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2013

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Form 990

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

► Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.

► Information about Form 990 and its instructions is at www.irs.gov/form990

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

| | | | |
|--|--|------------|--|
| B Check if applicable | C Name of organization HALF THE SKY FOUNDATION | | D Employer identification number 95-4714047 |
| <input type="checkbox"/> Address change | Doing Business As | | |
| <input type="checkbox"/> Name change | | | |
| <input type="checkbox"/> Initial return | Number and street (or P O box if mail is not delivered to street address) 715 HEARST AVENUE | Room/suite | E Telephone number (510) 525-3377 |
| <input type="checkbox"/> Terminated | | | |
| <input checked="" type="checkbox"/> Amended return | City or town, state or province, country, and ZIP or foreign postal code BERKELEY, CA 94710 | | |
| <input type="checkbox"/> Application pending | | | G Gross receipts \$ 7,328,899 |

| | | |
|---|--|--|
| F Name and address of principal officer JENNY BOWEN 715 HEARST AVENUE SUITE 200 BERKELEY, CA 94710 | | H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| | | H(b) Are all subordinates included? If "No," attach a list (see instructions) |
| | | H(c) Group exemption number ► |

| | | |
|---|--------------------------|------------------------------|
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | L Year of formation 1998 | M State of legal domicile CA |
|---|--------------------------|------------------------------|

Part I Summary

| | | |
|--|----|----|
| 1 Briefly describe the organization's mission or most significant activities HALF THE SKY ("HTS") WAS CREATED IN ORDER TO ENRICH THE LIVES AND ENHANCE THE PROSPECTS FOR ORPHANED CHILDREN IN CHINA | | |
| 2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets | | |
| 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 11 |
| 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 10 |
| 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) | 5 | 20 |
| 6 Total number of volunteers (estimate if necessary) | 6 | 21 |
| 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 0 |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b | 0 |

| | | |
|---|----------------------|------------------------|
| 8 Contributions and grants (Part VIII, line 1h) | Prior Year 7,949,773 | Current Year 7,276,830 |
| 9 Program service revenue (Part VIII, line 2g) | 0 | 0 |
| 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 3,836 | 2,967 |
| 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | -32,795 | -54,933 |
| 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 7,920,814 | 7,224,864 |

| | | |
|--|-----------|-----------|
| 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0 | 0 |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | 0 | 0 |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 2,535,300 | 2,399,793 |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | 0 | 0 |
| b Total fundraising expenses (Part IX, column (D), line 25) ► 483,562 | | |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 5,829,948 | 4,600,017 |
| 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 8,365,248 | 6,999,810 |
| 19 Revenue less expenses Subtract line 18 from line 12 | -444,434 | 225,054 |

| | | |
|--|-------------------------------------|-----------------------|
| 20 Total assets (Part X, line 16) | Beginning of Current Year 2,132,309 | End of Year 2,166,804 |
| 21 Total liabilities (Part X, line 26) | 405,283 | 208,643 |
| 22 Net assets or fund balances Subtract line 21 from line 20 | 1,727,026 | 1,958,161 |

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 JENNY BOWEN CEO Type or print name and title | 2014-11-12 Date |
|-----------|--|--------------------|

| | | | | | |
|------------------------|---|----------------------|------|---|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name John Woodhull | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN P01305268 |
| | Firm's name ► CROWE HORWATH LLP | | | Firm's EIN ► | |
| | Firm's address ► 400 CAPITOL MALL SUITE 1400 SACRAMENTO, CA 958144434 | | | Phone no (916) 441-1000 | |

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III **1 Briefly describe the organization's mission**

HALF THE SKY (HTS) WAS CREATED IN 1998 IN ORDER TO ENRICH THE LIVES OF ORPHANED CHILDREN IN CHINA. WE PROVIDE MODEL PROGRAMS AND CAREGIVER TRAINING DESIGNED TO OFFER LOVING, FAMILY-LIKE CARE TO CHILDREN OF ALL AGES AND ABILITIES. IT IS OUR GOAL TO ENSURE THAT EVERY ORPHANED CHILD HAS A CARING ADULT IN HER LIFE AND A CHANCE AT A BRIGHT FUTURE.

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

Yes No

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

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

Yes No

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 2,296,975 including grants of \$ 0) (Revenue \$ 0)

HALF THE SKY FOUNDATION PARTNERS WITH LOCAL GOVERNMENT AND AS OF 12/31/2013, OPERATED PROGRAMS IN 51 WELFARE INSTITUTIONS IN 24 PROVINCES, HIRED A TOTAL OF 1,251 NANNIES, TEACHERS AND FIELD SUPERVISORS, STATIONED 15 CHILD DEVELOPMENT EXPERTS IN 15 PROVINCES IN CHINA WHO ARE PROVIDING SUPPORT AND MENTORING FOR HALF THE SKY-INSPIRED PROGRAMS BEING ESTABLISHED THROUGHOUT THOSE PROVINCES. PROGRAMS LOCATED IN GOVERNMENT-RUN SOCIAL WELFARE INSTITUTIONS IN CHINA AND AT THE CHINA CARE HOME IN BEIJING HAVE TO DATE PROVIDED NURTURING, MEDICAL CARE AND EDUCATIONAL OPPORTUNITIES FOR OVER 70,000 ORPHANED CHILDREN

4b (Code) (Expenses \$ 967,133 including grants of \$ 0) (Revenue \$ 0)

THROUGH THE RAINBOW PROGRAM, AN INTEGRATED NATIONAL TRAINING PROGRAM, HALF THE SKY FOUNDATION CONDUCTED 159 TRAINING SESSIONS IN 18 OF THE COUNTRY'S 31 PROVINCES AND MUNICIPALITIES, TRAINING 5,446 CHILD WELFARE WORKERS AND ADMINISTRATORS FROM 350 WELFARE INSTITUTIONS IN PARTNERSHIP WITH CHINA CENTER FOR CHILDREN'S WELFARE AND ADOPTION, THROUGH THE FOUNDATION'S RAINBOW PROGRAM IS, OVER SIX YEARS, TRAINING EVERY CAREGIVER WORKING IN CHINA'S ORPHANAGES ABOUT HOW TO PROVIDE THE NURTURING CARE THAT IS THE HALLMARK OF ITS FIVE PROGRAMS IN CHINA. THE FOUNDATION ALSO CONDUCTED TRAINING IN BEIJING FOR ITS CHILD DEVELOPMENT EXPERTS TO ENHANCE THEIR ABILITY TO SPREAD THE FOUNDATION'S WORK THROUGHOUT THE PROVINCES WHERE THEY WORK, CONDUCTED 2 TRAININGS FOR PROGRAM STAFF THAT FOCUSED ON EXPANDING KNOWLEDGE OF QUALITY CRITERIA FOR 4 FOUNDATION PROGRAMS, MET AT HALF THE SKY FOUNDATION INSTITUTIONS IN TIANJIN AND GUANGZHOU WHERE STAFF OBSERVED PROGRAMS USING ESTABLISHED CRITERIA, RATED THE PROGRAMS, AND THEN MET AFTERWARD TO DISCUSS THEIR RATINGS AND ADDRESS QUESTIONS, PROVIDED ONSITE TRAINING BY THE SPECIAL NEEDS DIRECTOR AT THE ZHENGZHOU SOCIAL WELFARE INSTITUTION FOR ITS NEW SPECIAL EDUCATION CLASS FOR SCHOOL AGE CHILDREN, AND DEVELOPED 1JIAREN, AN ONLINE LEARNING COMMUNITY FOR CAREGIVERS WORKING IN CHINESE ORPHANAGES ALL OVER THE COUNTRY

4c (Code) (Expenses \$ 835,707 including grants of \$ 0) (Revenue \$ 0)

HALF THE SKY FOUNDATION PROVIDES MEDICAL CARE AND NURTURING PRE-AND-POST OPERATIVE CARE AT THE CHINA CARE HOME (CCH) IN BEIJING. IN 2013, CCH REPORTED 283 NEW ADMISSIONS AND 273 SURGERIES. ALSO DURING 2013, THE FOUNDATION RAN A VOLUNTEER PROGRAM FOR 33 CHINA CARE CLUB (CCC) MEMBERS FROM 16 HIGH SCHOOLS AND COLLEGES IN THE U.S. AND CANADA AND 18 HIGH SCHOOLERS ADOPTED FROM CHINA WHO SPENT TWO WEEKS PLAYING WITH AND HELPING TO CARE FOR THE CHILDREN AT THE CHINA CARE HOME (CCH)

(Code) (Expenses \$ 1,973,055 including grants of \$ 0) (Revenue \$ 0)

DURING 2013, HALF THE SKY FOUNDATION SPONSORED 1,264 CHILDREN IN 265 FOSTER FAMILIES THROUGH THE FAMILY VILLAGE PROGRAM THAT PARTNERS WITH LOCAL GOVERNMENTS TO RENOVATE APARTMENTS, PROVIDE FURNISHINGS, AND A STIPEND AND ONGOING TRAINING FOR FOSTER PARENTS. THE FOUNDATION PROVIDED TUITION, SCHOOL FEES, MENTORING, AND FUNDS FOR MUSIC, DANCE, COMPUTER, AND ART CLASSES, ETC. FOR 488 YOUTH AND RAN A DIGITAL PUBLISHING AND NEW MEDIA TRAINING WORKSHOP IN BEIJING FOR 30 TEENAGERS AND YOUNG ADULTS THROUGH THE YOUTH SERVICES PROGRAM. THE PROGRAM PROVIDES INDIVIDUALIZED LEARNING OPPORTUNITIES FOR OLDER CHILDREN WHO REMAIN IN THE INSTITUTIONS

4d Other program services (Describe in Schedule O)

(Expenses \$ 1,973,055 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses ► 6,072,870

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

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

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

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

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

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

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.
- 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
- 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
- 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
- e** Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part 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 XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

12b 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

13 Is the organization a school described in section 170(b)(1)(A)(II)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

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

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV

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)

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

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

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

| | Yes | No |
|------------|-----|----|
| 1 | Yes | |
| 2 | Yes | |
| 3 | | No |
| 4 | | No |
| 5 | | |
| 6 | | No |
| 7 | | No |
| 8 | | No |
| 9 | | No |
| 10 | Yes | |
| 11a | Yes | |
| 11b | | No |
| 11c | | No |
| 11d | Yes | |
| 11e | Yes | |
| 11f | Yes | |
| 12a | | No |
| 12b | Yes | |
| 13 | | No |
| 14a | Yes | |
| 14b | Yes | |
| 15 | | No |
| 16 | | No |
| 17 | | No |
| 18 | Yes | |
| 19 | | No |
| 20a | | No |
| 20b | | |

Part IV Checklist of Required Schedules (continued)

| | | | | |
|-----|---|-----|-----|----|
| 21 | Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II | 21 | | No |
| 22 | Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III | 22 | | No |
| 23 | Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J | 23 | Yes | |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a | 24a | | No |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | | |
| c | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | | |
| d | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | | |
| 25a | Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I | 25a | | No |
| b | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I | 25b | | No |
| 26 | Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II | 26 | | No |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III | 27 | | No |
| 28 | Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | 28a | | No |
| a | A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | 28b | Yes | |
| b | A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | 28c | | No |
| c | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV | 29 | Yes | |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M | 30 | | No |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M | 31 | | No |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I | 32 | | No |
| 32 | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II | 33 | | No |
| 33 | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I | 34 | Yes | |
| 34 | Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 | 35a | Yes | |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)? | 35b | Yes | |
| b | If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 | 36 | | No |
| 36 | Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 | 37 | | No |
| 37 | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI | 38 | Yes | |
| 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 | | | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

| | | Yes | No |
|--|------------|-----|----|
| 1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . . | 1a | 3 | |
| b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable | 1b | 0 | |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . | | | |
| 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . . | 2a | 20 | |
| b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) | | | |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . | | | |
| b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . . | | | |
| 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . | | | |
| b If "Yes," enter the name of the foreign country <u>CH, HK, UK</u> See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts | | | |
| 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . | | | |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | | |
| c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . . | | | |
| 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . . | | | |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . | | | |
| 7 Organizations that may receive deductible contributions under section 170(c). | | | |
| a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . | | | |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . | | | |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . | | | |
| d If "Yes," indicate the number of Forms 8282 filed during the year | 7d | | |
| e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . | | | |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . | | | |
| g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . | | | |
| h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . | | | |
| 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . | | | |
| 9 Sponsoring organizations maintaining donor advised funds. | | | |
| a Did the organization make any taxable distributions under section 4966? . . . | | | |
| b Did the organization make a distribution to a donor, donor advisor, or related person? . . . | | | |
| 10 Section 501(c)(7) organizations. Enter | | | |
| a Initiation fees and capital contributions included on Part VIII, line 12 . . . | 10a | | |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | | |
| 11 Section 501(c)(12) organizations. Enter | | | |
| a Gross income from members or shareholders . . . | 11a | | |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . . | 11b | | |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | | |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | | | |
| a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O | | | |
| b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | 13b | | |
| c Enter the amount of reserves on hand | 13c | | |
| 14a Did the organization receive any payments for indoor tanning services during the tax year? . . . | | | |
| b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . | | | |

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

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

| | | | Yes | No |
|----|---|----|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year | 1a | 11 | |
| | If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O | | | |
| b | Enter the number of voting members included in line 1a, above, who are independent | 1b | 10 | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | 2 | | No |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | 3 | | No |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | | No |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | 5 | | No |
| 6 | Did the organization have members or stockholders? | 6 | | No |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | 7a | | No |
| b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | 7b | | No |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | 8a | Yes | |
| a | The governing body? | 8b | Yes | |
| b | Each committee with authority to act on behalf of the governing body? | 9 | | No |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | | |

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

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

Section C. Disclosure

| | | |
|----|---|--|
| 17 | List the States with which a copy of this Form 990 is required to be filed | AL, AK, AZ, AR, CA, CO, CT, FL, GA, IL, KS, KY, LA, ME, MD, MA, MI, MN, NH, NJ, NM, NY, NC, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI |
| 18 | Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply | <input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O) |
| 19 | Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year | |
| 20 | State the name, physical address, and telephone number of the person who possesses the books and records of the organization | JENNY BOWEN 715 HEARST AVENUE SUITE 200 BERKELEY, CA 94710 (510) 525-3377 |

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line 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, or 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 Employee Compensated | Former | | | |
| (1) ELLEN ELIASOPH SECRETARY - PARTIAL YEAR | 5 00 | X | | X | | | | 0 | 0 | 0 |
| (2) GAETANO RUSSO CHAIRMAN | 5 00 | X | | X | | | | 0 | 0 | 0 |
| (3) JENNY BOWEN CEO | 40 00 5 00 | X | | X | | | | 289,000 | 0 | 13,455 |
| (4) DANA JOHNSON DIRECTOR | 5 00 | X | | | | | | 0 | 0 | 0 |
| (5) F CHAPMAN TAYLOR DIRECTOR | 5 00 | X | | | | | | 0 | 0 | 0 |
| (6) JOE LONGO DIRECTOR | 5 00 | X | | | | | | 0 | 0 | 0 |
| (7) MATT DALIO DIRECTOR | 5 00 | X | | | | | | 0 | 0 | 0 |
| (8) MELISSA MA DIRECTOR | 5 00 | X | | | | | | 0 | 0 | 0 |
| (9) PETER BENNETT DIRECTOR | 5 00 | X | | | | | | 0 | 0 | 0 |
| (10) PETER LIGHTE DIRECTOR | 5 00 5 00 | X | | | | | | 0 | 0 | 0 |
| (11) STEPHEN CHIPMAN DIRECTOR | 5 00 | X | | | | | | 0 | 0 | 0 |
| (12) TIM HUXLEY DIRECTOR | 5 00 5 00 | X | | | | | | 0 | 0 | 0 |
| (13) CARMA ELLIOTT EXECUTIVE DIRECTOR, CHINA - PARTIAL YEAR | 40 00 | | | X | | | | 38,687 | 0 | 1,810 |
| (14) CAROL KEMBLE GLOBAL DIRECTOR OF DEVELOPMENT | 40 00 | | | | X | | | 110,150 | 0 | 11,947 |
| (15) JANICE N COTTON CHIEF PROGRAM OFFICER | 40 00 | | | | X | | | 105,900 | 0 | 3,177 |
| (16) SANDY WANG CHIEF TECHNOLOGY OFFICER | 40 00 | | | | X | | | 144,200 | 0 | 8,638 |

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

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **►4**

| | 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> | 3 | No |
| 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> | 4 | Yes |
| 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> | 5 | No |

Section B. Independent Contractors

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

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII

| | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512-514 |
|--|--|----------------------|--|---|---|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a Federated campaigns | 1a 54,525 | | | |
| | b Membership dues | 1b | | | |
| | c Fundraising events | 1c 445,632 | | | |
| | d Related organizations | 1d | | | |
| | e Government grants (contributions) | 1e | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f 6,776,673 | | | |
| | g Noncash contributions included in lines 1a-1f \$ | | 37,959 | | |
| | h Total. Add lines 1a-1f | | 7,276,830 | | |
| Program Service Revenue | 2a | Business Code | | | |
| | b | | 0 | | |
| | c | | 0 | | |
| | d | | 0 | | |
| | e | | 0 | | |
| | f All other program service revenue | | 0 | 0 | 0 |
| | g Total. Add lines 2a-2f | | 0 | | |
| | 3 Investment income (including dividends, interest, and other similar amounts) | | 2,967 | | 2,967 |
| 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) | 0 | 0 | | | |
| 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) | 0 | 0 | | | |
| d Net gain or (loss) | | | 0 | | |
| 8a Gross income from fundraising events (not including \$ 445,632 of contributions reported on line 1c) See Part IV, line 18 | | | | | |
| b Less direct expenses | a 35,540 | | | | |
| c Net income or (loss) from fundraising events | b 98,199 | | -62,659 | | -62,659 |
| 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 | a 13,562 | | | | |
| c Net income or (loss) from sales of inventory | b 5,836 | | 7,726 | | 7,726 |
| Miscellaneous Revenue | | Business Code | | | |
| 11a | | | 0 | | |
| b | | | 0 | | |
| c | | | 0 | | |
| d All other revenue | | 0 | 0 | 0 | 0 |
| e Total. Add lines 11a-11d | | 0 | | | |
| 12 Total revenue. See Instructions | | 7,224,864 | 0 | 0 | -51,966 |

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 or note to any line 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 | 0 | | | |
| 2 Grants and other assistance to individuals in the United States See Part IV, line 22 | 0 | | | |
| 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 . . . | 342,952 | 191,725 | 113,420 | 37,807 |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . | 100,000 | 100,000 | | |
| 7 Other salaries and wages | 1,595,023 | 1,209,212 | 97,983 | 287,828 |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . | 33,110 | 23,952 | 3,041 | 6,117 |
| 9 Other employee benefits . . . | 219,917 | 197,323 | 19,016 | 3,578 |
| 10 Payroll taxes . . . | 108,791 | 75,630 | 12,745 | 20,416 |
| 11 Fees for services (non-employees) | | | | |
| a Management . . . | 0 | | | |
| b Legal . . . | 20,253 | | 20,253 | |
| c Accounting . . . | 76,560 | 4,310 | 72,250 | |
| 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 | 0 | 0 | 0 |
| 12 Advertising and promotion . . . | 0 | | | |
| 13 Office expenses . . . | 34,819 | 221 | 16,774 | 17,824 |
| 14 Information technology . . . | 244,612 | 234,733 | | 9,879 |
| 15 Royalties . . . | 0 | | | |
| 16 Occupancy . . . | 156,833 | 95,417 | 61,416 | |
| 17 Travel . . . | 104,487 | 61,594 | 12,345 | 30,548 |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . | 0 | | | |
| 19 Conferences, conventions, and meetings . . . | 365,172 | 365,172 | | |
| 20 Interest . . . | 0 | | | |
| 21 Payments to affiliates . . . | 0 | | | |
| 22 Depreciation, depletion, and amortization . . . | 7,653 | 7,653 | | |
| 23 Insurance . . . | 15,302 | 5,167 | 9,678 | 457 |
| 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 NANNIES, TEACHERS AND SUPERVISORS | 2,296,975 | 2,296,975 | | |
| b SURGERY AND NURTURING CARE | 835,707 | 835,707 | | |
| c YOUTH STIPENDS, TUITION & WORKSHOP | 107,065 | 107,065 | | |
| d FAMILY VILLAGE | 32,094 | 32,094 | | |
| e All other expenses | 302,485 | 228,920 | 4,457 | 69,108 |
| 25 Total functional expenses. Add lines 1 through 24e | 6,999,810 | 6,072,870 | 443,378 | 483,562 |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720) | 0 | | | |

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X

| | | (A) Beginning of year | (B) End of year | | |
|---|--|---------------------------------|---------------------------|------------|-------|
| Assets | 1 Cash—non-interest-bearing | 168,903 | 1 | 785,728 | |
| | 2 Savings and temporary cash investments | 602,548 | 2 | 390,867 | |
| | 3 Pledges and grants receivable, net | 162,050 | 3 | 75,000 | |
| | 4 Accounts receivable, net | 4,534 | 4 | 1,243 | |
| | 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 | | | 7 | |
| | 8 Inventories for sale or use | 68,090 | 8 | 65,528 | |
| | 9 Prepaid expenses and deferred charges | 139,501 | 9 | 35,811 | |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 168,298 | | | |
| | b Less accumulated depreciation | 158,399 | 16,335 | 10c | 9,899 |
| | 11 Investments—publicly traded securities | | | 11 | |
| | 12 Investments—other securities See Part IV, line 11 | | 0 | 12 | 0 |
| | 13 Investments—program-related See Part IV, line 11 | | 0 | 13 | 0 |
| | 14 Intangible assets | | | 14 | |
| 15 Other assets See Part IV, line 11 | 970,348 | 15 | 802,728 | | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 2,132,309 | 16 | 2,166,804 | | |
| Liabilities | 17 Accounts payable and accrued expenses | 395,835 | 17 | 203,653 | |
| | 18 Grants payable | | 18 | | |
| | 19 Deferred revenue | | 19 | | |
| | 20 Tax-exempt bond liabilities | | 20 | | |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | | 21 | | |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | | 0 | 22 | 0 |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D | 9,448 | 25 | 4,990 | |
| | 26 Total liabilities. Add lines 17 through 25 | 405,283 | 26 | 208,643 | |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | | |
| | 27 Unrestricted net assets | 130,670 | 27 | 13,499 | |
| | 28 Temporarily restricted net assets | 1,596,356 | 28 | 1,944,662 | |
| | 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 | 1,727,026 | 33 | 1,958,161 | |
| | 34 Total liabilities and net assets/fund balances | 2,132,309 | 34 | 2,166,804 | |

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

| | | | |
|----|---|----|-----------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 7,224,864 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 6,999,810 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | 225,054 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 1,727,026 |
| 5 | Net unrealized gains (losses) on investments | 5 | 6,081 |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 0 |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 1,958,161 |

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

| | Yes | No |
|---|-----|-----|
| 1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" 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 | No |
| 2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | 2b | Yes |
| 2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | 2c | Yes |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? 3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | 3a | No |
| | 3b | |

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support**

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

2013**Open to Public
Inspection**Department of the
Treasury
Internal Revenue Service

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

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**Name of the organization**
HALF THE SKY FOUNDATION**Employer identification number**

95-4714047

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

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

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

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

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

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

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

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

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

| (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 | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | |

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|-----------|-----------|-----------|-----------|-----------|------------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") | 6,202,955 | 5,595,743 | 7,571,771 | 7,949,773 | 7,276,830 | 34,597,072 |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | 0 |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | 0 |
| 4 Total. Add lines 1 through 3 | 6,202,955 | 5,595,743 | 7,571,771 | 7,949,773 | 7,276,830 | 34,597,072 |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | 3,958,664 |
| 6 Public support. Subtract line 5 from line 4 | | | | | | 30,638,408 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|-----------|-----------|-----------|-----------|-----------|------------|
| 7 Amounts from line 4 | 6,202,955 | 5,595,743 | 7,571,771 | 7,949,773 | 7,276,830 | 34,597,072 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 27,555 | 32,879 | 11,279 | 3,836 | 2,967 | 78,516 |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | 0 |
| 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) | 38,189 | 35,562 | 47,865 | 99,530 | 49,102 | 270,248 |
| 11 Total support (Add lines 7 through 10) | | | | | | 34,945,836 |
| 12 Gross receipts from related activities, etc (see instructions) | | | | | 12 | 0 |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|---|----|----------|
| 14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) | 14 | 87 670 % |
| 15 Public support percentage for 2012 Schedule A, Part II, line 14 | 15 | 90 920 % |
| 16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization | | ►✓ |
| b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization | | ►✓ |
| 17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | ►✓ |
| b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | ►✓ |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | ►✓ |

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) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (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) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (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 501(c)(3) organization, check this box and stop here ► | | | | | | |

Section C. Computation of Public Support Percentage

| | |
|---|----|
| 15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) | 15 |
| 16 Public support percentage from 2012 Schedule A, Part III, line 15 | 16 |

Section D. Computation of Investment Income Percentage

| | |
|---|----|
| 17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) | 17 |
| 18 Investment income percentage from 2012 Schedule A, Part III, line 17 | 18 |
| 19a 33 1/3% support tests—2013. 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—2012. 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. 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.)**Facts And Circumstances Test**

| Return Reference | Explanation |
|--|---|
| Schedule A, Part II, Line 10, Other Income | DESCRIPTION - OTHER INCOME, COLUMN A - 2620, COLUMN B - 0, COLUMN C - 0, COLUMN D - 0, COLUMN E - 0, COLUMN F - 2620, DESCRIPTION - FUNDRAISING INCOME, COLUMN A - 2564, COLUMN B - 9866, COLUMN C - 30852, COLUMN D - 49906, COLUMN E - 35540, COLUMN F - 128728, DESCRIPTION - SALES OF INVENTORY, COLUMN A - 33005, COLUMN B - 25696, COLUMN C - 17013, COLUMN D - 49624, COLUMN E - 13562, COLUMN F - 138900, |

SCHEDULE D
(Form 990)**Supplemental Financial Statements**

OMB No 1545-0047

2013

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions. ► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Open to Public InspectionDepartment of the Treasury
Internal Revenue Service**Name of the organization**
HALF THE SKY FOUNDATION**Employer identification number**

95-4714047

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

| | (a) Donor advised funds | (b) Funds and other accounts |
|--|-------------------------|------------------------------|
| 1 Total number at end of year | | |
| 2 Aggregate contributions to (during year) | | |
| 3 Aggregate grants from (during year) | | |
| 4 Aggregate value at end of year | | |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

| | |
|---|------------|
| (i) Revenues included in Form 990, Part VIII, line 1 | ► \$ _____ |
| (ii) Assets included in Form 990, Part X | ► \$ _____ |
| 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items | |
| a Revenues included in Form 990, Part VIII, line 1 | ► \$ _____ |
| b Assets included in Form 990, Part X | ► \$ _____ |

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

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

| | |
|---|---|
| a <input type="checkbox"/> Public exhibition | d <input type="checkbox"/> Loan or exchange programs |
| b <input type="checkbox"/> Scholarly research | e <input type="checkbox"/> Other |
| c <input type="checkbox"/> Preservation for future generations | |

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

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

| | Amount |
|-----------|---------------|
| 1c | |
| 1d | |
| 1e | |
| 1f | |

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

| | (a) Current year | (b) Prior year | b (c) Two years back | (d) Three years back | (e) Four years back |
|---|------------------|----------------|----------------------|----------------------|---------------------|
| 1a Beginning of year balance | 52,802 | 645,724 | 1,198,767 | 1,022,845 | 793,545 |
| b Contributions | 10,092 | 12,039 | 11,234 | 65,782 | 70,695 |
| c Net investment earnings, gains, and losses | 6,246 | 3,962 | 58,532 | 110,140 | 158,605 |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 69,140 | 608,923 | 622,809 | | |
| f Administrative expenses | | | | | |
| g End of year balance | 0 | 52,802 | 645,724 | 1,198,767 | 1,022,845 |

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

a Board designated or quasi-endowment ► 100 000 %

b Permanent endowment ► 0 %

c Temporarily restricted endowment ► 0 %

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

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

| | Yes | No |
|---------------|------------|-----------|
| 3a(i) | | |
| 3a(ii) | | |

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

3b

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| | Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|-------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | | 0 |
| b Buildings | | | | | 0 |
| c Leasehold improvements | | | | | 0 |
| d Equipment | | 142,079 | 136,709 | | 5,370 |
| e Other | | 26,219 | 21,690 | | 4,529 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | | 9,899 |

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|-----------------------|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| Other | | |
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| Total (Column (b) must equal Form 990, Part X, col. (B), line 12.) | | |

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.) 8

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

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

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information

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

| Return Reference | Explanation |
|--|---|
| Schedule D, Part V, Line 4, Intended uses of endowment funds | THE ENDOWMENT FUND IS EARMARKED AS A SAFETY NET TO ENSURE FUNDING OF LONG TERM COMMITMENTS THAT HALF THE SKY (HTS) HAS MADE IN THE EVENT THAT HTS DOES NOT CONTINUE IN ITS OWN RIGHT OR CANNOT MEET ITS LONG TERM OBLIGATIONS. THE INVESTMENT OBJECTIVES FOR THE ENDOWMENT ARE TWO-FOLD: TO ALLOW FOR REAL GROWTH OF ENDOWMENT ASSETS WHILE PROVIDING SUFFICIENT FUNDS TO CONTRIBUTE TO CURRENT OPERATIONS. THE POLICY IS THEREFORE TO INVEST FOR TOTAL RETURN (INCOME PLUS APPRECIATION). HTS MAY ANNUALLY DISTRIBUTE 5% OF THE ENDOWMENT'S TOTAL ASSET VALUE AS OF THE LAST DAY OF THE PREVIOUS FISCAL YEAR. THIS RATE OF SPENDING CAN BE ADJUSTED WITH ACTION BY THE FULL BOARD OF DIRECTORS. INVESTMENT DECISIONS ARE MADE WITH THE EXPECTATION THAT THE TOTAL REAL RETURN (RETURN NET OF INFLATION) FROM INVESTMENTS SHOULD EXCEED THE ENDOWMENT'S PAY-OUT RATE, THUS ALLOWING FOR REAL GROWTH OF INVESTMENT ASSETS. |
| Schedule D, Part X, Line 2, FIN 48 (ASC 740) footnote | THE FOUNDATION HAS BEEN RECOGNIZED AS AN ORGANIZATION EXEMPT FROM TAX PURSUANT TO INTERNAL REVENUE CODE SECTION 501(C)(3) AND CLASSIFIED BY THE INTERNAL REVENUE SERVICE AS OTHER THAN A PRIVATE FOUNDATION, AND HAS BEEN RECOGNIZED BY THE CALIFORNIA FRANCHISE TAX BOARD AS EXEMPT FROM CALIFORNIA FRANCHISE TAXES UNDER REVENUE AND TAXATION CODE SECTION 23701(D). ASIA LTD HAS BEEN GRANTED TAX EXEMPT STATUS BY THE HONG KONG INLAND REVENUE DEPARTMENT. UK LTD HAS BEEN GRANTED TAX EXEMPT STATUS BY UK HM REVENUE & CUSTOMS. THE FOUNDATION IS ALSO QUALIFIED AS A CHARITABLE FUND ("ANBI") IN THE NETHERLANDS FOR TAX PURPOSES. CURRENT ACCOUNTING STANDARDS REQUIRE THE FOUNDATION TO DISCLOSE THE AMOUNT OF POTENTIAL BENEFIT OR OBLIGATION TO BE REALIZED AS A RESULT OF AN EXAMINATION PERFORMED BY A TAXING AUTHORITY FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012. MANAGEMENT HAS DETERMINED THAT THE FOUNDATION DOES NOT HAVE ANY TAX POSITIONS THAT RESULT IN ANY UNCERTAINTIES REGARDING THE POSSIBLE IMPACT ON THE FOUNDATION'S FINANCIAL STATEMENTS. THE FOUNDATION IS NO LONGER SUBJECT TO EXAMINATION BY TAXING AUTHORITIES FOR YEARS BEFORE 2008. THE FOUNDATION DOES NOT EXPECT THE TOTAL AMOUNT OF UNRECOGNIZED TAX BENEFITS TO SIGNIFICANTLY CHANGE IN THE NEXT 12 MONTHS. THE FOUNDATION RECOGNIZES INTEREST AND/OR PENALTIES RELATED TO INCOME TAX MATTERS IN INCOME TAX EXPENSE. THE FOUNDATION DID NOT HAVE ANY AMOUNTS ACCRUED FOR INTEREST AND PENALTIES AT DECEMBER 31, 2013 AND 2012. |
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Part XIII **Supplemental Information (continued)**

| Return Reference | Explanation |
|------------------|-------------|
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2013

Open to Public
InspectionSCHEDULE F
(Form 990)

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

► Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.Department of the Treasury
Internal Revenue Service

Name of the organization

HALF THE SKY FOUNDATION

Employer identification number

95-4714047

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

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

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

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

| (a) Region | (b) Number of offices in the region | (c) Number of employees, agents, and independent contractors in region | (d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in region | (f) Total expenditures for and investments in region |
|---|-------------------------------------|--|---|--|--|
| (1) EAST ASIA AND THE PACIFIC | 1 | 23 | PROGRAM SERVICES | OPERATES PROGRAMS IN STATE-RUN ORPHANAGES | 4,469,607 |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| 3a Sub-total | | | | | |
| b Total from continuation sheets to Part I | | | | | |
| c Totals (add lines 3a and 3b) | 1 | 23 | | | 4,469,607 |

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

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

Schedule F (Form 990) 2013

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Region | (c) Number of recipients | (d) Amount of cash grant | (e) Manner of cash disbursement | (f) Amount of non-cash assistance | (g) Description of non-cash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
|---------------------------------|------------|--------------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
| (1) | | | | | | | |
| (2) | | | | | | | |
| (3) | | | | | | | |
| (4) | | | | | | | |
| (5) | | | | | | | |
| (6) | | | | | | | |
| (7) | | | | | | | |
| (8) | | | | | | | |
| (9) | | | | | | | |
| (10) | | | | | | | |
| (11) | | | | | | | |
| (12) | | | | | | | |
| (13) | | | | | | | |
| (14) | | | | | | | |
| (15) | | | | | | | |
| (16) | | | | | | | |
| (17) | | | | | | | |
| (18) | | | | | | | |

Part IV Foreign Forms

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

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

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

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

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

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

Part V Supplemental Information

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

990 Schedule F, Supplemental Information

| Return Reference | Explanation |
|---|-----------------------------------|
| Schedule F, Part I, Line 3, Method to account for expenditures on org 's financial statements | EAST ASIA AND THE PACIFIC ACCRUAL |

990 Schedule F, Supplemental Information

| Return Reference | Explanation |
|---|-----------------------------------|
| Schedule F, Part I, Line 3, Method to account for expenditures on org 's financial statements | EAST ASIA AND THE PACIFIC ACCRUAL |

2013

Open to Public
InspectionSCHEDULE G
(Form 990 or 990-EZ)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.

► Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.Department of the Treasury
Internal Revenue ServiceName of the organization
HALF THE SKY FOUNDATION

Employer identification number

95-4714047

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 <input type="checkbox"/> Mail solicitations | e <input type="checkbox"/> Solicitation of non-government grants |
| b <input type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input type="checkbox"/> In-person solicitations | |

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 |
|---|---------------|--|----|-----------------------------------|--|---|
| 1 | | Yes | No | | | |
| | | | | | | |
| 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 (add col (a) through col (c)) |
|----|---|-------------------------------|-------------------------------|---------------------|--|
| | | CHICAGO EVENT (event type) | JPMORGAN GOLF (event type) | 3 (total number) | |
| 1 | Gross receipts . . . | 224,958 | 131,101 | 125,113 | 481,172 |
| 2 | Less Contributions . . . | 217,458 | 106,901 | 121,273 | 445,632 |
| 3 | Gross income (line 1 minus line 2) . . . | 7,500 | 24,200 | 3,840 | 35,540 |
| 4 | Cash prizes . . . | | | | 0 |
| 5 | Noncash prizes . . . | | | | 0 |
| 6 | Rent/facility costs . . . | 13,963 | 22,429 | | 36,392 |
| 7 | Food and beverages . . . | 19,577 | 7,946 | | 27,523 |
| 8 | Entertainment . . . | 725 | | | 725 |
| 9 | Other direct expenses . . . | 6,108 | 22,774 | 4,677 | 33,559 |
| 10 | Direct expense summary Add lines 4 through 9 in column (d) | | | | (98,199) |
| 11 | Net income summary Subtract line 10 from line 3, column (d) | | | | -62,659 |

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 | | | | |
| 2 | Cash prizes | | | | |
| 3 | Non-cash prizes | | | | |
| 4 | Rent/facility costs | | | | |
| 5 | Other direct expenses | | | | |
| 6 | Volunteer labor | <input type="checkbox"/> Yes % <input type="checkbox"/> No | <input type="checkbox"/> Yes % <input type="checkbox"/> No | <input type="checkbox"/> Yes % <input type="checkbox"/> No | |
| 7 | Direct expense summary Add lines 2 through 5 in column (d) | | | | |
| 8 | Net gaming income summary Subtract line 7 from line 1, column (d) | | | | |

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

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

b If "No," explain _____

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

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? Yes No

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

13 Indicate the percentage of gaming activity operated in

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

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

Name ► _____

Address ► _____

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

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

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

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer

Employee

Independent contractor

17 Mandatory distributions

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

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

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

Return Reference

Explanation

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue ServiceFor certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

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

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.**2013****Open to Public
Inspection**Name of the organization
HALF THE SKY FOUNDATION

Employer identification number

95-4714047

Part I Questions Regarding Compensation**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

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

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

| | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization**a** Receive a severance payment or change-of-control payment?**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**c** Participate in, or receive payment from, an equity-based compensation arrangement?

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

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of**a** The organization?**b** Any related organization?

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

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

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

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

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

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

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

| (A) Name and Title | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|---|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) JENNY BOWEN CEO | (i) 239,000 (ii) 0 | (i) 50,000 (ii) 0 | (i) 0 (ii) 0 | (i) 7,650 (ii) 0 | (i) 5,805 (ii) 0 | (i) 302,455 (ii) 0 | (i) 0 (ii) 0 |
| (2) SANDY WANG CHIEF TECHNOLOGY OFFICER | (i) 144,200 (ii) 0 | (i) 0 (ii) 0 | (i) 0 (ii) 0 | (i) 4,326 (ii) 0 | (i) 4,312 (ii) 0 | (i) 152,838 (ii) 0 | (i) 0 (ii) 0 |

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
Also complete this part for any additional information

| Return Reference | Explanation |
|--|--|
| Schedule J, Part I, Line 1a, Housing allowance or residence for personal use | THE ORGANIZATION PROVIDED A HOUSING ALLOWANCE TO THE EXECUTIVE DIRECTOR FOR THE CHINA OFFICE LOCATION THE EXECUTIVE DIRECTOR IN CHINA IS NOT COMPENSATED IN US DOLLARS AND IS NOT SUBJECT TO TAXATION IN THE US HER COMPENSATION IS, HOWEVER, APPROVED BY THE BOARD OF DIRECTORS OF THE ORGANIZATION |
| Schedule J, Part I, Line 1b, Written policy regarding payment or reimbursement of expenses | A WRITTEN POLICY IS NOT IN PLACE AT THIS TIME FOR THE HOUSING ALLOWANCE THAT IS PROVIDED TO THE ONE EMPLOYEE LOCATED IN CHINA THIS BENEFIT IS SOLELY PROVIDED TO THIS ONE INDIVIDUAL AT THIS TIME AND HER COMPENSATION IS APPROVED BY THE BOARD OF DIRECTORS OF THE ORGANIZATION |

Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.
► Information about Schedule L (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.

Name of the organization
HALF THE SKY FOUNDATION

Employer identification number

95-4714047

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

| 1 | (a) Name of disqualified person | (b) Relationship between disqualified person and organization | (c) Description of transaction | | (d) Corrected? | |
|---|---------------------------------|---|--------------------------------|----|----------------|----|
| | | | Yes | No | Yes | No |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ➤ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

Part III Grants or Assistance Benefitting Interested Persons.

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

Part IV Business Transactions Involving Interested Persons.

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

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|-------------------------------|---|---------------------------|--|---|----|
| | | | | Yes | No |
| (1) RICHARD BOWEN | HUSBAND OF CEO | 100,000 | COMPENSATION AS AN EMPLOYEE - DIRECTOR,STRATEGIC INITIATIVES | | No |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference

Explanation

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2013

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service►Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.

► Attach to Form 990.

►Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.Name of the organization
HALF THE SKY FOUNDATION

Employer identification number

95-4714047

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|--|----------------------------------|--|---|--|
| 1 Art—Works of art | X | 4 | 835 | COST |
| 2 Art—Historical treasures | | | | |
| 3 Art—Fractional interests | | | | |
| 4 Books and publications | X | | 477 | COST |
| 5 Clothing and household goods | X | | 2,692 | COST |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities—Publicly traded | | | | |
| 10 Securities—Closely held stock | | | | |
| 11 Securities—Partnership, LLC, or trust interests | | | | |
| 12 Securities—Miscellaneous | | | | |
| 13 Qualified conservation contribution—Historic structures | | | | |
| 14 Qualified conservation contribution—Other | | | | |
| 15 Real estate—Residential | | | | |
| 16 Real estate—Commercial | | | | |
| 17 Real estate—Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | X | 2 | 199 | COST |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ► (ACCESSORY) | X | 6 | 453 | COST |
| 26 Other ► (ACCOMMODATION) | X | 22 | 5,750 | COST |
| 27 Other ► (ENTERTAINMENT TICKET) | X | 21 | 3,983 | COST |
| 28 Other ► (FORMULA AND DIAPER) | X | 1,695 | 11,965 | COST |
| Other ► (LESSON TICKET) | X | 7 | 3,745 | COST |
| Other ► (RESTAURANT TICKET) | X | 5 | 2,347 | COST |
| Other ► (AIR TICKET) | X | 8 | 5,513 | COST |
| 29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement | 29 | | | 0 |

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

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

| Return Reference | Explanation |
|---|--|
| SCHEDULE M, PART I, EXPLANATIONS OF REPORTING METHOD FOR NUMBER OF CONTRIBUTIONS | ART - WORKS OF ART NUMBER OF ITEMS RECEIVED FOOD INVENTORY NUMBER OF ITEMS RECEIVED OTHER ACCESSORY - NUMBER OF ITEMS RECEIVED OTHER ACCOMMODATION - NUMBER OF ITEMS RECEIVED OTHER ENTERTAINMENT TICKET- NUMBER OF ITEMS RECEIVED OTHER FORMULA AND DIAPER -NUMBER OF ITEMS RECEIVED OTHER LESSON TICKET- NUMBER OF ITEMS RECEIVED OTHER RESTAURANT TICKET- NUMBER OF ITEMS RECEIVED OTHER AIR TICKET- NUMBER OF ITEMS RECEIVED |
| Schedule M, part I, column (b), Line 1, Number of contributions or items contributed | |
| Schedule M, part I, column (b), Line 4, Number of contributions or items contributed | |
| Schedule M, part I, column (b), Line 5, Number of contributions or items contributed | |
| Schedule M, part I, column (b), Line 19, Number of contributions or items contributed | |

2013

Open to Public
Inspection**SCHEDULE O**
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.

► Attach to Form 990 or 990-EZ.

► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.Name of the organization
HALF THE SKY FOUNDATION

Employer identification number

95-4714047

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|--|---|
| Form 990, Part VI, Sec B, Line 11b, Review of form 990 by governing body | |
| Form 990, Part VI, Sec B, Line 12c, Conflict of interest policy | ALL NEW AND EXISTING BOARD MEMBERS AND OFFICERS ARE REQUIRED TO UPDATE THE CONFLICT OF INTEREST FORM ANNUALLY. THESE ARE REVIEWED BY THE BOARD AS WELL AS THE EXECUTIVE DIRECTOR. IF A CONFLICT OF INTEREST EXISTS, THE DIRECTOR SHALL LEAVE THE MEETING WHILE THE TRANSACTION IS DISCUSSED AND SHALL NOT VOTE ON THE ISSUE |
| Form 990, Part VI, Sec B, Line 15a, Process to establish compensation of top management official | THE BOARD MEMBERS CONDUCT AN ANNUAL REVIEW BY INTERVIEWING BOARD AND DIRECT REPORTS. THE BASIS FOR SALARY COMPENSATION IS DERIVED FROM TWO SOURCES: CENTER FOR NONPROFIT MANAGEMENT COMPENSATION & BENEFITS SURVEY AND CHARITY NAVIGATOR OR CHRONICLE OF PHILANTHROPY SURVEYS. AFTER THE BOARD VOTES ON THE RECOMMENDATIONS MADE BY THE COMPENSATION COMMITTEE, THE COMMITTEE MEETS WITH THE EMPLOYEE, SHARES THE REVIEW AND CONVEYS THE BOARD-APPROVED COMPENSATION FOR THE UPCOMING YEAR. |
| Form 990, Part VI, Sec B, Line 15b, Process to establish compensation of other employees | USING THE SAME PROCESS AS DESCRIBED IN THE NARRATIVE FOR PART VI, LINE 15A, THE BOARD OF DIRECTORS ALSO REVIEW AND APPROVE THE COMPENSATION OF EXECUTIVE DIRECTOR, CARMA ELLIOTT, WHO IS BASED IN BEIJING CHINA AND TERMINATED ON FEBRUARY 20, 2013. |
| Form 990, Part VI, Sec C, Line 19, Required documents available to the public | THE FINANCIAL STATEMENTS AND THE FORM 990 ARE POSTED ON HALF THE SKY FOUNDATION'S WEBSITE, WHILE THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST. |
| FORM 990, PART XII, LINE 1, AMENDED - METHOD OF ACCOUNTING | THE METHOD OF ACCOUNTING IS BEING CHANGED TO ACCRUAL |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=ACCESSORY |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=ACCOMMODATION |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=ENTERTAINMENT TICKET |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=FORMULA AND DIAPER |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=LESSON TICKET |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=RESTAURANT TICKET |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=AIR TICKET |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=ACCESSORY |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=ACCOMMODATION |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=ENTERTAINMENT TICKET |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=FORMULA AND DIAPER |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=LESSON TICKET |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=RESTAURANT TICKET |
| Schedule M, part I, column (b), Line other, Number of contributions or items contributed | OTHER=AIR TICKET |

SCHEDULE R **(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
HALF THE SKY FOUNDATION

Employer identification number

95-4714047

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on 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 |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

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

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

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

| | Yes | No |
|----|-----|----|
| 1a | | No |
| 1b | | No |
| 1c | | No |
| 1d | | No |
| 1e | | No |
| 1f | | No |
| 1g | | No |
| 1h | | No |
| 1i | | No |
| 1j | | No |
| 1k | | No |
| 1l | | No |
| 1m | | No |
| 1n | | No |
| 1o | Yes | |
| 1p | | No |
| 1q | | No |
| 1r | | No |
| 1s | Yes | |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|--------------------------------------|-------------------------------|------------------------|--|
| (1) HALF THE SKY FOUNDATION ASIA LTD | O | 141,261 | COST |
| (2) HALF THE SKY FOUNDATION ASIA LTD | S | 1,820,839 | COST |
| | | | |
| | | | |
| | | | |
| | | | |

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

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

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

Schedule R (Form 990) 2013