Greenland) | 0                                   | 0                                           | Program Services                                                                                                               | Medical Mission                                                                                     | 18,614                            |
| Europe (Including Iceland and Greenland) | 0                                   | 0                                           | Program Services                                                                                                               | Education                                                                                           | 61,829                            |
| Europe (Including Iceland and Greenland) | 0                                   | 0                                           | Fundraising                                                                                                                    |                                                                                                     | 2,651,881                         |
| South Asia                               | 0                                   | 0                                           | Fundraising                                                                                                                    |                                                                                                     | 222                               |
| Middle East and North Africa             | 0                                   | 4                                           | Grantmaking                                                                                                                    |                                                                                                     | 181,749                           |
| Middle East and North Africa             | 0                                   | 0                                           | Program Services                                                                                                               | medical mission                                                                                     | 339,795                           |
| Middle East and North Africa             | 0                                   | 0                                           | Program Services                                                                                                               | Education                                                                                           | 122,686                           |
| Middle East and North Africa             | 0                                   | 0                                           | Fundraising                                                                                                                    |                                                                                                     | 11,188                            |
| North America                            | 0                                   |                                             | Grantmaking                                                                                                                    |                                                                                                     | 3,230,318                         |
| North America                            | 0                                   |                                             | Program Services                                                                                                               | Medical mission                                                                                     | 121,232                           |
| North America                            | 0                                   |                                             | Program Services                                                                                                               | Education                                                                                           | 23,936                            |
| North America                            | 0                                   |                                             | Fundraising                                                                                                                    |                                                                                                     | 6,647                             |
| Russia and the Newly Independent States  | 0                                   | 1                                           | Grantmaking                                                                                                                    |                                                                                                     | 1,723                             |
| Russia and the Newly Independent States  | 0                                   | 0                                           | Program Services                                                                                                               | Medical mission                                                                                     | 50,485                            |
| Russia and the Newly Independent States  | 0                                   | 0                                           | Program Services                                                                                                               | Education                                                                                           | 22,808                            |
| Russia and the Newly Independent States  | 0                                   | 0                                           | Fundraising                                                                                                                    |                                                                                                     | 1,519                             |
| South America                            | 0                                   | 8                                           | Grantmaking                                                                                                                    |                                                                                                     | 658,562                           |
| South America                            | 0                                   | 0                                           | Program Services                                                                                                               | Medical mission                                                                                     | 980,924                           |
| South America                            | 0                                   | 0                                           | Program Services                                                                                                               | Education                                                                                           | 212,519                           |
| South America                            | 0                                   | 0                                           | Fundraising                                                                                                                    |                                                                                                     | 27,154                            |
| South Asia                               | 0                                   | 14                                          | Grantmaking                                                                                                                    |                                                                                                     | 847,160                           |
| South Asia                               | 0                                   | 0                                           | Program Services                                                                                                               | Medical mission                                                                                     | 476,346                           |
| South Asia                               | 0                                   | 0                                           | Program Services                                                                                                               | Education                                                                                           | 402,175                           |
| South Asia                               | 0                                   | 0                                           | Fundraising                                                                                                                    |                                                                                                     | 12,439                            |
| Sub-Saharan Africa                       | 1                                   | 17                                          | Grantmaking                                                                                                                    |                                                                                                     | 242,262                           |
| Sub-Saharan Africa                       | 0                                   | 0                                           | Program Services                                                                                                               | Medical mission                                                                                     | 663,255                           |
| Sub-Saharan Africa                       | 0                                   | 0                                           | Program Services                                                                                                               | Education                                                                                           | 200,961                           |
| Sub-Saharan Africa                       | 0                                   | 0                                           | Fundraising                                                                                                                    |                                                                                                     | 10,238                            |

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

| (a) Name of organization | (b) IRS code section and EIN(if applicable) | (c) Region             | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|---------------------------------------------|------------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                             | Cent America/Caribbean | MISSION              | 11,185                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | Cent America/Caribbean | MISSION              | 50,897                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | Cent America/Caribbean |                      | 19,020                   | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region             | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|----------------------------------------------|------------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                              | Cent America/Caribbean | MISSION              | 10,841                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | Cent America/Caribbean | MISSION              | 29,749                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | East Asia/Pacific      | MISSION              | 6,332                    | WIRE                            |                                   |                                        |                                                       |

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

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|--------------------------|---------------------------------------------|-------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|--------------------------------------------------------|
|                          |                                             | East Asia/Pacific | PRO GRAMS            | 5,059                    | WIRE                            |                                   |                                        |                                                        |
|                          |                                             | East Asia/Pacific | MISSION              | 242,821                  | WIRE                            |                                   |                                        |                                                        |
|                          |                                             | East Asia/Pacific | PRO GRAMS            | 10,840                   | WIRE                            |                                   |                                        |                                                        |

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

| (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region        | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|----------------------------------------------|-------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                              | East Asia/Pacific | PROGRAMS             | 22,219                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | East Asia/Pacific | MISSION              | 9,701                    | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | East Asia/Pacific | MISSION              | 51,685                   | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region        | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|----------------------------------------------|-------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                              | East Asia/Pacific | CAPACITY BUILDING    | 68,956                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | East Asia/Pacific | CAPACITY BUILDING    | 90,051                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | East Asia/Pacific | MISSION              | 7,057                    | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region        | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|----------------------------------------------|-------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                              | East Asia/Pacific | MISSION              | 13,629                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | East Asia/Pacific | MISSION              | 13,520                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | East Asia/Pacific | MISSION              | 644,814                  | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN(if applicable) | (c) Region        | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV , appraisal, other) |
|--------------------------|---------------------------------------------|-------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|--------------------------------------------------------|
|                          |                                             | East Asia/Pacific | PROGRAMS             | 180,741                  | WIRE                            |                                   |                                        |                                                        |
|                          |                                             | East Asia/Pacific | MISSION              | 58,386                   | WIRE                            |                                   |                                        |                                                        |
|                          |                                             | East Asia/Pacific | MISSION              | 54,067                   | WIRE                            |                                   |                                        |                                                        |

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

| (a) Name of organization | (b) IRS code section and EIN(if applicable) | (c) Region               | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|---------------------------------------------|--------------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                             | East Asia/Pacific        |                      | 38,866                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | Europe/Iceland/Greenland | PRO GRAMS            | 7,005                    | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | Europe                   | CAPACITY BUILDING    | 574,597                  | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region               | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|----------------------------------------------|--------------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                              | Europe/Iceland/Greenland |                      | 12,131                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | Middle East/North Africa | MISSION              | 18,307                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | Middle East/North Africa |                      | 97,739                   | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN(if applicable) | (c) Region               | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|---------------------------------------------|--------------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                             | Middle East/North Africa | PRO GRAMS            | 58,083                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | North America            | PRO GRAMS            | 36,309                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | North America            | CAPACITY BUILDING    | 3,168,104                | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN(if applicable) | (c) Region    | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|---------------------------------------------|---------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                             | North America | MISSION              | 23,840                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | South America | PRO GRAMS            | 8,225                    | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | South America | MISSION              | 22,993                   | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN(if applicable) | (c) Region    | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|---------------------------------------------|---------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                             | South America |                      | 217,431                  | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | South America |                      | 259,814                  | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | South America | MISSION              | 20,098                   | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region    | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|----------------------------------------------|---------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                              | South America | MISSION              | 27,692                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | South America | MISSION              | 42,781                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                              | South America | MISSION              | 11,964                   | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN(if applicable) | (c) Region    | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|---------------------------------------------|---------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                             | South America | MISSION              | 42,411                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | South Asia    | MISSION              | 9,870                    | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | South Asia    |                      | 837,290                  | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN(if applicable) | (c) Region         | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|---------------------------------------------|--------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                             | Sub-Saharan Africa | MISSION              | 18,000                   | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | Sub-Saharan Africa | PROGRAMS             | 6,708                    | WIRE                            |                                   |                                        |                                                       |
|                          |                                             | Sub-Saharan Africa |                      | 64,754                   | WIRE                            |                                   |                                        |                                                       |

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

| (a) Name of organization | (b) IRS code section and EIN(if applicable) | (c) Region         | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------------------|---------------------------------------------|--------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
|                          |                                             | Sub-Saharan Africa | PRO GRAMS            | 148,485                  | WIRE                            |                                   |                                        |                                                       |

SCHEDULE G  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information Regarding  
Fundraising or Gaming Activities

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

OMB No 1545-0047

2011

Open to Public  
Inspection

|                                                 |                                                  |
|-------------------------------------------------|--------------------------------------------------|
| Name of the organization<br>Operation Smile Inc | Employer identification number<br><br>54-1460147 |
|-------------------------------------------------|--------------------------------------------------|

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

- 1

Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a

☒ Mail solicitations

b

☒ Internet and e-mail solicitations

c

☒ Phone solicitations

d

☒ In-person solicitations

e

☒ Solicitation of non-government grants

f

☒ Solicitation of government grants

g

☒ Special fundraising events
- 2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☒ Yes ☐ No
- b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

| (i) Name and address of individual or entity (fundraiser)                    | (ii) Activity           | (iii) Did fundraiser have custody or control of contributions? |    | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col (i) | (vi) Amount paid to (or retained by) organization |
|------------------------------------------------------------------------------|-------------------------|----------------------------------------------------------------|----|-----------------------------------|------------------------------------------------------------------|---------------------------------------------------|
|                                                                              |                         | Yes                                                            | No |                                   |                                                                  |                                                   |
| RUSS REID COMPANY<br>14384 COLLECTIONS CENTER DRIVE<br><br>CHICAGO, IL 60693 | DR CONSULTA             |                                                                | No | 20,623,155                        | 440,000                                                          | 20,183,155                                        |
| STRATEGIC FUNDRAISING<br>2625 MOMENTUM PLACE<br><br>CHICAGO, IL 60693        | TELEMARKETE             |                                                                | No | 2,183,099                         | 1,687,682                                                        | 495,417                                           |
| CHANGING OUR WORLD<br>220 EAST 42ND STREET<br>5TH FLOOR<br>ST PAUL, NY 10017 | CORP SOCIAL RESPONSIBIL |                                                                | No | 0                                 | 5,000                                                            | -5,000                                            |
| FIRST DEGREE<br>4300 TULLAMORE ESTATES ROAD<br><br>GAINESVILLE, VA 20155     | PUBLIC AWARENESS        |                                                                | No | 0                                 | 30,000                                                           | -30,000                                           |
|                                                                              |                         |                                                                |    |                                   |                                                                  |                                                   |
|                                                                              |                         |                                                                |    |                                   |                                                                  |                                                   |
|                                                                              |                         |                                                                |    |                                   |                                                                  |                                                   |
|                                                                              |                         |                                                                |    |                                   |                                                                  |                                                   |
|                                                                              |                         |                                                                |    |                                   |                                                                  |                                                   |
|                                                                              |                         |                                                                |    |                                   |                                                                  |                                                   |
| Total . . . . . ▶                                                            |                         |                                                                |    | 22,806,254                        | 2,162,682                                                        | 20,643,572                                        |

- 3

List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.
- AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, VT, VA, WA, WV, WI, WY
-

Part II Fundraising Events.

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

| Revenue         |                                              |                                                                       | (a) Event #1        | (b) Event #2         | (c) Other Events | (d) Total Events     |             |
|-----------------|----------------------------------------------|-----------------------------------------------------------------------|---------------------|----------------------|------------------|----------------------|-------------|
|                 |                                              |                                                                       | <u>2011 LA GALA</u> | <u>2011 NY SMILE</u> | <u>24</u>        | (Add col (a) through |             |
|                 |                                              |                                                                       | (event type)        | (event type)         | (total number)   | col (c))             |             |
|                 | 1                                            | Gross receipts . . . . .                                              | 1,067,569           | 859,199              | 1,769,292        | 3,696,060            |             |
|                 | 2                                            | Less Charitable contributions . . . . .                               | 988,169             | 790,855              | 1,618,216        | 3,397,240            |             |
| 3               | Gross income (line 1 minus line 2) . . . . . | 79,400                                                                | 68,344              | 151,076              | 298,820          |                      |             |
| Direct Expenses | 4                                            | Cash prizes . . . . .                                                 |                     |                      |                  |                      |             |
|                 | 5                                            | Non-cash prizes . . . . .                                             |                     |                      |                  |                      |             |
|                 | 6                                            | Rent/facility costs . . . . .                                         | 11,651              | 0                    | 16,729           | 28,380               |             |
|                 | 7                                            | Food and beverages . . . . .                                          | 113,986             | 155,128              | 160,505          | 429,619              |             |
|                 | 8                                            | Entertainment . . . . .                                               | 2,925               | 0                    | 16,745           | 19,670               |             |
|                 | 9                                            | Other direct expenses . . . . .                                       | 93,024              | 154,627              | 191,973          | 439,624              |             |
|                 | 10                                           | Direct expense summary Add lines 4 through 9 in column (d). . . . . ► |                     |                      |                  |                      | ( 917,293 ) |
|                 | 11                                           | Net income summary Combine lines 3 and 10 in column (d). . . . . ►    |                     |                      |                  |                      | -618,473    |

Part III Gaming.

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

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

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

a Is the organization licensed to operate gaming activities in each of these states? . . . . .

☐ Yes ☐ No

b If "No," Explain \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .

☐ Yes ☐ No

b If "Yes," Explain \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

11

Does the organization operate gaming activities with nonmembers?

Yes

No

12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

Yes

No

13

Indicate the percentage of gaming activity operated in

a

The organization's facility

b

An outside facility

13a

13b

14

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

Name

Address

15a

Does the organization have a contract with a third party from whom the organization receives gaming revenue?

Yes

No

b

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

c

If "Yes," enter name and address

Name

Address

16

Gaming manager information

Name

Gaming manager compensation

Description of services provided

Director/officer

Employee

Independent contractor

17

Mandatory distributions

a

Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

Yes

No

b

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

\$

Part IV

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

| Identifier           | ReturnReference | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|----------------------|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PART I - FUNDRAISING |                 | OPERATION SMILE HAS AN AGREEMENT WITH RUSS REID COMPANY TO PROVIDE SERVICES RELATED TO ITS DIRECT RESPONSE FUNDRAISING CAMPAIGN AND RESEARCH, AND GOVERNMENT RELATIONS THESE SERVICES INCLUDE PROFESSIONAL FUNDRAISING FEES, CREATIVE SERVICES, TV PRODUCTION, MEDIA BUYING/SYNDICATION, AND PRINTING, BUYING AND MAILING RUSS REID COMPANY PROVIDES INVOICES TO OPERATION SMILE DETAILING THE COSTS ASSOCIATED WITH THE ABOVE SERVICES PAYMENTS TO RUSS REID COMPANY IN THE TAX YEAR TOTALLED \$14,787,128 OF WHICH \$440,000 REPRESENTED PROFESSIONAL FUNDRAISING FEES OPERATION SMILE HAS AN AGREEMENT WITH STRATEGIC FUNDRAISING TO DEVELOP, PLAN, AND CONDUCT A SERIES OF OUTBOUND TELEFUNDRAISING CAMPAIGNS AND DONOR DEVELOPMENT FOR EXISTING DONOR CULTIVATION, DONOR ACQUISITION AND LAPSED DONOR REACTIVATION CHARGES FOR FUNDRAISING AND INFORMATION MANAGEMENT ARE BASED ON A FEE SCHEDULE BASED ON NUMBER OF CALLS, ACKNOWLEDGEMENTS, AND COMPREHENSIVE HOUSE FILE ANALYSIS PAYMENTS TO STRATEGIC FUNDING IN THE TAX YEAR TOTALLED \$1,687,682, OF WHICH \$1,687,682 REPRESENTED PROFESSIONAL FUNDRAISING FEES OPERATION SMILE HAS AN AGREEMENT WITH CHANGING OUR WORLD TO SECURE PARTICIPATION IN CORPORATE SOCIAL RESPONSIBILITY (CSR) PROGRAMS WITH CORPORATE, INSTITUTIONAL AND FAMILY FOUNDATION PROSPECTS THROUGH THIS OUTREACH, REPRESENTATIVES OF CHANGING OUR WORLD PROVIDE EDUCATION AND AWARENESS FOR OPERATION SMILES GOAL TO PROVIDE SAFE SURGICAL CARE FOR CLEFT LIPS AND CLEFT PALATES AND ADDITIONALLY, FOR ITS WORK IN SUPPORTING MATERNAL HEALTH AND CHILD NUTRITION ISSUES IN DEVELOPING COUNTRIES PAYMENTS TO CHANGING OUR WORLD ARE BASED ON A FLAT CONTRACTED FEE WITH \$5,000 PAID IN THE TAX YEAR THIS PROGRAM BEGAN AT THE END OF FISCAL YEAR ENDED 6/30/2012 OPERATION SMILE HAS AN AGREEMENT WITH FIRST DEGREE TO DEVELOP, PLAN AND EXECUTE BROAD-BASED PUBLIC AWARENESS AND FUNDRAISING CAMPAIGNS THROUGH CORPORATE FUNDED PARTNERSHIPS THESE SERVICES INCLUDE OUTREACH AND EDUCATION ON THE GLOBAL IMPACT OF CLEFTING AND OPERATION SMILE'S MISSION AND SERVICES TO KEY LEADERS WITHIN CORPORATIONS, MEDIA COMPANIES, ASSOCIATIONS AND FOUNDATIONS PAYMENTS TO FIRST DEGREE IN THE TAX YEAR WERE BASED ON A SERVICE RETAINER FEE SCHEDULE AND TOTALED \$30,000 THIS PROGRAM BEGAN AT THE END OF FISCAL YEAR ENDED 6/30/2012 |

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

# 2011

## Open to Public Inspection

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

54-1460147

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. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

[illegible]

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

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

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Use Schedule I-1 (Form 990) 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 |
|--------------------------------|-------------------------|-------------------------|----------------------------------|------------------------------------------------------|---------------------------------------|
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |

Part IV

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

| Identifier                                       | Return Reference                     | Explanation                                                                                                                                |
|--------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS | FORM 990, SCHEDULE I, PART I, LINE 2 | OPERATION SMILE, INC MAKES GRANTS TO DOMESTIC ORGANIZATIONS THAT ARE RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS 501(C)(3) ORGANIZATIONS |

Schedule J  
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

|                                                 |                                              |
|-------------------------------------------------|----------------------------------------------|
| Name of the organization<br>Operation Smile Inc | Employer identification number<br>54-1460147 |
|-------------------------------------------------|----------------------------------------------|

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                                                                                                                                                                                                                                                                                                                                                                                                                      |     |     |
|    | <div><div><input checked="" type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div> <div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div> |     |     |
| b  | If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain                                                                                                                                                                                                                                                                                                                                                                                                                                  | 1b  | Yes |
| 2  | Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?                                                                                                                                                                                                                                                                                                                                                                                                                                         | 2   | Yes |
| 3  | Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |     |     |
|    | <div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div></div> <div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div>                                                                                                                                                                                  |     |     |
| 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?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 4a  | No  |
| b  | Participate in, or receive payment from, a supplemental nonqualified retirement plan?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 4b  | No  |
| c  | Participate in, or receive payment from, an equity-based compensation arrangement?<br>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 4c  | No  |
|    | Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |     |     |
| 5  | For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |     |     |
| a  | The organization?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 5a  | No  |
| b  | Any related organization?<br>If "Yes," to line 5a or 5b, describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 5b  | No  |
| 6  | For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |     |     |
| a  | The organization?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 6a  | No  |
| b  | Any related organization?<br>If "Yes," to line 6a or 6b, describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 6b  | No  |
| 7  | For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 7   | No  |
| 8  | Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                 | 8   | No  |
| 9  | If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 9   |     |

**Part II** **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

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

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

| (A) Name                    |      | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|-----------------------------|------|----------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|------------------------------------------------------------|
|                             |      | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |                                                |                         |                                 |                                                            |
| (1) William P Magee JrDDSMD | (i)  | 336,458                                            | 0                                   | 0                                   | 22,050                                         | 903                     | 359,411                         | 0                                                          |
|                             | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (2) Ellen Agler             | (i)  | 155,458                                            | 0                                   | 0                                   | 13,991                                         | 4,746                   | 174,195                         | 0                                                          |
|                             | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (3) Kyla Shawyer            | (i)  | 181,372                                            | 0                                   | 0                                   | 13,723                                         | 4,746                   | 199,841                         | 0                                                          |
|                             | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (4) Howard Unger            | (i)  | 272,500                                            | 0                                   | 0                                   | 22,050                                         | 5,095                   | 299,645                         | 0                                                          |
|                             | (ii) | 71,875                                             | 0                                   | 0                                   | 3,375                                          |                         | 75,250                          |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
|                             |      |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |

**Part III**   **Supplemental Information**

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

| Identifier         | Return Reference                      | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|--------------------|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FIRST CLASS TRAVEL | FORM 990, SCHEDULE J, PART I, LINE 1A | OPERATION SMILE, INC. POLICY ALLOWS FOR UPGRADES TO BUSINESS OR FIRST CLASS AIR TRAVEL IN LIMITED CIRCUMSTANCES FOR CEO, PRESIDENT, COO, CMO, BOARD OF DIRECTOR'S CHAIRMAN, EXECUTIVE CHAIRMAN AND BOARD OF DIRECTOR'S PRESIDENT. UPGRADEABLE FARES MAY ONLY BE PURCHASED IF TRAVEL IS MORE THAN 5 HOURS DOMESTICALLY, BUSINESS CLASS FARES FOR MORE THAN 8 HOURS INTERNATIONALLY FOR THESE POSITIONS ONLY. WHEN POSSIBLE, UPGRADES ARE PAID FOR WITH AIRLINE POINTS. THESE UPGRADES WERE NOT TREATED AS TAXABLE COMPENSATION TO THE RECIPIENTS. |

Schedule L  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization  
Operation Smile Inc

Employer identification number  
54-1460147

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

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

| 1 | (a) Name of disqualified person | (b) Description of transaction | (c)<br>Corrected? |    |
|---|---------------------------------|--------------------------------|-------------------|----|
|   |                                 |                                | Yes               | No |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$ \_\_\_\_\_
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$ \_\_\_\_\_

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefitting Interested Persons.

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

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

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

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

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? |    |
|-------------------------------|-----------------------------------------------------------------|---------------------------|--------------------------------|-----------------------------------------|----|
|                               |                                                                 |                           |                                | Yes                                     | No |
| (1) JAMES FOX                 | SON OF CHAIRMAN                                                 | 34,038                    | EMPLOYMENT                     |                                         | No |
| (2) SARAH FOX                 | DAUGHTER OF CHAIRMAN                                            | 30,033                    | EMPLOYMENT                     |                                         | No |
| (3) KRISTI MAGEE PORCARO      | DAUGHTER OF EXEC CHAIR                                          | 130,990                   | EMPLOYMENT                     |                                         | No |
| (4) SUZANNE UNGER             | DAUGHTER OF CEO                                                 | 68,737                    | EMPLOYMENT                     |                                         | No |
|                               |                                                                 |                           |                                |                                         |    |
|                               |                                                                 |                           |                                |                                         |    |

**Part V Supplemental Information**

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

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

SCHEDULE M  
(Form 990)

Department of the Treasury  
Internal Revenue Service

NonCash Contributions

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization  
Operation Smile Inc

Employer identification number  
54-1460147

Part I Types of Property

|                                                                            | (a)<br>Check<br>if<br>applicable | (b)<br>Number of Contributions<br>or items contributed | (c)<br>Contribution amounts<br>reported on<br>Form 990, Part VIII, line<br>1g | (d)<br>Method of determining<br>contribution amounts |
|----------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------|-------------------------------------------------------------------------------|------------------------------------------------------|
| 1 Art—Works of art . . . . .                                               | X                                | 1                                                      | 210,347                                                                       | FMV                                                  |
| 2 Art—Historical treasures . . . . .                                       |                                  |                                                        |                                                                               |                                                      |
| 3 Art—Fractional interests . . . . .                                       |                                  |                                                        |                                                                               |                                                      |
| 4 Books and publications . . . . .                                         |                                  |                                                        |                                                                               |                                                      |
| 5 Clothing and household<br>goods . . . . .                                |                                  |                                                        |                                                                               |                                                      |
| 6 Cars and other vehicles . . . . .                                        |                                  |                                                        |                                                                               |                                                      |
| 7 Boats and planes . . . . .                                               |                                  |                                                        |                                                                               |                                                      |
| 8 Intellectual property . . . . .                                          |                                  |                                                        |                                                                               |                                                      |
| 9 Securities—Publicly traded . . . . .                                     | X                                | 9                                                      | 94,600                                                                        | FMV                                                  |
| 10 Securities—Closely held stock . . . . .                                 |                                  |                                                        |                                                                               |                                                      |
| 11 Securities—Partnership, LLC,<br>or trust interests . . . . .            |                                  |                                                        |                                                                               |                                                      |
| 12 Securities—Miscellaneous . . . . .                                      |                                  |                                                        |                                                                               |                                                      |
| 13 Qualified conservation<br>contribution—Historic<br>structures . . . . . |                                  |                                                        |                                                                               |                                                      |
| 14 Qualified conservation<br>contribution—Other . . . . .                  |                                  |                                                        |                                                                               |                                                      |
| 15 Real estate—Residential . . . . .                                       |                                  |                                                        |                                                                               |                                                      |
| 16 Real estate—Commercial . . . . .                                        |                                  |                                                        |                                                                               |                                                      |
| 17 Real estate—Other . . . . .                                             |                                  |                                                        |                                                                               |                                                      |
| 18 Collectibles . . . . .                                                  |                                  |                                                        |                                                                               |                                                      |
| 19 Food inventory . . . . .                                                |                                  |                                                        |                                                                               |                                                      |
| 20 Drugs and medical supplies . . . . .                                    | X                                | 51                                                     | 3,089,333                                                                     | COST                                                 |
| 21 Taxidermy . . . . .                                                     |                                  |                                                        |                                                                               |                                                      |
| 22 Historical artifacts . . . . .                                          |                                  |                                                        |                                                                               |                                                      |
| 23 Scientific specimens . . . . .                                          |                                  |                                                        |                                                                               |                                                      |
| 24 Archeological artifacts . . . . .                                       |                                  |                                                        |                                                                               |                                                      |
| MISC - TOY                                                                 |                                  |                                                        |                                                                               |                                                      |
| 25 Other ► ( DONATION )                                                    | X                                | 1                                                      | 56,910                                                                        | FMV                                                  |
| 26 Other ► ( )                                                             |                                  |                                                        |                                                                               |                                                      |
| 27 Other ► ( )                                                             |                                  |                                                        |                                                                               |                                                      |
| 28 Other ► ( )                                                             |                                  |                                                        |                                                                               |                                                      |

29

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

30a

During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? . . . . .

30a

Yes

No

b

If "Yes," describe the arrangement in Part II

31

Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31

Yes

32a

Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions? . . . . .

32a

No

b

If "Yes," describe in Part II

33

If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II

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

Cat No 51227J

Schedule M (Form 990) 2011

**Part III**

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

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

|                                                 |                                              |
|-------------------------------------------------|----------------------------------------------|
| Name of the organization<br>Operation Smile Inc | Employer identification number<br>54-1460147 |
|-------------------------------------------------|----------------------------------------------|

| Identifier                             | Return Reference                              | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|----------------------------------------|-----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ORGANIZATIONS MISSION                  | FORM 990, PART III, LINE 1                    | Operation Smile is a children's medical charity that has a presence in more than 60 countries to provide free, safe treatment and surgery for those who suffer from facial deformities such as cleft lips and cleft palates The organization works to build self-sufficiency and sustainable healthcare infrastructures in our partner countries To do this, Operation Smile trains local doctors to treat children in their own communities, donates crucial medical equipment and supplies, builds public-private partnerships, and creates in-country Foundations to increase capacity Operation Smile is committed to raising public awareness, educating, and serving as an advocate for children born with cleft lip and cleft palate Through partnerships, Operation Smile is conducting research to ultimately help prevent the incidence of clefts by identifying the causes of clefting By inspiring action and leadership, the organization has mobilized more than 5,000 medical volunteers in more than 80 countries and more than 900 student clubs and associations around the world Operation Smile also educates and encourages communities to spread awareness and strengthen understanding about cleft conditions and possible causes of clefting OFFICER RELATIONSHIPS FORM 990, PART VI, SECTION A, LINE 2 WILLIAM P MAGEE, JR , DIRECTOR AND EXECUTIVE CHAIRMAN, IS THE SPOUSE OF KATHLEEN S MAGEE, DIRECTOR AND PRESIDENT KRISTIE MAGEE PORCARO, THE MAGEES' DAUGHTER, IS AN EMPLOYEE OF OPERATION SMILE, INC |
| 990 REVIEW                             | FORM 990, PART VI, SECTION B, LINE 11B        | AFTER COMPLETION OF THE 990 BY OPERATION SMILE FINANCE DEPARTMENT, WITH ASSISTANCE FROM KPMG, THE COMPLETED 990 IS FORWARDED TO THE AUDIT COMMITTEE AND THE BOARD OF DIRECTORS THE CHAIRMAN OF THE AUDIT COMMITTEE REVIEWS THE 990 AND SUPPORTING DOCUMENTATION ALL COMMENTS ARE ADDRESSED BY THE FINANCE DEPARTMENT PRIOR TO SUBMISSION TO THE IRS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| CONFLICT OF INTEREST                   | FORM 990, PART VI, LINE 12C                   | ANNUALLY, THE CONFLICT OF INTEREST REPORTING IS REVIEWED BY THE BOARD ADDITIONALLY, AND ROUTINELY, THE BOARD REQUESTS ALL CONFLICTS OF INTEREST TO BE DISCLOSED AND/OR UPDATED THE ORGANIZATION HAS AN EXTENSIVE CONFLICT OF INTEREST POLICY THAT REQUIRES ANY OFFICER, DIRECTOR, OR EMPLOYEE WITH A CONFLICT OR POTENTIAL CONFLICT OF INTEREST TO DISCLOSE ALL RELEVANT INFORMATION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| COMPENSATION REVIEW                    | FORM 990, PART VI, SECTION B, LINES 15A AND B | COMPENSATION FOR TOP MANAGEMENT OFFICIALS AND OTHER KEY EMPLOYEES IS DETERMINED BY COMPARING SIMILAR POSITIONS WITH COMPARABLE DUTIES AT OTHER ORGANIZATIONS AND REVIEWING THE HISTORY OF COMPENSATION FOR THAT POSITION AT OPERATION SMILE COMPENSATION FOR HOWARD UNGER, WHO BECAME CEO ON JULY 1, 2011, WAS APPROVED BY THE COMPENSATION COMMITTEE OF THE BOARD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| DOCUMENT AVAILABILITY                  | FORM 990, PART VI, SECTION C, LINE 19         | GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY , AND FINANCIAL STATEMENTS ARE MADE AVAILABLE AT OPERATION SMILE INTERNATIONAL HEADQUARTERS, 6435 TIDEWATER DRIVE, NORFOLK, VA 23509 ADDITIONALLY, FINANCIAL STATEMENTS ARE ALSO AVAILABLE ON OUR WEBSITE AND THE GUIDESTAR WEBSITE WWW.OPERATIONSMILE.ORG AND WWW2.GUIDESTAR.ORG                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| STATEMENT OF FUNCTIONAL EXPENSES       | FORM 990, PART IX, LINE 26, JOINT COSTS       | OPERATION SMILE COMPLETED A LINE COUNT OF DIRECT MAIL PIECES FROM THE CURRENT YEAR THE PERCENTAGE THAT RELATED TO EDUCATION AND MANAGEMENT AND GENERAL EXPENSES WAS APPLIED TO THE COST OF THE DIRECT MAIL PIECE TO DETERMINE THE RELATED DOLLAR VALUE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| RECONCILIATION OF NET ASSETS           | FORM 990, PART XI, LINE 5                     | OTHER CHANGES IN NET ASSETS ATTRIBUTABLE TO UNREALIZED LOSS ON SECURITIES IN THE AMOUNT OF -\$4,404                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| HOURS DEVOTED FOR RELATED ORGANIZATION | FORM 990 PART VII                             | NAME William P Magee Jr , D D S M D TITLE EXEC CHAIRMAN & DIRECTOR HOURS 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| HOURS DEVOTED FOR RELATED ORGANIZATION | FORM 990 PART VII                             | NAME Kathleen S Magee, M S W , M Ed TITLE President & Director HOURS 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| HOURS DEVOTED FOR RELATED ORGANIZATION | FORM 990 PART VII                             | NAME William R Fox TITLE CHAIRMAN & DIRECTOR HOURS 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| HOURS DEVOTED FOR RELATED ORGANIZATION | FORM 990 PART VII                             | NAME Howard Unger TITLE CEO HOURS 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| HOURS DEVOTED FOR RELATED ORGANIZATION | FORM 990 PART VII                             | NAME TERESA KRAUS TITLE SENIOR VP FINANCE HOURS 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization  
Operation Smile Inc

Employer identification number  
54-1460147

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

| (a)<br>Name, address, and EIN of disregarded entity                      | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity |
|--------------------------------------------------------------------------|-------------------------|--------------------------------------------------|---------------------|---------------------------|----------------------------------|
| (1) OS HQ LLC<br>6435 TIDEWATER DRIVE<br>NORFOLK, VA 23509<br>54-1460147 | GLOBAL HQ               | VA                                               | 687                 | 15,332,420                | OPERATION SM                     |
|                                                                          |                         |                                                  |                     |                           |                                  |
|                                                                          |                         |                                                  |                     |                           |                                  |
|                                                                          |                         |                                                  |                     |                           |                                  |
|                                                                          |                         |                                                  |                     |                           |                                  |
|                                                                          |                         |                                                  |                     |                           |                                  |

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

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

Part III

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

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

Part IV

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

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

Part V

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

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

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?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

No

No

Yes

Yes

No

Yes

No

No

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

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

Schedule R (Form 990) 2011

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.

[illegible]

Part VII

Supplemental Information

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

| Identifier | Return Reference | Explanation |  |
|------------|------------------|-------------|--|
|------------|------------------|-------------|--|