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

Department of the Treasury
 Internal Revenue Service

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 , 2012, and ending , 20

Name of foundation **CAPITAL IMPACT FOUNDATION (FKA: HUNTSMAN GAY FOUNDATION)**

Number and street (or P O box number if mail is not delivered to street address) **222 LAKEVIEW AVENUE**

Room/suite **1400**

City or town, state, and ZIP code **WEST PALM BEACH, FL 33401**

A Employer identification number
27-1817842

B Telephone number (see instructions)
(561) 491-6300

C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply

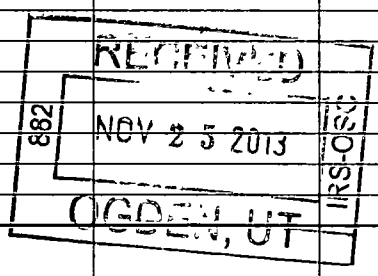
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 86,893.**

J Accounting method Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

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)	149,700.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	41.	41.		ATCH 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	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)					
12 Total. Add lines 1 through 11	149,741.	41.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	1,177.			
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	1,618.			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	975.			
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	3,108.			
	24 Total operating and administrative expenses Add lines 13 through 23	6,878.			
	25 Contributions, gifts, grants paid	239,852.			239,652.
26 Total expenses and disbursements Add lines 24 and 25	246,730.	0	0	239,652.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-96,989.				
b Net investment income (if negative, enter -0-)		41.			
c Adjusted net income (if negative, enter -0-)					



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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	177,640.	86,670.	86,670.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable	2,500.		
	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	299.	223.	223.
	10 a Investments - U S and state government obligations (attach schedule),			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule),			
	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 ▶ Less accumulated depreciation ▶ (attach schedule)			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	180,439.	86,893.	86,893.	
Liabilities	17 Accounts payable and accrued expenses		3,393.	
	18 Grants payable	150.	200.	
	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)	150.	3,593.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	180,289.	83,300.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions),	180,289.	83,300.		
31 Total liabilities and net assets/fund balances (see instructions)	180,439.	86,893.		

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	180,289.
2 Enter amount from Part I, line 27a	2	-96,989.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	83,300.
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	83,300.

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					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
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		
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3		

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	53,139.	69,305.	0.766741
2010		1,847.	
2009			
2008			
2007			

2 Total of line 1, column (d)	2	0.766741
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	0.383371
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	116,443.
5 Multiply line 4 by line 3	5	44,641.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	44,641.
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	239,652.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Values include 0, 99, and 99.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question text, 'Yes', and 'No'. Includes questions about political influence, tax on political expenditures, and substantial contributors.

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? 13 X
Website address N/A
14 The books are in care of FORREST SOTALA Telephone no 561-491-6300
Located at 222 LAKEVIEW AVENUE, SUITE 1400 WEST PALM BEACH, FL ZIP+4 33401
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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.

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? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)? Yes X 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) Yes X 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)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
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? Yes X No
If "Yes," list the years
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
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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
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)

5 a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(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) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes 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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

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? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
ATCH 7		0	0	0

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
NONE				

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
NONE		

Total number of others receiving over \$50,000 for professional services ▶

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 N/A	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	

Total. Add lines 1 through 3 ▶

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	
b	Average of monthly cash balances	1b	118,216.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	118,216.
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	118,216.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,773.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	116,443.
6	Minimum investment return. Enter 5% of line 5	6	5,822.

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	5,822.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,822.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,822.
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	5,822.

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	239,652.
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	
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	239,652.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	239,652.

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				5,822.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 49,590.				
f Total of lines 3a through e 49,590.	49,590.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 239,652.				
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				5,822.
e Remaining amount distributed out of corpus 233,830.	233,830.			
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 5 283,420.	283,420.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 283,420.	283,420.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 49,590.				
e Excess from 2012 233,830.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a through 3c, detailing net income, distributions, and alternative tests.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

- 1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds
a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
b The form in which applications should be submitted and information and materials they should include
c Any submission deadlines
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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 Paid during the year				
ATCH 8				
Total ▶ 3a				239,652.
b Approved for future payment				
ATCH 9				
Total ▶ 3b				200.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

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... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

Sign Here 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. Signature of officer or trustee, Date 11/15/13, Title CFO. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Form section containing: Print/Type preparer's name SCOTT MOORE, Preparer's signature, Date 4/14/2013, Check self-employed [] if PTIN P00733278, Firm's name PRICEWATERHOUSECOOPERS LLP, Firm's address 2001 ROSS AVENUE, SUITE 1800 DALLAS, TX, Firm's EIN 13-4008324, Phone no 75201-2997, Phone no 214-999-1400.

Schedule of Contributors

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

2012

Name of the organization CAPITAL IMPACT FOUNDATION (FKA: HUNTSMAN GAY FOUNDATION)	Employer identification number 27-1817842
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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 CAPITAL IMPACT FOUNDATION (FKA: HUNTSMAN GAY FOUNDATION)

Employer identification number 27-1817842

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	HUNTSMAN GAY GLOBAL CAPITAL, LLC 1950 UNIVERSITY AVENUE SUITE 350 PALO ALTO, CA 94303	\$ 149,700.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization CAPITAL IMPACT FOUNDATION (FKA: HUNTSMAN GAY FOUNDATION)	Employer identification number 27-1817842
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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
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

Name of organization CAPITAL IMPACT FOUNDATION (FKA: HUNTSMAN GAY FOUNDATION)

Employer identification number 27-1817842

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
 For 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.) ▶ \$ _____
 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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	41.	41.
TOTAL	<u>41.</u>	<u>41.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	1,177.			
TOTALS	<u>1,177.</u>			

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
CONSULTING	1,618.
TOTALS	<u>1,618.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
MANAGEMENT & GENERAL EXPENSES	26.
DUES & SUBSCRIPTIONS	500.
SERVICE CHARGES - OTHER	94.
OTHER MISCELLANEOUS EXPENSES	2,488.
TOTALS	<u>3,108.</u>

ATTACHMENT 5

FORM 990PF, PART VII-A - LIQUIDATION, TERMINATION, ETC. STATEMENT

THE ASSETS ON LINE 16 HAVE DECREASED AS A RESULT OF ORDINARY GRANT MAKING.

ATTACHMENT 6FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

NON-PROFIT ORGANIZATIONS REGISTERED IN THE STATE OF DELAWARE ARE ONLY REQUIRED TO FILE A COPY OF THE FORM 990-PF IF THE NON-PROFIT ACTIVITIES OF THE ORGANIZATION ARE CONDUCTED WITHIN THE STATE. THE FOUNDATION DID NOT CONDUCT ANY NON-PROFIT ACTIVITIES WITHIN THE STATE OF DELAWARE; AS A RESULT, THE FOUNDATION IS NOT REQUIRED TO FILE THE FORM 990-PF IN THE STATE OF DELAWARE.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

KURT A KRIEGER 1404 COUNTRY OAK LANE DRAPER, UT 84020	DIRECTOR AND SECRETARY 1.00	0	0	0
LESLIE M BROWN JR 477 SHEFFIELD DRIVE PROVO, UT 84064	CEO AND PRESIDENT 1.00	0	0	0
GARY L. CRITTENDEN 400 CAPITOL PARK AVE. APT #501 SALT LAKE CITY, UT 84103	DIRECTOR 1.00	0	0	0
GREGORY M. BENSON 5512 CAVENDISH PLANO, TX 75093	DIRECTOR 1.00	0	0	0
RICHARD F. LAWSON 720 HILLSBOROUGH BLVD. HILLSBOROUGH, CA 94010	DIRECTOR 1.00	0	0	0
J. STEVEN YOUNG 2153 WAVERLEY ST. PALO ALTO, CA 94301	DIRECTOR 1.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

FORREST SOTALA
15216 81ST TERRACE NORTH
PALM BEACH GARDENS, FL 33418

0

0

0

ROBERT C. GAY
2674 SHELTINGHAM DRIVE
WELLINGTON, FL 33414

DIRECTOR AND PRESIDENT
1.00

0

0

0

JUDY FRODIGH
189 WESTFIELD STREET
WESTWOOD, MA 02090

DIRECTOR AND CEO
1.00

0

0

0

GRAND TOTALS

FORM 990EF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT B

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ARTISTS STRIVING TO END POVERTY INC 165 WEST 46TH STREET, SUITE 1303 NEW YORK, NY 10036	N/A PUBLIC CHARITY	TO SUPPORT ASTEP IN ITS MISSION TO HELP YOUTH ACROSS THE GLOBE FACE CHALLENGING SITUATIONS BY BUILDING KEY SKILLS AND CONFIDENCE	10,000.
RAINIER SCHOLARS 2100 24TH AVENUE SOUTH, SUITE 360 SEATTLE, WA 98144	N/A PUBLIC CHARITY	SUPPORT RAINIER SCHOLARS IN ITS MISSION TO HELP YOUNG STUDENTS FROM LOW-INCOME FAMILIES TO ACHIEVE A COLLEGE DEGREE	10,000
THE CHILD CENTER OF NEW YORK 60-02 QUEENS BLVD , LOWER LEVEL WOODSIDE, NY 11377	N/A PUBLIC CHARITY	SUPPORT FOR ASIAN OUTREACH PROGRAM (A DIVISION OF THE CHILD CENTER) IN ITS MISSION AND SERVICES	10,000
EAST PALO ALTO TENNIS AND TUTORING PO BOX 60597 PALO ALTO, CA 94306	N/A PUBLIC CHARITY	SUPPORT EPATT IN IT'S MISSION TO HELPING DISADVANTAGED STUDENTS WHO ARE FAILING ONE OR MORE SUBJECTS TO IMPROVE THEIR GRADES	10,200
FOREVER YOUNG FOUNDATION 1424 S STAPLEY DRIVE MESA, AZ 85204	FOUNDED AND LED BY STEVE YOUNG, MEMBER OF HGGC PUBLIC CHARITY	SILVER SPONSORSHIP 2012 STEVE YOUNG SKI CLASSIC, TITLE SPONSORSHIP 2012 STEVE YOUNG MTN CLASSIC, STEVE YOUNG 2012 BAY AREA CLASSIC - TO PROVIDE THERAPEUTIC RECREATIONAL, EDUCATIONAL, AND SOCIAL PROGRAMS	86,000
JUNIOR ACHIEVEMENT OF THE PALM BEACHES & TREASURE 6903 VISTA PARKWAY NORTH, SUITE 10 WEST PALM BEACH, FL 33411	N/A PUBLIC CHARITY	SUPPORT JA IN ITS MISSION TO PREPARE AND INSPIRE YOUNG PEOPLE TO SUCCEED	5,000

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PENCILS OF PROMISE 195 CHRYSTIE STREET, SUITE 401A NEW YORK, NY 10002	N/A PUBLIC CHARITY	SUPPORT PENCILS OF PROMISE IN BUILDING AND SUSTAINING SCHOOLS IN THE DEVELOPING WORLD.	10,000
WALKER 1968 CENTRAL AVENUE NEEDHAM, MA 02492	N/A PUBLIC CHARITY	SPONSORSHIP - WALKER'S LIVES IN BLOOM GALA. WALKER PROVIDES MENTAL HEALTH SERVICES, SPECIAL EDUCATION, PROFESSIONAL TRAINING AND CONSULTATION, AND CHILD WELFARE ADVOCACY FOR CHILDREN AND YOUTH DEALING WITH COMPLEX EMOTIONAL, BEHAVIORAL, AND LEARNING CHALLENGES	13,000
FRANCIS OUIMET SCHOLARSHIP FUND 300 ARNOLD PALMEF BOULEVARD NORTON, MA 02766	N/A PUBLIC CHARITY	FRANCIS OUIMET SCHOLARSHIP FUND BANQUET SUPPORT TO PROVIDE NEED BASED SCHOLARSHIPS	10,000
HILLSBOROUGH SCHOOLS FOUNDATION 300 EL CERRITO AVENUE HILLSBOROUGH, CA 94010	N/A PUBLIC CHARITY	DONATION FOR 2011-12 SCHOOL YEAR SUPPORTS THE HILLSBOROUGH CITY SCHOOL DISTRICT (CALIFORNIA)	10,000
HUNTSMAN CANCER FOUNDATION 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	FOUNDED AND LED BY JON HUNTSMAN, MEMBER OF HGCC PUBLIC CHARITY	TABLE SPONSORSHIP HUNTSMAN CANCER FOUNDATION GALA AND 2012 CHAIRMAN'S GOLF TOURNAMENT TO SUPPORT CANCER RESEARCH	27,500.
THANKSGIVING POINT INSTITUTE, INC 3003 N THANKSGIVING WAY LEHI, UT 84043	N/A PUBLIC CHARITY	2012 THANKSGIVING POINT DISCOVERY CUP SPONSORSHIP - SPONSOR HUNDREDS OF CHILDREN SO THEY CAN ATTEND THE FARM COUNTRY, MUSEUM OF ANCIENT LIFE, AND GARDENS TO LEARN	10,000.

EDBM 990PF PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT B (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
RISING STAR OUTREACH INC 483 EAST 100 SOUTH PROVO, UT 84606	N/A PUBLIC CHARITY	HOLE SPONSORSHIP SHAWN BRADLEY GOLF INVITATIONAL RISING STAR OUTREACH'S MISSION IS TO HELP LEPROSY COLONIES IN INDIA BECOME THRIVING, SELF-SUFFICIENT COMMUNICATIONS THROUGH ECONOMIC REHABILITATION, PROVIDING MEDICAL CARE, AND EDUCATING CHILDREN.	3,000
WEBER STATE UNIVERSITY 4018 UNIVERSITY CIRCLE OGDEN, UT 84408	N/A PUBLIC CHARITY	DONATION TO WEBER STATE BUS SCHOOL NY STUDENT TRIP	5,000
CAUSE FOR HOPE FOUNDATION, INC 10421 S JORDAN GATEWAY, #660 SOUTH JORDAN, UT 84095	N/A PUBLIC CHARITY	TABLE SPONSOR FOR CAUSE FOR HOPE GALA 10/4/12 THE CAUSE FOR HOPE FOUNDATION'S MISSION IS TO ENABLE PEOPLE TO BECOME SELF-RELIANT AND IMPROVE THEIR LIVES IN DEVELOPING COUNTRIES	1,500.
LURIE CHILDREN'S HOSPITAL OF CHICAGO FOUNDATION 225 EAST CHICAGO AVENUE, BOX 4 CHICAGO, IL 60611	N/A PUBLIC CHARITY	MATCH CITADEL DONATION TO CHILDREN'S HOSP CHICAGO - TO SUPPORT THE HEALTH AND WELL-BEING OF CHILDREN	3,000
UNITED WAY OF MORGAN COUNTY PO BOX 1058 DECATUR, AL 35602	N/A PUBLIC CHARITY	UNITED WAY GRANT REQUESTED BY ASSOC DIVERSIFIED (HGCC PORTFOLIO COMPANY)	650
CONNECTICUT YANKEE COUNCIL PO BOX 32 MILFORD, CT 06461	N/A PUBLIC CHARITY	BOY SCOUT DONATION TO HONOR NORM MERRITT OF IQOR	1,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT B (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MORELAND EDUCATIONAL FOUNDATION PO BOX 110190 CAMPBELL, CA 95011	N/A PUBLIC CHARITY	MATCH LSTORY \$250 - MARCH FUND DRIVE TO SUPPORT EDUCATIONAL PROGRAMS AND EQUIPMENT	500
MARCH OF DIMES 1600 NE MIAMI GARDENS DR. NORTH MIAMI BEACH, FL 33179	N/A PUBLIC CHARITY	MATCHED DONATION FOR TEAM TRUETT, MARCH OF DIMES - TO IMPROVE THE HEALTH OF BABIES BY PREVENTING BIRTH DEFECTS, PREMATURE BIRTH, AND INFANT MORTALITY	200
CHILDREN'S HOSPITAL CORPORATION 1 AUTUMN STREET #731 BOSTON, MA 02215	N/A PUBLIC CHARITY	MATCH BCANNORS \$150 - TO SUPPORT ANNMARIE CONNORS MILES FOR MIRACLES	300.
ALLIANCE FOR CHILDREN'S RIGHTS 8383 WILSHIRE BLVD, SUITE 550 LOS ANGELES, CA 90010	N/A PUBLIC CHARITY	MATCH SRUSSO \$100 - TO PROTECT THE RIGHTS OF IMPOVERISHED AND ABUSED CHILDREN AND YOUTH	200.
BOY SCOUT TROOP 128 6400 ROEBUCK ROAD JUPITER, FL 33458	N/A PUBLIC CHARITY	MATCH R STRATTON AND R NEUENSCHWANDER DONATIONS TO BOY SCOUTS TO PAY FOR SCOUT CAMP AND OTHER SCOUT ACTIVITIES FOR 17 BOYS	4,000
GIRLS ON THE RUN OF THE BAY AREA, INC 3543 18TH ST, SUITE 31 SAN FRANCISCO, CA 94110	N/A PUBLIC CHARITY	MATCH K RHORER AND G BOGUSLAVSKY DONATIONS TO PROVIDE AFTER-SCHOOL PROGRAMMING FOR GIRLS TO AID IN THEIR EMOTIONAL, SOCIAL, MENTAL, AND PHYSICAL DEVELOPMENT	302

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT B - (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROVO SCHOOL DISTRICT FOUNDATION 280 W 940 N PROVO, UT 84604	N/A PUBLIC CHARITY	MATCH LBROWN \$900 - TO PAY THE \$100 PLAYER PACKET FEE AND \$170 SUMMER CAMP FEE FOR EACH OF TEN HIGH SCHOOL SCHOLAR ATHLETES WHO COME FROM FINANCIALLY CHALLENGED FAMILIES	1,800
PAN-MASSACHUSETTS CHALLENGE 77 4TH AVENUE NEEDHAM, MA 02494	N/A PUBLIC CHARITY	MATCH GBOGUSLAVSKY \$100 - BIKE-A-THON RAISING MONEY FOR THE DANA FARBER CANCER INSTITUTE THROUGH ITS JIMMY FUND	200
SUSTAINABLE SOUTH BRONX 1231 LAFAYETTE AVENUE, 4TH FLOOR BRONX, NY 10474	N/A PUBLIC CHARITY	MATCH GBOGUSLAVSKY \$250 - GREEN JOBS TRAINING AND BROADER ENVIRONMENTAL JUSTICE	500
CHARITY ANYWHERE FOUNDATION 1048 MILLSTREAM WAY BOUNTIFUL, UT 84010	N/A PUBLIC CHARITY	MATCH DTOPHAM \$700 - TO BUY BUILDING SUPPLIES FOR HOUSING FOR PEOPLE IN SEVERE NEED	1,400
MARSHAL LANE ELEMENTARY SCHOOL-PTA 14114 MARILYN LANE SARATOGA, CA 95070	N/A PUBLIC CHARITY	MATCH LSTORY \$250 - ELEMENTARY SCHOOL PTA; FUNDS FULL-TIME PHYSICAL EDUCATION TEACHER, LIBRARY RESOURCES & TECHNOLOGY, ANTI-BULLING CLASSES, AND ART CONNECTIONS FOR EACH CLASS.	500
J REUBEN CLARK LAW SCHOOL 406 JRCEB PROVO, UT 84604	N/A PUBLIC CHARITY	MATCH KKRIEGER \$1000 - TO SUPPORT NOT-FOR-PROFIT EDUCATIONAL INSTITUTION	2,000.

FORM 990E, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AFRICAN EQUITY FUND 12433 STUMPTOWN ROAD HUNTSVILLE, NC 28078	N/A PUBLIC CHARITY	MATCH SKYOUNG \$700 - TO SUPPORT THE AFRICAN EQUITY FUND TO PROVIDE EDUCATION, TRAINING, AND FUNDING FOR ENTREPRENEURS THROUGHOUT AFRICA	1,400
TOTAL CONTRIBUTIONS PAID			<u>239,652</u>

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

BRIGHAM YOUNG UNIVERSITY
1450 N UNIVERSITY AVE
PROVO, UT 84604

N/A
PUBLIC CHARITY

2 1 FOUNDATION MATCH- SGORDON \$100 - TO SUPPORT
THE MARRIOTT SCHOOL OF MANAGEMENT'S PLACEMENT
INITIATIVE

200

TOTAL CONTRIBUTIONS APPROVED

200

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT

The corporation, Huntsman Gay Foundation, organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the corporation's Board of Directors, the corporation's governing body, was taken for and against the amendment to the Certificate of Incorporation, said Amendment being approved as follows:

The name of the corporation shall be "Capital Impact Foundation."

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this ____ day of February, 2012

By: 
Authorized Officer

Name: Paul A. Fridson

Application for Extension of Time To File an Exempt Organization Return

(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. HUNTSMAN GAY FOUNDATION	Employer identification number (EIN) or 27-1817842
	Number, street, and room or suite no. If a P O box, see instructions. 222 LAKEVIEW AVENUE, SUITE 1400	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. WEST PALM BEACH, FL 33401	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ▶ FORREST SOTALA

Telephone No. ▶ 561-491-6300

FAX No. ▶ 561-491-6301

- 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 AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year 20 12 or

▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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	\$	\$1
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	\$	\$99
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	\$	NONE

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Application for Extension of Time To File an Exempt Organization Return

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ▶

Telephone No. ▶ 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 _____, 20____, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year 20____ or

▶ tax year beginning _____, 20____, and ending _____, 20____.

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	\$
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	\$
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	\$

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

