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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

OMB No 1545-0047

2012

Open to Public
Inspection

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

A For the 2012 calendar year, or tax year beginning and ending

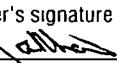
B Check if applicable	C Name of organization CAMFED USA FOUNDATION		D Employer identification number 54-2033897
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return			
<input type="checkbox"/> Terminated	Number and street (or P.O. box if mail is not delivered to street address) 465 CALIFORNIA ST		Room/suite 626
<input type="checkbox"/> Amended return	City, town, or post office, state, and ZIP code SAN FRANCISCO, CA 94104		
<input type="checkbox"/> Application pending	F Name and address of principal officer BROOKE HUTCHINSON SAME AS C ABOVE		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		E Telephone number 415-963-4489	
J Website: ► WWW.CAMFED.ORG		G Gross receipts \$ 3,377,407.	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
		H(c) Group exemption number ►	
L Year of formation: 2001		M State of legal domicile: DE	

Part I Summary

SCANNED NOV 13 2013 Activities & Governance Revenue	1 Briefly describe the organization's mission or most significant activities SEE PART III, LINE 1.		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	7
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	6
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	10
	6 Total number of volunteers (estimate if necessary)	6	15
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
	8 Contributions and grants (Part VIII, line 1h)	5,179,800.	3,276,545.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,387.	14,815.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-23,127.	-24,833.
12 Total revenue Add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,164,060.	3,266,527.	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	1,602,321.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	699,937.	661,230.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ► 270,549.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,566,139.	2,143,994.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	5,266,076.	4,407,545.
	19 Revenue less expenses Subtract line 18 from line 12	-102,016.	-1,141,018.
	Net Assets or Fund Balances	Beginning of Current Year	End of Year
		3,885,939.	2,651,225.
679,640.		585,946.	
3,206,299.		2,065,279.	

Part II Signature Block

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

Sign Here	►  Signature of officer	Date 10/16/13	
	► BROOKE HUTCHINSON, EXECUTIVE DIRECTOR Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name James M. Lanz	Preparer's signature 	Date 10/16/13
		Check <input type="checkbox"/> if self employed	PTIN P01329561
	Firm's name ► GELMAN, ROSENBERG & FREEDMAN	Firm's EIN ► 52-1392008	
	Firm's address ► 4550 MONTGOMERY AVE SUITE 650N BETHESDA, MD 20814-2930	Phone no. (301) 951-9090	

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

 Yes No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

CAMFED FIGHTS POVERTY AND HIV/AIDS IN AFRICA BY EDUCATING GIRLS AND EMPOWERING WOMEN TO BECOME LEADERS OF CHANGE.2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses \$ **2,550,454.** including grants of \$ **1,286,795.**) (Revenue \$ **531.**)
MULTIPLYING GIRLS' EDUCATIONAL OPPORTUNITIES: A PROGRAM OF EDUCATIONAL SUPPORT FOR GIRLS AND VULNERABLE BOYS OPERATING IN ZIMBABWE, ZAMBIA, GHANA, TANZANIA AND MALAWI. SUPPORT INCLUDES THE PROVISION OF MATERIALS (UNIFORMS, SHOES, BOOKS, SCHOOL FEES) AND THE TRAINING OF FEMALE TEACHER MENTORS IN PARTNER SCHOOLS TO PROVIDE PSYCHO-SOCIAL SUPPORT, RESULTING IN INCREASED ENROLLMENT AND RETENTION OF GIRLS IN SCHOOL, A MORE CHILD-FRIENDLY CLASS ENVIRONMENT, AND IMPROVED CHILD PROTECTION.

4b (Code _____) (Expenses \$ **838,979.** including grants of \$ **315,226.**) (Revenue \$ _____)
ENABLING EDUCATED WOMEN TO LEAD CHANGE: CAMFED'S ALUMNI NETWORK, CAMA, PROVIDES SUPPORT TO YOUNG RURAL WOMEN IN ZIMBABWE, ZAMBIA, GHANA AND TANZANIA THROUGH TRAINING IN BUSINESS, FINANCIAL LITERACY, TECHNOLOGY, LEADERSHIP AND HEALTH SKILLS TO ENABLE THEM TO SUPPORT THEMSELVES AND BECOME LEADERS IN THEIR RURAL COMMUNITIES AND COUNTRIES, INCLUDING SUPPORTING OTHER CHILDREN THROUGH SCHOOL.

4c (Code _____) (Expenses \$ **419,366.** including grants of \$ _____) (Revenue \$ _____)
ADVOCACY: CAMFED PARTICIPATED IN NATIONAL AND INTERNATIONAL LEVEL FORUMS ON GIRLS' EDUCATION, GOVERNANCE AND CHILD PROTECTION TO SHARE BEST PRACTICES AND ADVOCATE FOR GREATER INVESTMENT IN GIRLS' EDUCATION AND YOUNG WOMEN'S EMPOWERMENT IN AFRICA. THIS ADVOCACY ALSO INCLUDED THE USE OF FILM AND OTHER COMMUNICATIONS TECHNOLOGY.

4d Other program services (Describe in Schedule O)

(Expenses \$ **193,100.** including grants of \$ **300.**) (Revenue \$ _____)4e Total program service expenses ► **4,001,899.**

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Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2 X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3 X	
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4 X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5 X	
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6 X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7 X	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8 X	
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9 X	
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c X	
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d X	
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13 X	
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15 X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16 X	
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17 X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18 X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19 X	
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a X	
b	<i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>	20b X	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).	28a	X
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38	X

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

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ► <u>CA, DE</u>
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply
	<input checked="" type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► <u>BROOKE HUTCHINSON - (415) 963-4489</u>
	<u>465 CALIFORNIA ST, NO. 626, SAN FRANCISCO, CA 94104</u>

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former** **directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

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

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

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

0

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

Section B. Independent Contractors

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

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns b Membership dues c Fundraising events d Related organizations e Government grants (contributions) f All other contributions, gifts, grants, and similar amounts not included above g Noncash contributions included in lines 1a-1f \$ h Total. Add lines 1a-1f	1a 1b 1c 134,790. 1d 1e 481,362. 1f 2,660,393. 79,846. ► 3,276,545.			
Program Service Revenue	2 a b c d e f All other program service revenue g Total. Add lines 2a-2f	Business Code			
	3 Investment income (including dividends, interest, and other similar amounts) 4 Income from investment of tax-exempt bond proceeds 5 Royalties	► 13,229. ► ► 23,088.			13,229. 23,088.
Other Revenue	6 a Gross rents b Less rental expenses c Rental income or (loss) d Net rental income or (loss) 7 a Gross amount from sales of assets other than inventory b Less cost or other basis and sales expenses c Gain or (loss) d Net gain or (loss) 8 a Gross income from fundraising events (not including \$ 134,790. of contributions reported on line 1c) See Part IV, line 18 b Less direct expenses c Net income or (loss) from fundraising events 9 a Gross income from gaming activities See Part IV, line 19 b Less direct expenses c Net income or (loss) from gaming activities 10 a Gross sales of inventory, less returns and allowances b Less cost of goods sold c Net income or (loss) from sales of inventory 11 a OTHER REVENUE b c d All other revenue e Total. Add lines 11a-11d 12 Total revenue. See instructions.	(i) Real 50,903. 49,317. 1,586. (ii) Personal ► (i) Securities 0. b 61,487. ► a b ► a b ► a 607. b 76. ► Miscellaneous Revenue Business Code 900099 13,035. ► 13,035. ► 3,266,527. 531. 531. 0. -10,549.	1,586. -61,487. ► ► ► 531. 531. 0. -10,549.		1,586. -61,487. ► ► ► 531. 531. 0. -10,549.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members	1,602,321.	1,602,321.		
5 Compensation of current officers, directors, trustees, and key employees	59,930.	41,951.	5,993.	11,986.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	481,709.	315,440.	45,166.	121,103.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	17,725.	11,059.	1,688.	4,978.
9 Other employee benefits	57,359.	32,180.	12,989.	12,190.
10 Payroll taxes	44,507.	29,199.	4,327.	10,981.
11 Fees for services (non-employees)				
a Management				
b Legal	4,853.		4,853.	
c Accounting	34,027.	1,778.	31,577.	672.
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O)	6,844.	1,624.	2,626.	2,594.
12 Advertising and promotion				
13 Office expenses	66,857.	11,621.	1,498.	53,738.
14 Information technology	93,100.	63,345.	1,832.	27,923.
15 Royalties				
16 Occupancy	37,927.	26,753.	2,958.	8,216.
17 Travel	13,766.	5,797.	4,937.	3,032.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	5,649.	2,473.	1,069.	2,107.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	7,972.	5,262.	717.	1,993.
23 Insurance	6,817.	4,500.	614.	1,703.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a DIRECT PROGRAM DELIVERY	1,670,966.	1,663,230.	4,854.	2,882.
b YOUNG WOMEN'S LEADERSH.	178,545.	178,545.		
c MISCELLANEOUS EXPENSES	15,571.	3,721.	7,399.	4,451.
d EDUCATION COSTS	1,100.	1,100.		
e All other expenses				
25 Total functional expenses Add lines 1 through 24e	4,407,545.	4,001,899.	135,097.	270,549.
26 Joint costs Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	677,164.	1	564,253.
	2 Savings and temporary cash investments	2,054,698.	2	868,492.
	3 Pledges and grants receivable, net	172,807.	3	347,889.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	23,615.	9	19,084.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 42,482.		
	b Less accumulated depreciation	10b 36,061.	10c 13,452.	10c 6,421.
	11 Investments - publicly traded securities		11	192.
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	944,203.	15	844,894.
16 Total assets. Add lines 1 through 15 (must equal line 34)	3,885,939.	16	2,651,225.	
Liabilities	17 Accounts payable and accrued expenses	83,090.	17	97,532.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	596,550.	25	488,414.
	26 Total liabilities. Add lines 17 through 25	679,640.	26	585,946.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	62,737.	27	609,643.
	28 Temporarily restricted net assets	3,143,562.	28	1,455,636.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	3,206,299.	33	2,065,279.
	34 Total liabilities and net assets/fund balances	3,885,939.	34	2,651,225.

Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	3,266,527.
2 Total expenses (must equal Part IX, column (A), line 25)	2	4,407,545.
3 Revenue less expenses Subtract line 2 from line 1	3	-1,141,018.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,206,299.
5 Net unrealized gains (losses) on investments	5	-2.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,065,279.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990 Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis

2b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis

2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

CAMFED USA FOUNDATION

Employer identification number

54-2033897

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

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

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

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

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

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

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

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

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

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

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

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

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

a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

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

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

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

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

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

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

h Provide the following information about the supported organization(s)

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

LHA F

Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	8,892,158.	1,862,317.	3,965,726.	5,179,800.	3,276,545.	23,176,546.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	8,892,158.	1,862,317.	3,965,726.	5,179,800.	3,276,545.	23,176,546.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						9,859,876.
6 Public support. Subtract line 5 from line 4						13,316,670.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	8,892,158.	1,862,317.	3,965,726.	5,179,800.	3,276,545.	23,176,546.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	6,581.	5,546.	5,224.	34,591.	36,317.	88,259.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)			4,822.	1,853.	13,035.	19,710.
11 Total support. Add lines 7 through 10						23,284,515.
12 Gross receipts from related activities, etc (see instructions)					12	15,539.

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	57.19	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	52.79	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			► <input checked="" type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			► <input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and-circumstances" test The organization qualifies as a publicly supported organization			► <input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization			► <input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			► <input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

CAMFED USA FOUNDATION

Employer identification number
54-2033897

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	
b Total acreage restricted by conservation easements	
c Number of conservation easements on a certified historic structure included in (a)	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	
4 Number of states where property subject to conservation easement is located ► _____	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

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

a Public exhibitiond Loan or exchange programsb Scholarly researche Other _____c Preservation for future generations

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

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

to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 211a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

c Beginning balance

	Amount
1c	
1d	
1e	
1f	

d Additions during the year

e Distributions during the year

f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? Yes Nob If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII **Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10

1a Beginning of year balance

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
b					
c					
d					
e					
f					
g					

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

a Board designated or quasi-endowment ► _____ %

b Permanent endowment ► _____ %

c Temporarily restricted endowment ► _____ %

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

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

(i) unrelated organizations

(ii) related organizations

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

4 Describe in Part XIII the intended uses of the organization's endowment funds

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment	8,842.		7,696.	1,146.
e Other	33,640.		28,365.	5,275.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))			►	6,421.

Schedule D (Form 990) 2012

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ►

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ►

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

(a) Description	(b) Book value
(1) DUE FROM AFFILIATES	844,894.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►

844,894.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) REFUNDABLE ADVANCE	488,414.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ► 488,414.

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	3,339,286.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-2.
b	Donated services and use of facilities	2b	11,198.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	61,487.
e	Add lines 2a through 2d	2e	72,683.
3	Subtract line 2e from line 1	3	3,266,603.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	-76.
c	Add lines 4a and 4b	4c	-76.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	3,266,527.

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

1	Total expenses and losses per audited financial statements	1	4,480,306.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	11,198.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	61,487.
e	Add lines 2a through 2d	2e	72,685.
3	Subtract line 2e from line 1	3	4,407,621.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	-76.
c	Add lines 4a and 4b	4c	-76.
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	4,407,545.

Part XIII Supplemental Information

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

PART X, LINE 2: FOR THE YEAR ENDED DECEMBER 31, 2012, THE FOUNDATION

HAS DOCUMENTED ITS CONSIDERATION OF FASB ASC 740-10, INCOME TAXES, THAT

PROVIDES GUIDANCE FOR REPORTING UNCERTAINTY IN INCOME TAXES AND HAS

DETERMINED THAT NO MATERIAL UNCERTAIN TAX POSITIONS QUALIFY FOR EITHER

RECOGNITION OR DISCLOSURE IN THE FINANCIAL STATEMENTS.

THE FEDERAL FORM 990, RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX, IS

SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE, GENERALLY FOR

THREE YEARS AFTER IT IS FILED.

Schedule D (Form 990) 2012

PART XI, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSE REPORTED AS EXPENSES IN THE FINANCIAL STATEMENT AND NETTED AGAINST REVENUE ON FORM 990, PART VIII, LINE 8B.

61,487.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

COGS REPORTED AS AN EXPENSE IN THE FINANCIAL STATEMENT AND NETTED AGAINST REVENUE ON FORM 990, PART VIII, LINE 10B.

-76.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSE REPORTED AS EXPENSES IN THE FINANCIAL STATEMENT AND NETTED AGAINST REVENUE ON FORM 990, PART VIII, LINE 8B.

61,487.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

COGS REPORTED AS AN EXPENSE IN THE FINANCIAL STATEMENT AND NETTED AGAINST REVENUE ON FORM 990, PART VIII, LINE 10B.

-76.

SCHEDULE F
(Form 990)Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**

► Complete if the organization answered "Yes" to Form 990,

Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012Open to Public
Inspection

Name of the organization

Employer identification number

CAMFED USA FOUNDATION**54-2033897****Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
SUB-SAHARAN AFRICA	6	124	PROGRAM SERVICES	MULTIPLYING GIRLS' EDUCATIONAL OPPORTUNITIES; ENABLE EDUCATED WOMEN TO LEAD	2,885,933.
SUB-SAHARAN AFRICA	0	0	GRANTS TO RECIPIENTS		1,602,321.
3 a Sub-total	6	124			4,488,254.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	6	124			4,488,254.

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

SEE PART V FOR COLUMN (E) DESCRIPTIONS

Schedule F (Form 990) 2012

232071
12-10-12

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any

recipient who received more than \$5,000 Part II can be duplicated if additional space is needed

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

3 Enter total number of other organizations or entities

Schedule E (Form 990) 2012

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16

Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
BURSARY - SCHOOL EXPENSES	SUB-SAHARAN AFRICA	4,127	1,287,095. WIRE		0.		
TERTIARY--COLLEGE EXPENSES	SUB-SAHARAN AFRICA	435	315,226. WIRE		0.		

Part IV Foreign Forms

1 Was the organization a U S transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, *Return by a U S Transferor of Property to a Foreign Corporation* (see Instructions for Form 926) Yes No

2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, *Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts*, and/or Form 3520-A, *Annual Information Return of Foreign Trust With a U S Owner* (see Instructions for Forms 3520 and 3520-A) Yes No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, *Information Return of U.S Persons With Respect To Certain Foreign Corporations*. (see Instructions for Form 5471) Yes No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, *Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund*. (see Instructions for Form 8621) Yes No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, *Return of U S Persons With Respect To Certain Foreign Partnerships* (see Instructions for Form 8865) Yes No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, *International Boycott Report* (see Instructions for Form 5713) Yes No

Part V Supplemental Information

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

SCHEDULE F, PART I, LINE 2: EXPLANATION OF GRANT BUDGETING AND MONITORING PROCESSES BY CAMFED USA:**HOW AMOUNTS PAID ON BEHALF OF STUDENTS ARE DETERMINED:**

THE FOLLOWING DESCRIBES THE ANNUAL BUDGETING PROCESS: USING AGREED CRITERIA, CONSTITUENTS IDENTIFY VULNERABLE CHILDREN WHO NEED SUPPORT TO STAY IN SCHOOL, ALONG WITH OTHER ACTIVITIES AND AREAS OF NEED.

INFORMATION ABOUT CHILDREN AND AREAS OF NEED IS COLLECTED AND TRANSLATED INTO A BUDGET SHOWING THE FINANCIAL INPUTS REQUIRED. AN ANNUAL GENERAL MEETING IS THEN HELD IN THE FOURTH QUARTER WHERE BUDGETS AND PLANS ARE PRESENTED AND DISCUSSED BY PARTICPANTS, INCLUDING CAMFED STAFF. THESE BUDGETS AND PLANS FORM THE BASIS OF THE COUNTRY'S INDIVIDUAL BUDGET AND THIS IS CONSOLIDATED INTO A GLOBAL ANNUAL PLAN AND BUDGET THAT IS THEN REVIEWED AT THE INTERNATIONAL LEVEL.

MONITORING:

MONITORING IS PERFORMED AT THE SCHOOL, DISTRICT, NATIONAL, AND INTERNATIONAL LEVELS. MONITORING AT ALL LEVELS ENTAILS REVIEW OF FUNDS TRANSFERRED, ENSURING THE FUNDS ARE REMITTED AND USED IN A PROPER AND TRANSPARENT MANNER WHILE VALUE FOR MONEY IS UPHELD. CAMFED USA AND CAMFED INTERNATIONAL MONITOR ALL PROJECTS ON AN ONGOING BASIS AND PERFORM FIELD AND INTERNAL AUDITS YEARLY. THESE AUDITS ARE INTENDED TO ENSURE ALL POLICY AND PROCEDURES ARE BEING MAINTAINED ACROSS ALL LEVELS.

PART I, LINE 3, COLUMN (E):

REGION: SUB-SAHARAN AFRICA

(E) SPECIFIC TYPES OF SERVICES IN REGION: MULTIPLYING GIRLS' EDUCATIONAL OPPORTUNITIES; ENABLE EDUCATED WOMEN TO LEAD CHANGE; RESEARCH & DEVELOPMENT; ADVOCACY

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

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

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

Employer identification number
54-2033897

CAMFED USA FOUNDATION

Name of the organization	<u>CAMFED USA FOUNDATION</u>	Employer identification number
		54-2033897

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

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

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

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

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

Total

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

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

	(a) Event #1 NYC MARATHON (event type)	(b) Event #2	(c) Other events NONE (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	134,790.		134,790.
	2 Less Contributions	134,790.		134,790.
	3 Gross income (line 1 minus line 2)			
Direct Expenses	4 Cash prizes			
	5 Noncash prizes			
	6 Rent/facility costs			
	7 Food and beverages			
	8 Entertainment			
	9 Other direct expenses	61,487.		61,487.
	10 Direct expense summary Add lines 4 through 9 in column (d)			► (61,487)
	11 Net income summary Combine line 3, column (d), and line 10			► -61,487.

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

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

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

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

b If "No," explain _____

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

b If "Yes," explain _____

11 Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a %
b An outside facility	13b %

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

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

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

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

Part IV Business Transactions Involving Interested Persons.

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

Part V | Supplemental Information

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

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

(A) NAME OF PERSON: ONE SPACE MEDIA

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

THE OWNER OF ONE SPACE MEDIA, IS THE SON OF ANN COTTON A BOARD MEMBER.

(C) AMOUNT OF TRANSACTION \$ 40,980.

(D) DESCRIPTION OF TRANSACTION: JAMES COTTON IS THE OWNER OF ONE SPACE MEDIA, INC THAT PROVIDED CAMFED USA WITH WEBSITE DEVELOPMENT, DOCUMENTS DESIGN AND PROGRAMME FILMING AND DEVELOPMENT.

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

CAMFED USA FOUNDATION

Employer identification number
54-2033897

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	4	49,512.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>SOFTWARE</u>)	X	1	29,400.	FMV
26 Other ► (<u>IPAD RENTAL</u>)	X	1	735.	FMV
27 Other ► (<u>GIFT CARD</u>)	X	1	200.	FMV
28 Other ► ()				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement		29		

		Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b If "Yes," describe the arrangement in Part II			
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b If "Yes," describe in Part II			
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II			

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

Schedule M (Form 990) (2012)

232141
12-20-12

Part II

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

SCHEDULE M, PART I, COLUMN (B): THE ORGANIZATION IS REPORTING THE

NUMBER OF CONTRIBUTIONS RECEIVED.

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

CAMFED USA FOUNDATION

Employer identification number
54-2033897

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

RESEARCH AND DEVELOPMENT: BUILDING THE EVIDENCE BASE FOR THE CAMFED

MODEL OF ADVANCING GIRLS' EDUCATION, YOUNG WOMEN'S LEADERSHIP AND

COMMUNITY EMPOWERMENT, AND SHARING WITH CAMFED'S NETWORK OF

PARTNERSHIPS WITH MINISTRIES OF EDUCATION IN AFRICA, FOUNDATIONS,

CORPORATIONS, INDIVIDUALS AND ACADEMIC INSTITUTIONS.

EXPENSES \$ 193,100. INCLUDING GRANTS OF \$ 300. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 6: THE ORGANIZATION HAS ONE MEMBER,
CAMFED INTERNATIONAL.

FORM 990, PART VI, SECTION A, LINE 7A: CAMFED INTERNATIONAL HAS THE RIGHT
TO APPOINT THE BOARD OF CAMFED USA FOUNDATION.

FORM 990, PART VI, SECTION B, LINE 11: THE TAX RETURN WAS PREPARED BY THE
OUTSIDE ACCOUNTANTS. THE AUDIT COMMITTEE HAS THE RESPONSIBILITY FOR
REVIEWING THE ORGANIZATION'S FORM 990 (INCLUDING ALL PERTINENT SCHEDULES)
BEFORE IT IS FILED WITH THE INTERNAL REVENUE SERVICE. ONCE THE AUDIT
COMMITTEE HAS COMPLETED ITS INITIAL REVIEW OF THE FORM 990, A CONFERENCE
CALL WILL BE SCHEDULED WITH THE EXECUTIVE COMMITTEE (AND THE PREPARER OF
THE FORM 990 IF APPROPRIATE) TO DISCUSS ANY QUESTIONS, COMMENTS, AND
SUGGESTED REVISIONS IDENTIFIED BY THE AUDIT COMMITTEE. ANY REVISIONS TO THE
FORM 990 ARE MADE AS SOON AS FEASIBLY POSSIBLE TO ENSURE THAT THE FORM 990
IS FILED WITH THE INTERNAL REVENUE SERVICE ON A TIMELY BASIS. AFTER THE
FORM 990 HAS BEEN REVIEWED BY THE AUDIT COMMITTEE, THE AUDIT COMMITTEE
MAKES A PRESENTATION AT THE NEXT FULL BOARD OF DIRECTORS MEETING TO UPDATE

Name of the organization

CAMFED USA FOUNDATION

Employer identification number

54-2033897

THE FULL BOARD REGARDING ITS REVIEW OF THE FORM 990. AT THIS MEETING WITH THE FULL BOARD OF DIRECTORS, IT IS NOT REQUIRED FOR THE AUDIT COMMITTEE TO REVIEW ALL OF THEIR QUESTIONS, COMMENTS, AND SUGGESTED REVISIONS; A SUMMARY OF THEIR MORE IMPORTANT POINTS IS SUFFICIENT. THE ORGANIZATION WILL PROVIDE THE FINAL COPY OF THE 990 TO THE BOARD PRIOR TO FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: STAFF SHOULD AVOID PUTTING THEMSELVES IN A POSITION WHERE THEIR PERSONAL INTERESTS MIGHT CONFLICT WITH THEIR RESPONSIBILITY TO CAMFED. WHERE SUCH A POTENTIAL CONFLICT OF INTEREST DOES ARISE, STAFF SHOULD DECLARE THIS IN WRITING TO THEIR MANAGER. IF A MEMBER OF THE STAFF IS UNSURE WHETHER PERSONAL INVOLVEMENT IN AN ISSUE REPRESENTS A CONFLICT OF INTEREST, HE/SHE SHOULD DISCUSS THE MATTER WITH THE LINE MANAGER. THE ORGANIZATION HAS ALSO DEVELOPED A CONFLICT OF INTEREST POLICY FOR THE BOARD OF DIRECTORS, WHICH INCLUDES ANNUAL DISCLOSURE AND PROCESSES FOR ENFORCEMENT.

FORM 990, PART VI, SECTION B, LINE 15A: THE COMPENSATION PROCESS INVOLVED MARKET RESEARCH BY AN INDEPENDENT COMPENSATION CONSULTANT ON THE SALARIES AND BENEFITS OF CEOS OF SIMILAR SIZED ORGANIZATIONS IN THE SAME GEOGRAPHICAL AREA. THIS INFORMATION WAS PROVIDED TO THE BOARD OF CAMFED USA FOUNDATION FOR APPROVAL. THE DECISION AND PROCESS IS DOCUMENTED IN THE INDIVIDUAL'S PERSONNEL FILE. THE MOST RECENT COMPENSATION REVIEW FOR THE EXECUTIVE DIRECTOR WAS COMPLETED ON OCTOBER, 2012.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC UPON REQUEST. ITS FINANCIAL STATEMENTS ARE AVAILABLE ON ITS WEBSITE.

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

► Attach to Form 990.

► See separate instructions.

Name of the organization

CAMEF USA FOUNDATION

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

Part II Identification of Related Tax-Exempt organizations during the tax year

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(1) controlled entity?
Yes	No					
AMFED GHANA	3B AGRIC RIDGE, MARIAM RD	AMALE, GHANA	PROGRAMS FOR GIRLS	GHANA	N/A	CAMFED INTERNATIONAL
AMFED TANZANIA	RSINO ESTATE SOUTH PLOT 44, UPOROTO STREET P	AR ES SALAM, TANZANIA	PROGRAMS FOR GIRLS	TANZANIA	N/A	CAMFED INTERNATIONAL
AMFED ZAMBIA	3 LUBWA RD, RHODES PARK	OSAKA, ZAMBIA	PROGRAMS FOR GIRLS	ZAMBIA	N/A	CAMFED INTERNATIONAL
AMFED ZIMBABWE	RD FLOOR CHARTER HOUSE, 70 SAMORA MACHEL AV	ZIMBABWE	PROGRAMS FOR GIRLS	N/A	N/A	CAMFED INTERNATIONAL
AMFED ZIMBABWE	KARARE, ZIMBABWE					X

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

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?
Yes	No					
CAMFED INTERNATIONAL 22 MILLERS YARD CAMBRIDGE, UNITED KINGDOM CB30AJ	HEADQUARTERS OF THE ORGANIZATION	UNITED KINGDOM	N/A	N/A	N/A	X
CAMFED MALAWI PLOT NO. 2593, NAMIWARA AVE, PO BOX 2593 BLANTYRE, MALAWI	PROGRAMS FOR GIRLS	MALAWI	N/A	N/A	CAMFED INTERNATIONAL	X

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

Part III
Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 350, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or Percentage managing ownership partner?	(k) Yes No
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Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related

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

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

		Yes	No		
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?				
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a X			
b	Gift, grant, or capital contribution to related organization(s)	1b X			
c	Gift, grant, or capital contribution from related organization(s)	1c X			
d	Loans or loan guarantees to or for related organization(s)	1d X			
e	Loans or loan guarantees by related organization(s)	1e X			
f	Dividends from related organization(s)	1f X			
g	Sale of assets to related organization(s)	1g X			
h	Purchase of assets from related organization(s)	1h X			
i	Exchange of assets with related organization(s)	1i X			
j	Lease of facilities, equipment, or other assets to related organization(s)	1j X			
k	Lease of facilities, equipment, or other assets from related organization(s)	1k X			
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l X			
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m X			
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n X			
o	Sharing of paid employees with related organization(s)	1o X			
p	Reimbursement paid to related organization(s) for expenses	1p X			
q	Reimbursement paid by related organization(s) for expenses	1q X			
r	Other transfer of cash or property to related organization(s)	1r X			
s	Other transfer of cash or property from related organization(s)	1s X			
2	If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.				
		(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) CAMFED GHANA				195,768	.ACTUAL EXPENSES
(2) CAMFED TANZANIA				129,818	.ACTUAL EXPENSES
(3) CAMFED ZAMBIA				2,358,117	.ACTUAL EXPENSES
(4) CAMFED ZIMBABWE				152,149	.ACTUAL EXPENSES
(5) CAMFED INTERNATIONAL				601,842	.ACTUAL EXPENSES
(6) CAMFED MALAWI				50,080	.ACTUAL EXPENSES

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-1)	(c) Amount involved	(d) Method of determining amount involved
(7) CAMEF INTERNATIONAL	I	99,309	ACTUAL AMOUNTS
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

Part VI | **In unrelated organizations taxable as a partnership (Committee if the organization answered "Yes" to Form 990 Part IV line 37)**

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

Part VII Supplemental Information

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