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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)

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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 04/01, 2012, and ending 03/31, 20 13

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization ORIX FOUNDATION
Doing Business As
 Number and street (or P O box if mail is not delivered to street address) Room/suite
 1717 MAIN STREET 900
 City, town or post office, state, and ZIP code
 DALLAS, TX 75201

D Employer identification number 80-0339763

E Telephone number (214) 237-2335

F Name and address of principal officer ELIZABETH DAANE
 1717 MAIN STREET, SUITE 900 DALLAS, TX 75201

G Gross receipts \$ 2,306,214.

H(a) Is this a group return for affiliates? Yes No **X**
H(b) Are all affiliates included? Yes No **X**
 If "No," attach a list (see instructions)

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: WWW.ORIXFOUNDATION.COM **H(c) Group exemption number** ▶

K Form of organization Corporation Trust Association Other ▶ **L Year of formation** 2009 **M State of legal domicile** TX

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE FOUNDATION WAS CREATED PRIMARILY TO PROVIDE RELIEF FOR THE POOR AND DISTRESSED, AND ADVANCE EDUCATION.		
	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	36.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	36.
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	36.
	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	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	2,349,073.	2,294,073.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	-68,124.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,349,073.	2,225,949.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,253,600.	2,025,871.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
Expenses	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 4,286.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	112,357.	25,271.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,365,957.	2,051,142.
	19 Revenue less expenses Subtract line 18 from line 12	-16,884.	174,807.
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year
21 Total liabilities (Part X, line 26)		1,048,378.	1,218,185.
22 Net assets or fund balances Subtract line 21 from line 20		5,000.	0
		1,043,378.	1,218,185.

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.

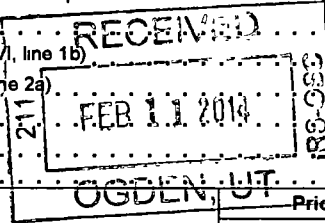
Sign Here Signature of officer: *Paul Wilson* Date: 2-3-14
 Type or print name and title: Paul Wilson Chief Accounting Officer

Paid Preparer Use Only
 Pnnt/Type preparer's name: SARA MERCER Preparer's signature: *Sara Mercer* Date: 1/27/14 Check if self-employed PTIN: P00031690
 Firm's name: KPMG, LLP Firm's EIN: 13-5565207
 Firm's address: 210 PARK AVENUE, SUITE 2850 OKLAHOMA CITY, OK 73102 Phone no: 405-239-6411

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No **X**

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2012)

SCANNED FEB 27 2014



25-919

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: ORIX FOUNDATION IS COMMITTED TO ADVANCING EDUCATION, STRENGTHENING COMMUNITIES AND IMPROVING LIVES. WE WANT CHILDREN AND FAMILIES TO SUCCEED - IN SCHOOL, IN THE WORKFORCE AND IN LIFE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? 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? 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 \$ 1,713,772. including grants of \$ 1,713,772.) (Revenue \$) THE ORGANIZATION'S OBJECTIVE UNDER ITS CHARITABLE GIVING PROGRAM IS TO PROVIDE GRANTS TO "QUALIFIED CHARITIES" WITH EXEMPT PURPOSES THAT ARE THE SAME AS OR SIMILAR TO ITS EXEMPT PURPOSES. PURSUANT TO THE CHARITABLE GIVING PROGRAM, THE ORGANIZATION MADE CONTRIBUTIONS TO NUMEROUS CHARITABLE ORGANIZATIONS. FOR ADDITIONAL DETAIL RELATED TO GRANTS GREATER THAN \$5,000, SEE FORM 990, SCHEDULE I, PART II.

4b (Code) (Expenses \$ 303,704. including grants of \$ 303,704.) (Revenue \$) UNDER THE MATCHING PROGRAM, THE ORGANIZATION'S AFFILIATE COMPANIES, COLLECTIVELY NAMED "ORIX USA" WILL MAKE FINANCIAL GRANTS TO THE ORGANIZATION TO BE USED TO MATCH A CONTRIBUTION MADE BY ORIX USA EMPLOYEE TO A PUBLIC, QUALIFIED CHARITY OF HIS OR HER CHOOSING WHICH HAS EXEMPT PURPOSES. PURSUANT TO THE ORGANIZATION'S MATCHING PROGRAM, THE ORGANIZATION MADE CONTRIBUTIONS TO VARIOUS CHARITABLE ORGANIZATIONS AT THE REQUEST OF THE EMPLOYEES. FOR ADDITIONAL DETAIL RELATED TO GRANTS GREATER THAN \$5,000, SEE FORM 990, SCHEDULE I, PART II.

4c (Code) (Expenses \$ 8,395. including grants of \$ 8,395.) (Revenue \$) SPECIFIC INDIVIDUAL ASSISTANCE PROVIDED TO 1 FORMER ORIX USA EMPLOYEE WHO ENCOUNTERED FINANCIAL HARDSHIPS SUBSEQUENT TO EMPLOYMENT WITH ORIX USA. FOR ADDITIONAL INFORMATION REGARDING THIS GRANT AND THE GUIDELINES RELATED TO PROVIDING ASSISTANCE TO INDIVIDUALS, SEE SCHEDULE I, PART III.

4d Other program services (Describe in Schedule O) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 2,025,871.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		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? If "Yes," complete Schedule C, Part II		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? If "Yes," complete Schedule C, Part III		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? If "Yes," complete Schedule D, Part I		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? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		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? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		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? If "Yes," complete Schedule D, Part VI		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? If "Yes," complete Schedule D, Part VII		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? If "Yes," complete Schedule D, Part VIII		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? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		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)? If "Yes," complete Schedule D, Part X		X
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14 a Did the organization maintain an office, employees, or agents outside of the United States?		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? If "Yes," complete Schedule F, Parts I and IV		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? If "Yes," complete Schedule F, Parts II and IV		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? If "Yes," complete Schedule F, Parts III and IV		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? If "Yes," complete Schedule G, Part I (see instructions)		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? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Form with questions 1a through 14b regarding IRS filings and tax compliance, including sections on backup withholding, employee reporting, foreign accounts, and charitable contributions.

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. [X]

Section A. Governing Body and Management

Table with columns for question number, description, and Yes/No responses. Includes questions 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, and 9.

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

Table with columns for question number, description, and Yes/No responses. Includes questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, and 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed TX,
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.
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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ELIZABETH DAANE PRESIDENT	5.00 40.00	X		X				0	0	0
(2) AMY HOWELL SECRETARY	2.50 40.00	X		X				0	0	0
(3) GREG MAY EXECUTIVE VICE PRESIDENT	2.50 40.00	X		X				0	0	0
(4) JORDAN MASSEY ASSISTANT TREASURER	2.50 40.00	X		X				0	0	0
(5) ZEB A ANSARI BOARD MEMBER	.50 40.00	X						0	0	0
(6) MARC ARMENTROUT BOARD MEMBER	.50 40.00	X						0	0	0
(7) LAURYN BLOOM BOARD MEMBER	.50 40.00	X						0	0	0
(8) BARBARA BUSH BOARD MEMBER	.50 40.00	X						0	0	0
(9) ADAM CATHEY BOARD MEMBER	.50 40.00	X						0	0	0
(10) MICHAEL DAVID BOARD MEMBER	.50 40.00	X						0	0	0
(11) JAMES DUNN BOARD MEMBER	.50 40.00	X						0	0	0
(12) NICOLA HOBEICHE BOARD MEMBER	.50 40.00	X						0	0	0
(13) CAROLYN HUBACH BOARD MEMBER	.50 40.00	X						0	0	0
(14) ROBERT LENHARDT BOARD MEMBER	.50 40.00	X						0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) JOSH MAYFIELD ----- BOARD MEMBER	.50 40.00	X						0	0	0
(16) DENISE MILLER ----- BOARD MEMBER	.50 40.00	X						0	0	0
(17) MIKE MORAN ----- BOARD MEMBER	.50 40.00	X						0	0	0
(18) VALERIE PROWELL ----- BOARD MEMBER	.50 40.00	X						0	0	0
(19) SCOTT RUTHERFORD ----- BOARD MEMBER	.50 40.00	X						0	0	0
(20) PAUL WILSON ----- BOARD MEMBER	.50 40.00	X						0	0	0
(21) HALEY BARRON ----- BOARD MEMBER	.50 40.00	X						0	0	0
(22) BRAD DELONG ----- BOARD MEMBER	.50 40.00	X						0	0	0
(23) MIKE JORDHOY ----- BOARD MEMBER	.50 40.00	X						0	0	0
(24) NOBORU KAWAI ----- BOARD MEMBER	.50 40.00	X						0	0	0
(25) JONATHAN KING ----- BOARD MEMBER	.50 40.00	X						0	0	0
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								0	0	0
d Total (add lines 1b and 1c)								0	0	0

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
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		X
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		X
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		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) TONYA MOORE ----- BOARD MEMBER	.50 40.00	X						0	0	
(27) ERIC SCHNEPF ----- BOARD MEMBER	.50 40.00	X						0	0	
(28) TRAVIS SCHWAER ----- BOARD MEMBER	.50 40.00	X						0	0	
(29) ASHLY BALLESTEROS ----- BOARD MEMBER	.50 40.00	X						0	0	
(30) RYAN FARHA ----- BOARD MEMBER	.50 40.00	X						0	0	
(31) AMANDA GOLDRICK ----- BOARD MEMBER	.50 40.00	X						0	0	
(32) MAX PICKLE ----- BOARD MEMBER	.50 40.00	X						0	0	
(33) JONATHAN PURDY ----- BOARD MEMBER	.50 40.00	X						0	0	
(34) JEFF SANGALIS ----- BOARD MEMBER	.50 40.00	X						0	0	
(35) TONYA THOMAS ----- BOARD MEMBER	.50 40.00	X						0	0	
(36) CATHERINE YATES ----- BOARD MEMBER	.50 40.00	X						0	0	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

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	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c 49,109.			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f 2,244,964.			
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f		2,294,073.		
Program Service Revenue	2a	Business Code			
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		0		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		0		
	4 Income from investment of tax-exempt bond proceeds		0		
	5 Royalties		0		
	6a Gross rents	(i) Real (ii) Personal			
	b Less: rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss)		0		
	7a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other			
	b Less cost or other basis and sales expenses				
	c Gain or (loss)				
	d Net gain or (loss)		0		
	8a Gross income from fundraising events (not including \$ 49,109. of contributions reported on line 1c) See Part IV, line 18	a 12,141.			
	b Less: direct expenses	b 80,265.			
	c Net income or (loss) from fundraising events		-68,124.		-68,124.
	9a Gross income from gaming activities See Part IV, line 19	a			
b Less direct expenses	b				
c Net income or (loss) from gaming activities		0			
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory		0			
Miscellaneous Revenue		Business Code			
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		0			
12 Total revenue. See instructions		2,225,949.			-68,124.

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.	2,017,476.	2,017,476.		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	8,395.	8,395.		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	0			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	0			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9	Other employee benefits.	0			
10	Payroll taxes.	0			
11	Fees for services (non-employees).				
a	Management	0			
b	Legal	0			
c	Accounting	0			
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	0			
g	Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	0			
12	Advertising and promotion.	5,070.		5,070.	
13	Office expenses.	9,097.		9,097.	
14	Information technology.	2,625.		2,625.	
15	Royalties.	0			
16	Occupancy.	0			
17	Travel.	154.		154.	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	1,406.		1,406.	
20	Interest.	0			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	0			
23	Insurance.	0			
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	OTHER EXPENSES	2,633.		2,633.	
b	FUNDRAISING EXPENSES	4,286.			4,286.
c					
d					
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	2,051,142.	2,025,871.	20,985.	4,286.
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

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	1,036,678.	1	1,198,485.
	2 Savings and temporary cash investments	0	2	0
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	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 instructions) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10 a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b	0	10c 0
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	11,700.	13	19,700.
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,048,378.	16	1,218,185.	
Liabilities	17 Accounts payable and accrued expenses	0	17	0
	18 Grants payable	5,000.	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	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	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	5,000.	26	0
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	1,043,378.	27	1,218,185.
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	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	1,043,378.	33	1,218,185.	
34 Total liabilities and net assets/fund balances	1,048,378.	34	1,218,185.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,225,949.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,051,142.
3	Revenue less expenses. Subtract line 2 from line 1	3	174,807.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,043,378.
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
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	1,218,185.

Part XII Financial Statements and Reporting

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

	Yes	No
1 Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	
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?	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

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

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

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

Name of the organization

ORIX FOUNDATION

Employer identification number

80-0339763

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?

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s).

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

For Paperwork Reduction Act Notice, see the Instructions for 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

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012; 15 Public support percentage from 2011; 16a 33 1/3% support test - 2012; 16b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; 17b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

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 ▶

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions)

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No 1545-0047

2012

Open to Public

Inspection

Name of the organization

ORIX FOUNDATION

Employer identification number

80-0339763

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
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	(b) Event #2	(c) Other events	(d) Total events
		DINNER (event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts	61,250.		61,250.
	2	Less Contributions	49,109.		49,109.
	3	Gross income (line 1 minus line 2)	12,141.		12,141.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	5,030.		5,030.
	7	Food and beverages	31,820.		31,820.
	8	Entertainment	42,236.		42,236.
	9	Other direct expenses	1,179.		1,179.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			
11	Net income summary. Combine line 3, column (d), and line 10				-68,124.

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))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No
7	Direct expense summary Add lines 2 through 5 in column (d)				()
8	Net gaming income summary Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain _____

10 a 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 ▶ -----

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public
Inspection

Employer identification number

80-0339763

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	ALLY'S HOUSE 4113 JUNIUS STREET DALLAS, TX 75246	75-2699807	501(C)(3)	10,000.				GENERAL SUPPORT
(2)	AMERICAN CANCER SOCIETY 8900 JOHN W. CARPENTER FWY DALLAS, TX 75247	75-6198499	501(C)(3)	9,461				GENERAL SUPPORT
(3)	ASSOCIATION FOR INDEPENDENT LIVING 2826 STOREY LANE DALLAS, TX 75220	75-1644612	501(C)(3)	10,000.				GENERAL SUPPORT
(4)	AUTISM SPEAKS 6380 LBJ FREEWAY SUITE 285 DALLAS, TX 75240	20-2329938	501(C)(3)	15,000.				GENERAL SUPPORT
(5)	BACK ON MY FEET 2425 N. CENTRAL EXPW STE 480 RICHARDSON, TX	26-2109809	501(C)(3)	6,920.				GENERAL SUPPORT
(6)	BARACK OBAMA MALE LEADERSHIP ACADEMY 4730 S. LANCASTER ROAD DALLAS, TX 75216	75-6001278	501(C)(3)	10,000.				GENERAL SUPPORT
(7)	BIG BROTHERS BIG SISTERS 450 E. JOHN CARPENTER FRWY IRVING, TX 75062	75-0800632	501(C)(3)	51,500.				GENERAL SUPPORT
(8)	BOYS AND GIRLS CLUB OF GREATER DALLAS 4816 WORTH STREET IRVING, TX 75246	75-1152657	501(C)(3)	25,000.				GENERAL SUPPORT
(9)	CAPTAIN HOPE'S KIDS 10555 NEWKIRK ST DALLAS, TX 75220	75-2284779	501(C)(3)	152,231.				GENERAL SUPPORT
(10)	CHRIST'S FOUNDRY PO BOX 29126 DALLAS, TX 75229	27-5012017	501(C)(3)	16,760.				GENERAL SUPPORT
(11)	CITY SQUARE 511 N. AKARD STREET DALLAS, TX 75201	75-2332948	501(C)(3)	10,000.				GENERAL SUPPORT
(12)	CLAYTON DABNEY FOUNDATION 6500 GREENVILLE STE 342 DALLAS, TX	75-2641482	501(C)(3)	10,000				GENERAL SUPPORT

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public
Inspection

Employer identification number

80-0339763

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	COLORADO COLLEGE P.O. BOX 1117 COLORADO SPRINGS, CO 80901	84-0402510	501(C)(3)	10,000.				GENERAL SUPPORT
(2)	COMMUNITY PARTNERS OF DALLAS 1215 SKILES STREET DALLAS, TX 75204	75-2468034	501(C)(3)	66,598.				GENERAL SUPPORT
(3)	CROSSROADS COMMUNITY SERVICES 1822 YOUNG ST. 2ND FLOOR DALLAS, TX 75201	75-0886445	501(C)(3)	34,500.				GENERAL SUPPORT
(4)	DALLAS ASTER SCHOOL NETWORK 2902 SWISS AVENUE DALLAS, TX 75204	76-0838983	501(C)(3)	20,000.				GENERAL SUPPORT
(5)	DALLAS CASA 2815 GASTON AVENUE DALLAS, TX 75226	75-1866204	501(C)(3)	59,413.				GENERAL SUPPORT
(6)	DALLAS COMMUNITY LIGHTHOUSE PO BOX 495787 GARLAND, TX 75049-5787	02-0653015	501(C)(3)	12,500.				GENERAL SUPPORT
(7)	DALLAS FURNITURE BANK 1417 UPLIFT DR STE 104 CARROLLTON, TX	48-1279673	501(C)(3)	15,050.				GENERAL SUPPORT
(8)	DALLAS HEARING FOUNDATION 7777 FOREST LN STE A-103 DALLAS, TX	75-2695561	501(C)(3)	15,000.				GENERAL SUPPORT
(9)	DALLAS URBAN DEBATE ALLIANCE PO BOX 670564 DALLAS, TX 75367	38-3785200	501(C)(3)	38,500.				GENERAL SUPPORT
(10)	FAMILY GATEWAY, INC. 711 SOUTH ST. PAUL ST DALLAS, TX 75201	75-2105579	501(C)(3)	57,117.				GENERAL SUPPORT
(11)	FAUSTINA ACADEMY 1621 WEST GRAUWYLER ROAD IRVING, TX 75061	71-0942139	501(C)(3)	7,000.				GENERAL SUPPORT
(12)	FOUNDATION FOR THE EDUCATION OF YOUNG WOMEN 2804 SWISS AVENUE DALLAS, TX 75204	47-0902114	501(C)(3)	22,000.				GENERAL SUPPORT

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

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

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

Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public
Inspection

Employer identification number

80-0339763

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	GENESIS WOMEN'S SHELTER 4411 LEMON AVENUE # 201 DALLAS, TX 75219	75-1881365	501(C)(3)	28,000.				GENERAL SUPPORT
(2)	GEORGE W. BUSH PRESIDENTIAL CENTER PO BOX 600610 DALLAS, TX 75205	20-4119317	501(C)(3)	50,000.				GENERAL SUPPORT
(3)	GOOD SHEPHERD COMMUNITY CENTER PO BOX 651424 DALLAS, TX 75212	75-1508644	501(C)(3)	10,000.				GENERAL SUPPORT
(4)	GUARD SUPPORT PO BOX 5225 BEVERLY, MA 01915	26-0508978	501(C)(3)	25,000.				GENERAL SUPPORT
(5)	HABITAT FOR HUMANITY 2800 NORTH HAMPTON ROAD DALLAS, TX 75212	75-2097161	501(C)(3)	10,000.				GENERAL SUPPORT
(6)	HEALING HANDS 1701 N COLLINS STE 240 RICHARDSON, TX	83-0489882	501(C)(3)	15,000.				GENERAL SUPPORT
(7)	HEROS FOR CHILDREN 5600 ROSS AVENUE DALLAS, TX 75080	75-2028254	501(C)(3)	10,000.				GENERAL SUPPORT
(8)	HOMELESS FAMILIES FOUNDATION 33 N GRUBB STREET COLUMBUS, OH 43215	31-1179492	501(C)(3)	10,000.				GENERAL SUPPORT
(9)	HONOR, COURAGE, COMMITMENT (HCC) 13607 NEUTRON ROAD DALLAS, TX 75212	32-0344375	501(C)(3)	10,000.				GENERAL SUPPORT
(10)	INTERFAITH HOUSING COALITION 5600 ROSS AVENUE DALLAS, TX 75206	75-2028254	501(C)(3)	14,400.				GENERAL SUPPORT
(11)	JUNIOR ACHIEVEMENT OF DALLAS, INC. 1201 EXECUTIVE DR WEST RICHARDSON, TX	75-0881589	501(C)(3)	20,000.				GENERAL SUPPORT
(12)	JUVENILE DIABETES RESEARCH FOUNDATION 9400 N CENTRAL EXPW DALLAS, TX	23-1907729	501(C)(3)	25,750.				GENERAL SUPPORT

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

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

Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2012

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Employer identification number

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Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Yes No

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	KAUFMAN COUNTY SENIOR CITIZENS PO BOX 836 - 200 S VIRGINIA TERRELL, TX	75-1701390	501(C)(3)	15,000.				GENERAL SUPPORT
(2)	LAUNCHABILITY 4350 SIGMA FARMERS BANCH, TX 75244	45-1838041	501(C)(3)	10,000.				GENERAL SUPPORT
(3)	LITERACY INSTRUCTION FOR TEXAS 2121 MAIN STREET SUITE 100 DALLAS, TX 75201	75-1095223	501(C)(3)	15,000.				GENERAL SUPPORT
(4)	MENLO ATHERTON HIGH SCHOOL FOUNDATION FOR T 555 MIDDLEFIELD ROAD ATHERTON, CA 94027	75-0800632	501(C)(3)	42,500.				GENERAL SUPPORT
(5)	NATIONAL CHURCH RESIDENCES 2335 NORTH BANK DRIVE COLUMBUS, OH 43220	31-0651750	501(C)(3)	9,778.				GENERAL SUPPORT
(6)	NETWORK 741 SOUTH SHERMAN ST RICHARDSON, TX	75-2060900	501(C)(3)	15,000.				GENERAL SUPPORT
(7)	NEW BEGINNING CENTER 218 NORTH TENTH STREET GARLAND, TX 75040	75-1884025	501(C)(3)	26,690.				GENERAL SUPPORT
(8)	NORTH TEXAS FOOD BANK 4202 DAN MORTON DRIVE DALLAS, TX 75236	75-1785357	501(C)(3)	70,650.				GENERAL SUPPORT
(9)	PEOPLE FUND 2801 SWISS AVE STE 120 DALLAS, TX	36-4536181	501(C)(3)	10,000.				GENERAL SUPPORT
(10)	PLAN OF NORTH TEXAS 13151 EMILY RD, STE 240 DALLAS, TX	75-2382809	501(C)(3)	25,100.				GENERAL SUPPORT
(11)	PROMISE HOUSE 224 WEST PAGE AVENUE DALLAS, TX 75208	75-2180083	501(C)(3)	122,256.				GENERAL SUPPORT
(12)	RAINBOW DAYS 8150 N CENTRAL EXPY # 1600 DALLAS, TX 75206	75-1844908	501(C)(3)	10,000.				GENERAL SUPPORT

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
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Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public
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Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	REAL SCHOOL GARDENS 503 BRYAN AVENUE FORT WORTH, TX 76107	20-5946552	501(C)(3)	15,000.				GENERAL SUPPORT
(2)	RETINA FOUNDATION OF THE SOUTHWEST 9600 N CENTRAL EXPY, STE 200 DALLAS, TX	51-0151514	501(C)(3)	50,000.				GENERAL SUPPORT
(3)	RISE SCHOOL 5923 ROYAL LANE DALLAS, TX 75230	75-2749017	501(C)(3)	10,000.				GENERAL SUPPORT
(4)	ROPARY CLUB OF DALLAS 1717 NORTH AKARD DALLAS, TX 75201	75-1098979	501(C)(3)	12,000.				GENERAL SUPPORT
(5)	SALESMANSHIP CLUB OF DALLAS 106 EAST TENTH STREET DALLAS, TX 75203	75-1855620	501(C)(3)	50,000.				GENERAL SUPPORT
(6)	SCHOLARSHOT FOUNDATION 4413 LARCHMONT AVENUE DALLAS, TX 75205	27-0232250	501(C)(3)	15,000.				GENERAL SUPPORT
(7)	ST. BALDRICK'S FOUNDATION 1333 S MAYFLOWER AVE, STE 400 MONROVIA, CA	20-11173824	501(C)(3)	5,149.				GENERAL SUPPORT
(8)	SUCCESSING AT WORK 1402 CORINTH STREET DALLAS, TX 75215	26-0081113	501(C)(3)	20,000.				GENERAL SUPPORT
(9)	SULLIVAN COUNTY SPCA 104 ROCK HILL DRIVE ROCK HILL, NY 12775	14-6027998	501(C)(3)	10,000.				GENERAL SUPPORT
(10)	TAG MAGNET HIGH SCHOOL 1201 E. 8TH ST, STE 216 DALLAS, TX		501(C)(3)	22,800.				GENERAL SUPPORT
(11)	TEXAS SCOTTISH RITE HOSPITAL 2222 WELBORN STREET DALLAS, TX 75219	75-0818178	501(C)(3)	20,000.				GENERAL SUPPORT
(12)	TEXAS WINDS MUSICAL OUTREACH 7038 HUNTERS' RIDGE DRIVE DALLAS, TX 75248	75-2131920	501(C)(3)	5,500.				GENERAL SUPPORT

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

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

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

Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

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80-0339763

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	THE FAMILY PLACE PO BOX 7999 DALLAS, TX 75209	75-1590896	501(C)(3)	12,500.				GENERAL SUPPORT
(2)	THE MIAMI UNIVERSITY FOUNDATION 725 E CHESTNUT STREET OXFORD, OH 45056	31-6026014	501(C)(3)	10,000.				GENERAL SUPPORT
(3)	THE STEMPOT 1835 YOUNG STREET DALLAS, TX 75201	75-6052623	501(C)(3)	70,400.				GENERAL SUPPORT
(4)	THE WELLINGTON SCHOOL 3650 REED ROAD COLUMBUS, OH 43220	31-0977200	501(C)(3)	5,550.				GENERAL SUPPORT
(5)	TOWN NORTH YMCA 601 NORTH AKARD STREET DALLAS, TX 75201	75-0800696	501(C)(3)	24,337.				GENERAL SUPPORT
(6)	UPPER ARLINGTON EDUCATION FOUNDATION 1950 NORTH MALLWAY UPPER ARLINGTON, OH	31-1156964	501(C)(3)	7,750.				GENERAL SUPPORT
(7)	USO PO BOX 613306 DEW AIRPORT, TX 75261	75-2133827	501(C)(3)	36,000.				GENERAL SUPPORT
(8)	VOGEL ALCOVE 7557 RAMBLER RD, STE 262 DALLAS, TX	75-2133827	501(C)(3)	35,200.				GENERAL SUPPORT
(9)	MESLEY-RANKIN COMMUNITY CENTER 3100 CROSSMAN DALLAS, TX 75212	75-0808775	501(C)(3)	15,000.				GENERAL SUPPORT
(10)	WILKINSON CENTER P.O. BOX 720248 DALLAS, TX 75372	75-2712117	501(C)(3)	30,250.				GENERAL SUPPORT
(11)	WISDOM'S HOPE 190 E STACY RD STE 306-192 ALLEN, TX	45-4577869	501(C)(3)	10,000.				GENERAL SUPPORT
(12)	YOUTH VILLAGE RESOURCES OF DALLAS 1508 E. LANGDON RD. DALLAS, TX 75241	30-0018778	501(C)(3)	25,000.				GENERAL SUPPORT

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

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

Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

ORIX FOUNDATION

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) RC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	ZERO_TO_FIVE_FUNDERS_COLLABORATIVE_OF_THE 3963 MAPLE AVE STE 390 DALLAS, TX	75-2890371	501(C)(3)	28,750.				GENERAL SUPPORT
(2)								
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(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 91

3 Enter total number of other organizations listed in the line 1 table 91

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 HARSHIP ASSISTANCE TO FORMER ORIX EMPLOYEES	1.	8,395.			
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

GRANTS TO ORGANIZATIONS

PART I, LINE 2

A PARTNER CHARITY MUST DEMONSTRATE A CURRENT NEED FOR FUNDS AND HISTORICALLY PRUDENT MANAGEMENT OF FUNDS AND PROGRAMS. THE CHARITY SHOULD DEMONSTRATE THAT ITS GENERAL AND ADMINISTRATIVE EXPENSES ARE COMPARABLE TO OR LESS THAN THOSE OF SIMILAR CHARITIES. WE LIKE TO CONSIDER THE IMPACT OF THE FUNDS - BOTH THE NUMBER OF INDIVIDUALS BENEFITTING FROM THE DONATION, AS WELL AS THE MANNER AND EXTENT TO WHICH THEY WILL BENEFIT. ORIX PREFERS DEVELOPING CHARITIES WITH MODEST FUNDRAISING CAPABILITIES, AND UNDERFUNDED CHARITIES, WHERE OUR DOLLARS

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

CAN MAKE THE GREATEST DIFFERENCE. A PARTNER CHARITY IS REQUIRED TO SUBMIT

AUDITED FINANCIAL STATEMENTS OR A COMPLETED FORM 990 TO ORIX FOUNDATION'S

EXECUTIVE COMMITTEE FOR REVIEW. ALSO, A MEMBER OF THE EXECUTIVE

COMMITTEE TYPICALLY PERFORMS A SITE VISIT TO ENSURE THE ORGANIZATION

APPEARS TO BE OPERATING ADEQUATELY AND AS INTENDED. ORIX FOUNDATION

FOLLOWS UP WITH PARTNER CHARITIES, EXPECTING THEM TO REPORT HOW FUNDS ARE

SPENT AND HOW SERVICES HAVE BEEN PROVIDED TO THE COMMUNITY.

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

GRANTS TO INDIVIDUALS

PART I, LINE 2

ORIX FOUNDATION ADMINISTERS AN EMERGENCY FINANCIAL HARDSHIP ASSISTANCE

PROGRAM TO PROVIDE EMERGENCY FINANCIAL ASSISTANCE TO INDIVIDUALS.

EMERGENCY FINANCIAL HARDSHIP INCLUDES ANY SITUATION RENDERING AN

INDIVIDUAL UNABLE TO MAINTAIN A MINIMUM STANDARD OF LIVING. RECIPIENTS

MAY USE GRANTS OR LOANS FROM THE FOUNDATION TO PAY FOR

REASONABLE/NECESSARY LIVING EXPENSES. THE APPLICANT MUST PROVIDE A

SUMMARY AND SUBMIT EVIDENCE TO SUBSTANTIATE LOSSES, THE PURPOSES FOR

WHICH HE OR SHE NEEDS FINANCIAL ASSISTANCE AND THE PROPOSED COSTS TO

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

COVER SUCH FINANCIAL NEED TO EVALUATE HIS OR HER APPLICATION INCLUDING,
 EVIDENCE OF SEARCHING, DOCTORS' NOTES AND PERSONAL FINANCIAL STATEMENTS.
 RECIPIENTS WILL BE REQUIRED TO PROVIDE A SUMMARY OF THOSE EXPENDITURES
 AND THE SUPPORTING DOCUMENTS WITHIN A REASONABLE TIME FOLLOWING THE DATE
 OF DISBURSEMENT. THE FOUNDATION WILL NOT PROVIDE FINANCIAL ASSISTANCE TO
 ANY PERSON WHERE A FAMILIAL RELATIONSHIP EXISTS BETWEEN AN OFFICER, A
 DIRECTOR, A KEY EMPLOYEE OF, OR A SUBSTANTIAL CONTRIBUTOR TO THE
 FOUNDATION. APPLICATION WILL BE SUBMITTED TO THE EMERGENCY FINANCIAL AID
 COMMITTEE (EFAC) OF THE FOUNDATION ON A "BLIND BASIS", MEANING THAT ALL
 PERSONAL IDENTIFYING INFORMATION WILL HAVE BEEN REDACTED, SO THAT THE

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

EFAC WILL BE UNABLE TO IDENTIFY THE APPLICANT. DECISIONS ON APPLICATIONS

WILL BE MADE BY AN AFFIRMATIVE VOTE BY A MAJORITY OF MEMBERS ON THE

FOUNDATION'S INDEPENDENT EFAC.

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.

PAGE 6. PART VI. QUESTION 2 EXPLANATION:

BUSINESS RELATIONSHIP: ELIZABETH DAANE

PAGE 6. PART VI. SECTION B. QUESTION 11B EXPLANATION:

THE ORGANIZATION ENGAGES AN OUTSIDE ACCOUNTING FIRM EXPERIENCED IN PREPARATION OF FORM 990 TO REVIEW THE ORGANIZATION'S FORM 990. THE TREASURER WILL REVIEW THE RETURN PRIOR TO FILING THE RETURN. AN ELECTRONIC COPY OF THE FINAL FORM 990 IS THEN PROVIDED ON THE ORIX INTRANET WITH ELECTRONIC NOTIFICATION FOR THE BOARD OF DIRECTORS PRIOR TO FILING THE TAX RETURN.

PAGE 6. PART VI. SECTION B. QUESTION 12C EXPLANATION:

IN CONNECTION WITH ANY ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, AN INTERESTED PERSON MUST DISCLOSE THE EXISTENCE OF HIS OR HER FINANCIAL INTEREST AND ALL MATERIAL FACTS TO THE DIRECTORS AND MEMBERS OR COMMITTEES WITH BOARD DELEGATED POWERS CONSIDERING THE PROPOSED TRANSACTION OR ARRANGEMENT.

AFTER DISCLOSURE OF THE FINANCIAL INTEREST AND ALL MATERIAL FACTS, AND AFTER ANY DISCUSSION WITH THE INTERESTED PERSON, HE OR SHE SHALL LEAVE THE BOARD OR COMMITTEE MEETING WHILE THE DETERMINATION OF A CONFLICT OF INTEREST IS DISCUSSED AND VOTED UPON BY THE REMAINING BOARD OR COMMITTEE MEMBERS.

Name of the organization ORIX FOUNDATION	Employer identification number 80-0339763
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IF THE REMAINING BOARD OR COMMITTEE MEMBERS DETERMINE A CONFLICT OF INTEREST EXISTS, THE CHAIRPERSON OF THE BOARD OR COMMITTEE SHALL, IF APPROPRIATE, APPOINT A DISINTERESTED PERSON OR COMMITTEE TO INVESTIGATE ALTERNATIVES TO THE PROPOSED TRANSACTION OR ARRANGEMENT.

AFTER EXERCISING DUE DILIGENCE, THE BOARD OR COMMITTEE SHALL DETERMINE WHETHER THE FOUNDATION CAN OBTAIN A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT WITH REASONABLE EFFORTS FROM A PERSON OR ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST. IF A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT IS NOT REASONABLY ATTAINABLE UNDER CIRCUMSTANCES THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST, THE BOARD OR COMMITTEE SHALL DETERMINE BY MAJORITY VOTE OF THE DISINTERESTED DIRECTORS WHETHER THE TRANSACTION OR ARRANGEMENT IS IN THE BEST INTEREST OF THE FOUNDATION AND WHETHER THE TRANSACTION IS FAIR AND REASONABLE TO THE FOUNDATION AND SHALL MAKE ITS DECISION AS TO WHETHER TO ENTER INTO THE TRANSACTION OR ARRANGEMENT IN CONFORMITY WITH SUCH DETERMINATION.

PAGE 6. PART VI. SECTION B. QUESTION 15 EXPLANATION:

THE ORGANIZATION DOES NOT HAVE ANY OFFICERS OR KEY EMPLOYEES THAT ARE COMPENSATED. AS SUCH, A PROCESS FOR DETERMINING COMPENSATION OF TOP MANAGEMENT IS NOT REQUIRED.

PAGE 6. PART VI. SECTION C. QUESTION 19 EXPLANATION:

THE PUBLIC CAN MAKE A REQUEST FOR THE DOCUMENTS AT THE ORIX FOUNDATION OFFICES.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

ORIX FOUNDATION

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.

2012

Open to Public
Inspection

Employer identification number
80-0339763

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

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.)

(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) Disproportionate allocation?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) ORIX USA CORPORATION 1717 MAIN STREET, SUITE 900 DALLAS, TX 75201 13-3095268	COMM. FINANCE	TX	N/A	C CORP	0	0			
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

Part VII **Supplemental Information**

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

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

• If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

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

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

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

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

Part I only

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

to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions ORIX FOUNDATION	Employer identification number (EIN) or 80-0339763
	Number, street, and room or suite no. If a P O box, see instructions 1717 MAIN STREET, STE 900 City, town or post office, state, and ZIP code. For a foreign address, see instructions DALLAS, TX 75201	Social security number (SSN)

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► ELIZABETH DAANE

Telephone No ► 214-237-2335

FAX No ►

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► calendar year 20 ____ or
► tax year beginning 04/01, 20 12, and ending 03/31, 20 13

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

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

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

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print <small>File by the due date for filing your return See instructions</small>	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	ORIX FOUNDATION	80-0339763
	Number, street, and room or suite no If a P O box, see instructions	Social security number (SSN)
	1717 MAIN STREET, STE 900	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	DALLAS, TX 75201	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ELIZABETH DAANE
Telephone No 214-237-2335 FAX No _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 02/15, 20 14

5 For calendar year _____, or other tax year beginning 04/01, 20 12, and ending 03/31, 20 13

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN.

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

Signature and Verification must be completed for Part II only.

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

Signature Title Date