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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No 1545-0047

2011Open to Public
Inspection**A** For the 2011 calendar year, or tax year beginning **JUL 1, 2011** and ending **JUN 30, 2012****B** Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization**ORANGEWOOD CHILDREN'S FOUNDATION**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) Room/suite

1575 E. 17TH STREET

City or town, state or country, and ZIP + 4

SANTA ANA, CA 92705**F** Name and address of principal officer: **CHRISTIAN SIMONSEN, CFO**
1575 E. 17TH STREET, SANTA ANA, CA 92705**D** Employer identification number**95-3616628****E** Telephone number**714-619-0203****G** Gross receipts \$ **12,472,955.****H(a)** Is this a group return

for affiliates?

☐ Yes☒ No**H(b)** Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶**I** Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ **WWW.ORANGEWOODFOUNDATION.ORG****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: **1980** **M** State of legal domicile: **CA****Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities	THE MISSION OF ORANGEWOOD CHILDREN'S FOUNDATION IS TO PROVIDE LIFE-CHANGING PROGRAMS AND	
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	35
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	35
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	103
	6	Total number of volunteers (estimate if necessary)	6	672
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	-79,391.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	-46,665.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	6,727,759.	8,369,871.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	503,159.	62,514.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	153,007.	230,824.
	12	Total revenue. Add lines 8 through 11 (must equal Part VIII, column (A), line 12)	9,886.	-78,863.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	7,393,811.	8,584,346.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	1,159,174.	843,619.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a	Professional fundraising fees (Part X, column (A), line 11e)	3,675,567.	3,873,149.
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 466,040.	0.	0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,454,290.	2,445,854.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	7,289,031.	7,162,622.
	19	Revenue less expenses. Subtract line 18 from line 12	104,780.	1,421,724.
	Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year
21		Total liabilities (Part X, line 26)	11,196,912.	21,636,321.
22		Net assets or fund balances. Subtract line 21 from line 20	4,485,882.	13,749,140.
			6,711,030.	7,887,181.

Part II Signature Block

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

Sign Here	Signature of officer	Date	4-29-13
	CHRISTIAN SIMONSEN, CFO Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	DAVID REULE	<i>[Signature]</i>	4/23/13
	Firm's name ▶ KMJ CORBIN & COMPANY, LLP	Firm's EIN ▶ 81-0569753	Check if self-employed ☐ PTIN P00481819
	Firm's address ▶ 555 ANTON BLVD, SUITE 1000 COSTA MESA, CA 92626	Phone no. 714-380-6565	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

132001 01-23-12 LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2011)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

SCANNED MAY 21 2013

919 18

Part III Statement of Program Service Accomplishments

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

☒ X

1 Briefly describe the organization's mission:

THE MISSION OF ORANGEWOOD CHILDREN'S FOUNDATION IS TO PROVIDE LIFE-CHANGING PROGRAMS AND ONE-ON-ONE SUPPORT FOR ABUSED AND NEGLECTED CHILDREN AND AT-RISK FAMILIES TO END THE CYCLE OF CHILD ABUSE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☒ Yes ☐ No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 1,671,523. including grants of \$) (Revenue \$ 62,514.)

EMANCIPATING AND FORMER FOSTER YOUTHS:

THIS PROGRAM ADDRESSES THE DAY-TO-DAY AND LONG-TERM NEEDS OF CURRENT FOSTER YOUTH AND FORMER FOSTER YOUTH WHO HAVE EMANCIPATED FROM THE FOSTER CARE SYSTEM. DURING FISCAL 2011-2012, ASSISTANCE WAS PROVIDED IN THE FORM OF SUBSIDIZED LIVING ACCOMMODATIONS OR GRANTS FOR LIVING EXPENSES, WORKSHOPS TO ASSIST THE YOUTH TO PREPARE FOR EMANCIPATION, ONE-ON-ONE GUIDANCE FOR THOSE YOUTH THAT NEED EXTRA SUPPORT TO TRANSITION OUT OF THE SYSTEM, PEER MENTORING BY FORMER FOSTER YOUTH, RESOURCES AND PROGRAMS TO ASSIST CURRENT JUNIOR HIGH AND HIGH SCHOOL STUDENTS ACHIEVE THE OPPORTUNITY TO ATTEND COLLEGE, AND A DROP IN CENTER TO ASSIST YOUTH LOCATE JOB OPPORTUNITIES, COLLEGE APPLICATIONS, HOUSING, HEALTH SERVICES AND OTHER NEEDS.

4b (Code) (Expenses \$ 1,942,266. including grants of \$ 781,984.) (Revenue \$)

EDUCATION OF AT-RISK YOUTH

CHILDREN'S TRUST FUND - THIS PROGRAM OFFERS FINANCIAL ASSISTANCE TO CURRENT AND FORMER FOSTER CHILDREN, SCHOLARSHIPS FOR COLLEGE AND TRADE SCHOOL, AND EMERGENCY FUNDS FOR LIVING EXPENSES. IT PROVIDES GRANTS FOR SPECIAL NEEDS TO ELIGIBLE APPLICANTS SUCH AS COUNSELING, SCHOOL SUPPLIES, SPORTS PROGRAMS AND GRADUATION EXPENSES.

GUARDIAN SCHOLARS - THIS IS A PARTNERSHIP WITH LOCAL EDUCATIONAL INSTITUTIONS THAT PROVIDES COMPREHENSIVE SUPPORT AND RESOURCES TO FORMER FOSTER YOUTH IN THEIR EFFORTS TO GAIN A UNIVERSITY, COMMUNITY COLLEGE OR TRADE SCHOOL EDUCATION.

4c (Code) (Expenses \$ 1,905,856. including grants of \$) (Revenue \$)

THROUGH THE COMMUNITY PROGRAMS, ORANGEWOOD WORKS TO STRENGTHEN AGENCIES AND COMMUNITIES WHICH LEADS TO STRONGER CHILDREN AND FAMILIES WHICH LEADS TO REDUCED RISK OF CHILD ABUSE AND NEGLECT.

FAMILIES AND COMMUNITIES TOGETHER (FACT) IS A PARTNERSHIP AMONG MORE THAN 60 COMMUNITY BASED SOCIAL SERVICE AGENTS AND THE COUNTY OF ORANGE SOCIAL SERVICES AGENCY. SINCE 1994, FACT HAS PROVIDED SUPPORT SERVICES TO CHILDREN AND FAMILIES THROUGH A NETWORK OF LOCAL FAMILY RESOURCE CENTERS. FACT PARTNERS WORK TOGETHER TO BUILD STRONGER FAMILIES AND PREVENT CHILD ABUSE.

MATERNAL CHILD HEALTH NETWORK-FUNDED BY THE CHILDREN AND FAMILIES

4d Other program services (Describe in Schedule O.)

(Expenses \$ 831,212. including grants of \$ 61,635.) (Revenue \$)

4e Total program service expenses 6,350,857.

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

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Part IV Checklist of Required Schedules (continued)

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

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	106	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	103	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		X
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		X
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?		
b Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

☒**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	35	
1b Enter the number of voting members included in line 1a, above, who are independent	35	
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?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
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?		X
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **CA**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **CHRISTIAN SIMONSEN - 714-619-0203**
1575 E. 17TH STREET, SANTA ANA, CA 92705

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BRUCE FETTER DIRECTOR	0.00	X						0.	0.	0.
(2) CAROL WILKEN DIRECTOR	0.00	X						0.	0.	0.
(3) CASEY JOURNIGAN DIRECTOR	0.00	X						0.	0.	0.
(4) CHRIS JONES DIRECTOR	0.00	X						0.	0.	0.
(5) CHRISTYNE SUTTON OLSON DIRECTOR	0.00	X						0.	0.	0.
(6) CYNTHIA S. DILLION DIRECTOR	0.00	X						0.	0.	0.
(7) DAVID L. DUNN DIRECTOR	0.00	X						0.	0.	0.
(8) ELIZABETH AMENDT DIRECTOR	0.00	X						0.	0.	0.
(9) FRANK T. SURYAN, JR. DIRECTOR	0.00	X						0.	0.	0.
(10) GREG DUNLAP DIRECTOR	0.00	X						0.	0.	0.
(11) GREG MARSHALL DIRECTOR	0.00	X						0.	0.	0.
(12) GREG SCOTT DIRECTOR	0.00	X						0.	0.	0.
(13) HONORABLE GADDI H. VASQUEZ DIRECTOR	0.00	X						0.	0.	0.
(14) JEFF ROOS DIRECTOR	0.00	X						0.	0.	0.
(15) JOE LOZOWSKI DIRECTOR	0.00	X						0.	0.	0.
(16) JOEL GOLDBIRSH DIRECTOR	0.00	X						0.	0.	0.
(17) L. ALLAN SONGSTAD, JR. DIRECTOR	0.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MARK SIMONS DIRECTOR	0.00	X						0.	0.	0.
(19) MARK THOMAS DIRECTOR	0.00	X						0.	0.	0.
(20) MITCH A. JUNKINS DIRECTOR	0.00	X						0.	0.	0.
(21) PIERO WEMYSS DIRECTOR	0.00	X						0.	0.	0.
(22) REID MCCARTNEY DIRECTOR	0.00	X						0.	0.	0.
(23) RENEE PEPYS LOWE DIRECTOR	0.00	X						0.	0.	0.
(24) RICHARD DUTCH DIRECTOR	0.00	X						0.	0.	0.
(25) RICK SHERBURNE DIRECTOR	0.00	X						0.	0.	0.
(26) ROBERT BARTH DIRECTOR	0.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								382,566.	0.	0.
d Total (add lines 1b and 1c)								382,566.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **6**

- 3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
MILLER ENVIRONMENTAL, INC 2210 SOUTH DUPONT DRIVE, ANAHEIM, CA 92806	BUILDING DEMOLITION AND REMOVAL	757,578.
NETCHEMISTRY INC., 4600 CAMPUS DRIVE SUITE 101, NEWPORT BEACH, CA 92660	SOFTWARE DEVELOPMENT	153,188.
HOSPITAL ASSOCIATION OF SOUTHERN CALIFORNIA 12383 LEWIS STREET, STE. 101, GARDEN GROVE, CA 92640	DATA SERVICES	118,024.
ANONYMOUS, LLC 9140 IRVINE CENTER DR, IRVINE, CA 92618	FUNDRAISING SERVICES	107,584.

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 **4**

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2011)

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) SANDI JACKSON DIRECTOR	0.00	X						0.	0.	0.
(28) SHANNON TARNUTZER DIRECTOR	0.00	X						0.	0.	0.
(29) STUART BERNSTEIN, SVP DIRECTOR	0.00	X						0.	0.	0.
(30) SUSAN SAMUELI DIRECTOR	0.00	X						0.	0.	0.
(31) THOMAS L. POWELL DIRECTOR	0.00	X						0.	0.	0.
(32) TIM RYAN DIRECTOR	0.00	X						0.	0.	0.
(33) VIKKI MURPHY DIRECTOR	0.00	X						0.	0.	0.
(34) VIKKI VARGAS DIRECTOR	0.00	X						0.	0.	0.
(35) WILLIAM L. HEALEY DIRECTOR	0.00	X						0.	0.	0.
(36) CHRISTIANNE DEMBROSIO EMERITUS	0.00	X						0.	0.	0.
(37) DAVE RITCHIE EMERITUS	0.00	X						0.	0.	0.
(38) DAVID WILSON EMERITUS	0.00	X						0.	0.	0.
(39) DOUG DECINCES EMERITUS	0.00	X						0.	0.	0.
(40) GENERAL WILLIAM LYON EMERITUS	0.00	X						0.	0.	0.
(41) JAMES MCNAMARA EMERITUS	0.00	X						0.	0.	0.
(42) JOE UEERROTH EMERITUS	0.00	X						0.	0.	0.
(43) JOHN HAGESTAD EMERITUS	0.00	X						0.	0.	0.
(44) LISA HUGHES, CPA EMERITUS	0.00	X						0.	0.	0.
(45) PATRICIA L. POSS EMERITUS	0.00	X						0.	0.	0.
(46) PATTI EDWARDS EMERITUS	0.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) RON DAVIS EMERITUS	0.00	X						0.	0.	0.
(48) SHIRLEY PEPYS EMERITUS	0.00	X						0.	0.	0.
(49) STEPHANIE ARGYROS EMERITUS	0.00	X						0.	0.	0.
(50) TOM DOBYNS EMERITUS	0.00	X						0.	0.	0.
(51) KELLY BOZZA EX-OFFICIO	0.00	X						0.	0.	0.
(52) PEI PEI WANG EX-OFFICIO	0.00	X						0.	0.	0.
(53) CAL WINSLOW CHIEF EXECUTIVE OFFICER	50.00			X	X			202,307.	0.	0.
(54) CHRIS SIMONSEN CHIEF FINANCIAL OFFICER	50.00			X				180,259.	0.	0.
Total to Part VII, Section A, line 1c								382,566.		

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants, and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	1284136.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	2595939.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	4489796.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			8369871.			
Program Service Revenue	2 a RISING TIDE INCOME	Business Code 624100		62,514.	62,514.		
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			62,514.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			51,590.		
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross rents		(i) Real	(ii) Personal				
b Less rental expenses		29,770.					
c Rental income or (loss)		109161.					
d Net rental income or (loss)		-79391.		-79,391.		-79,391.	
7 a Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses		2,900,467.					
c Gain or (loss)		2,721,233.					
d Net gain or (loss)		179234.		179,234.		179,234.	
8 a Gross income from fundraising events (not including \$ 1,284,136. of contributions reported on line 1c). See Part IV, line 18							
b Less direct expenses		a	1,058,215.				
c Net income or (loss) from fundraising events		b	1,058,215.	0.			
9 a Gross income from gaming activities. See Part IV, line 19							
b Less direct expenses		a					
c Net income or (loss) from gaming activities		b					
10 a Gross sales of inventory, less returns and allowances							
b Less cost of goods sold	a						
c Net income or (loss) from sales of inventory	b						
Miscellaneous Revenue			Business Code				
11 a OTHER INCOME	624100		528.			528.	
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			528.				
12 Total revenue. See instructions.			8584346.	62,514.	-79,391.	231,352.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	843,619.	843,619.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	401,189.	298,886.	102,303.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	3,471,960.	2,985,361.	119,758.	366,841.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	46,200.	33,822.	7,443.	4,935.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	778,299.	759,114.	8,013.	11,172.
12 Advertising and promotion	128,603.	76,599.	26,369.	25,635.
13 Office expenses	137,028.	110,656.	17,668.	8,704.
14 Information technology				
15 Royalties				
16 Occupancy	118,234.	109,563.		8,671.
17 Travel	48,453.	46,362.	835.	1,256.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	15,549.	9,775.	4,012.	1,762.
20 Interest	57,936.	40,086.	13,102.	4,748.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	81,238.	73,525.		7,713.
23 Insurance	49,274.	43,989.		5,285.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a COMMUNITY PROGRAM	328,096.	328,096.		
b TRANSITIONAL HOUSING CO	261,177.	261,177.		
c TECHNOLOGY	193,962.	190,101.	1,918.	1,943.
d ACADEMY	103,409.	103,409.		
e All other expenses	98,396.	36,717.	44,304.	17,375.
25 Total functional expenses. Add lines 1 through 24e	7,162,622.	6,350,857.	345,725.	466,040.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	102,226.	2	265,052.
	3 Pledges and grants receivable, net	4,219,666.	3	4,980,139.
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	335,494.	9	417,356.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 14,773,048.		
	b Less: accumulated depreciation	10b 1,493,131.	10c	13,279,917.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	2,430,920.	12	2,552,187.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	640,926.	15	141,670.
16 Total assets. Add lines 1 through 15 (must equal line 34)	11,196,912.	16	21,636,321.	
Liabilities	17 Accounts payable and accrued expenses	1,089,827.	17	759,789.
	18 Grants payable		18	
	19 Deferred revenue	160,919.	19	276,267.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	2,060,000.	23	11,530,589.
	24 Unsecured notes and loans payable to unrelated third parties	375,634.	24	92,782.
	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	799,502.	25	1,089,713.
	26 Total liabilities. Add lines 17 through 25	4,485,882.	26	13,749,140.
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		2,040,481.	27	2,344,554.
28 Temporarily restricted net assets		1,716,750.	28	2,593,508.
29 Permanently restricted net assets		2,953,799.	29	2,949,119.
Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		6,711,030.	33	7,887,181.
34 Total liabilities and net assets/fund balances	11,196,912.	34	21,636,321.	

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	8,584,346.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7,162,622.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,421,724.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,711,030.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-245,573.
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	7,887,181.

Part XII Financial Statements and Reporting

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

☐1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A 133?

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

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

Form 990 (2011)

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number

95-3616628

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

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

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

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

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

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

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

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

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

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

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

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(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)		

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

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	8,819,643.	5,954,252.	6,376,363.	7,230,918.	8,432,385.	36,813,561.
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	8,819,643.	5,954,252.	6,376,363.	7,230,918.	8,432,385.	36,813,561.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						36,813,561.

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	8,819,643.	5,954,252.	6,376,363.	7,230,918.	8,432,385.	36,813,561.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	146,105.	147,027.	114,499.	90,517.	77,289.	575,437.
9 Net income from unrelated business activities, whether or not the business is regularly carried on				3,757.	-79,391.	-75,634.
10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)	860,557.	719,001.	21,637.	6,129.	528.	1,607,852.
11 Total support. Add lines 7 through 10						38,921,216.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	94.58	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	93.23	%
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 a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐			
17a 10% -facts-and-circumstances test - 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 ► ☐			

Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 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 section 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.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions)

PART II, SECTION B, LINE 10:

MISCELLANEOUS INCOME

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number

95-3616628

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

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

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

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations

- d ☐ Loan or exchange programs
 e ☐ Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes ☐ No

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

	Amount
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes ☐ No

b If "Yes," explain the arrangement in Part 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	2,953,799.	2,949,283.	2,999,404.	3,569,625.	
b Contributions	12,773.	9,811.		5,810.	
c Net investment earnings, gains, and losses	-4,680.	4,516.	248,184.	-406,129.	
d Grants or scholarships					
e Other expenditures for facilities and programs	12,773.	9,811.	298,305.	169,902.	
f Administrative expenses					
g End of year balance	2,949,119.	2,953,799.	2,949,283.	2,999,404.	

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

a Board designated or quasi-endowment ☐ _____ %

b Permanent endowment ☒ 100.00 %

c Temporarily restricted endowment ☐ _____ %

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

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

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

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		9,118,136.		9,118,136.
b Buildings		1,444,267.	474,008.	970,259.
c Leasehold improvements		1,189,252.	390,313.	798,939.
d Equipment				
e Other		3,021,393.	628,810.	2,392,583.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))				13,279,917.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A) FIXED INCOME SECURITIES	367,203.	END-OF-YEAR MARKET VALUE
(B) MUTUAL FUNDS	968,156.	END-OF-YEAR MARKET VALUE
(C) PUBLICLY TRADED		
(D) SECURITIES	1,216,828.	END-OF-YEAR MARKET VALUE
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	2,552,187.	

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

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CUSTODIAL FUNDS PAYABLE	339,713.
(3) RELATED PARTY NOTES PAYABLE	750,000.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	1,089,713.

FIN 48 (ASC 740) Footnote in Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	8,584,346.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	7,162,622.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	1,421,724.
4	Net unrealized gains (losses) on investments	4	-245,573.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4 through 8	9	-245,573.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	1,176,151.

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	8,644,914.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-245,573.
b	Donated services and use of facilities	2b	196,981.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	109,160.
e	Add lines 2a through 2d	2e	60,568.
3	Subtract line 2e from line 1	3	8,584,346.
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	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	8,584,346.

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

1	Total expenses and losses per audited financial statements	1	7,468,763.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	196,981.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	109,160.
e	Add lines 2a through 2d	2e	306,141.
3	Subtract line 2e from line 1	3	7,162,622.
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	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	7,162,622.

Part XIV Supplemental Information

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

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES 109,160.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES 109,160.

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

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number
95-3616628

Part I

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

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

- a ☒ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☒ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
ANONYMOUS, LLC - 9140 IRVINE CENTER DRIVE, IRVINE, CA	EVENT PLANNING & SHARED NET PROFITS		X	509,708.	224,597.	285,111.
THE GAVEL GROUP - 13805 ALTON PARKWAY SUITE B, IRVINE, CA	AUCTION SERVICES AND AUCTION ITEMS		X	377,376.	35,000.	342,376.
THE MONACO GROUP - 14352 FRANKLIN AVE UNIT B, TUSTIN, CA	DIRECT MAIL SERVICES AND POSTAGE		X	102,879.	41,389.	61,490.
GREATRAKE, MCBRIDE & ASSOCIATES - 17602 17 TH	DIRECT MAIL CONSULTING		X	0.	13,221.	-13,221.
Total				989,963.	314,207.	675,756.

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

CA

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		44 WOMEN (event type)	PALS (event type)	1 (total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	254,133.	1,088,974.	999,244.	2,342,351.
	2 Less: Charitable contributions	173,186.	401,916.	709,034.	1,284,136.
	3 Gross income (line 1 minus line 2)	80,947.	687,058.	290,210.	1,058,215.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	436.	4,456.	7,059.	11,951.
	6 Rent/facility costs	28,219.	118,220.	84,655.	231,094.
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	52,292.	564,383.	198,495.	815,170.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(1,058,215.)
	11 Net income summary. Combine line 3, column (d), and line 10				0.

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____

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

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity operated in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter 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 of the third party

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 to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: ANONYMOUS, LLC

(I) ADDRESS OF FUNDRAISER: 9140 IRVINE CENTER DRIVE, IRVINE, CA 92618

(I) NAME OF FUNDRAISER: THE GAVEL GROUP

(I) ADDRESS OF FUNDRAISER: 13805 ALTON PARKWAY SUITE B, IRVINE, CA 92618

(I) NAME OF FUNDRAISER: THE MONACO GROUP

Part IV Supplemental Information (continued)

(I) ADDRESS OF FUNDRAISER: 14352 FRANKLIN AVE UNIT B, TUSTIN, CA 92780

(I) NAME OF FUNDRAISER: GREATRAKE, MCBRIDE & ASSOCIATES

(I) ADDRESS OF FUNDRAISER:

17602 17 TH STREET, #102 - 193, TUSTIN, CA 92680

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

Name of the organization

ORANGEWOOD CHILDREN'S FOUNDATION
ation on Grants and Assistance

Employer identification number
95-3616628

Part I	General Information on Grants and Assistance
--------	--

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

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

Part II	Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.
---------	--

[illegible]

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

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

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

Schedule I (Form 990) (2011)

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.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIPS OR OTHER SUPPORT TO EMANCIPATING FOSTER YOUTH	585	781,984.	0.	N/A	N/A

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

SCHEDULE I, PART I, LINE 2: FOR HIGHER EDUCATION SCHOLARSHIP REQUESTS THE

ORGANIZATION GIVES THE MONEY TO THE YOUTH UPON RECEIPT OF CLASS SCHEDULES.

THERE ARE GENERALLY 5 INSTALLMENTS FOR THE PAYMENTS, 1/2, THE SEMESTER

UPFRONT; THE 2ND HALF AFTER THE FINAL DROP DAY OF CLASSES AND THE STUDENT

HAS PROVIDED THE CURRENT CLASS SCHEDULE. IF THE STUDENT COMPLETES THE SAME

NUMBER OF UNITS THAT WERE INCLUDED IN THE INITIAL INSTALLMENTS, WITH A

GRADE OF C OR BETTER, THEN THEY WILL BE FUNDED FOR THE SECOND SEMESTER

UNDER THE SAME TIMEFRAME GUIDELINES. IF THE STUDENT HAS DROPPED UNITS OR

NOT SUCCEEDED AT PASSING THE CLASS WITH A C OR BETTER, THEN THE NEXT

Part IV Supplemental Information

SEMESTER GRANT WILL BE REDUCED UNTIL THE STUDENT HAS SUCCESSFULLY COMPLETED THE ORIGINAL UNITS THAT FUNDS WERE GRANTED FOR. AT THE END OF THE YEAR, IF THE STUDENT HAS COMPLETED 24 UNITS OR MORE, WITH PASSING GRADES OF C OR BETTER AND PROVIDES ALL THE CLASS SCHEDULE DOCUMENTATION INCLUDING GRADES, THEY ARE ELIGIBLE FOR A BONUS SCHOLARSHIP AMOUNT.

FOR GRANTS TO YOUTH NOT ATTENDING HIGHER EDUCATION, THE ORGANIZATION PROVIDES BASIC SUPPORT TO COVER LIVING EXPENSES. THE YOUTH MUST SHOW WHAT THE EXPENSES ARE GOING TO BE USED FOR. FUTURE GRANTS ARE DEPENDENT ON HOW THE YOUTH SPENDS THE INITIAL FUNDS. FOR OTHER SUPPORT AND COURSES, INCLUDING DRIVERS EDUCATION, EXTRA CURRICULAR ACTIVITIES OR SCHOOL SUPPLIES, INVOICES ARE PROVIDED FOR FUNDING.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number
95-3616628

Part I Questions Regarding Compensation

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.

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

- | | |
|---|---|
| ☒ Compensation committee | ☐ Written employment contract |
| ☒ Independent compensation consultant | ☒ Compensation survey or study |
| ☒ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?
- b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2011

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 CAL WINSLOW	(i)	197,207.	0.	5,100.	0.	202,307.	0.
	(ii)	0.	0.	0.	0.	0.	0.
2 CHRIS SIMONSEN	(i)	174,259.	0.	6,000.	0.	180,259.	0.
	(ii)	0.	0.	0.	0.	0.	0.
3	(i)						
	(ii)						
4	(i)						
	(ii)						
5	(i)						
	(ii)						
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

Schedule J (Form 990) 2011

Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 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

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number
95-3616628

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.

[illegible]

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

▶ \$ _____
▶ \$ _____

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
SAMUELI FOUNDATION		X	750,000.	0.		X	X		X	
HANSON FOUNDATION		X	500,000.	0.		X	X		X	
Total				\$						

Total	▶ \$
--------------	-------------

Part III	Grants or Assistance Benefiting Interested Persons.
----------	---

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

[illegible]

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

Schedule L (Form 990 or 990-EZ) 2011

SEE PART V FOR CONTINUATIONS

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
MITCH JUNKINS	BOARD MEMBER	794.	OWNER OF TH		X
SUSAN SAMUELI	BOARD MEMBER	0.	PART OWNER		X
DAVID DUNN	BOARD MEMBER	0.	PART OWNER		X

Part V Supplemental Information

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

SCHEDULE L, PART II, LOANS TO AND FROM INTERESTED PERSONS:

(A) NAME OF PERSON: SAMUELI FOUNDATION (SUSAN SAMUELI BOARD MEMBER)

(A) NAME OF INTERESTED PERSON:

HANSON FOUNDATION (CHRIS JONES BOARD MEMBER)

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: MITCH JUNKINS

(D) DESCRIPTION OF TRANSACTION: OWNER OF THE CDM COMPANY, WHERE ORGANIZATION PURCHASES PROMOTIONAL ITEMS, SHIRTS, AND BUTTERFLY PINS

(A) NAME OF PERSON: SUSAN SAMUELI

(D) DESCRIPTION OF TRANSACTION: PART OWNER OF HONDA CENTER, WHERE ORGANIZATION HOLDS ONE FUNDRAISING EVENT

(A) NAME OF PERSON: DAVID DUNN

(D) DESCRIPTION OF TRANSACTION: PART OWNER OF ATHLETES FIRST AND ANONYMOUS LLC, WHICH COORDINATE THE ATHLETES FIRST GALA FOR THE

Part V Supplemental Information

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

ORGANIZATION

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► **Complete if the organizations 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

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number

95-3616628

Part I **Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	1	10,189.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution Historic structures				
14 Qualified conservation contribution Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

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

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II

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

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

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

	Yes	No
30a		X
31	X	
32a	X	
33		

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

Schedule M (Form 990) (2011)

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: EMPLOY THE GAVEL GROUP TO ASSIST WITH THE
AUCTION ITEMS FOR THE ATHLETES FIRST EVENT.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number
95-3616628

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ONE-ON-ONE SUPPORT FOR ABUSED AND NEGLECTED CHILDREN AND AT RISK

FAMILIES TO END THE CYCLE OF CHILD ABUSE.

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

OTHER PROGRAMS DID NOT CHANGE IN THE METHOD OF CONDUCT, SEVERAL

PROGRAMS GREW AS THE NEEDS OF THE YOUTH EXPANDED IN THE ECONOMY

DIFFICULTIES. THE ACADEMY PROJECT ACQUIRED LAND AND BEGAN CONSTRUCTION

PLANNING.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

THE RISING TIDE/TRANSITIONAL HOUSING PROGRAM PROVIDES SELECTED YOUNG

ADULTS WHO HAVE "AGED OUT" OF THE FOSTER CARE SYSTEM AT AGE 18 A UNIQUE

LIVING PROGRAM THAT PROVIDES SUBSIDIZED APARTMENT LIVING, EDUCATION

OPPORTUNITIES AND ONE-ON-ONE MENTORING TO RESIDENTS BY A GROUP OF ADULT

VOLUNTEERS IN AN 18-MONTH PERIOD DESIGNED TO HELP THEM TRANSITION

SUCCESSFULLY INTO LIFE ON THEIR OWN.

INDEPENDENT LIVING PROGRAM PROVIDES WORKSHOPS, SPECIAL EDUCATIONAL

EVENTS AND SUPPORT SERVICES FOR FOSTER YOUTHS, AGES 16-21, TO HELP THEM

PREPARE FOR THEIR RELEASE FROM THE DEPENDENCY SYSTEM. WITH 86 REGULARLY

SCHEDULED WORKSHOPS, EVENTS AND ACTIVITIES, SESSIONS FOCUS ON FOUR

AREAS- EDUCATION, CAREER, RELATIONSHIPS AND DAILY LIVING - AND PROVIDE

VITAL INFORMATION AND OPPORTUNITIES TO PRACTICE THESE SKILLS SO THAT

THESE YOUNG PEOPLE WILL BE READY WHEN FACING LIFE ON THEIR OWN.

Name of the organization

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number

95-3616628

PEER MENTOR PROGRAM BEGAN IN 1992 WHEN CHILDREN'S TRUST FUND RECIPIENTS, FORMER FOSTER CHILDREN THEMSELVES, APPROACHED THE FOUNDATION WANTING TO GIVE BACK AND HELP OTHER YOUNG ABUSE VICTIMS. PEER MENTORS ARE POWERFUL ROLE MODELS WHO CONDUCT MENTORING SESSIONS AT THE ORANGEWOOD CHILDREN AND FAMILY CENTER AND AT ALL INDEPENDENT LIVING WORKSHOPS.

ORANGEWOOD RESOURCE CENTER IS A DROP-IN CENTER FOR CURRENT AND FORMER ORANGE COUNTY FOSTER YOUTH UP TO AGE 25 OFFERING SERVICES THEY NEED TO BECOME INDEPENDENT ADULTS, INCLUDING EDUCATIONAL ACTIVITIES AND RESOURCES FOR JOBS, COLLEGE, HOUSING, HEALTH, ETC. THE CENTER ALSO PROVIDES A FOOD BANK AND A HOT MEAL TO YOUTH SERVED.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

ACADEMY - THE ACADEMY WILL PROVIDE FOSTER YOUTH AND EDUCATIONALLY AT RISK YOUTH AGES 14-18 WITH A RIGOROUS ACADEMIC PROGRAM COMBINED WITH A COTTAGE-STYLE, CAMPUS-BASED LIVING ARRANGEMENT. THE GOAL IS TO HELP BETTER PREPARE THE YOUTH FOR A SELF-SUFFICIENT, SUCCESSFUL ADULTHOOD. THE BASIC PROGRAM AND FACILITY COMPONENTS INCLUDE:

- COTTAGE-STYLE LIVING FOR UP TO 80 FOSTER STUDENTS WILL PROVIDE A FAMILY-LIKE RESIDENTIAL EXPERIENCE;
- ACADEMICS - A CHARTER HIGH SCHOOL SERVING UP TO 480 STUDENTS WILL PROVIDE INTENSIVE INDIVIDUALIZED EDUCATION INSTRUCTION WITH A RICH ARRAY OF EXTRACURRICULAR ACTIVITIES;
- FAMILY CONNECTIONS - YOUTH WILL DEVELOP APPROPRIATE, POSITIVE AND PRODUCTIVE RELATIONSHIPS WITH THEIR BIRTH FAMILIES EVEN THOUGH LIVING WITH THEM IS NOT AN OPTION; AND

Name of the organization

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number

95-3616628

- INDEPENDENT LIVING PREPARATION - YOUTH WILL PARTICIPATE IN
CLASSROOM-BASED TRAINING AND ENGAGE IN REAL-LIFE EXPERIENCES TO PREPARE
THEM FOR INDEPENDENT LIVING.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

COMMISSION OF ORANGE COUNTY PROVIDES MANAGEMENT SUPPORT TO A NETWORK OF
HEALTH PROVIDERS TO IMPROVE THE HEALTH AND WELL-BEING OF PREGNANT WOMEN
AND YOUNG CHILDREN AGE 0 TO 5 YEARS OF AGE RESIDING WITHIN ORANGE
COUNTY. OVER 10,900 PREGNANT WOMEN IN 5000 FAMILIES WITH 4300 CHILDREN
WERE SERVED IN THIS PROGRAM, PROVIDING 10 BIRTHING HOSPITALS, 4 NP HOME
VISITATION PROVIDERS AND PUBLIC HEALTH NURSES.

AMERICORP VISTA PROGRAM -FUNDED BY THE CHILDREN AND FAMILIES COMMISSION
OF ORANGE COUNTY PROVIDES ADMINISTRATIVE SUPPORT AND ASSISTANCE TO THE
MANAGE AMERICORP AND VISTA MEMBERS PROVIDING SERVICE TO ORGANIZATIONS
THAT PROVIDE SERVICES TO FAMILIES WITH CHILDREN 0 TO 5.

FEDERAL GRANT UNDER ARRA- FUNDED BY THE FEDERAL GRANT PROGRAM UNDER THE
AMERICAN REINVESTMENT & RECOVERY ACT, AND STAFFING SUPPORT FUNDED BY
THE CHILDREN AND FAMILIES COMMISSION SUCCESSFULLY COMPLETED A TWO YEAR
GRANT TO IMPROVE AND EXPAND WORKFORCE DEVELOPMENT PROGRAMS IN THE EIGHT
MOST DISTRESSED ORANGE COUNTY CITIES.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

CHILDREN IN FOSTER CARE.

THE PROGRAM ALSO SPONSORED CALIFORNIA YOUTH CONNECTION IS A STATE-WIDE
YOUTH LEADERSHIP ORGANIZATION OF YOUNG ADULTS WHOSE MISSION IS TO

ADVOCATE TO LEGAL AND POLITICAL AUTHORITIES ON BEHALF OF FOSTER

Name of the organization

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number

95-3616628

CHILDREN THROUGHOUT THE STATE AND NATION. THE FOUNDATION IS THE LOCAL CHAPTER FOR THIS STATE-WIDE ORGANIZATION.

MENTORING - THE PROGRAM IS PROVIDED FOR SELECTED FOSTER YOUTH WHO HAVE BEEN IDENTIFIED AS HAVING THE NEED FOR A ONE ON ONE RELATIONSHIP WITH AN ADULT TO ASSIST THEM TO BE SUCCESSFUL IN MAKING DECISIONS TO BECOME PRODUCTIVE ADULTS.

ORANGEWOOD CHILDREN AND FAMILY CENTER

WHEN THE FOUNDATION WAS ESTABLISHED IN 1980, ONE OF ITS INITIAL PRIMARY OBJECTIVES WAS THE CONSTRUCTION OF A FACILITY TO HOUSE ORANGE COUNTY FOSTER YOUTH THAT NEEDED TEMPORARY RESIDENTIAL AND EDUCATIONAL ASSISTANCE WHILE AWAITING PERMANENT PLACEMENT IN THE FOSTER CARE SYSTEM. UPON COMPLETION IN 1985, THE ORANGEWOOD CHILDREN'S HOME (THE "HOME") WAS DEEDED BACK TO THE COUNTY OF ORANGE, WHO IS NOW RESPONSIBLE FOR THE OPERATION AND ADMINISTRATION OF THE HOME. THE FOUNDATION CONTINUES TO PROVIDE ADDITIONAL FINANCIAL SUPPORT TO THE HOME TO ASSIST WITH FACILITY RENOVATIONS, EXTRACURRICULAR ACTIVITIES FOR THE CHILDREN AND OTHER PROJECTS. THE HOME CHANGED ITS NAME TO ORANGEWOOD CHILDRENS AND FAMILY CENTER FULL SERVICE PARTNERSHIP IN 2011.

EXPENSES \$ 831,212. INCLUDING GRANTS OF \$ 61,635. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11: FORM 990 IS REVIEWED BY THE FINANCE COMMITTEE OF THE BOARD.

FORM 990, PART VI, SECTION B, LINE 12C: THE CONFLICT OF INTEREST POLICY IS ADMINISTERED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 15: AN INDEPENDENT CONSULTANT IS HIRED

Name of the organization

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number

95-3616628

TO PERFORM A MARKET REVIEW OF THE SALARIES OF THE CEO AND CFO. THE RESULTS OF THIS REVIEW ARE PRESENTED TO THE COMPENSATION COMMITTEE OF THE BOARD, WHICH APPROVES THE SALARIES AND ANY ADJUSTMENTS TO THEM.

FORM 990, PART VI, SECTION C, LINE 19: GOVERNMENT DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS: -245,573.

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.

Name of the organization

ORANGEWOOD CHILDREN'S FOUNDATION

Employer identification number
95-3616628

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
ORANGEWOOD REAL PROPERTY LLC - 90-0720564 1575 E 17TH ST SANTA ANA, CA 92705	REAL ESTATE	CALIFORNIA			N/A
ORANGEWOOD RESIDENTIAL LLC - 80-0722825 1575 E 17TH ST SANTA ANA, CA 92705	FOSTER CARE	CALIFORNIA			N/A

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
THE ACADEMY CHARTER SCHOOL - 45-3866750 1575 E 17TH ST. SANTA ANA, CA 92705	CHARTER SCHOOL	CALIFORNIA		FILING IN PROCESS	ORANGEWOOD CHILDRENS FOUNDATION		X

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

Schedule R (Form 990) 2011

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

[illegible]

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

[illegible]

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (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)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

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

(nu)

[illegible]

Part VII	Supplemental Information
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* Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
Acra Aerospace 2121 Via Burton Anaheim, CA 92806	7/22/2011	\$10,000 00
	10/6/2011	\$0 00
	11/3/2011	\$5,900 00
	12/15/2011	\$5,400 00
	3/2/2012	\$47,000 00
	3/29/2012	\$10,000 00
	3/29/2012	\$4,000 00
AltaMed Health Services 2040 Camfield Ave Los Angeles, CA 90040	2/16/2012	\$10,000 00
American Technologies, Inc 210 W Baywood Ave Orange, CA 92865	12/7/2011	\$11,200 00
Anaheim Ducks Foundation 2695 E Katella Ave Anaheim, CA 92806	6/29/2012	\$73,726 96
Anaheim Ducks Hockey Club 2695 E Katella Ave Anaheim, CA 92806	10/25/2011	\$5,000 00
	10/31/2011	\$5,000 00
	5/29/2012	\$5,000 00
Angell Foundation 10880 Wilshire Blvd #220 Los Angeles, CA 90024	5/17/2012	\$50,000 00
Angels Baseball Foundation 2000 E Gene Autry Way Anaheim, CA 92806	10/12/2011	\$15,000 00
Apple Matching Gifts Program PO Box 3542 Princeton, NJ 08543-3542	3/2/2012	\$7,000 00
Applied Medical 9451 Toledo Way Irvine, CA 92618	12/31/2011	\$10,000 00
	4/27/2012	\$5,000 00

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
Argyros Foundation 949 S Coast Dr #600 Costa Mesa, CA 92626	3/13/2012 3/13/2012 5/3/2012	\$20,000 00 \$10,000 00 \$12,000 00
Bagne Family Foundation 801 S Acacia Ave Fullerton, CA 92831	3/26/2012	\$5,000 00
Marissa L Barth 901 Ocean Ave #305 Santa Monica, CA 90403	3/6/2012	\$6,000 00
Robert K Barth Black Equities Group Black Equities Group 433 N Camden Dr #1070 Beverly Hills, CA 90210	2/9/2012 2/9/2012 3/12/2012	\$20,000 00 \$25,000 00 \$26,000 00
Robert F Bartholomew 23 Tide Watch Newport Coast, CA 92657	10/24/2011 12/31/2011 3/9/2012	\$10,000 00 \$5,000 00 \$12,000 00
Wanlyn B Bejach 10582 Mira Vista Dr North Tustin, CA 92705	4/17/2012	\$5,000 00
Bengard Foundation 3912 Calle Ariana San Clemente, CA 92672-4503	5/22/2012	\$10,000 00
Bentley Prince Street, Inc 14641 E Don Julian Rd City of Industry, CA 91746	4/23/2012	\$0 00
Clayton R Berryhill 648 Mystic View Laguna Beach, CA 92651	3/6/2012 3/6/2012	\$7,520 00 \$90 68
Mike Bilek 2655 Bronzewood Dr Tustin Ranch, CA 92782	3/13/2012 5/15/2012	\$25,000 00 \$6,119 80

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
Employees Community Fund of B 3855 Lakewood Blvd MC D802-011	10/17/2011	\$7,500 00
Long Beach, CA 90846		
Boone Foundation 602 E Huntington Drive Suite D Monrovia, CA 91016	5/17/2012	\$12,500 00
Brokerage Partners LLLP 1420 Fifth Ave #1600 Seattle, WA 98101	5/17/2012	\$12,500 00
Building Block Foundation Fund 65 Enterprise Aliso Viejo, CA 92656	5/30/2012	\$10,000 00
The Capital Group Companies, I 6455 Irvine Center Dr Irvine, CA 92618	12/13/2011	\$12,000 00
Bruce Carson 22352 Pineglen Mission Viejo, CA 92692	6/22/2012	\$15,000 00
John W Carson Foundation, Inc 16000 Ventura Blvd #900 Encino, CA 91436	5/3/2012	\$25,000 00
The Gilbert & Jacki Cisneros Fou 10880 Wilshire Blvd #2100 Los Angeles, CA 90024	8/25/2011	\$5,000 00
Citi Private Bank 650 Town Center Dr #1550 Costa Mesa, CA 92626	12/5/2011	\$25,000 00
CLA-VAL Co - Griswold Indu PO Box 1325 Newport Beach, CA 92659-0325	11/22/2011	\$10,000 00
Cornerstone Legacy Foundation 306 Via Lido Nord Newport Beach, CA 92663	5/3/2012	\$5,000 00
	9/13/2011	\$10,000 00
	12/22/2011	\$5,000 00
	12/31/2011	\$5,000 00

Constituent Name	Date	Cash
The Crean Foundation 2300 Mesa Drive	1/18/2012	\$10,000.00
Newport Beach, CA 92660		
Alice Dart 30616 Mirandela Lane	10/6/2011	\$5,000.00
Laguna Niguel, CA 92677		
The Dhont Family Foundation 2700 N Main St #1100	8/29/2011	\$40,000.00
	8/29/2011	\$40,000.00
Santa Ana, CA 92705		
Cindy Dillion 7 Bodega Bay Dr	8/4/2011	\$6,000.00
Corona Del Mar, CA 92625		
Gregory Dillion 7 Bodega Bay Dr	4/30/2012	\$5,000.00
Corona Del Mar, CA 92625		
Disneyland Resort 1313 S Harbor Blvd	4/9/2012	\$10,000.00
Anaheim, CA 92802		
The Dot Printer 2920 McGaw Ave	8/15/2011	\$5,500.00
Irvine, CA 92614		
Gregory R Dunlap 12 Medlar	4/17/2012	\$10,000.00
Irvine, CA 92618		
Edwards Lifesciences Corporatio One Edwards Way	11/1/2011	\$12,000.00
Irvine, CA 92614		
Lois Eisenberg 97 Roadrunner	3/6/2012	\$5,000.00
Irvine, CA 92603-0163		
Enterprise Vision Technologies I 201 Wilshire Blvd #A9	9/12/2011	\$2,500.00
Santa Monica, CA 90401	9/12/2011	\$4,000.00
	9/12/2011	\$3,500.00

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
Lynn Feter 519 San Bernardino Newport Beach, CA 92660	5/8/2012	\$5,000 00
First National Capital Corp 27051 Towne Center DR #260 Foothill Ranch, CA 92610	11/2/2011	\$6,000 00
David Flattum 47 Echo Glen Irvine, CA 92603	8/10/2011	\$10,000 00
Jon Fosheim 25531 Lone Pine Circle Laguna Hills, CA 92653	5/8/2012	\$5,000 00
Louis & Gladys Foster Family F 10100 Trinity Parkway, Suite 310 Stockton, CA 95219	5/31/2012 5/31/2012	\$75,000 00 \$75,000 00
Frome Family Foundation 151 Kalimus Dr #F-2 Costa Mesa, CA 92626	10/10/2011	\$6,000 00
Tom Galiaway Technologent 19 Rancho Circle Lake Forest, CA 92630	5/8/2012	\$12,000 00
Gallup Consulting 18300 Von Karman Suite 1000 Irvine, CA 92612	12/8/2011	\$15,000 00
Garden Grove Housing Corp Orange Tree Apartments 20411 SW Birch St Newport Beach, CA 92660	7/21/2011 10/26/2011 2/8/2012	\$35,000 00 \$75,000 00 \$90,000 00
Paul D Garnett PO Box 242 Beatrice, NE 68310-0242	3/22/2012 3/22/2012	\$4,000 00 \$1,500 00
LeRoy N Geer 21615 Paseo Palmetto Mission Viejo, CA 92692	10/6/2011	\$5,000 00

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
General Monitors 26776 Simpatica Cir Lake Forest, CA 92630	12/19/2011	\$25,000 00
The Elizabeth George Foundation PO Box 1429 Langley, WA 98260	1/6/2012	\$60,000 00
Steve George PO Box 1777 Newport Beach, CA 92659	3/22/2012	\$12,000 00
GKN Foundation 3030 South Redhill Ave	12/21/2011	\$10,000 00
Santa Ana, CA 92705		
Golden State Foods Foundation 18301 Von Karman Ave #1100 Irvine, CA 92612	7/21/2011	\$5,000 00
The Gordon Foundation 110 Irvine Cove Circle Laguna Beach, CA 92651	10/26/2011	\$5,000 00
Chad Hagle 4685 MacArthur Ct #375 Newport Beach, CA 92660	3/15/2012	\$7,500 00
	5/3/2012	\$15,000 00
Clark Hahne 5 Marble Sands Newport Beach, CA 92660	3/6/2012	\$15,000 00
Hamilton Strategic Marketing Inc 13882 Hewes Ave Santa Ana, CA 92705	6/29/2012	\$5,000 00
Frederick J Hanshaw Properties 10921 Westminster Ave Garden Grove, CA 92843	12/29/2011	\$25,000 00
James Hart 200 Fernleaf Ave Corona Del Mar, CA 92625	12/27/2011	\$10,000 00
William L Healey		

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
5 Overlook Dr Newport Coast, CA 92657	7/25/2011	\$5,000 00
Wes Hinze 26 Calle Anacapa San Clemente, CA 92673	3/6/2012	\$8,750 00
Ceryl Holden 34 Pelican Crest Dr Newport Coast, CA 92657	12/20/2011	\$5,000 00
Bill Holmes 99 Ocean Vista Newport Beach, CA 92660	9/22/2011	\$10,000 00
	12/21/2011	\$10,000 00
	2/22/2012	\$20,000 00
	5/22/2012	\$20,000 00
Chad Horning 1 Fake address for cc processing Unknown, CA 92705	3/6/2012	\$13,921 11
	3/6/2012	\$1,078 89
	3/9/2012	\$6,000 00
Patricia Houck 1072 Santiago Dr Newport Beach, CA 92660	8/25/2011	\$100 00
	8/25/2011	\$8,300 00
Ingram Micro 1610 E Saint Andrew Place	6/27/2012	\$20,000 00
Santa Ana, CA 92705		
Inner Space Constructors 2250 S Central Ave Rancho Dominguez, CA 90220	10/14/2011	\$5,000 00
Insurance Industry Charitable Fou 2121 N California Blvd #230 Walnut Creek, CA 94596	7/20/2011	\$25,000 00
	4/11/2012	\$7,000 00
Sandra J Jackson 3631 Ocean Blvd Corona del Mar, CA 92625	12/12/2011	\$45,000 00
	12/12/2011	\$5,000 00
	1/12/2012	\$0 00

Constituent Name	Date	Cash
Jaffe Family Foundation 88 Emerald Bay Laguna Beach, CA 92651-1266	3/29/2012	\$7,125 00
Jonathan Jaffe 88 Emerald Bay Laguna Beach, CA 92651-1266	6/15/2012	\$100,000 00
Casey Jounigan 9582 James Cir Villa Park, CA 92861	2/8/2012	\$5,000 00
Richard Julian Advanced Real Estate Services 23792 Rockfield Blvd #100 Lake Forest, CA 92630	6/15/2012	\$0 00
Susan Kang 1870 Capri Cir Costa Mesa, CA 92626	6/27/2012	\$0 00
Jonathan P. Katz 57 Renata Newport Coast, CA 92657	3/6/2012	\$7,974 00
Kay Family Foundation 16381 Scientific Way Irvine, CA 92618	11/7/2011	\$6,000 00
Steven Keefer 5632 Kingsford Terrace Irvine, CA 92612	8/17/2011	\$7,456 25
Holly E. Kerslake 28 Sagecreek Irvine, CA 92603	6/25/2012	\$0 00
Kilpatrick Stockton LLP 607 14th ST NW Washington, DC 20005-2018	9/2/2011	\$10,000 00
Scott R. Kingsland 7 Mountain Ash Irvine, CA 92604	11/3/2011	\$5,000 00
	12/22/2011	\$5,000 00
	2/27/2012	\$4,000 00
	2/27/2012	\$1,500 00
	5/24/2012	\$6,000 00

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
Mike Kirby Green Street Advisors 660 Newport Center Dr Ste 800 Newport Beach, CA 92660	3/21/2012	\$5,000 00
Jenny B Klein 25511 Lone Pine Cir Laguna Hills, CA 92653	6/11/2012	\$6,300 00
William G Klein 25511 Lone Pine Cir Laguna Hills, CA 92653	10/6/2011	\$25,000 00
	1/4/2012	\$50,000 00
	5/7/2012	\$50,000 00
	5/8/2012	\$10,000 00
Erin J Lastinger A Gary Anderson Family Foundation 180 N River View Dr Anaheim Hills, CA 92808	5/8/2012	\$8,850 00
Douglas Le Bon 10 Sea Greens Newport Coast, CA 92657	12/27/2011	\$20,000 00
Lennar Charitable Housing Found 25 Enterprise Aliso Viejo, CA 92625	1/24/2012	\$25,000 00
	3/13/2012	\$100,000 00
	5/2/2012	\$100,000 00
Linden Family Foundation 4041 MacArthur Blvd Ste 350 Newport Beach, CA 92660	11/30/2011	\$10,000 00
Mark Lindstrom 3002 7 Lks W West End, NC 27376-9315	7/12/2011	\$5,000 00
Renee P Lowe 72 Victoria Newport Beach, CA 92660	9/8/2011	\$180 00
	9/8/2011	\$10,000 00

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
LPA 5161 California Ave #100 Irvine, CA 92617	10/5/2011	\$10,000 00
Lyon Communities 4901 Birch St Newport Beach, CA 92660	2/29/2012	\$10,000 00
Joe MacPherson Foundation 2913 El Camino Real #410 Tustin, CA 92782	12/29/2011	\$7,500 00
James S MacPherson 10471 Broadview Pl Santa Ana, CA 92705-1466	12/30/2011	\$5,000 00
Marconi Foundation for Kids 1302 Industrial Dr Tustin, CA 92680	7/20/2011	\$10,000 00
Bob Mayer The Robert Mayer Corporation 660 Newport Center Dr #1050 Newport Beach, CA 92660	5/1/2012	\$8,383 32
McMaster-Carr Supply Company PO Box 680 Elmhurst, IL 60126	12/27/2011	\$10,000 00
Metrix 160 N Riverview Dr #200 Anaheim Hills, CA 92808	2/29/2012	\$3,500 00
	2/29/2012	\$1,000 00
	2/29/2012	\$500 00
Gregg Miller 2210 South Dupont Drive Anaheim, CA 92806	11/28/2011	\$0 00
	12/23/2011	\$25,000 00
Mission Lutheran Church 2436 Yosemite Rd Laguna Niguel, CA 92677-4540	10/3/2011	\$5,000 00
	4/2/2012	\$5,500 00
Bianca Mossman	3/6/2012	\$15,000 00
Nexus IS Inc		

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
1733 Alton Parkway, Suite 150 Irvine, CA 92606	7/15/2011	\$7,500 00
Nordstrom Midwest Regional Ot 701 Harger Rd Oak Brook, IL 60523	10/21/2011	\$10,000 00
	12/12/2011	\$10,000 00
Nutrilite/Amway 5600 Beach Blvd Box 5940 Buena Park, CA 90622-5940	9/19/2011	\$2,500 00
	9/19/2011	\$2,500 00
Christyne Olson 351 E Bayfront Newport Beach, CA 92662-1317	5/8/2012	\$5,000 00
Matthew O'Malley 27475 Paseo Lindero San Juan Capistrano, CA 92675	12/2/2011	\$0 00
	3/21/2012	\$6,000 00
	5/7/2012	\$6,000 00
Opus Community Foundation 19900 MacArthur Blvd 12th Fl Irvine, CA 92612	3/9/2012	\$15,000 00
Orange County Chapter SMPS 23016 Lake Forest Dr #A Laguna Hills, CA 92653	11/22/2011	\$5,000 00
Ieff Osborn 12922 Fairhaven Ext Santa Ana, CA 92705	12/29/2011	\$5,000 00
Dena Parker 18 Golf Dr Aliso Viejo, CA 92656	5/22/2012	\$6,000 00
Tim M Patten 23 Salt Bush Irvine, CA 92603	2/7/2012	\$4,000 00
	2/7/2012	\$1,000 00
	5/11/2012	\$9,500 00
Shirley Pepys 526 S Bayfront Newport Beach, CA 92662	8/25/2011	\$320 00
	8/25/2011	\$5,000 00

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
Laura A Peters 27833 Lentscal Mission Viejo, CA 92692	7/1/2011	\$6,000 00
Joyce Piercey 3 Vista Luci Newport Coast, CA 92657-1400	2/8/2012	\$5,000 00
Jason Pilalas 1923 Portage Landing S North Palm Beach, FL 33408-3428	4/12/2012	\$40,000 00
Quiksilver, Inc 15202 Graham St Huntington Beach, CA 92649-1109	2/29/2012	\$5,000 00
R D Olson Construction 2955 Main St 3rd Fl Irvine, CA 92614	4/26/2012	\$5,000 00
RCC, Inc 218 Marigold Ave Corona Del Mar, CA 92625	4/13/2012	\$10,000 00
Register Charities 625 N Grand Ave Santa Ana, CA 92701	3/7/2012	\$20,000 00
Ken Reiner 26392 Dapple Gray Dr Laguna Hills, CA 92653	10/11/2011	\$6,000 00
Frank G Robitaille 18622 Mesa Dr Villa Park, CA 92681	7/20/2011	\$5,000 00
Jeffrey Roos 27 Salt Bush Irvine, CA 92603	1/20/2012 4/19/2012	\$25,000 00 \$10,000 00
	4/19/2012	\$6,000 00
Mark Rubin 2130 Yacht Julia Newport Beach, CA 92660	5/8/2012	\$5,000 00

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
Rutan & Tucker 611 Anton Blvd 14th Fl Costa Mesa, CA 92628	11/14/2011	\$5,000 00
The Samueli Foundation 2101 E Pacific Coast Hwy 3rd Fl Corona Del Mar, CA 92625	12/23/2011	\$5,000 00
	3/9/2012	\$50,000 00
	3/9/2012	\$25,000 00
	3/9/2012	\$25,000 00
	3/9/2012	\$15,000 00
	3/9/2012	\$25,000 00
	3/9/2012	\$6,000 00
	3/9/2012	\$4,000 00
	3/9/2012	\$8,047 62
Beverly Sandelman 257 La Paloma #1 San Clemente, CA 92672	12/23/2011	\$5,000 00
Scott Sawicki 3440 Fairmont Blvd Yorba Linda, CA 92886-6964	3/6/2012	\$8,750 00
Gregory Scott 24 Inverness Ln Newport Beach, CA 92660	7/8/2011	\$20,000 00
	4/2/2012	\$34,325 00
	4/2/2012	\$5,675 00
Share Our Wine Foundation 450 Newport Center Dr #370 Newport Beach, CA 92660	12/27/2011	\$42,833 33
Richard M. Sherman Irell & Manella 840 Newport Center Dr Ste 400 Newport Beach, CA 92660	12/29/2011	\$12,000 00
Megan L. Smith 209 Coral Rose Irvine, CA 92603	10/7/2011	\$5,000 00
	6/5/2012	\$5,000 00

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
Geoffrey L. Slack SARES-REGIS Group 18802 Bardeen Ave Irvine, CA 92612	12/14/2011	\$6,000 00
Stanley E Hanson Foundation 2121 Via Burton Anaheim, CA 92806	3/16/2012	\$150,000 00
Stars and Stripes Fishing, Golf & M 18301 Von Karman Ave #1100 Irvine, CA 92612-0133	9/7/2011 9/15/2011 6/30/2012	\$38,000 00 \$750,000 00 \$0 00
Stearns Family of Companies 4 Hutton Centre Dr Ste 500 Santa Ana, CA 92707	2/16/2012 2/16/2012	\$10,000 00 \$2,000 00
Ryan S. Steelberg 32 Blue Heron Irvine, CA 92603	3/12/2012	\$0 00
Elizabeth R. Steele DO NOT MAIL 944 Via Lido Nord Newport Beach, CA 92663	10/10/2011	\$10,000 00
Glen & Dorothy Sullwell Charita 180 S Lake Ave #530 Pasadena, CA 91101-4765	3/23/2012	\$10,000 00
SunbriteTV 5069 Maureen Ln #A Moorpark, CA 93021	2/29/2012 2/29/2012 2/29/2012	\$1,000 00 \$2,000 00 \$2,000 00
Sunwest Bank Charitable Founda 2050 Main Street Suite 300 Irvine, CA 92614	5/15/2012 5/15/2012 5/15/2012	\$25,000 00 \$25,000 00 \$50,000 00

Tangram Interiors

Constituent Name	Date	Cash
9200 Sorensen Ave Santa Fe Springs, CA 90670-2645	12/20/2011	\$0.00
	12/23/2011	\$50,000.00
	4/24/2012	\$22,780.91
The Tappan Foundation 22792 Centre Dr Ste 250 Lake Forest, CA 92630	12/23/2011	\$5,000.00
Target PO Box 1296 Minneapolis, MN 55440-1296	8/1/2011	\$8,000.00
The Junior League of Orange Cou 5140 Campus Dr Newport Beach, CA 92660	5/30/2012	\$0.00
	6/8/2012	\$30,000.00
The Salty Dawg, The Swinging D 355 El Camino Real Tustin, CA 92780	8/31/2011	\$5,300.00
The TJX Foundation, Inc 770 Cochituate Rd Framingham, MA 01701	5/7/2012	\$5,000.00
Toshiba America Information Sy 9740 Irvine Boulevard Irvine, CA 92618	1/5/2012	\$5,000.00
	5/22/2012	\$5,000.00
Tustin Affordable Housing Corp Flanders Pointe Apartments Tustin, CA 92660	7/21/2011	\$15,000.00
	10/26/2011	\$35,000.00
	1/23/2012	\$45,000.00
Uhisof	5/10/2012	\$10,000.00
Joe and Polly Ueberroth (Family F PO Box 37 Corona del Mar, CA 92625	8/11/2011	\$20,000.00
	4/3/2012	\$50,000.00
Union Bank 500 S Main St 1st Fl Orange, CA 92868	7/14/2011	\$4,000.00
	7/14/2011	\$3,500.00
	7/14/2011	\$5,000.00

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
Waba Grill c/o Connor, Fletcher & Williams 2211 Michelson Dr #1100 Irvine, CA 92612	7/14/2011	\$1,750 00
	7/14/2011	\$10,750 00
	5/16/2012	\$10,000 00
	5/16/2012	\$5,000 00
	5/16/2012	\$10,000 00
William Wang 39 Tesca Irvine, CA 92618	8/5/2011	\$75,000 00
	3/6/2012	\$14,000 00
Geraldine B Warner 8880 Old Indian Hill Rd Cincinnati, OH 45243	6/13/2012	\$10,000 00
	3/28/2012	\$10,000 00
Jaynine Warner 16 North Portola Laguna Beach, CA 92651	4/9/2012	\$5,000 00
	7/26/2011	\$11,275 00
Wasserman Foundation 10960 Wilshire Blvd FL 22 Los Angeles, CA 90024-3808	12/6/2011	\$5,000 00
	6/14/2012	\$5,000 00
	6/14/2012	\$4,000 00
	6/14/2012	\$10,000 00
	6/14/2012	\$16,000 00
Watson Family Foundation 20 Colonial Dr Newport Beach, CA 92660	6/14/2012	\$15,000 00
Wells Fargo Foundation 2030 Main St Ste 1100 Irvine, CA 92614		

ORANGEWOOD CHILDREN'S FOUNDATION EIN 95-3616628

Constituent Name	Date	Cash
Western Digital Corporation 3355 Michelson Dr, Ste 100 Irvine, CA 92612-5694	9/13/2011	\$7,500 00
Estate of Ruth Wetherbee c/o First American Trust 5 First American Way Santa Ana, CA 92707	10/3/2011	\$109,442 48
Carol Wilken 6 Beacon Bay Newport Beach, CA 92660	11/21/2011	\$9,208 92
Windjammer Capital Investors 610 Newport Center Dr Ste 1100 Newport Beach, CA 92660	2/29/2012	\$10,000 00
	2/29/2012	\$10,000 00
Carl E Wynn Foundation 444 S Flower St #1700 Los Angeles, CA 90071-2901	10/21/2011	\$15,000 00
Judy H Yang 50 Grandview Irvine, CA 92603	8/18/2011	\$6,000 00
Am Youngman PO Box 3060 Newport Beach, CA 92658	5/29/2012	\$25,000 00
Michael P Yurkovich 23255 Madero Mission Viejo, CA 92691	3/6/2012	\$6,000 00
	3/6/2012	\$12,500 00
	3/16/2012	\$22,500 00
		\$4,748,334.27

269 Gift(s) listed

169 Donor(s) listed

*Denote anonymous donor

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

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

Part I only

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	ORANGEWOOD CHILDREN'S FOUNDATION	☒ 95-3616628
	Number, street, and room or suite no. If a P.O. box, see instructions. 1575 E. 17TH STREET	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SANTA ANA, CA 92705	

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

01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

The books are in the care of ► **1575 E. 17TH STREET - SANTA ANA, CA 92705**
Telephone No. ► **714-619-0203** FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year _____ or
► ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	ORANGEWOOD CHILDREN'S FOUNDATION	☒ 95-3616628
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1575 E. 17TH STREET	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	SANTA ANA, CA 92705	

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

01

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

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

CHRISTIAN SIMONSEN

- The books are in the care of **1575 E. 17TH STREET - SANTA ANA, CA 92705**

Telephone No. **714-619-0203**

FAX No. ☐

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

- 4 I request an additional 3-month extension of time until **MAY 15, 2013**
- 5 For calendar year **2011**, or other tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

- 7 State in detail why you need the extension

TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **David B. Reule** Title **CFO** Date **2/6/13**

Form 8868 (Rev. 1-2012)