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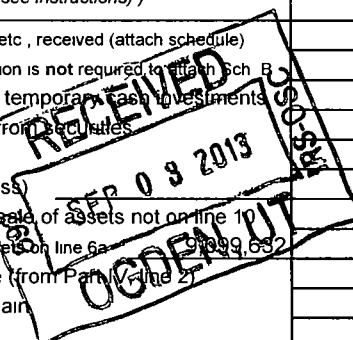
**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning , and ending

Name of foundation Jolie-Pitt Foundation		A Employer identification number 20-5176706
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
Foundation Source 501 Silverside Rd		
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,364,749	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	486,083			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,090	5,090		
	4 Dividends and interest from securities	20,969	20,969		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-10,038			
	b Gross sales price for all assets on line 6a	9,999,632			
	7 Capital gain net income (from Part IV line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	9,448		9,448		
12 Total. Add lines 1 through 11	511,552	26,059	9,448		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	397,001			397,001
	15 Pension plans, employee benefits	32,349			32,349
	16 a Legal fees (attach schedule)	600			600
	b Accounting fees (attach schedule)	9,680			9,680
	c Other professional fees (attach schedule)	370,459	3,394		367,065
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	500			
	19 Depreciation (attach schedule) and depletion	11,924			
	20 Occupancy	46,375			46,375
	21 Travel, conferences, and meetings	165,425			165,425
	22 Printing and publications	6,744			6,744
	23 Other expenses (attach schedule)	299,977	2,242	9,448	288,287
	24 Total operating and administrative expenses. Add lines 13 through 23	1,341,034	5,636	9,448	1,313,526
	25 Contributions, gifts, grants paid	1,728,325			1,728,325
26 Total expenses and disbursements. Add lines 24 and 25	3,069,359	5,636	9,448	3,041,851	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-2,557,807				
b Net investment income (if negative, enter -0-)		20,423			
c Adjusted net income (if negative, enter -0-)			0		



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,806,336	1,602,899	1,602,899
	3 Accounts receivable ▶ 4,670			
	Less allowance for doubtful accounts ▶	140	4,670	4,670
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,883	2,233	2,233
	10 a Investments—U S. and state government obligations (attach schedule)		149,904	150,000
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)	3,062,283	528,815	525,907
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 105,735			
	Less accumulated depreciation (attach schedule) ▶ 26,695	58,647	79,040	79,040
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,932,289	2,367,561	2,364,749
	17 Accounts payable and accrued expenses	13,179	6,258	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	13,179	6,258	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds	4,919,110	2,361,303	
	30 Total net assets or fund balances (see instructions)	4,919,110	2,361,303	
	31 Total liabilities and net assets/fund balances (see instructions)	4,932,289	2,367,561	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,919,110
2	Enter amount from Part I, line 27a	2	-2,557,807
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,361,303
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,361,303

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 9,099,632		9,109,670	-10,038	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			-10,038	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-10,038
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,291,290	4,901,966	0.671422
2010	3,339,343	4,570,931	0.730561
2009	5,945,495	8,900,733	0.667978
2008	6,711,793	8,281,502	0.810456
2007	3,630,748	6,827,344	0.531795
2 Total of line 1, column (d)			2 3.412212
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.682442
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,585,024
5 Multiply line 4 by line 3			5 2,446,571
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 204
7 Add lines 5 and 6			7 2,446,775
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 3,074,168

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	204
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	204
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	204
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,195	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,195	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	991	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 991 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ Cambodia	16	X	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

- | | | | | | | | |
|--|-------------------------------------|-----|-------------------------------------|----|-----------|-----|---|
| 5a During the year did the foundation pay or incur any amount to <ul style="list-style-type: none"> (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No | | | |
| b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here | <input type="checkbox"/> | | | | 5b | | X |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i> | <input checked="" type="checkbox"/> | Yes | <input type="checkbox"/> | No | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No | 6b | | X |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
<i>If "Yes" to 6b, file Form 8870</i> | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No | 7b | N/A | |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No | | | |
| b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | | | | | | | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Stephen Bognar 117 Main Street, Seymour, CT 06483	CEO MJP Fd LLC 40 00	140,000		
	00			
	00			
	00			
	00			
	00			

Total number of other employees paid over \$50,000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Endeavor Group Inc / Endeavor Law Firm 1775 Pennsylvania Ave NW, Suite 350, Washington, DC 20006	Philanthropic Consulting	240,000
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 See Attached	
	1,015,271
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,048,630
b	Average of monthly cash balances	1b	1,590,988
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	3,639,618
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,639,618
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	54,594
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,585,024
6	Minimum investment return. Enter 5% of line 5	6	179,251

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	179,251
2a	Tax on investment income for 2012 from Part VI, line 5	2a	204
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	204
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	179,047
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	179,047
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	179,047

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	3,041,851
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	32,317
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,074,168
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	204
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,073,964

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				179,047
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	3,295,649			
b From 2008	6,303,222			
c From 2009	5,500,133			
d From 2010	3,110,796			
e From 2011	3,046,497			
f Total of lines 3a through e	21,256,297			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,074,168				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				179,047
e Remaining amount distributed out of corpus	2,895,121			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	24,151,418			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	3,295,649			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	20,855,769			
10 Analysis of line 9				
a Excess from 2008	6,303,222			
b Excess from 2009	5,500,133			
c Excess from 2010	3,110,796			
d Excess from 2011	3,046,497			
e Excess from 2012	2,895,121			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
ACADEMY OF PERFORMING ARTS IN SARAJEVO OBALA KULINA BANA 11 SARAJEVO Bosnia-Herzegovina	N/A	Other	Expenditure Responsibility Grant	20,000
DR HAWA ABDI FOUNDATION INC 4148 RUE ANTOINETTE STONE MTN, GA 30083	N/A	509(a)(1)	General & Unrestricted	80,300
DRURY UNIVERSITY 900 N BENTON AVE SPRINGFIELD, MO 65802	N/A	509(a)(1)	O'Reilly Family Event Center	200,000
FORUM FOR FREEDOM IN EDUCATION KRALJA DRZISLAVA 12 ZAGREB 10000 Croatia	N/A	Other	Expenditure Responsibility Grant	10,000
FRIENDS OF THE ULYSSES THEATERS INC 214 22ND ST SANTA MONICA, CA 90402	N/A	509(a)(1)	General & Unrestricted	25,000
GLOBAL HEALTH COMMITTEE 800 HUNTINGTON AVE BOSTON, MA 02115	N/A	509(a)(1)	In support of the Zahara Center in Addis, Ethiopia	117,000
GLOBAL HEALTH COMMITTEE 800 HUNTINGTON AVE BOSTON, MA 02115	N/A	509(a)(1)	Zahara Center in Addis, Ethiopia	566,000
GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BOSTON, MA 02115	N/A	509(a)(1)	Maddox Chivan Center project and efforts to eradicate TB in Ethiopia	300,000
J P HAITIAN RELIEF ORGANIZATION 6022 WILSHIRE BLVD STE 203 LOS ANGELES, CA 90036	N/A	509(a)(1)	General & Unrestricted	150,000
MOUNT SINAI HOSPITAL ONE GUSTAVE L LEVY PL NEW YORK, NY 10029	N/A	509(a)(1)	Tisch Cancer Institute	2,500
UDRUZENJE ZA RAZVOJ I PROMICANJE CEKALUSA 14 SARAJEVO BiH 71000 Bosnia-Herzegovina	N/A	Other	Expenditure Responsibility Grant	15,000
Total See Attached Statement			▶ 3a	1,728,325
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	5,090	
4	Dividends and interest from securities			14	20,969	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-10,038	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a Other Program Revenue					9,448
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		16,021	9,448
13	Total. Add line 12, columns (b), (d), and (e)				13	25,469

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

Jeffrey D Haskell

Jeffrey D. Haskell

8/6/2013

Check ☐ if
self-employed

P01345770

Firm's name	► Foundation Source
-------------	---------------------

Firm's EIN ▶ 51-0398347

Firm's address ► One Hollow Lane, Suite 212, Lake Success, NY 11042

Phone no (800) 839-1754

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Name of the organization

Jolie-Pitt Foundation

Employer identification number

20-5176706

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Jolie-Pitt Foundation	Employer identification number 20-5176706
---	--

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Robert Procop 9489 Dayton Way, Ste 202 Beverly Hills CA 90210 Foreign State or Province _____ Foreign Country _____	\$ 100,641	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Chivan c/o Terry Bird 1990 South Bundy Drive, Ste 200 Los Angeles CA 90025 Foreign State or Province _____ Foreign Country _____	\$ 150,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Asprey Holdings Limited 167 New Bond Street London W1S 4AY Foreign State or Province _____ Foreign Country United Kingdom (England, Northern Ire	\$ 25,725	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	The Elementary Teachers' Foundation of Ontario 480 University Avenue, Ste 1000 Toronto Foreign State or Province Ontario Foreign Country Canada	\$ 26,978	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	Australian Center for Intl Ag Research 38 Thyme Street Fern Hill Park Foreign State or Province _____ Foreign Country Australia	\$ 182,739	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Jolie-Pitt Foundation

Employer identification number

20-5176706

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----

Name of organization

Jolie-Pitt Foundation

Employer identification number

20-5176706

Part III**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations****total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc.,contributions of **\$1,000 or less** for the year (Enter this information once See instructions)

► \$ 0

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----

Part I, Line 11 (990-PF) - Other Income

		9,448	0	9,448
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Other Program Revenue	9,448	0	9,448

Part I, Line 16a (990-PF) - Legal Fees

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Governance Matters and Counseling	600	0	0	600

Part I, Line 16b (990-PF) - Accounting Fees

		9,680	0	0	9,680
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Audit Support	9,680	0	0	9,680

Part I, Line 16c (990-PF) - Other Professional Fees

		370,459	3,394	0	367,065
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Program Consultant	50,000	0	0	50,000
2	Investment Management Services	3,394	3,394	0	0
3	Photography Services	2,974	0	0	2,974
4	Developing Foundation's Philanthropic Objectives	240,000	0	0	240,000
5	Transportation Consultant	19,354	0	0	19,354
6	Philanthropic Consultant	49,324	0	0	49,324
7	Education Advisor	3,413	0	0	3,413
8	Libya Legal Fellow Workshop	2,000	0	0	2,000

Part I, Line 18 (990-PF) - Taxes

		500	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	500	0		0

Part I, Line 19 (990-PF) - Depreciation and Depletion

							11,924	0	0
Description		Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Automobiles	Various	Straight-line	5	64,030	9,192	7,215	0	0
2	Equipment/furniture	Various	Straight-line	5	41,705	5,579	4,709	0	0

Part I, Line 23 (990-PF) - Other Expenses

		299,977	2,242	9,448	288,287
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	24,642	0	0	24,642
2	Office Supplies	10,023	0	0	10,023
3	Postage	1,481	0	0	1,481
4	Filing Fees	1,025	0	0	1,025
5	Payroll Processing Fees	1,198	0	0	1,198
6	Equipment/repairs/maintenance	58,611	0	0	58,611
7	Bank and other fees	5,574	2,242	0	3,332
8	Telephone/internet/fax	14,578	0	0	14,578
9	Insurance	4,898	0	0	4,898
10	Local employee recreation programs	3,394	0	0	3,394
11	Government operational support/conservation	1,993	0	0	1,993
12	Livestock/agronomy expenses	21,580	0	9,448	12,132
13	Rural employee food subsidies	2,086	0	0	2,086
14	Special conservation field operations	4,879	0	0	4,879
15	Arial Operations	23,853	0	0	23,853
16	Agro research expenses	18,876	0	0	18,876
17	Community-household infrastructure support	215	0	0	215
18	School facilities/equipment/materials	1,271	0	0	1,271
19	School salaries/supplemental pay	3,660	0	0	3,660
20	School meal program	4,045	0	0	4,045
21	Other school programs	27,583	0	0	27,583
22	Healthcare post operational support	12,018	0	0	12,018
23	Women self empowerment project	2,364	0	0	2,364
24	Healthcare centre operational support	34,824	0	0	34,824
25	Rural planning interventions and supplies	9,110	0	0	9,110
26	Other program expenses	6,196	0	0	6,196

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal	0	149,904	0	150,000	
		State/Local	0	0	0	0	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
1	FAMC - 0 00% - 01/03/2013	150,000		149,904		150,000	

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				3,062,283	528,815	0	525,907
Description		Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	BANK TOKYO-MITSUBISHI - 0.880% - 02/14				150,285		150,128
2	MORGAN STANLEY GLBL NT - 5.300% - 03/				129,033		125,847
3	ROBOBANK USA FINL CORP - 0.00% - 02/0				149,643		149,939
4	SUMITOMO CORP OF AMERICA 0.000% 1/				99,854		99,993

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		105,735	14,771	26,695	58,647	79,040	79,040
Asset Description		Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Automobiles	64,030	9,192	16,407	50,428	47,623	47,623
2	Equipment/Furniture	41,705	5,579	10,288	8,219	31,417	31,417

Part VII-A, Line 5 (990-PF) - Substantial Contraction Explanation

This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets.
The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions.
During the taxable year ending December 31, 2012, Jolie-Pitt Foundation (the "Foundation") made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$1,728,325.
This amount represents over 25% of the Foundation's net assets of \$4,927,289 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2012.
Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.
The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a, each such grant was made solely for the charitable purpose specified therein.

Part VII-B, Line 5c (990-PF) - Expenditure Responsibility

	Grantee Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amt. Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Date of Verification	Verification
1	Aegis Trust		c/o The Holocaust Centre, Laxton	Nottinghamshire		NG32 0PA	United Kingdom (England, Northern Ireland, Scotland)	9/22/2010	150,000	Provide funding for the Lubanga and Katanga Trial Project.	150,000	Not to the knowledge of grantor	5/3/11 and 1/29/13		None necessary
2	Hungarian Red Cross		1367 Budapest 5, Pf. 1	Budapest			Hungary	11/12/2010	35,000	Provide assistance to those affected by the chemical spill in Hungary	35,000	Not to the knowledge of grantor	5/9/11 and 4/11/12		None necessary
3	Humanitarian Initiative Just Relief Aid		Kalson Towers, Crescent Rd	Nairobi			Kenya	11/7/2011	340,000	Provide funding for the expansion of Mother and Child Health Care Clinic	51,184	Not to the knowledge of grantor	3/27/13		None necessary
4	Nia'an'ku se Foundation		PO Box 99292	Windhoek			Namibia	8/26/2011	309,976	Provide funding for projects dedicated to conserving land, cultures and wildlife of Namibia. (Installment 1 of 2)	115,641	Not to the knowledge of grantor	11/7/12		None necessary
5	Forum for Freedom in Education		Kralja Drzislava 12,	Zagreb		10000	Croatia	2/6/2012	10,000	Key for peace - Education for Peace Project	10,000	Not to the knowledge of grantor	12/31/12		None necessary
6	Academy of Performing Arts in Sarajevo		Obala Kulina bana 11	Sarajevo			Bosnia-Herzegovina	9/20/2012	20,000	Classroom Equipment for use by the Department of Acting	0	Not to the knowledge of grantor	Report Expected in 2013		None necessary
7	Udruzenje Za Razvoj I Promicanje Umetnickih Djelatnosti Magacin Kabare		Cekalusa 14	Sarajevo		71000	Bosnia-Herzegovina	9/7/2012	15,000	To support the Live Show Project.	810	Not to the knowledge of grantor	5/27/13		None necessary
8	Lawyers for Justice in Libya		6-7 Hatton Garden, 3rd Floor	London		EC1N 8AD	United Kingdom (England, Northern Ireland, Scotland)	10/22/2012	74,525	To support Destoon and Jolie Legal Fellow Project.	0	Not to the knowledge of grantor	Report Expected in 2014		None necessary

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Part VIII, Line 1 (990-1) - Compensation of Officers, Directors, Trustees and Foundation Managers												0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account		
1	Terry Bird		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		VP	1 00	0	0	0		
2	Warren Grant		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		VP	1 00	0	0	0		
3	Angelina Jolie		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Co- Pres / Dir	4 00	0	0	0		
4	Brad Pitt		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Co- Pres / Dir / Sec	4 00	0	0	0		

Part IX-A (990-PF) – Summary of Direct Charitable Activities

In 2003, Ms. Angelina Jolie (in conjunction with WildAid) began a project dedicated to the conservation of Cambodia's endangered Cardamom Mountains' northern territory. Formally known as the Maddox Jolie Project and based in Cambodia's rural and impoverished northwest, the initial focus of its conservation work was on the protection of Samlout National Park (Samlout Protected Area). Samlout contains most of the region's biodiversity: forests, freshwater ecosystems, and endangered species. As more resources became available, MJP's operations expanded into other areas such as reforestation, community protected area, park management and integrated rural development (UN Millennium Development Goals). In 2009, the project's assets were transferred from WildAid to the Jolie-Pitt Foundation which continues the project ("MJP") currently.

2012 Accomplishments

\$925,253

Agriculture Achieving food security and nutritional well-being has been central to MJP's poverty alleviation program in Samlout. In 2012, MJP's chicken project targeted 146 farmers in 8 main target villages. Other training focused on fruit trees and crop production. The main upland crops in Samlout are soybeans, maize, sesame, mungbeans, and peanuts. In 2012, MJP also continued its collaboration with the Australian Centre for International Agricultural Research (ACIAR) in commencing a five year research project entitled "Market-focused integrated crop and livestock enterprises for NW Cambodia".

Education In 2012, MJP continued to design and implement professional coaching and training to 2 ECCD classes with 45 children (23 girls and 22 boys) and 2 teachers, 5 kindergarten classes with 127 children (59 girls and 68 boys) and 5 teachers, 5 primary schools with 1,412 students (744 girls and 668 boys) and 48 teachers, and 1 lower secondary school with 157 students (73 girls and 84 boys) and 12 teachers. School programs supported include school gardens and other nutrition projects, school sport clubs, in-class physical education, reading clubs and library enhancement, eco-ranger clubs, computer training, sanitation and hygiene education, in addition to education and training materials such as textbooks.

Health In 2012, MJP continued to provide hands-on interactive training sessions, service improvement, and clinical interventions at two MJP health facilities, Kampong Touk Health Post and Boeng Run Health Centre. The primary focus is to improve the quality of health care services in the region to reduce child mortality and morbidity, improve maternal health, and combat HIV/AIDS, malaria and other diseases. In 2012, the Bueng Run Health Centre (BRHC) treated 11,313 outpatients, with an average of 942 cases per month. This represents a 40.9% increase compared to 2011, when 8,029 cases were recorded. The Kampong Touk Health Post (KTHP), MJP's smaller, sister health facility, received 4,395 OPD cases, with an average of 366 cases per month. This represents a 32.3% increase compared to 3,322 cases in 2011. Other health initiatives conducted include Baby Friendly Community Initiative, Sophy and The Veggie Patch Book distribution, Emergency Food Package program, Mobiles Uniting Mothers program, Outreach Clinics in 9 villages, and education about health-related topics such as maternal care and hygiene.

Micro-credit MJP understands the importance of business approaches to produce economic and social change. To support and expand the economic participation of low-income households in Samlout, MJP created the Micro-Credit Plus Project in 2009. The project provides support to the development of small, family-owned businesses that will generate additional income to improve household savings. From 2009-2011, MJP worked in 6 target villages and created 28 village-based micro-credit and savings groups with 270 members. In 2012, MJP created an additional 2 credit and saving branches with 33 members in Bueng Run village. Today, there are 30 credit and saving branches with 303 members. Each branch has 10 members. MJP provided loans worth 39,697.56 USD to 272 members with an average loan of \$146 per member. In 2012, the project focused on the following key activities: start-ups, business and management training, family financial management training and micro-credit guidelines.

Natural Resource Management MJP actively supports the protection and management of Samlout Protected Area, a 60,000 hectare tropical forest in northwest Cambodia. Geographically divided between Battambang and Pailin province and sharing a border with Thailand, Samlout is the last intact tropical forest in the northwest. To stop the accelerating deforestation in the areas outside Samlout Protected Area, MJP supported the Forestry Administration in Battambang province in creating Community Forestry ("CF") schemes in four target communes in Samlout District. During 2009-2011, MJP created 11 community forestry sites with 1,824 villagers living in 13 villages. In 2012, 11 community forestry schemes were registered at the national level, and forestry demarcation poles were installed at 11 sites. Another important effort is the nursery project which produces tree seedlings for reforestation in the degraded areas outside Samlout Protected Area. In 2012, nearly 5,000 seedlings were produced and distributed to local villagers, CF members and other stakeholders within the area.

Conservation Law enforcement continues to be one of the main tools used to protect and conserve the natural resources in Samlout. 2012 was a very challenging year in fighting illegal activities, especially the trafficking of kronhung (rosewood) in the Samlout region. Illegal land encroachment inside the protected area increased as villagers took advantage of the government's new land titling project which commenced in June 2012. MJP continued to operate 24 hours a day to fight nature crimes. They patrolled regardless of terrain, climate or season. In 2012, the team conducted 706 patrols, equal to 5,271 men-field days.

Gender Equity In June 2010, MJP established the Samlout Women's Prosperity Centre which focuses on empowering and promoting the rights of women/girls through various vocational skills training and business activities that can improve their socio-economic status in their families and in the greater community. The Centre is mainly used as a multifunctional building for community meetings, workshops, vocational skills training, and for other activities or events to promote the well-being of women in the region.

Jolie Legal Fellows Program

Libya

\$19,017

In 2012 the Foundation focused on enhancing the rule of law in Libya by establishing the Jolie Legal Fellowship Program – Libya to support civil society and the Government of Libya as it embarks on the process of establishing a modern, democratic state

Haiti

\$71,001

In 2012 a Jolie Legal Fellow ("Fellow") was appointed to support the Government of Haiti's child protection efforts by working with the Institut du BienEtre Social et de Recherches (IBESR) under the direction of Minister Arielle Jeanty Villedrouin and her staff. The Fellow assists in program development, support and implementation in an effort to strengthen the capacity of local institutions and colleagues

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNITED STATES ASSOCIATION FOR UNHCR

Street

1775 K ST NW STE 290

City WASHINGTON	State DC	Zip Code 20006	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution Responding to the needs of displaced Syrians	Amount 100,000
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Name

UNITED STATES ASSOCIATION FOR UNHCR

Street

1775 K ST NW STE 290

City WASHINGTON	State DC	Zip Code 20006	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution School uniforms, toys and school supplies for the IDP Children in the Koda settlement in Georgia	Amount 18,000
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Name

UNITED STATES ASSOCIATION FOR UNHCR

Street

1775 K ST NW STE 290

City WASHINGTON	State DC	Zip Code 20006	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution To purchase tents in Jordan	Amount 50,000
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Name

LAWYERS FOR JUSTICE IN LIBYA

Street

6-7 HATTON GARDEN, 3RD FL

City LONDON	State	Zip Code 00001	Foreign Country United Kingdom (England, Northern Ireland)
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Relationship N/A	Foundation Status Other
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Purpose of grant/contribution Expenditure Responsibility Grant	Amount 74,525
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Name**Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name**Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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