

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

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

A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20

B Check if applicable:

<input type="checkbox"/>	Address change
<input type="checkbox"/>	Name change
<input type="checkbox"/>	Initial return
<input type="checkbox"/>	Terminated
<input checked="" type="checkbox"/>	Amended return
<input type="checkbox"/>	Application pending

C Name of organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

Room/suite

1200 PRESIDENT CLINTON AVENUE

City or town, state or country, and ZIP + 4

LITTLE ROCK, AR 72201

F Name and address of principal officer: ANDREW KESSEL

1200 PRESIDENT CLINTON AVE LITTLE ROCK, AR 72201

D Employer identification number

31-1580204

E Telephone number

(501) 748-0471

G Gross receipts \$ 56,640,301.

H(a) Is this a group return for affiliates? ☐ Yes ☒ NoH(b) Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number

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

J Website: WWW.CLINTONFOUNDATION.ORG

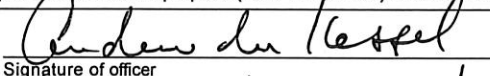
K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ☐ L Year of formation: 1997 M State of legal domicile: AR


Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities:		
		WORKS TO IMPROVE GLOBAL HEALTH AND WELLNESS, INCREASE OPPORTUNITY FOR WOMEN AND GIRLS, REDUCE CHILDHOOD OBESITY, CREATE ECONOMIC OPPORTUNITY AND GROWTH AND HELP COMMUNITIES ADDRESS THE EFFECTS OF CLIMATE CHANGE.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	3.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	2.
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	275.
	6	Total number of volunteers (estimate if necessary)	6	400.
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	1,050,393.
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	-180,700.
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	65,232,759.	49,937,264.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	399,737.	1,165,721.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	68,305.	516,051.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,619,752.	2,970,315.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	67,320,553.	54,589,351.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	10,011,225.	8,091,488.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	18,382,051.	18,438,574.
	16b	Total fundraising expenses (Part IX, column (D), line 25) 5,251,268.	183,000.	204,179.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	31,709,273.	29,614,417.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	60,285,549.	56,348,658.
	19	Revenue less expenses. Subtract line 18 from line 12	7,035,004.	-1,759,307.
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	197,890,114.	225,703,274.
	22	Net assets or fund balances. Subtract line 21 from line 20.	10,261,131.	42,113,239.
			187,628,983.	183,590,035.

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		Date	11/16/15
	Signature of officer		
	Andrew M. Kessel, CFO		
	Type or print name and title		

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	MICHAEL WOLFE		11/16/2015		P01888810
	Firm's name BKD, LLP			EIN	
	Firm's address P.O. BOX 3667 LITTLE ROCK, AR 72203-3667			Phone no. 501-372-1040	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2012)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒ **X****1** Briefly describe the organization's mission:

THE CLINTON FOUNDATION WORKS TO IMPROVE GLOBAL HEALTH AND WELLNESS,
 INCREASE OPPORTUNITY FOR WOMEN AND GIRLS, REDUCE CHILDHOOD OBESITY,
 CREATE ECONOMIC OPPORTUNITY AND GROWTH, AND HELP COMMUNITIES ADDRESS
 THE EFFECTS OF CLIMATE CHANGE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☒ **X** 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 ☒ **X** 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 \$ 6,019,000. including grants of \$ 1,014,646.) (Revenue \$ 0)

CLINTON GIUSTRA SUSTAINABLE GROWTH INITIATIVE SEE SCHEDULE O FOR FURTHER DETAILS

4b (Code:) (Expenses \$ 14,025,000. including grants of \$ 0) (Revenue \$ 0)

THE CLINTON CLIMATE INITIATIVE SEE SCHEDULE O FOR FURTHER DETAILS

4c (Code:) (Expenses \$ 7,931,000. including grants of \$ 398,267.) (Revenue \$ 169,701.)

CLINTON PRESIDENTIAL CENTER SEE SCHEDULE O FOR FURTHER DETAILS

4d Other program services (Describe in Schedule O.)

(Expenses \$ 17,774,074. including grants of \$ 6,678,575.) (Revenue \$ 3,309,366.)

4e Total program service expenses ► 45,749,074.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Form **990** (2012)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☒ X

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 78		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 275		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X	
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
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?	7a	X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
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?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
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?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
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?	12a		
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.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI. ☒ **X****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 3		
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 2		
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		X
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		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6 Did the organization have members or stockholders?	6		X
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		X
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		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	X	
b Each committee with authority to act on behalf of the governing body?	8b		X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► ATTACHMENT 1

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ 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: ► ANDREW KESSEL 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201 501-748-0471

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☒ **X****Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BRUCE R LINDSEY CEO/CHAIR	50.00 5.00	X		X				348,646.	0	27,535.
(2) TERRENCE MCAULIFFE DIRECTOR	2.00 2.00	X						0	0	0
(3) CHELSEA V. CLINTON VICE CHAIR	30.00 5.00	X						0	0	0
(4) ANDREW KESSEL CFO	45.00 5.00			X				168,310.	0	28,481.
(5) STEPHANIE S STREETT EXECUTIVE DIRECTOR	50.00			X				129,700.	0	26,293.
(6) MARK GUNTON CEO, CGSGI	50.00			X				225,369.	0	30,085.
(7) SCOTT TAITEL COO OF CGSGI	50.00					X		173,874.	0	24,877.
(8) THERESE SHERIDAN HR DIRECTOR	50.00					X		148,462.	0	24,014.
(9) DENNIS CHENG CDO	50.00					X		206,014.	0	19,432.
(10) VALERIE ALEXANDER MARKETING DIRECTOR	50.00					X		144,300.	0	27,629.
(11) MARK DUNKELMAN SENIOR FELLOW	50.00					X		135,750.	0	25,245.
(12)										
(13)										
(14)										

Part VII	Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees <i>(continued)</i>
-----------------	--

[illegible]

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	26
---	---	----

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 2		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 6		

Part VIII Statement of Revenue

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

☒ X

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a 123,208.				
	b	Membership dues	1b				
	c	Fundraising events	1c 8,076,510.				
	d	Related organizations	1d 12,678,524.				
	e	Government grants (contributions) . .	1e 3,866,187.				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f 25,192,835.				
	g	Noncash contributions included in lines 1a-1f: \$	261,678.				
	h	Total. Add lines 1a-1f		49,937,264.			
	Program Service Revenue				Business Code		
2a		PROGRAM REVENUE FROM AFFILIATES	900099	500,000.	500,000.		
b		CDI INCOME	900099	315,045.	315,045.		
c		LIBRARY ADMISSIONS	900099	138,243.	138,243.		
d		LIBRARY ACOUSTIGUIDE RENTALS	900099	31,458.	31,458.		
e		CHDI INCOME	900099	26,152.	26,152.		
f		All other program service revenue		154,823.	154,823.		
g		Total. Add lines 2a-2f		1,165,721.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		60,308.			60,308.
	4	Income from investment of tax-exempt bond proceeds . . .		0			
	5	Royalties		0			
			(i) Real (ii) Personal				
	6a	Gross rents					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0			
			(i) Securities (ii) Other				
	7a	Gross amount from sales of assets other than inventory	1,002,039.	7,743.			
	b	Less: cost or other basis and sales expenses	554,039.				
	c	Gain or (loss)	448,000.	7,743.			
	d	Net gain or (loss)		455,743.	7,743.		448,000.
	8a	Gross income from fundraising events (not including \$ 8,076,510. of contributions reported on line 1c). See Part IV, line 18	a 121,653.				
	b	Less: direct expenses	b 544,334.				
	c	Net income or (loss) from fundraising events		-422,681.			-422,681.
	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 2,002,970.				
b	Less: cost of goods sold	b 952,577.					
c	Net income or (loss) from sales of inventory		1,050,393.		1,050,393.		
Miscellaneous Revenue			Business Code				
11a	SPEECH REVENUE	900099	1,482,088.	1,482,088.			
b	PRESIDENTIAL CENTER REVENUE	900099	1,000,402.	1,000,402.			
c	PROGRAM INVESTMENTS	900099	-179,533.	-179,533.			
d	All other revenue	900099	39,646.	39,646.			
e	Total. Add lines 11a-11d		2,342,603.				
12	Total revenue. See instructions		54,589,351.	3,516,067.	1,050,393.	85,627.	

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response to any question in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	6,655,750.	6,655,750.		
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	1,435,738.	1,435,738.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	984,419.	374,447.	609,972.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	13,451,109.	9,458,619.	2,250,569.	1,741,921.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	545,187.	493,792.	48,228.	3,167.
9 Other employee benefits	2,100,664.	1,534,152.	398,304.	168,208.
10 Payroll taxes	1,357,195.	1,001,556.	219,375.	136,264.
11 Fees for services (non-employees):				
a Management	0			
b Legal	374,834.	195,184.	179,650.	
c Accounting	513,051.	40,326.	472,725.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	204,179.			204,179.
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.)	5,653,777.	4,436,522.	401,727.	815,528.
12 Advertising and promotion	1,164,391.	1,102,472.	46,434.	15,485.
13 Office expenses	1,238,810.	1,077,353.	14,250.	147,207.
14 Information technology	661,925.	472,791.	62,918.	126,216.
15 Royalties	0			
16 Occupancy	1,899,214.	1,685,180.	146,119.	67,915.
17 Travel	4,568,450.	3,250,026.	148,819.	1,169,605.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	986,750.	473,200.		513,550.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	4,314,822.	4,253,921.	44,107.	16,794.
23 Insurance	477,990.	383,175.	83,861.	10,954.
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 PROVISION FOR UNCOL. PLEDGES	721,861.	721,861.		
b OTHER PROGRAM EXPENSES	4,295,622.	4,295,622.		
c CLOTHING	34,465.	34,465.		
d				
e All other expenses	2,708,455.	2,372,922.	221,258.	114,275.
25 Total functional expenses. Add lines 1 through 24e	56,348,658.	45,749,074.	5,348,316.	5,251,268.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0	1	0
	2 Savings and temporary cash investments	66,674,712.	2	89,498,607.
	3 Pledges and grants receivable, net	15,321,589.	3	8,610,879.
	4 Accounts receivable, net	370,614.	4	569,780.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	805,084.	8	1,473,836.
	9 Prepaid expenses and deferred charges	63,060.	9	90,136.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 139,455,208.		
	b Less: accumulated depreciation	10b 30,061,132.		
		112,014,959.	10c	109,394,076.
	11 Investments - publicly traded securities	474,991.	11	274,991.
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	2,165,105.	13	1,363,066.
	14 Intangible assets	0	14	0
15 Other assets. See Part IV, line 11	0	15	14,427,903.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	197,890,114.	16	225,703,274.	
Liabilities	17 Accounts payable and accrued expenses	2,329,116.	17	4,021,194.
	18 Grants payable	0	18	0
	19 Deferred revenue	438,673.	19	984,288.
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	104,234.	23	74,985.
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	7,389,108.	25	37,032,772.
	26 Total liabilities. Add lines 17 through 25	10,261,131.	26	42,113,239.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	159,276,096.	27	159,044,754.
	28 Temporarily restricted net assets	28,102,887.	28	24,295,281.
	29 Permanently restricted net assets	250,000.	29	250,000.
	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	187,628,983.	33	183,590,035.
	34 Total liabilities and net assets/fund balances	197,890,114.	34	225,703,274.

Form **990** (2012)

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	54,589,351.
2	Total expenses (must equal Part IX, column (A), line 25)	2	56,348,658.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,759,307.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	187,628,983.
5	Net unrealized gains (losses) on investments	5	-55,934.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-2,223,707.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	183,590,035.

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

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 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?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

Form **990** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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.

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

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

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

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

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

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2012

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	101,406,541.	126,979,554.	136,869,303.	65,232,759.	49,937,264.	480,425,421.
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.	101,406,541.	126,979,554.	136,869,303.	65,232,759.	49,937,264.	480,425,421.
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).						66,539,280.
6 Public support. Subtract line 5 from line 4.						413,886,141.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	101,406,541.	126,979,554.	136,869,303.	65,232,759.	49,937,264.	480,425,421.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,779,487.	364,211.	52,088.	68,423.	60,308.	3,324,517.
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.) . ATCH. 1	1,457,152.	5,774,084.	2,530,765.	5,329,830.	2,464,256.	17,556,087.
11 Total support. Add lines 7 through 10.						501,306,025.
12 Gross receipts from related activities, etc. (see instructions)					12	5,666,518.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	82.56 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	82.48 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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

UNUSUAL GRANTS

SCHEDULE A, PART II, SECTION A, LINE 1

2008: \$82,740,318

2009: \$115,397,489

2010: NONE

2011: NONE

2012: NONE

=====

TOTAL: \$198,137,807

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
INVENTORY SALES	1,025,628.	1,847,883.	706,998.			3,580,509.
MISCELLANEOUS	320,049.	384,201.	77,199.	21,287.	39,646.	842,382.
FUNDRAISING REVENUE	111,475.	3,542,000.	730,865.	3,252,600.	121,653.	7,758,593.
SPEECH REVENUE			1,134,443.	978,464.	1,482,088.	3,594,995.
PRESIDENTIAL CENTER REVENUE				1,138,822.	1,000,402.	2,139,224.
PARTNERSHIP REVENUE			-118,740.	-61,343.	-179,533.	-359,616.
TOTALS	<u>1,457,152.</u>	<u>5,774,084.</u>	<u>2,530,765.</u>	<u>5,329,830.</u>	<u>2,464,256.</u>	<u>17,556,087.</u>

Schedule of Contributors

OMB No. 1545-0047

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

2012

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(03) (enter number) organization

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

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization **BILL, HILLARY & CHELSEA CLINTON FOUNDATION**

Employer identification number

31-1580204

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 6,188,329.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 1,025,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 8,975,872.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **BILL, HILLARY & CHELSEA CLINTON FOUNDATION**

Employer identification number

31-1580204

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 3,484,726.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8		\$ 1,219,190.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9		\$ 3,702,652.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **BILL, HILLARY & CHELSEA CLINTON FOUNDATION**

Employer identification number

31-1580204

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

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

Name of organization **BILL, HILLARY & CHELSEA CLINTON FOUNDATION**Employer identification number
31-1580204**Part III** **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ 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)? ☐ Yes ☐ 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 ▶ \$ _____

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

Schedule D (Form 990) 2012

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

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

- a** ☐ Public exhibition **d** ☐ Loan or exchange programs
b ☐ Scholarly research **e** ☐ Other _____
c ☐ Preservation for future generations

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

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

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 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 Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

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	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	267,491.	304,026.	260,804.	233,301.	227,051.
b Contributions					50,000.
c Net investment earnings, gains, and losses	24,811.	-36,535.	43,222.	27,503.	-43,750.
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	292,302.	267,491.	304,026.	260,804.	233,301.

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

- a** Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ 85.0000 %
c Temporarily restricted endowment ▶ 15.0000 %

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
(i) unrelated organizations	3a(i) <input type="checkbox"/>	<input checked="" type="checkbox"/>
(ii) related organizations	3a(ii) <input type="checkbox"/>	<input checked="" type="checkbox"/>

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. 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		943,690.		943,690.
b Buildings		130,486,258.	26,743,876.	103,742,382.
c Leasehold improvements				
d Equipment		3,177,733.	1,182,809.	1,994,924.
e Other		4,847,527.	2,134,447.	2,713,080.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				109,394,076.

Schedule D (Form 990) 2012

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) _____		
(2) _____		
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►		

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

(a) Description	(b) Book value
(1) BEN. INT. - RELATED ORG.	2,330,345.
(2) FUNDS DUE FROM RELATED ORG.	12,097,558.
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	14,427,903.

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) FUNDS HELD FOR BENEFIT OF REL. ORG.	37,032,772.	
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		
(11) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	37,032,772.	

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

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

1	Total revenue, gains, and other support per audited financial statements	1	234,169,266.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-55,934.
b	Donated services and use of facilities	2b	5,245,518.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	173,299,692.
e	Add lines 2a through 2d	2e	178,489,276.
3	Subtract line 2e from line 1	3	55,679,990.
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	-1,090,639.
c	Add lines 4a and 4b	4c	-1,090,639.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	54,589,351.

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

1	Total expenses and losses per audited financial statements	1	226,636,573.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	5,245,518.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	169,042,397.
e	Add lines 2a through 2d	2e	174,287,915.
3	Subtract line 2e from line 1	3	52,348,658.
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	4,000,000.
c	Add lines 4a and 4b	4c	4,000,000.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	56,348,658.

Part XIII Supplemental Information

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

INTENDED USES OF ENDOWMENT FUNDS

FORM 990, SCHEDULE D, PART V, LINE 4

THE INTENDED USE OF THE ENDOWMENT FUND IS TO SUPPORT BRINGING SPEAKERS TO
THE CLINTON PRESIDENTIAL CENTER.

FIN 48 DISCLOSURE

FORM 990, SCHEDULE D, PART X, LINE 2

THE FOUNDATION FILES TAX RETURNS IN THE U.S. FEDERAL JURISDICTION. WITH A
FEW EXCEPTIONS, THE ORGANIZATION IS NO LONGER SUBJECT TO U.S. FEDERAL
EXAMINATIONS BY TAX AUTHORITIES FOR YEARS BEFORE 2009.

REVENUE RECONCILIATION

FORM 990, SCHEDULE D, PART XI, LINE 2D

RELATED ORGANIZATION REVENUE	\$110,118,109
RELATED ORGANIZATION ELIMINATIONS	67,181,583
INTERCOMPANY GRANTS NETTED ON FINANCIAL STATEMENTS	(4,000,000)
=====	
TOTAL	\$173,299,692

Part XIII Supplemental Information (continued)

REVENUE RECONCILIATION

FORM 990, SCHEDULE D, PART XI, LINE 4B

COST OF GOODS SOLD	\$(366,772)
FUNDRAISING EXPENSES	(544,334)
PROGRAM RELATED INVESTMENT REVENUE	(179,533)
=====	
TOTAL	\$(1,090,639)

EXPENSE RECONCILIATION

FORM 990, SCHEDULE D, PART XII, LINE 2D

RELATED ORGANIZATIONS EXPENSES	\$98,546,468
PROVISION FOR UNCOLLECTIBLE PLEDGES	2,403,240
FUNDRAISING EXPENSES	544,334
COST OF GOODS SOLD	366,772
RELATED ORGANIZATION ELIMINATIONS	67,181,583
=====	
TOTAL	\$169,042,397

EXPENSE RECONCILIATION

FORM 990, SCHEDULE D, PART XIII, LINE 4B

INTERCOMPANY GRANTS NETTED ON FINANCIAL STATEMENTS	\$4,000,000
--	-------------

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

- **Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.**
► **Attach to Form 990. ► See separate instructions.**

Name of the organization

Employer identification number

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

31-1580204

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) CENTRAL AMERICA/CARIBBEAN	1.	2.	PROGRAM SERVICES	CLIMATE, ECON DVLPMT	1,133,974.
(2) EAST ASIA AND THE PACIFIC	2.	7.	PROGRAM SERVICES	CLIMATE	2,239,991.
(3) EUROPE	1.	5.	PROGRAM SERVICES	CLIMATE	1,381,009.
(4) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	CLIMATE	19,758.
(5) NORTH AMERICA			PROGRAM SERVICES	CLIMATE	174,774.
(6) SOUTH AMERICA	3.	14.	PROGRAM SERVICES	CLIMATE, ECON DEV.	12,102,489.
(7) SOUTH ASIA			PROGRAM SERVICES	CLIMATE	121,321.
(8) SUB-SAHARAN AFRICA	4.	43.	PROGRAM SERVICES	CLIMATE, ECON. DEV.	4,257,344.
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total.	11.	71.			21,430,660.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	11.	71.			21,430,660.

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

Schedule F (Form 990) 2012

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.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH AMERICA	PROGRAM SER	450,978.	WIRE		N/A	N/A
(2)			SOUTH AMERICA	PROGRAM SER	24,418.	WIRE		N/A	N/A
(3)			SOUTH AMERICA	PROGRAM SER	91,501.	WIRE		N/A	N/A
(4)			SOUTH AMERICA	PROGRAM SER	359,734.	WIRE		N/A	N/A
(5)			SOUTH AMERICA	PROGRAM SER	49,435.	WIRE		N/A	N/A
(6)			CENT. AMERICA/CARIBBEAN	PROGRAM SER	12,442.	WIRE		N/A	N/A
(7)			CENT. AMERICA/CARIBBEAN	PROGRAM SER	125,000.	WIRE		N/A	N/A
(8)			CENT. AMERICA/CARIBBEAN	PROGRAM SER	150,000.	WIRE		N/A	N/A
(9)			CENT. AMERICA/CARIBBEAN	PROGRAM SER	55,750.	WIRE		N/A	N/A
(10)			NORTH AMERICA	PROGRAM SER	86,480.	WIRE		N/A	N/A
(11)			CENT. AMERICA/CARIBBEAN	PROGRAM SER	30,000.	WIRE		N/A	N/A
(12)									
(13)									
(14)									
(15)									
(16)									

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. 11.

3 Enter total number of other organizations or entities.

Schedule F (Form 990) 2012

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

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

Schedule F (Form 990) 2012

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

Schedule F (Form 990) 2012

Part V **Supplemental Information**

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

MONITORING PROCEDURES FOR USE OF GRANT FUNDS

FORM 990, SCHEDULE F, PART I, LINE 2

THE ORGANIZATION REQUIRES A FINAL REPORT FROM ALL GRANT RECIPIENTS

DETAILING THE USE OF GRANT FUNDS. THE RELEVANT GROUP INITIATIVE WITHIN

THE FOUNDATION REVIEWS THESE REPORTS FOR PROPER USE OF GRANT FUNDS AND

CONTINUED FUNDING.

GRANT ACCOUNTING METHOD

FORM 990, SCHEDULE F, PART I, LINE 3, COLUMN (F)

EXPENDITURES ARE REPORTED ON AN ACCRUAL-BASIS CONSISTENT WITH THE

ORGANIZATION'S FINANCIAL STATEMENTS.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

31-1580204

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 checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input checked="" type="checkbox"/> Special fundraising events |
| d <input checked="" 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
		Yes	No			
1 AMERICAN MARKETING & COMMUNICATIONS CORP	DIRECT MARKETING		X	425,318.	96,100.	329,218.
2 M&R STRATEGIES	ONLINE FUNDRAISING		X	2,113,820.	108,079.	2,005,741.
3						
4						
5						
6						
7						
8						
9						
10						
Total				2,539,138.	204,179.	2,334,959.

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.

AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN,
IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH,
OK, OR, PA, RI, SC, SD, TN, TX, VT, VA, WA, WV, WI, WY,

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 MILLENNIUM (event type)	(b) Event #2 POKER NIGHTS (event type)	(c) Other events 9. (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	1,126,015.	3,180,919.	3,891,229.	8,198,163.
	2 Less: Contributions	1,049,537.	3,141,919.	3,885,054.	8,076,510.
	3 Gross income (line 1 minus line 2).	76,478.	39,000.	6,175.	121,653.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes		5,223.		5,223.
	6 Rent/facility costs	144,643.			144,643.
	7 Food and beverages	24,421.	43,777.	5,747.	73,945.
	8 Entertainment				
	9 Other direct expenses	132,988.	119,872.	67,663.	320,523.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(544,334.)
	11 Net income summary. Combine line 3, column (d), and line 10				-422,681.

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

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

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15 a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.
- c** If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

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

HIGHEST PAID FUNDRAISERS

FORM 990, SCHEDULE G, PART I, LINE 2B

AMERICAN MARKETING

400 N. WASHINGTON ST. #300, ALEXANDRIA, VA 22314

M&R STRATEGIES

2120 L STREET, NW, SUITE 400, WASHINGTON, DC 20037

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public
Inspection

Employer identification number

31-1580204

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	ALLIANCE FOR A HEALTHIER GENERATION 1200 NW NAITO PARKWAY, SUITE 220	27-2028308	501(C)(3)	2,016,000.		N/A	N/A	CHILDHOOD OBESITY
(2)	CITY OF LITTLE ROCK 500 WEST MARKHAM LITTLE ROCK, AR 72201	71-6014465	GOVERNMENT	398,267.		N/A	N/A	PRESIDENTIAL CENTER
(3)	ARCHITECTURE FOR HUMANITY 848 FOLSOM ST SAN FRANCISCO, CA 94107	30-0038297	501 (C) (3)	241,483.		N/A	N/A	PROGRAM SERVICE
(4)	CLINTON HEALTH ACCESS INITIATIVE, INC. 383 DORCHESTER AVE BOSTON, MA 02127	27-1414646	501 (C) (3)	4,000,000.		N/A	N/A	PROGRAM SERVICE
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 4.

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

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

Schedule I (Form 990) (2012)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS IN THE U.S.

FORM 990, SCHEDULE I, PART I

THE ORGANIZATION REQUIRES A FINAL REPORT FROM ALL GRANT RECIPIENTS

DETAILYNG THE USE OF GRANT FUNDS. THE RELEVANT GROUP INITIATIVE WITHIN

THE FOUNDATION REVIEWS THESE REPORTS FOR PROPER USE OF GRANT FUNDS AND

CONTINUED FUNDING.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For 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.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

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 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 on 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 officers, directors, trustees, and 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 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? **4a** ☐ **X**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** ☐ **X**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** ☐ **X**
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations 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? **5a** ☐ **X**
- b** Any related organization? **5b** ☐ **X**
- 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? **6a** ☐ **X**
- b** Any related organization? **6b** ☐ **X**
- 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 **7** ☒ **X**

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 **8** ☐ **X**

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9** ☐ **X**

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

Schedule J (Form 990) 2012

Schedule J (Form 990) 2012

Page **2****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	BRUCE R LINDSEY CEO/CHAIR	(i) 323,646.	(ii) 25,000.	0	13,265.	14,270.	376,181.	0
		0	0	0	0	0	0	0
2	ANDREW KESSEL CFO	(i) 165,310.	(ii) 3,000.	0	10,557.	17,924.	196,791.	0
		0	0	0	0	0	0	0
3	STEPHANIE S STREETT EXECUTIVE DIRECTOR	(i) 126,700.	(ii) 3,000.	0	8,369.	17,924.	155,993.	0
		0	0	0	0	0	0	0
4	SCOTT TAITEL COO OF CGSGI	(i) 170,874.	(ii) 3,000.	0	10,607.	14,270.	198,751.	0
		0	0	0	0	0	0	0
5	MARK GUNTON CEO, CGSGI	(i) 222,919.	(ii) 2,450.	0	13,441.	16,644.	255,454.	0
		0	0	0	0	0	0	0
6	THERESE SHERIDAN HR DIRECTOR	(i) 145,462.	(ii) 3,000.	0	9,444.	14,570.	172,476.	0
		0	0	0	0	0	0	0
7	DENNIS CHENG CDO	(i) 203,014.	(ii) 3,000.	0	12,701.	6,731.	225,446.	0
		0	0	0	0	0	0	0
8	VALERIE ALEXANDER MARKETING DIRECTOR	(i) 141,300.	(ii) 3,000.	0	9,405.	18,224.	171,929.	0
		0	0	0	0	0	0	0
9	MARK DUNKELMAN SENIOR FELLOW	(i) 133,400.	(ii) 2,350.	0	8,004.	17,241.	160,995.	0
		0	0	0	0	0	0	0
10		(i)						
		(ii)						
11		(i)						
		(ii)						
12		(i)						
		(ii)						
13		(i)						
		(ii)						
14		(i)						
		(ii)						
15		(i)						
		(ii)						
16		(i)						
		(ii)						

Schedule J (Form 990) 2012

Part III Supplemental Information

Complete this part to 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.

COMPENSATION REVIEWS

FORM 990, SCHEDULE J, LINE 3

SEE SCHEDULE O DISCLOSURES FOR MORE INFORMATION.

BONUS COMPENSATION

FORM 990, SCHEDULE J, PART I, LINE 7

THE AMOUNTS INCLUDED ON PART II, B(II), REPRESENTS BONUSES THAT WERE
INCLUDED IN THE 2012 W-2.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the 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.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total ▶ \$												

Part III Grants or Assistance Benefiting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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

Schedule L (Form 990 or 990-EZ) 2012

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) FONDO ACCESO SAS	B. LINDSEY - DIRECTOR	463,750.	PROGRAM RELATED INVESTMENT		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

BUSINESS TRANSACTIONS WITH INTERESTED PERSONS

FORM 990, SCHEDULE L, PART IV

NO DIRECTORS OF FONDO ACCESO ARE PAID OR RECEIVE ANY SHARE OF PROFITS.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
▶ Attach to Form 990.**

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		34,465.	FMV
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				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (SOFTWARE)	X	1.	227,213.	FMV
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 1.

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

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

Schedule M (Form 990) (2012)

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

COLUMN B

FORM 990, SCHEDULE M, PART I, COLUMN B

COLUMN B REPRESENTS THE NUMBER OF CONTRIBUTIONS.

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 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

AMENDED RETURN

FORM 990, PAGE 1, ITEM B

THE FOUNDATION IS VOLUNTARILY AMENDING THE FORM 990 FOR 2012.

EXPLANATION OF CHANGES REPORTED ON AMENDED FORM 990

=====

CHANGES TO PART VIII, AND SCHEDULE A, "GOVERNMENT
GRANTS(CONTRIBUTIONS)": THE FORM 990, AS AMENDED, LISTS THE AMOUNT OF
GOVERNMENT GRANTS AND CONTRIBUTIONS RECEIVED BY THE FOUNDATION AT PART
VIII, LINE 1E. IN THE ORIGINAL FORM 990, LINE 1E WAS LEFT BLANK AND THE
AMOUNT HAD BEEN INCLUDED ON THE NEXT LINE OF THE RETURN, AT PART VIII,
LINE 1F. THE CHANGE TO PART VIII, LINE 1E, HAS RESULTED IN CORRESPONDING
CHANGES TO PART VIII, LINE 1F, AND SCHEDULE A, PART II, LINES 5 AND 14.

CHANGES TO PART I, PART VI, PART VIII, PART XI, SCHEDULE D, SCHEDULE F,
SCHEDULE O, AND SCHEDULE R RELATING TO RELATED ENTITIES:

THE FORM 990, AS AMENDED, LIST ACCESO FUND LLC, FONDO ACCESO SAS, CIUDAD
VERDE AMARILO TRIADA FRAILEJON III, AND HAITI DEVELOPMENT FUND LLC AS
RELATED ENTITIES, AND INCLUDE ADDITIONAL INFORMATION RELATING TO THESE
ENTITIES, WHICH IS SHOWN ON PART VI, LINES 16A AND 16B; PART VIII, LINE
11, PART X, LINES 11 AND 13; SCHEDULE D, PART XI, LINE 4B, AND PART XIII;
SCHEDULE F, PART IV, LINES 1, 3 AND 5; AND SCHEDULE R, PARTS III, IV AND
V, LINE 2. IN ADDITION, A PORTION OF THE DECREASE IN REVENUE REPORTED ON
PART XI, LINE 1, AND A PORTION OF THE LOSS REPORTED ON PART XI, LINE 3,

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

ARE ATTRIBUTABLE TO THESE CORRECTIONS. ALSO THE AMOUNT SHOWN ON PART XI, LINE 9, FOR "OTHER CHANGES IN NET ASSETS OR FUND BALANCES" HAS BEEN CHANGED IN PART AS A RESULT OF THESE ADJUSTMENTS, AS SET OUT IN THE ADDITIONAL EXPLANATION ON SCHEDULE O. ON SCHEDULE R, PART I, TWO ENTITIES WERE ADDED AS DISREGARDED ENTITIES. THIS CHANGE IS ALSO REFLECTED IN PART IV, LINE 33. AN ADDITIONAL DISCLOSURE WAS ADDED TO SCHEDULE R, PART V, LINE 2, FOR AN AMOUNT RECEIVED FROM A RELATED ORGANIZATION.

ADDITIONAL CHANGES TO PART III (STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS):

CHANGES HAVE BEEN MADE TO PART III, LINE 4D, TO REFLECT ADJUSTMENTS TO REVENUES AND EXPENSES FOR OTHER PROGRAM SERVICES.

CHANGES TO PART V (STATEMENTS REGARDING OTHER IRS FILINGS AND TAX COMPLIANCE) AND SCHEDULE O:

PART V, LINE 4B, INSTRUCTS THAT THE NAMES OF FOREIGN COUNTRIES IN WHICH THE FOUNDATION HAS AN INTEREST IN, OR SIGNATURE OR OTHER AUTHORITY OVER, A FINANCIAL ACCOUNT SHOULD BE LISTED ON SCHEDULE O. CHANGES HAVE BEEN MADE TO THE LIST AS SET OUT ON SCHEDULE O TO MAKE THE LIST CONSISTENT WITH THE FOREIGN COUNTRIES THAT HAVE BEEN REPORTED ON THE FOUNDATION'S FOREIGN BANK ACCOUNT REPORT (FBAR) FORMS TD F 90-22.1.

CHANGE TO PART VI (GOVERNANCE, MANAGEMENT, AND DISCLOSURE):

PART VI, SECTION C, LINE 18, HAS BEEN CHANGED TO REFLECT THAT THE

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

FOUNDATION'S FORMS 1023, 990, AND 990-T, AS APPLICABLE, WERE AVAILABLE
UPON REQUEST FOR PUBLIC INSPECTION.

CHANGES TO PART VII (COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY
EMPLOYEES, HIGHEST COMPENSATED EMPLOYEES, AND INDEPENDENT CONTRACTORS):
CHANGES HAVE BEEN MADE TO PART VII, SECTION A, TO PROPERLY REFLECT
IDENTIFICATION AND COMPENSATION OF OFFICERS AND HIGHLY COMPENSATED
EMPLOYEES. THESE CHANGES ARE ALSO REFLECTED IN SCHEDULE J, PART II, AS
APPROPRIATE.

PART VII, SECTION B, CALLS FOR INFORMATION REGARDING THE "FIVE HIGHEST
INDEPENDENT CONTRACTORS THAT RECEIVED MORE THAN \$100,000 OF COMPENSATION
FROM THE ORGANIZATION." THIS LIST HAS BEEN REVISED TO EXCLUDE
CORPORATIONS FROM THE LIST OF INDEPENDENT CONTRACTORS AND TO INCLUDE
INDEPENDENT CONTRACTORS WHO NOW QUALIFY FOR THE LIST. CORRESPONDING
CHANGES HAVE BEEN MADE TO PART VII, SECTION B, LINES 1 AND 2, AND TO
SCHEDULE O.

ADDITIONAL CHANGES TO PART VIII (STATEMENT OF REVENUES) AND RELATED
CHANGES TO PART I, PART XI, SCHEDULE A, SCHEDULE B, AND SCHEDULE D:
THE FORM 990 AS ORIGINALLY FILED REPORTED PAYMENTS FOR SPEECHES AS
DONATIONS IN PART VIII, LINE 1F. THESE AMOUNTS HAVE BEEN RECLASSIFIED AS
"OTHER" INCOME, AND A SPECIFIC LINE TO REFLECT REVENUE FROM SPEECHES HAS
BEEN ADDED ON PART VIII, LINE 11 AND RELATED CHANGES HAVE BEEN MADE TO
PART I, LINES 8 AND 11; AND SCHEDULE A, PART II, LINES 1 AND 10, AND
SCHEDULE B, PART II.

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

CHANGES HAVE BEEN MADE BOTH TO CLARIFY THE PRESENTATION AND TO CORRECT CERTAIN AMOUNTS SET OUT IN PART VIII, LINE 1A (FEDERATED CAMPAIGNS), LINE 1D (RELATED ORGANIZATIONS), LINES 2A - 2G (PROGRAM SERVICE REVENUE), LINES 7A - 7D (GROSS REVENUE FROM SALE OF ASSETS OTHER THAN INVENTORY), LINES 10A - 10C (GROSS SALES / COST OF GOODS SOLD), AND LINES 11A - 11E (MISCELLANEOUS INCOME). CORRESPONDING CHANGES HAVE BEEN MADE TO PART I, LINES 7A, 8, 10, 11, 12; PART III, LINES 4C AND 4D; SCHEDULE A, PART II, LINES 1, 5, 6, 11, 12, 14.

CHANGES TO PART IX (STATEMENT OF FUNCTIONAL EXPENSE), AND RELATED CHANGES TO PART I, PART XI, SCHEDULE D, SCHEDULE I AND SCHEDULE R:

PART IX, LINE 24A, OF THE FORM 990 AS ORIGINALLY FILED INCLUDED AN AMOUNT FOR "IN-KIND EXPENSES" THAT WERE MORE PROPERLY INCLUDED IN OTHER CATEGORIES; THESE EXPENSES HAVE BEEN REALLOCATED AS APPROPRIATE TO THE ITEMS REPORTED ON PART IX, LINES 11B, 14, 17, 24B AND 24C, OF THE ATTACHED AMENDED FORM 990.

A CHANGE HAS ALSO BEEN MADE TO ADJUST THE PRESENTATION OF THE PROVISION FOR UNCOLLECTIBLE PLEDGES. ADJUSTMENTS HAVE BEEN MADE ON THE ATTACHED AMENDED FORM 990 TO PART IX, MOVING AMOUNTS FROM WHAT WAS LISTED ON LINE 24B TO PART XI, LINE 9, THEREBY CHANGING LINES 24 AND 25; PART I, LINE 17, AND SCHEDULE O, AS A RESULT OF THIS CHANGE.

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

ADJUSTMENTS HAVE BEEN MADE TO MORE CLEARLY REFLECT OFFICERS' COMPENSATION ON PART IX, LINES 5, 7, 8, AND 9; WHILE THESE ADJUSTMENTS DO NOT AFFECT THE AGGREGATE REPORTING FOR OFFICERS' COMPENSATION, A CHANGE HAS BEEN MADE TO THE AGGREGATE REPORTING AS A RESULT OF A TYPOGRAPHICAL ERROR.

AMENDED RETURN CONTINUED

FORM 990, PAGE 1, ITEM B

ADDITIONAL CHANGES TO SCHEDULE A (PUBLIC CHARITY STATUS AND PUBLIC SUPPORT):

CERTAIN CHANGES TO SCHEDULE B HAVE RESULTED IN A CORRESPONDING CHANGE TO SCHEDULE A, PART II, LINES 1, 5, 6, 11, 14 AND 15, AND TO THE NON-PUBLIC PORTION OF THE BREAKDOWN ON SCHEDULE A, PART II, LINES 5. PART IV HAS BEEN UPDATED TO PROVIDE INFORMATION ABOUT GRANTS EXCLUDED FROM PART II, SECTION A, LINE 2.

CHANGES TO SCHEDULE B (SCHEDULE OF CONTRIBUTORS):

THE AMENDED FORM 990, REFLECTS CHANGES TO SCHEDULE B. DONORS TO THE CLINTON FOUNDATION ARE PUBLICLY DISCLOSED ON THE FOUNDATION'S WEBSITE. INFORMATION REPORTING CERTAIN AGGREGATE CASH AND NON-CASH DONATIONS HAS BEEN DELETED AS IT IS NOT REQUIRED TO BE REPORTED ON SCHEDULE B.

ADDITIONAL CHANGES TO SCHEDULE D (SUPPLEMENTAL FINANCIAL STATEMENTS):

SCHEDULE D, PART V, LINES 2B AND 2C, HAVE BEEN CHANGED TO REFLECT ALLOCATION OF ENDOWMENT FUNDS.

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

SCHEDULE D, PARTS XI AND XII, CALL FOR CERTAIN RECONCILIATIONS BETWEEN THE FOUNDATION'S AUDITED FINANCIALS AND INFORMATION REPORTED ON THE FORM 990. THE ATTACHED AMENDED FORM 990 REFLECTS THE RECONCILIATIONS FROM THE CONSOLIDATED TOTALS IN THE FINANCIAL STATEMENTS.

SCHEDULE D, PART X, LINE 2, CALLS FOR A RECITATION IN SCHEDULE D, PART XIII, OF "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)." THE FORM 990 AS FILED DID NOT INCLUDE THIS RECITATION, WHICH HAS BEEN INCLUDED IN THE ATTACHED AMENDED FORM 990. THIS CHANGE IS ALSO REFLECTED IN PART IV, LINE 11F.

ADDITIONAL CHANGES TO SCHEDULE F (STATEMENT OF ACTIVITIES OUTSIDE THE UNITED STATES):

SCHEDULE F, PART II, LINE 1, HAS BEEN AMENDED TO REFLECT UPDATED INFORMATION ON GRANTS.

CHANGES TO SCHEDULE G (SUPPLEMENTAL INFORMATION REGARDING FUNDRAISING OR GAMING ACTIVITIES):

SCHEDULE G, PART I, LINE 3, AND PART IV HAVE BEEN UPDATED FOR ACCURACY.

CHANGES TO SCHEDULE J (COMPENSATION INFORMATION):

THE AMENDED FORM 990 NO LONGER REFLECTS USE OF AN INDEPENDENT COMPENSATION CONSULTANT ON SCHEDULE J, PART I, LINE 3. SCHEDULE J, PART I, LINE 7, AND PART III ADDS INFORMATION RELATING TO THE REPORTING OF BONUSES.

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

ADDITION OF SCHEDULE L (TRANSACTIONS WITH INTERESTED PERSONS):

SCHEDULE L HAS BEEN ADDED TO PROVIDE ADDITIONAL INFORMATION ON OVERLAPPING BOARD MEMBERSHIP OF FONDO ACCESO SAS. SCHEDULE L, PARTS IV AND V, NOW REFLECT THIS AND NOTE THAT NO DIRECTORS OF FONDO ACCESO SAS ARE PAID OR RECEIVE ANY SHARE OF THE PROFITS. THIS CHANGE IS ALSO REFLECTED IN PART IV, LINE 28C.

CHANGES TO SCHEDULE M (NONCASH CONTRIBUTIONS):

SCHEDULE M, PART I, LINE 25, HAS BEEN CHANGED TO REPORT NONCASH CONTRIBUTIONS OF SOFTWARE. SCHEDULE M, PART II, ADDS THE EXPLANATION THAT THIS INFORMATION IS REPORTED BASED ON THE NUMBER OF CONTRIBUTIONS AND NOT THE NUMBER OF ITEMS.

ADDITIONAL CHANGES TO SCHEDULE O (SUPPLEMENTAL INFORMATION):

A NOTE HAS BEEN ADDED FROM PART IX, LINE 18, CONCERNING ENTERTAINMENT EXPENSES.

MANAGEMENT SUMMARY

FORM 990, PART III

THE CLINTON FOUNDATION CREATES PARTNERSHIPS BETWEEN BUSINESSES, NGOS, GOVERNMENTS, AND INDIVIDUALS AROUND THE WORLD TO TRANSFORM LIVES AND COMMUNITIES FROM WHAT THEY ARE TO WHAT THEY CAN BE. IN PURSUIT OF THIS MISSION AND IN ALL OF OUR PROGRAMMING AND OPERATIONS, THE FOUNDATION AIMS TO WORK FASTER, BETTER, AND LEANER, AND HAS TAKEN STEPS TO ENSURE THAT WE ARE OPERATING EFFICIENTLY. NO MATTER WHERE WE'RE WORKING OR WHICH ISSUES

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

WE'RE ADDRESSING, OUR INVESTMENTS, INITIATIVES, AND OPERATIONS ARE BUILT TO BE SUSTAINABLE.

THIS IRS FORM 990 PROVIDES IMPORTANT INSIGHT INTO THE FINANCIAL POSITION OF THE FOUNDATION. IN CRITICAL, MEASURABLE AREAS - SUCH AS WHAT WE RAISE, WHAT WE SPEND, OR WHAT OUR RESERVES ARE - OUR FISCAL SITUATION IS STRONG.

THE FOUNDATION'S 2012 AUDITED FINANCIALS SHOW THE FINANCIAL HEALTH FOR THE FOUNDATION AND ITS RELATED ENTITIES, WHICH ARE THREE 501(C)(3) ORGANIZATIONS IN TOTAL: WILLIAM J. CLINTON FOUNDATION, INC. (NOW THE BILL, HILLARY & CHELSEA CLINTON FOUNDATION AS OF 2013), CLINTON GLOBAL INITIATIVE, INC. (CGI), AND CLINTON HEALTH ACCESS INITIATIVE, INC. (CHAI). CGI WAS MERGED INTO THE BILL, HILLARY & CHELSEA CLINTON FOUNDATION IN 2013.

TOGETHER, OUR THREE ENTITIES SHOW A \$7 MILLION SURPLUS OF REVENUES OVER EXPENSES. CHAI ALONE SHOWS AN \$11 MILLION SURPLUS, INCLUDING A \$4 MILLION TRANSFER FROM THE CLINTON FOUNDATION FOR OPERATING PURPOSES. THIS TRANSFER IS REFLECTED IN THE CLINTON FOUNDATION'S IRS FORM 990, WHICH SHOWS ACCORDINGLY A \$4 MILLION DEFICIT.

A COPY OF THESE CONSOLIDATED AUDITED FINANCIALS CAN BE FOUND ON OUR WEBSITE AT WWW.CLINTONFOUNDATION.ORG/ABOUT.

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

THE FOUNDATION'S FISCAL STRENGTH AND CONTINUED GROWTH IS VERY ENCOURAGING. IN THE 990, OUR UNRESTRICTED NET ASSETS, EXCLUDING FIXED ASSETS, INCREASED \$2.4 MILLION EVEN AS WE REPORTED A DECREASE IN ASSETS IN TWO AREAS. FIRST, WHEN PROPERTY OWNED BY THE FOUNDATION DEPRECIATES, WE COUNT THAT AS AN EXPENSE EVEN THOUGH IT DOESN'T COST THE FOUNDATION CASH IN THE CURRENT YEAR. WE ARE REQUIRED TO ACCOUNT THIS WAY TO COMPLY WITH FASB RULES. SECOND, WHEN SOMEONE MAKES A FINANCIAL COMMITMENT BUT LATER WITHDRAWS IT, WE ARE REQUIRED TO REPORT THAT AS A LOSS EVEN THOUGH WE NEVER RECEIVED THOSE FUNDS IN THE FIRST PLACE. EVEN WITH BOTH OF THESE ADJUSTMENTS, THAT WE ARE REQUIRED TO MAKE, THE FOUNDATION STILL DID NOT HAVE TO DRAW FROM OUR ASSETS TO FUND OPERATIONS.

THIS SOLID FINANCIAL POSITION ENABLES US TO CONTINUE TO MAKE CRITICAL INVESTMENTS IN PARTNERSHIPS ACROSS THE GLOBE. IN THE FIRST 12 YEARS OF THE FOUNDATION'S EXISTENCE, WE HAVE FORGED PARTNERSHIPS THAT ARE, FOR EXAMPLE:

- PROVIDING KIDS IN 20,000 AMERICAN SCHOOLS WITH HEALTHY FOOD CHOICES IN AN EFFORT TO ERADICATE CHILDHOOD OBESITY;
- HELPING MORE THAN 6.8 MILLION PEOPLE AFFORD LIFESAVING HIV/AIDS MEDICATIONS;
- GIVING 21,000 AFRICAN FARMERS THE TOOLS TO IMPROVE THEIR CROPS TO FEED 30,000 PEOPLE;
- REDUCING GREENHOUSE GAS EMISSIONS BY 248 MILLION TONS IN CITIES WORLDWIDE.

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

ADDITIONALLY, MEMBERS OF THE CLINTON GLOBAL INITIATIVE HAVE MADE NEARLY 2,500 COMMITMENTS VALUED AT ALMOST \$88 BILLION AND REACHING PEOPLE IN MORE THAN 180 COUNTRIES.

THESE ARE EXTRAORDINARY RESULTS THAT WE WILL BUILD ON IN THE YEARS AHEAD. A STRONG, SUSTAINABLE FINANCIAL POSITION WILL HELP US CHANGE MORE LIVES IN MORE COMMUNITIES ACROSS THE GLOBE.

PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III, LINES 4A - 4D

ABOUT THE CLINTON FOUNDATION

BUILDING ON A LIFETIME OF PUBLIC SERVICE, PRESIDENT BILL CLINTON ESTABLISHED THE WILLIAM J. CLINTON FOUNDATION TO BRING PEOPLE TOGETHER TO TAKE ON THE BIGGEST CHALLENGES OF THE 21ST CENTURY. THROUGHOUT THE FOUNDATION'S HISTORY AND GROWTH, SECRETARY CLINTON AND CHELSEA OFFERED THEIR VOICE, VISION, AND COUNSEL. TO RECOGNIZE THEIR PAST CONTRIBUTIONS AND ACKNOWLEDGE THEIR ROLE IN SHAPING THE FOUNDATION'S FUTURE, THE FOUNDATION WAS RENAMED THE BILL, HILLARY & CHELSEA CLINTON FOUNDATION IN APRIL 2013.

THE CLINTON FOUNDATION BELIEVES THAT THE BEST WAY TO UNLOCK HUMAN POTENTIAL IS THROUGH THE POWER OF CREATIVE COLLABORATION. THE FOUNDATION CONVENES BUSINESSES, GOVERNMENTS, NGOS, AND INDIVIDUALS TO IMPROVE GLOBAL HEALTH AND WELLNESS, INCREASE OPPORTUNITY FOR WOMEN AND GIRLS, REDUCE CHILDHOOD OBESITY, CREATE ECONOMIC OPPORTUNITY AND GROWTH, AND HELP COMMUNITIES ADDRESS THE EFFECTS OF CLIMATE CHANGE.

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

2012 INITIATIVE ACTIVITY

THE CLINTON GLOBAL INITIATIVE'S (CGI) MISSION IS TO INSPIRE, CONNECT, AND EMPOWER A COMMUNITY OF GLOBAL LEADERS TO FORGE SOLUTIONS TO THE WORLD'S MOST PRESSING CHALLENGES. BY FOSTERING PARTNERSHIPS, PROVIDING STRATEGIC ADVICE, AND DRIVING RESOURCES TOWARD EFFECTIVE IDEAS, CGI HELPS ITS MEMBERS - ORGANIZATIONS FROM THE PRIVATE SECTOR, PUBLIC SECTOR, AND CIVIL SOCIETY - TO TURN IDEAS INTO ACTION. CGI MEMBERS MAKE COMMITMENTS TO ACTION WITHIN NINE TRACKS, EACH REPRESENTING A TOPICAL GLOBAL CHALLENGE OR STRATEGIC APPROACH. IN ADDITION TO FOUR MAJOR MEETINGS, CGI HELD 73 TOPIC-SPECIFIC EVENTS IN 2012. DURING THE 2012 CGI ANNUAL MEETING, MEMBERS MADE MORE THAN 150 NEW COMMITMENTS TO ACTION, VALUED IN EXCESS OF \$2 BILLION, AND EXPECTED TO IMPACT NEARLY 22 MILLION LIVES, BRINGING THE TOTAL NUMBER OF COMMITMENTS TO MORE THAN 2,300. CGI HAS ALSO EXPANDED ITS SUCCESS THROUGH THE CLINTON GLOBAL INITIATIVE UNIVERSITY MEETING (CGI U), WHICH BEGAN IN 2007 AND ENGAGES THE NEXT GENERATION OF LEADERS ON COLLEGE CAMPUSES AROUND THE WORLD. IN 2012, CGI U CONVENED NEARLY 1,200 STUDENTS FROM 310 UNIVERSITIES, 97 COUNTRIES, AND ALL 50 STATES. TOGETHER, THEY GENERATED 932 COMMITMENTS - BRINGING THE TOTAL NUMBER OF COMMITMENTS TO 3,500. IN 2011, PRESIDENT CLINTON LAUNCHED THE CLINTON GLOBAL INITIATIVE AMERICA (CGI AMERICA) MEETING TO ADDRESS ECONOMIC RECOVERY IN THE UNITED STATES. DURING THE 2012 CGI AMERICA MEETING, PARTICIPANTS MADE 99 NEW COMMITMENTS VALUED IN EXCESS OF \$1.2 BILLION. TO DATE, CGI AMERICA ATTENDEES HAVE MADE 211 COMMITMENTS TO ACTION WITH A TOTAL ESTIMATED VALUE OF NEARLY \$13.6 BILLION. THROUGH THESE COMMITMENTS, CGI AMERICA

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

ATTENDEES HAVE REPORTED THAT 230,000 PEOPLE HAVE BENEFITED FROM PROFESSIONAL SKILLS TRAINING; 140,000 CHILDREN HAVE GAINED ACCESS TO IMPROVED QUALITY OF EDUCATION; AND \$52 MILLION OF NEW CAPITAL HAS BEEN INVESTED IN OR LOANED TO SMALL AND MEDIUM ENTERPRISES.

PROGRAM SERVICE ACCOMPLISHMENTS CONTINUED

FORM 990, PART III, LINES 4A - 4D

THE CLINTON CLIMATE INITIATIVE (CCI) IS IMPLEMENTING SOLUTIONS TO THE ROOT CAUSES OF CLIMATE CHANGE - WHILE ALSO REDUCING OUR RELIANCE ON OIL, SAVING MONEY FOR INDIVIDUALS AND GOVERNMENTS, CREATING JOBS, AND GROWING ECONOMIES. IN PARTNERSHIP WITH THE C40 CLIMATE LEADERSHIP GROUP (C40), CCI FOCUSES ON HELPING LARGE CITIES REDUCE THEIR CARBON EMISSIONS. IN 2012, CCI AND THE C40 ADDED FIVE NEW MEMBER CITIES INCLUDING OSLO, VANCOUVER, VENICE, SINGAPORE, AND WASHINGTON D.C., EXPANDING THE C40 MEMBERSHIP TO 63 CITIES WORLDWIDE. IN LATIN AMERICA, C40 CITIES PARTICIPATED IN A PROGRAM TO DEVELOP COST-EFFECTIVE PUBLIC TRANSIT SYSTEMS THAT REDUCE GREENHOUSE GAS EMISSIONS AND INCREASE THE QUALITY OF URBAN LIFE. BY THE END OF 2012, THE C40-CCI HYBRID & ELECTRIC BUS TEST PROGRAM COMPLETED TESTING IN BOGOTA, CURITIBA, SAO PAULO, AND RIO DE JANEIRO. OTHER CCI PROGRAMS AIM TO INCREASE ENERGY EFFICIENCY THROUGH BUILDING RETROFITS; TO INCREASE ACCESS TO CLEAN ENERGY TECHNOLOGY AND DEPLOY IT AT THE GOVERNMENT, CORPORATE, AND HOMEOWNER LEVELS; AND TO REVERSE DEFORESTATION BY PRESERVING AND GROWING FORESTS. THE HOME ENERGY AFFORDABILITY LOAN (HEAL) PROGRAM IN ARKANSAS HELPS LOCAL BUSINESSES AND

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

THEIR EMPLOYEES REDUCE THEIR ENERGY USE AND RELATED UTILITY EXPENSES THROUGH BUILDING RETROFITS. IN 2012, HEAL COMPLETED 234 RESIDENTIAL RETROFITS AND FOUR COMMERCIAL RETROFITS - RESULTING IN A REDUCTION OF 2,742 TONS OF GREENHOUSE GAS EMISSIONS. ALSO IN 2012, CCI LAUNCHED A SEPARATE BUILDING RETROFIT PROGRAM (BRP), WHICH AIMS TO DEVELOP MARKET-BASED SOLUTIONS TO ACCELERATE THE BUILDING EFFICIENCY MARKET WHICH WILL RESULT IN SIGNIFICANT, MEASURABLE REDUCTIONS IN GREENHOUSE GAS EMISSIONS, ECONOMIC GROWTH, AND SUSTAINABLE JOB CREATION BY WORKING WITH PARTNERS TO REDUCE THEIR CARBON FOOTPRINT AND CREATE OPPORTUNITY FOR INVESTMENTS IN THE BUILDING RETROFIT MARKETPLACE. LASTLY, IN 2012, CCI ALSO RECEIVED A SPECIAL ACHIEVEMENTS AWARD FOR HELPING THE COUNTRY OF GUYANA BECOME ELIGIBLE FOR \$70 MILLION IN FOREST-BASED PAYMENTS FROM THE GOVERNMENT OF NORWAY.

THE CLINTON HEALTH ACCESS INITIATIVE (CHAI) BEGAN ITS WORK BY ADDRESSING THE HIV/AIDS CRISIS AND STRENGTHENING HEALTH SYSTEMS IN THE DEVELOPING WORLD. CHAI, UNDER THE LEADERSHIP OF NATIONAL GOVERNMENTS AND BY WORKING WITH KEY PARTNERS, WORKS TO LOWER THE PRICES AND IMPROVE THE AVAILABILITY OF LIFE-SAVING MEDICINES AND DIAGNOSTICS, LOWER THE COST OF AND EXPAND ACCESS TO TREATMENTS, AND BUILD STRONGER HEALTH CARE INFRASTRUCTURE IN UNDERSERVED COUNTRIES. CHAI CREATES AND IMPLEMENTS THESE PROGRAMS WITH A SUSTAINABLE MODEL SO THAT THE GOVERNMENTS THEY COLLABORATE WITH WILL EVENTUALLY RUN THE PROGRAMS WITHOUT ASSISTANCE. CHAI HAS EXPANDED THIS MODEL TO INCREASE ACCESS TO TREATMENTS FOR MALARIA, DIARRHEA, AND TUBERCULOSIS; ACCELERATE THE ROLLOUT OF NEW VACCINES; AND LOWER MATERNAL,

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

CHILD, AND INFANT MORTALITY.

THE ALLIANCE FOR A HEALTHIER GENERATION, A PARTNERSHIP BETWEEN THE CLINTON FOUNDATION AND THE AMERICAN HEART ASSOCIATION, IS LEADING THE CHARGE AGAINST THE CHILDHOOD OBESITY EPIDEMIC BY ENGAGING DIRECTLY WITH INDUSTRY LEADERS, EDUCATORS, PARENTS, DOCTORS, AND KIDS THEMSELVES. THE GOAL OF THE ALLIANCE IS TO REDUCE THE NATIONWIDE PREVALENCE OF CHILDHOOD OBESITY AND EMPOWER KIDS TO MAKE HEALTHY LIFESTYLE CHOICES. IN ORDER TO PROVIDE MORE NUTRITIOUS OPTIONS TO STUDENTS, THE ALLIANCE BROKERED A LANDMARK AGREEMENT WITH THE AMERICAN BEVERAGE ASSOCIATION IN 2006 TO DEVELOP A HEALTHIER, LOWER CALORIE MIXTURE FOR THE BEVERAGES SERVED TO CHILDREN - PRIMARILY WATER, LOW-FAT MILK, AND LOW CALORIE JUICES. IN 2012, THE AMERICAN JOURNAL OF PUBLIC HEALTH REPORTED THAT THIS AGREEMENT CONTRIBUTED TO A 90 PERCENT REDUCTION IN CALORIES FROM BEVERAGES SHIPPED TO SCHOOLS. THE ALLIANCE'S HEALTHY SCHOOLS PROGRAM HAS DEMONSTRATED TREMENDOUS SUCCESS SINCE ITS LAUNCH IN 2006, SCALING UP TO SUPPORT 19,000 SCHOOLS IN THEIR EFFORTS TO CREATE HEALTHIER ENVIRONMENTS WHERE PHYSICAL ACTIVITY AND HEALTHY EATING ARE ACCESSIBLE AND ENCOURAGED. A 2012 REPORT FOUND THAT A REPRESENTATIVE SAMPLE OF STUDENTS IN SCHOOLS PARTICIPATING IN THE HEALTHY SCHOOLS PROGRAM DRANK FEWER SUGAR-SWEETENED BEVERAGES AND HAD A REDUCED AVERAGE BODY MASS INDEX. BY FOLLOWING THE ALLIANCE'S HEALTHY OUT-OF-SCHOOL TIME (HOST) FRAMEWORK, MORE THAN 70 PROVIDERS SERVING MORE THAN 5,000 CHILDREN AND YOUTH ARE ABLE TO IMPROVE ACCESS TO HEALTHIER FOODS, INCREASE PHYSICAL ACTIVITY OPPORTUNITIES, AND ENGAGE IN POSITIVE YOUTH DEVELOPMENT.

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

FROM 2002 THROUGH 2012, THE CLINTON ECONOMIC OPPORTUNITY INITIATIVE (CEO) PROMOTED ECONOMIC GROWTH IN ECONOMICALLY DISTRESSED AND EMERGING COMMUNITIES BY ENLISTING EXPERIENCED ENTREPRENEURS TO HELP LOCAL BUSINESSES COMPETE AND SUCCEED. IN 2012, CEO CONTINUED TO SUPPORT HIGH-GROWTH ENTREPRENEURS THROUGH MENTORSHIP. THE ENTREPRENEUR MENTORING PROGRAM (EMP), A PARTNERSHIP WITH INC. MAGAZINE, FACILITATED HIGH-IMPACT MENTORING RELATIONSHIPS BETWEEN SUCCESSFUL BUSINESS LEADERS AND ENTREPRENEURS BUILDING GROWTH COMPANIES IN UNDERSERVED COMMUNITIES. IN 2012, CEO COMPLETED A PILOT PROGRAM IN WHICH IT PARTNERED WITH UBS WEALTH MANAGEMENT AMERICAS TO DESIGN A PILOT PROGRAM TO ADDRESS THE UNIQUE NEEDS OF HIGH-GROWTH MINORITY ENTREPRENEURS IN UNDERSERVED COMMUNITIES IN NEW YORK CITY.

THE CLINTON DEVELOPMENT INITIATIVE (CDI) WORKS TO GIVE SMALLHOLDER FARMERS IN RWANDA AND MALAWI THE TOOLS THEY NEED TO INCREASE THEIR HARVESTS, GENERATE STABLE INCOMES, SUPPORT THEIR FAMILIES, AND IMPROVE THEIR COMMUNITIES. IN CLOSE COLLABORATION WITH FARMERS AND NONGOVERNMENTAL ORGANIZATIONS AND AT THE INVITATION OF THE GOVERNMENTS OF MALAWI AND RWANDA, THESE PROGRAMS PROVIDE ACCESS TO BETTER FARMING INPUTS AND MORE STABLE MARKETS - AND ENSURE THAT COMMUNITIES CAN ULTIMATELY SUSTAIN THEMSELVES. IN RWANDA, THE CLINTON FOUNDATION WORKS IN PARTNERSHIP WITH THE HUNTER FOUNDATION. IN 2008, CDI BEGAN THE ANCHOR FARM PROJECT TO PROMOTE SOYA AS A FLEXIBLE, PROFITABLE OPTION FOR FARMERS

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

IN MALAWI. SINCE THE INCEPTION OF THE PROGRAM, FARMERS HAVE CONSISTENTLY EXPERIENCED YIELD INCREASES OF 150 PERCENT OR BETTER, WHILE THE PROFITABILITY FOR A TYPICAL SMALLHOLDER HAS INCREASED BY MORE THAN 500 PERCENT. IN 2012, CDI SCALED UP THE PROJECT TO FIVE FARMS, PROVIDING RESOURCES TO MORE THAN 21,000 SMALLHOLDER FARMERS. SINCE 2007, 2,000 SMALLHOLDER FARMERS HAVE PLANTED MORE THAN 2 MILLION TREES, SEQUESTERING 200,000 TONS OF CO₂, HELPING REVERSE DEFORESTATION IN MALAWI AS PART OF THE CDI'S TREES OF HOPE PROGRAM. IN 2012, THE PROGRAM MADE ITS FIRST SEVEN SALES OF CARBON OFFSETS, TOTALING 8,950 TONS - PROVIDING \$39,380 IN INCOME FOR FARMERS. ADDITIONALLY, TO CREATE PROFITABLE BUSINESSES FOR SMALL VILLAGES, CDI HAS ESTABLISHED 200 SELF-SUSTAINING, SMALL COMMUNITY NURSERIES. IN RWANDA, THE CLINTON HUNTER DEVELOPMENT INITIATIVE (CHDI) ESTABLISHED MOUNT MERU SOYCO LIMITED IN 2009 TO BUILD AND OPERATE A LARGE SOY-PROCESSING FACTORY THAT WILL PRODUCE COOKING OIL TO SUPPLY THE RWANDAN MARKETS AND PROVIDE AN EXPORT OPPORTUNITY. THE COMPANY WILL CREATE JOBS FOR MORE THAN 100,000 FARMERS TO GROW SOY, AND MORE THAN 200 FACTORY JOBS. IN 2012, THE SOYCO FACTORY BROKE GROUND, AND CONSTRUCTION IS EXPECTED TO BE COMPLETE IN 2013. CHDI WORKS WITH THE GOVERNMENT OF RWANDA AND OTHER NONGOVERNMENTAL PARTNERS TO IMPROVE MARKET-DRIVEN AGRICULTURAL EFFORTS. SINCE 2008, CHDI HAS BEEN EXPANDING ITS CASSAVA-GROWING PROGRAM IN THE EASTERN PROVINCE BY ENCOURAGING FARMERS TO PASS ON NEW CUTTINGS TO THEIR NEIGHBORS, HELPING TO REDUCE FAMINE. FIVE THOUSAND FAMILIES HAVE BENEFITED FROM THIS PROGRAM.

PROGRAM SERVICE ACCOMPLISHMENTS CONTINUED

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

FORM 990, PART III, LINES 4A - 4D

THE CLINTON GIUSTRA ENTERPRISE PARTNERSHIP (ENTERPRISE PARTNERSHIP), PREVIOUSLY THE CLINTON GIUSTRA SUSTAINABLE GROWTH INITIATIVE, WAS ESTABLISHED IN 2007 BY PRESIDENT BILL CLINTON AND PHILANTHROPIST FRANK GIUSTRA AND FORMALLY RENAMED ON MAY 3, 2013 TO REFLECT THE INITIATIVE'S STRATEGIC FOCUS ON CATALYZING MARKET OPPORTUNITIES FOR LOW-INCOME POPULATIONS. THE ENTERPRISE PARTNERSHIP'S MISSION IS TO HELP POPULATIONS WORK THEMSELVES OUT OF POVERTY THROUGH THE CREATION OF SUPPLY CHAINS, DISTRIBUTION AND TRAINING ENTERPRISES THAT ADDRESS GAPS IN VALUE CHAINS, LINKS BETWEEN COMMUNITIES AND MARKETS, AND OPPORTUNITIES FOR INCOME GENERATION AND JOB CREATION IN COLOMBIA, PERU, AND MEXICO. IN 2012, THE ENTERPRISE PARTNERSHIP CONTINUED TO SUPPORT THE SCALE UP OF THE POVERTY REDUCTION AND ALLEVIATION PROGRAM IN THE CAJAMARCA REGION OF PERU AND PROVIDED CAPACITY BUILDING AND MARKET LINKAGES TO MORE THAN 2,300 SMALL AGRICULTURAL PRODUCERS, HELPING THEM IMPROVE THEIR FARM PRODUCTIVITY AND ACCESS NEW MARKETS. IN CARTAGENA, COLOMBIA, THE ENTERPRISE PARTNERSHIP IS WORKING IN CONJUNCTION WITH THE NATIONAL HOTEL ASSOCIATION (COTELCO) TO PROVIDE BUSINESS MENTORING AND WORKSHOPS TO SMALL-SCALE PRODUCERS THROUGH THE HOTEL SUPPLIER NETWORK PROGRAM, WHICH IS HELPING PRODUCERS MEET THE MARKET REQUIREMENTS OF LARGE LUXURY HOTELS. DUE TO THIS PROGRAM, THERE HAS BEEN MORE THAN \$2.5 MILLION IN REVENUE RESULTING FROM SALES OF PRODUCTS BY 32 PARTICIPATING SUPPLIER GROUPS TO SIX DIFFERENT FIVE-STAR HOTELS IN THE REGION. ADDITIONALLY, IN SOACHA, COLOMBIA, THE ENTERPRISE PARTNERSHIP PARTNERED WITH SENA (THE NATIONAL LEARNING SERVICE OF COLOMBIA) AND CAMACOL (THE COLOMBIAN CHAMBER OF CONSTRUCTION) TO ESTABLISH THE COUNTRY'S FIRST TRANSPORTABLE CONSTRUCTION TRAINING AND

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

CERTIFICATION FACILITY AND PROVIDED TRAINING TO 5,400 LOW-INCOME CONSTRUCTION WORKERS IN TRADE SKILLS AND SAFETY PRACTICES. THROUGH THE CATARACT SURGERIES PROJECT, THE ENTERPRISE PARTNERSHIP, IN PARTNERSHIP WITH FUNDACIÓN CARLOS SLIM AND THE PERUVIAN MINISTRY OF HEALTH, IS HELPING TO CREATE ECONOMIC OPPORTUNITIES AND SIGNIFICANTLY IMPROVE THE QUALITY OF LIFE AND PRODUCTIVITY FOR TENS OF THOUSANDS OF PERUVIANS BY RESTORING THEIR SIGHT. IN 2012, THE ENTERPRISE PARTNERSHIP COMPLETED MORE THAN 47,000 SURGERIES IN PERU, AND IN EARLY 2013, THE ENTERPRISE PARTNERSHIP REACHED ITS GOAL OF COMPLETING 50,000 SURGERIES, PROVIDING EACH SURGERY AT AN AVERAGE COST OF \$160; \$40 LESS THAN THE ORIGINAL TARGET COST. LASTLY, IN 2012, THE ENTERPRISE PARTNERSHIP EXPANDED ITS PROGRAMS TO CREATE NEW VENTURES IN COLOMBIA AND PERU, WITH A FOCUS ON ENTERPRISE CREATION AND IMPROVING SUPPLY CHAINS, AND ANNOUNCED THAT IT HAD OPENED TWO NEW ENTERPRISES IN CARTAGENA, COLOMBIA IN 2013.

SINCE 2009, THE CLINTON FOUNDATION IN HAITI HAS BEEN FOCUSING ON PRIVATE SECTOR INVESTMENT AND JOB CREATION IN ORDER TO CREATE LONG-TERM, SUSTAINABLE ECONOMIC DEVELOPMENT. AFTER THE DEVASTATING EARTHQUAKE IN 2010, PRESIDENT CLINTON FORMED THE CLINTON FOUNDATION HAITI FUND AND RAISED \$16.4 MILLION FROM INDIVIDUAL DONORS FOR IMMEDIATE EARTHQUAKE RELIEF EFFORTS. SINCE 2010, THE CLINTON FOUNDATION HAS RAISED A TOTAL OF \$34 MILLION FOR HAITI, INCLUDING RELIEF FUNDS, AS WELL AS PROJECTS FOCUSED ON RESTORING HAITI'S COMMUNITIES, SUSTAINABLE DEVELOPMENT, AND CAPACITY BUILDING. IN 2012, THE CLINTON FOUNDATION CONCENTRATED ON CREATING SUSTAINABLE ECONOMIC GROWTH IN THE FOUR PRIORITY SECTORS OF

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

ENERGY, TOURISM, AGRICULTURE, AND APPAREL/MANUFACTURING, WORKING TO BRING IN NEW INVESTORS, DEVELOP AND SUPPORT LOCAL ORGANIZATIONS AND BUSINESSES, AND CREATE ACCESS TO NEW MARKETS. IN 2012, THE FOUNDATION FACILITATED HIGH-LEVEL VISITS TO HAITI FROM MORE THAN 85 LEADERS IN INTERNATIONAL BUSINESS AND PHILANTHROPY TO EXPLORE NEW OPPORTUNITIES FOR ENGAGEMENT, WHICH INCLUDED FACILITATING THE GROUNDBREAKING OF THE \$45 MILLION DOLLAR MARRIOTT/DIGICEL HOTEL IN HAITI. THE FOUNDATION ALSO WORKED WITH BOTH MARRIOTT AND HEINEKEN TO LOOK AT WAYS TO INCREASE LOCAL PROCUREMENT, PROVIDING NEW BUSINESS OPPORTUNITIES TO LOCAL ENTERPRISES. WITH THE COFFEE ROASTING COMPANY LA COLOMBE AND NORTH COAST DEVELOPMENT, THE FOUNDATION WORKED TO PROVIDE NEW INTERNATIONAL MARKETS FOR QUALITY HAITIAN PRODUCTS IN 2012, AND USED REVENUE FROM THESE PRODUCTS TO INCREASE ACCESS TO TRAINING, EQUIPMENT, AND MATERIALS FOR FARMERS, AND ALSO WORKED WITH NRG ENERGY TO BRING SOLAR POWER TO SMALL BUSINESSES, HOSPITALS, AND SCHOOLS TO SIGNIFICANTLY OFFSET THE NEED FOR DIESEL-FUELED ELECTRICITY. ADDITIONALLY, TO ADDRESS HAITI'S HIGH-ENERGY COSTS AND ENVIRONMENTAL AND AGRICULTURAL CONCERNS, THE CLINTON FOUNDATION IS WORKING WITH THE HAITIAN GOVERNMENT AND A VARIETY OF AGRICULTURE AND GREEN TECHNOLOGY COMPANIES TO DEVELOP COMMERCIALY VIABLE PROGRAMS, WHICH ADDRESS THESE NEEDS. IN 2012, THE FOUNDATION PROVIDED \$800,000 TO SUPPORT AGRICULTURE AND GREEN TECHNOLOGY INITIATIVES THROUGHOUT THE COUNTRY, WORKING ON PROJECTS THAT SUPPORT REFORESTATION, IMPROVE AGRICULTURE METHODS, AND SUPPORT CAPACITY BUILDING AND TRAINING. TO SUPPORT HOUSING AND EDUCATION IN HAITI, IN NOVEMBER 2012, THE FOUNDATION SIGNED AN MOU WITH THE QATAR HAITI FUND AND THE GOVERNMENT OF HAITI FOR \$5 MILLION TO

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

PROVIDE HOUSING TO COMMUNITIES AFFECTED BY THE 2010 EARTHQUAKE. LASTLY, WITH SUPPORT FROM THE BOEING FOUNDATION, IN 2012, THE CLINTON FOUNDATION WORKED WITH ARCHITECTURE FOR HUMANITY TO REPAIR A CENTRAL PRIMARY SCHOOL IN DELMAS, WHICH WAS DESTROYED BY THE EARTHQUAKE AND WORKED WITH GREIF, INC. AND OPERATION BLESSING TO CONSTRUCT THE FIRST PRIMARY SCHOOL AND COMMUNITY CENTER FOR THE PEOPLE OF LAKE AZUEI.

PROGRAM SERVICE ACCOMPLISHMENTS CONTINUED

FORM 990, PART III, LINES 4A - 4D

LAUNCHED IN 2012, THE CLINTON HEALTH MATTERS INITIATIVE (CHMI) WORKS TO IMPROVE THE HEALTH AND WELL-BEING OF PEOPLE ACROSS THE UNITED STATES BY ACTIVATING INDIVIDUALS, COMMUNITIES, AND ORGANIZATIONS TO MAKE MEANINGFUL CONTRIBUTIONS TO THE HEALTH OF OTHERS. CHMI WORKS TO IMPLEMENT EVIDENCE-BASED SYSTEMS, ENVIRONMENTAL, AND INVESTMENT STRATEGIES, WITH THE GOALS OF ULTIMATELY REDUCING THE PREVALENCE OF PREVENTABLE DISEASES, REDUCING HEALTH CARE COSTS ASSOCIATED WITH PREVENTABLE DISEASES, AND IMPROVING THE QUALITY OF LIFE FOR PEOPLE ACROSS THE UNITED STATES. EACH YEAR, CHMI CONVENES A DIVERSE GROUP OF INDIVIDUALS, CORPORATE LEADERS, ATHLETES, AND HEALTH AND WELLNESS EXPERTS FOR THE HEALTH MATTERS: ACTIVATING WELLNESS IN EVERY GENERATION CONFERENCE. AT THIS CHMI ANCHOR EVENT, CONFERENCE PARTICIPANTS EXPLORE ISSUES AROUND HEALTH ACCESS, HEALTHY LIVING, AND DISEASE PREVENTION IN THE UNITED STATES. PARTICIPANTS COMMIT TO IMPLEMENT DYNAMIC SOLUTIONS THAT WILL HELP PEOPLE AND COMMUNITIES ACROSS THE COUNTRY LIVE HEALTHIER LIVES. AT THE SECOND HEALTH MATTERS CONFERENCE IN JANUARY 2013, ATTENDEES ANNOUNCED 31 COMMITMENTS TOTALING MORE THAN \$100 MILLION IN DISEASE PREVENTION INVESTMENTS, WHICH

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

WILL POSITIVELY IMPACT MORE THAN 25 MILLION PEOPLE. IN 2012, CHMI FOCUSED ITS EFFORTS ON IMPROVING COMMUNITY HEALTH IN THE COACHELLA VALLEY, CALIFORNIA, AND IN GREATER LITTLE ROCK, ARKANSAS. IN DECEMBER, CHMI GUIDED 140 COACHELLA VALLEY COMMUNITY LEADERS IN CREATING THE INITIATIVE'S FIRST REGIONAL BLUEPRINT FOR ACTION, A STRATEGIC PLAN OUTLINING 44 STEPS THAT WILL IMPROVE LOCAL HEALTH AND WELLNESS. AND IN ARKANSAS, CHMI IS WORKING WITH REGIONAL LEADERS TO REDUCE THE PREVALENCE OF THESE PREVENTABLE DISEASES, REDUCE THE COST OF MEDICATIONS, AND IMPROVE OVERALL QUALITY OF LIFE FOR ARKANSANS. TO CREATE COMPREHENSIVE SOLUTIONS THAT IMPROVE HEALTH OUTCOMES AND DRIVE DOWN HEALTH CARE COSTS, CHMI ENGAGES CORPORATIONS AND NONGOVERNMENTAL ORGANIZATIONS TO HELP IMPROVE THE HEALTH AND WELL-BEING OF THEIR EMPLOYEES, CUSTOMERS, AND THE BROADER COMMUNITY. IN 2012, PRIVATE-SECTOR COMMITMENTS TO ACTION WERE MADE ADDRESSING A RANGE OF ISSUES, FROM HEART HEALTH AND DIABETES PREVENTION TO HEALTH TECHNOLOGY ADVANCES AND INFRASTRUCTURE.

THE CLINTON PRESIDENTIAL CENTER, LOCATED IN LITTLE ROCK, ARKANSAS, IS COMMITTED TO SUPPORTING THE WORK OF THE CLINTON FOUNDATION AND SERVING THE COMMUNITY BY PROVIDING A FIRST-CLASS VENUE FOR EXHIBITS, EVENTS, AND EDUCATIONAL PROGRAMS. SINCE ITS INCEPTION, THE CENTER HAS WELCOMED 2.7 MILLION VISITORS FROM AROUND THE WORLD. IN ADDITION TO SHOWCASING THE WORK - PAST, PRESENT, AND FUTURE - OF THE 42ND PRESIDENT OF THE UNITED STATES, THE CENTER ALSO SERVES AS AN AWARD-WINNING VENUE THAT ATTRACTS A NUMBER OF PRESTIGIOUS MEETINGS AND CONFERENCES EACH YEAR. IN OCTOBER 2012, THE CENTER WELCOMED THE DEPARTMENT OF STATE'S EXPERIENCE AMERICA, A

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

PROGRAM LED BY THE OFFICE OF THE CHIEF OF PROTOCOL, BRINGING MORE THAN 45 AMBASSADORS TO LITTLE ROCK. THE FOUNDATION PARTNERED WITH THE ARKANSAS ECONOMIC DEVELOPMENT COMMISSION TO CREATE A TWO-CITY, THREE-DAY PROGRAM HIGHLIGHTING THE RICH HISTORY WITHIN LITTLE ROCK FOR MORE THAN 45 AMBASSADORS. IN JUNE 2012, INSPIRED BY CHELSEA CLINTON, THE "DOROTHY HOWELL RODHAM AND VIRGINIA CLINTON KELLEY" EXHIBIT OPENED IN AND HONORED THE MOTHERS OF FORMER SECRETARY OF STATE HILLARY RODHAM CLINTON AND PRESIDENT BILL CLINTON, AND SHARED THE STORIES OF TWO EXCEPTIONAL WOMEN WHO CAME OF AGE IN A CHANGING AMERICA, AND THE CENTER HAD THE OPPORTUNITY TO DISPLAY THE ORIGINAL 19TH AMENDMENT - THE AMENDMENT THAT ALLOWED ALL WOMEN THE RIGHT TO VOTE.

SIGNIFICANT PROGRAM SERVICES CHANGES

FORM 990, PART III, LINE 2

LAUNCHED IN 2012, THE CLINTON HEALTH MATTERS INITIATIVE (CHMI) WORKS TO IMPROVE THE HEALTH AND WELL-BEING OF PEOPLE ACROSS THE UNITED STATES BY ACTIVATING INDIVIDUALS, COMMUNITIES, AND ORGANIZATIONS TO MAKE MEANINGFUL CONTRIBUTIONS TO THE HEALTH OF OTHERS. CHMI WORKS TO IMPLEMENT EVIDENCE-BASED SYSTEMS, ENVIRONMENTAL, AND INVESTMENT STRATEGIES, WITH THE GOALS OF ULTIMATELY REDUCING THE PREVALENCE OF PREVENTABLE DISEASES, REDUCING HEALTH CARE COSTS ASSOCIATED WITH PREVENTABLE DISEASES, AND IMPROVING THE QUALITY OF LIFE FOR PEOPLE ACROSS THE UNITED STATES.

NAME CHANGE

FORM 990, PART VI, SECTION A, LINE 4

THE ORGANIZATION WAS RENAMED TO "BILL, HILLARY & CHELSEA CLINTON

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

FOUNDATION" EFFECTIVE APRIL 9, 2013.

FOREIGN FINANCIAL ACCOUNTS

FORM 990, PART V, LINE 4B

AUSTRALIA

CAMBODIA

CHINA

COLOMBIA

DOMINICAN REPUBLIC

DR CONGO

INDIA

INDONESIA

KENYA

MALAWI

PERU

RWANDA

TANZANIA

UKRAINE

UNITED KINGDOM

VIETNAM

DOCUMENTATION OF COMMITTEE MEETINGS

FORM 990, PART VI, SECTION A, LINE 8B

THERE ARE NO COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE GOVERNING
BODY; THEREFORE, THE MEETINGS ARE NOT CONTEMPORANEOUSLY DOCUMENTED.

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

FORM 990 REVIEW PROCESS

FORM 990, PART VI, SECTION B, LINE 11B

A COPY OF FORM 990 IS CIRCULATED TO THE BOARD, AMONG THE VARIOUS OFFICERS, AND AMONG THE VARIOUS INITIATIVE HEADS FOR REVIEW PRIOR TO FILING.

CONFLICT OF INTEREST POLICY MONITORING PROCEDURES

FORM 990, PART VI, SECTION B, LINE 12C

THE ORGANIZATION REGULARLY AND CONSISTENTLY MONITORS COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY BY REQUIRING DIRECTORS, OFFICERS, AND KEY EMPLOYEES TO DISCLOSE ANY POTENTIAL CONFLICTS ANNUALLY. THE ANNUAL DISCLOSURES ARE REVIEWED BY COUNSEL AND IF ANY POTENTIAL CONFLICT EXISTS, IT WOULD BE EXAMINED AND APPROPRIATE ACTION WOULD BE TAKEN.

COMPENSATION DETERMINATION PROCEDURES

FORM 990, PART VI, SECTION B, LINE 15A & 15B

THE ORGANIZATION PARTICIPATES IN AN ANNUAL COMPENSATION STUDY THAT REVIEWS THREE SURVEYS TO DETERMINE THE REASONABLENESS OF ALL STAFF COMPENSATION INCLUDING TOP MANAGEMENT. THE ORGANIZATION ALSO UTILIZED AN INDEPENDENT COMPENSATION CONSULTANT, AND TOP MANAGEMENT SALARIES ARE REVIEWED BY THE BOARD ANNUALLY.

AVAILABILITY OF GOVERNING DOCUMENTS

FORM 990, PART VI, SECTION C, LINE 19

THE ORGANIZATION MAKES ITS AUDITED FINANCIAL STATEMENTS AND ANNUAL REPORT AVAILABLE ON ITS WEBSITE. ALL OTHER GOVERNING DOCUMENTS ARE AVAILABLE

Name of the organization	Employer identification number
BILL, HILLARY & CHELSEA CLINTON FOUNDATION	31-1580204

UPON REQUEST.

ENTERTAINMENT EXPENSES

FROM 990, PART IX, LINE 18

PART IX, LINE 18 WAS ZERO BECAUSE NO AMOUNT WAS PAID FOR TRAVEL OR

ENTERTAINMENT EXPENSES FOR ANY FEDERAL, STATE, OR LOCAL PUBLIC OFFICIAL

THAT MEETS THE THRESHOLD FOR REPORTING ON THIS LINE.

RECONCILIATION OF NET ASSETS

FORM 990, PART XI, LINE 9

PROVISION FOR UNCOLLECTIBLE PLEDGES \$(2,403,240)

PROGRAM RELATED INVESTMENT REVENUE 179,533

=====

TOTAL \$(2,223,707)

RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT

FORM 990, PART XII, LINE 2C

THE ORGANIZATION'S BOARD, AS A WHOLE (INSTEAD OF A COMMITTEE), ASSUMES

RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND

SELECTION OF AN INDEPENDENT ACCOUNTANT.

FUNDRAISING EXPENSES

FORM 990, SCHEDULE G, PART I

ALL FUNDRAISING AGREEMENTS ENTERED INTO BY THE ORGANIZATION STATE THAT

FUNDRAISING EXPENSES WILL BE INVOICED SEPARATELY FROM FUNDRAISING FEES.

Name of the organization BILL, HILLARY & CHELSEA CLINTON FOUNDATION	Employer identification number 31-1580204
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BELOW ARE THE AMOUNTS PAID TO EACH PROFESSIONAL FUNDRAISER FOR
FUNDRAISING EXPENSES.

AMERICAN MARKETING & COMMUNICATIONS CORP \$96,100

M&R STRATEGIES \$108,079

ATTACHMENT 1

FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CO, CT, DE,

FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI,

MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,

RI, SC, SD, TN, TX, VT, VA, WA, WV, WI, WY

ATTACHMENT 2

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
WASSERMAN MEDIA GROUP LLC 10960 WILSHIRE AVE. LOS ANGELES, CA 90024	CONSULTING SERVICES	437,000.
FRED POUST 277 WEST END AVENUE #4A NEW YORK, NY 10023	CONSULTING SERVICES	250,000.
BKD, LLP P.O. BOX 3667 LITTLE ROCK, AR 72203	ACCOUNTING SERVICES	208,308.
MCCULLAGH & COMPANY 1201 CALIFORNIA STREET #801 SAN FRANCISCO, CA 94109	FUNDRAISING SUPPORT	180,000.
SJS P.O. BOX 319 BRISTOL, RI 02809	CONSULTING SERVICES	124,980.

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

ATTACHMENT 3FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

GROSS SALES LESS RETURNS AND ALLOWANCES	2,002,970.
INVENTORY AT BEGINNING OF YEAR	
PURCHASES	952,577.
SALARIES AND WAGES	
OTHER COSTS	
SUBTOTAL	<u>952,577.</u>
MINUS ENDING INVENTORY	
COST OF GOODS SOLD	<u><u>952,577.</u></u>

**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

2012**Open to Public
Inspection**▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**▶ **Attach to Form 990.**▶ **See separate instructions.**

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) CLINTON FOUNDATION HONG KONG 16/F, TAK SHING HOUSE THEATER HONG KONG, HK	CF PROGRAMS	HK	0	0	BHCC FDN
(2) WILLIAM J. CLINTON FDN (KENYA) CHAR TR ARGWINGS KOHEK ROAD NAIROBI, KE	CF PROGRAMS	KE	0	0	BHCC FDN
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) WILLIAM J CLINTON FOUNDATION UK 610 PRESIDENT CLINTON AVE 2ND LITTLE ROCK, AR 72201	FUNDRAISING	UK			BHCC FDN	X	
(2) CLINTON GLOBAL INITIATIVE 27-1551550 1200 PRESIDENT CLINTON AVE LITTLE ROCK, AR 72201	INITIATIVE	AR	501 (C) (3)	11B	BHCC FDN	X	
(3) CLINTON HEALTH ACCESS INITIATIVE 27-1414646 383 DORCHESTER AVE BOSTON, MA 02127	HEALTH	AR	501 (C) (3)	9	BHCC FDN	X	
(4) CLINTON FOUNDATION INSALINGSSTIFTELSE TORNGREN MAGNELL VAST TRADGARD STOCKHOLM, SW	FUNDRAISING	SW			BHCC FDN	X	
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2012

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ACCESO_FUND_LLC_27-2075171 1271 AVE OF AMER, NY, NY 10020	PROGRAM INVESTMNT	DE	N/A	RELATED	29,426.	1,100,408.		X		X		50.0000
(2) HAITI_DVLPMT_FUND_45-3819678 1271 AVE OF AMER, NY, NY 10020	PROGRAM INVESTMNT	DE	N/A	RELATED	0	208,520.		X		X		50.0000
(3) CIUDAD VERDE AMARILO TRIADA FR CALLE 67 NO. 7-37 PISO 3	PROGRAM INVESTMNT		N/A	RELATED	8,717,090.	673,186.		X		X		77.5300
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percen- tage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) FONDO ACCESO SAS CALLE 93A NO. 14-17 OF 707 BOGOTA, CO	PROGRAM INVESTMNT	CO	N/A	C.CORP.	0	0			X
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	1s	X

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ACCESO FUND LLC	B	480,750.	AMT. PAID
(2) CLINTON HEALTH ACCESS INITIATIVE	B	4,000,000.	AMT. PAID
(3) CLINTON FOUNDATION INSALINGSSTIFTELSE	C	3,702,652.	AMT. RECEIVED
(4) CLINTON GLOBAL INITIATIVE	C	500,000.	AMT. RECEIVED
(5) CLINTON GLOBAL INITIATIVE	C	8,975,872.	YEAR END BAL.
(6) CLINTON HEALTH ACCESS INITIATIVE	D	3,558,496.	YEAR END BAL.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	
b Gift, grant, or capital contribution to related organization(s)	1b	
c Gift, grant, or capital contribution from related organization(s)	1c	
d Loans or loan guarantees to or for related organization(s)	1d	
e Loans or loan guarantees by related organization(s)	1e	
f Dividends from related organization(s)	1f	
g Sale of assets to related organization(s)	1g	
h Purchase of assets from related organization(s)	1h	
i Exchange of assets with related organization(s)	1i	
j Lease of facilities, equipment, or other assets to related organization(s)	1j	
k Lease of facilities, equipment, or other assets from related organization(s)	1k	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	
o Sharing of paid employees with related organization(s)	1o	
p Reimbursement paid to related organization(s) for expenses	1p	
q Reimbursement paid by related organization(s) for expenses	1q	
r Other transfer of cash or property to related organization(s)	1r	
s Other transfer of cash or property from related organization(s)	1s	

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) CLINTON FOUNDATION INSALINGSSTIFTELSE	S	5,667,997.	AMT. RECEIVED
(2)			
(3)			
(4)			
(5)			
(6)			

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.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Schedule R (Form 990) 2012

Part VII **Supplemental Information**

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

AMENDED RETURN

Form **990-T**

Department of the Treasury
Internal Revenue Service

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

For calendar year 2012 or other tax year beginning _____, 2012, and
ending _____, 20____. ▶ See separate instructions.

OMB No. 1545-0687

2012

Open to Public Inspection for
501(c)(3) Organizations Only

A ☐ Check box if
address changed

B Exempt under section

☒ 501(C)(3) ☐ 220(e)
☐ 408(e) ☐ 530(a)
☐ 408A ☐ 529(a)

C Book value of all assets
at end of year

225,703,274.

**Print
or
Type**

Name of organization (☐ Check box if name changed and see instructions.)

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Number, street, and room or suite no. If a P.O. box, see instructions.

1200 PRESIDENT CLINTON AVENUE

City or town, state, and ZIP code

LITTLE ROCK, AR 72201

D Employer identification number
(Employees' trust, see instructions.)

31-1580204

E Unrelated business activity codes
(see instructions.)

722320

F Group exemption number (see instructions) ▶

G Check organization type ▶ ☒ 501(c) corporation ☐ 501(c) trust ☐ 401(a) trust ☐ Other trust

H Describe the organization's primary unrelated business activity. ▶ RENTAL CATERING BUSINESS

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? ▶ ☐ Yes ☒ No
If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ ANDREW KESSEL Telephone number ▶ 501-748-0471

Part I Unrelated Trade or Business Income

	(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales 1,050,393.			
b Less returns and allowances c Balance ▶ 1c	1,050,393.		
2 Cost of goods sold (Schedule A, line 7)	353,143.		
3 Gross profit. Subtract line 2 from line 1c	697,250.		697,250.
4a Capital gain net income (attach Schedule D)			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
c Capital loss deduction for trusts			
5 Income (loss) from partnerships and S corporations (attach statement)			
6 Rent income (Schedule C)			
7 Unrelated debt-financed income (Schedule E)			
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10 Exploited exempt activity income (Schedule I)			
11 Advertising income (Schedule J)			
12 Other income (see instructions; attach statement)			
13 Total. Combine lines 3 through 12	697,250.		697,250.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions) (except for contributions, deductions must be directly connected with the unrelated business income)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	525,209.
16 Repairs and maintenance	16	
17 Bad debts	17	1,705.
18 Interest (attach statement)	18	
19 Taxes and licenses	19	
20 Charitable contributions (see instructions for limitation rules)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	124,650.
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach statement) ATTACHMENT 1	28	226,386.
29 Total deductions. Add lines 14 through 28	29	877,950.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	-180,700.
31 Net operating loss deduction (limited to the amount on line 30)	31	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	-180,700.
33 Specific deduction (generally \$1,000, but see line 33 instructions for exceptions)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	-180,700.

Bill, Hillary & Chelsea Clinton Foundation
EIN: 31-1580204
Tax Year Ended: December 31, 2012
Tax Form: Form 990-T (Amended)

Attachment to 2012 amended Form 990-T

This amended Form 990-T, *Exempt Organization Business Income Tax Return*, is being filed to transmit to the Internal Revenue Service a Form 8865, *Return of U.S. Persons With Respect to Certain Foreign Partnerships*, and a Form 926, *Return by a U.S. Transferor of Property to a Foreign Corporation*.

The Foundation is also revising Part I, *Unrelated Trade or Business Income*, and Part II, *Deductions Not Taken Elsewhere*, to reflect an adjustment of its reportable gross receipts and expenses from unrelated business income, as a result of a further review of the unrelated business income and expense allocations. There is no change to the Foundation's unrelated business taxable income as reported on the original Form 990-T filed for 2012.

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here ☐ **See instructions and:**

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):

(1) \$ (2) \$ (3) \$

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$

(2) Additional 3% tax (not more than \$100,000) \$

c Income tax on the amount on line 34

35c

36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on

the amount on line 34 from: ☐ Tax rate schedule or ☐ Schedule D (Form 1041)

36

37 Proxy tax (see instructions)

37

38 Alternative minimum tax

38

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies.

39

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)

40a

b Other credits (see instructions)

40b

c General business credit. Attach Form 3800 (see instructions)

40c

d Credit for prior year minimum tax (attach Form 8801 or 8827)

40d

e Total credits. Add lines 40a through 40d

40e

41 Subtract line 40e from line 39

41

42 Other taxes. Check if from: ☐ Form 4255 ☐ Form 8611 ☐ Form 8697 ☐ Form 8866 ☐ Other (attach statement)

42

43 Total tax. Add lines 41 and 42

43

44 a Payments: A 2011 overpayment credited to 2012

44a

b 2012 estimated tax payments

44b

c Tax deposited with Form 8868

44c

d Foreign organizations: Tax paid or withheld at source (see instructions)

44d

e Backup withholding (see instructions)

44e

f Credit for small employer health insurance premiums (Attach Form 8941)

44f

g Other credits and payments:

☐ Form 4136 ☐ Form 2439

☐ Other

44g

45 Total payments. Add lines 44a through 44g

45

46 Estimated tax penalty (see instructions). Check if Form 2220 is attached

46

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed

47

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid

48

49 Enter the amount of line 48 you want: **Credited to 2013 estimated tax**

Refunded

49

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here SEE ATTACHED

Yes No

X

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.

Yes No

X

3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation FIFO

1 Inventory at beginning of year

1

2 Purchases

2

3 Cost of labor

3

4 a Additional section 263A costs (attach statement)

4a

b Other costs (attach statement)

4b

5 Total. Add lines 1 through 4b

5

809,180.

6 Inventory at end of year

6

7 Cost of goods sold. Subtract line

6 from line 5. Enter here and in

Part I, line 2.

7

809,180.

8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

Yes No

X

Sign Here

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

Michael Wolfe 11/16/15

CEO

Signature of officer

Date

Title

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

Paid Preparer Use Only

Print/Type preparer's name

MICHAEL WOLFE

Preparer's signature

Michael Wolfe

Date

11/16/2015

Check ☐ if self-employed

PTIN

P01888810

Firm's name BKD, LLP

Firm's EIN 44-0160260

Firm's address P.O. BOX 3667

Phone no. 501-372-1040

LITTLE ROCK, AR 72203-3667

Form 990-T (2012)

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)
(see instructions)**1. Description of property**

(1)
(2)
(3)
(4)

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
(1)		
(2)		
(3)		
(4)		
Total	Total	

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ▶**(b) Total deductions.** Enter here and on page 1, Part I, line 6, column (B) ▶**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals ▶			Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).

Total dividends-received deductions included in column 8 ▶**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
Totals ▶			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B).
Totals				

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
	Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).				Enter here and on page 1, Part II, line 26.
Totals						

Schedule J - Advertising Income (see instructions)**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I						
	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).				Enter here and on page 1, Part II, line 27.
Totals, Part II (lines 1-5)						

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1) ATCH 2		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14.			

ATTACHMENT 1FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS

LICENSES & FEES	1,650.
SUPPLIES EXPENSES	42,439.
PURCHASE SERVICES	99,030.
OTHER PAYROLL EXPENSES	40,153.
CREDIT CARD EXPENSES	15,061.
OTHER EXPENSES	27,559.
UTILITIES	494.
PART II - LINE 28 - OTHER DEDUCTIONS	<u>226,386.</u>

ATTACHMENT 2SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
BRUCE R LINDSEY 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	CEO/CHAIR	0	0
ANDREW KESSEL 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	CFO	0	0
STEPHANIE S STREETT 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	EXECUTIVE DIRECTOR	0	0
TERRENCE MCAULIFFE 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	DIRECTOR	0	0
CHELSEA V. CLINTON 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	VICE CHAIR	0	0
SCOTT TAITEL 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	COO OF CGSGI	0	0
MARK GUNTON 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	CEO, CGSGI	0	0
THERESE SHERIDAN 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	HR DIRECTOR	0	0
DENNIS CHENG 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	CDO	0	0
VALERIE ALEXANDER 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	MARKETING DIRECTOR	0	0

ATTACHMENT 2 (CONT'D)SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
MARK DUNKELMAN 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	SENIOR FELLOW	0	0
TOTAL COMPENSATION			<u>0</u>

FEDERAL FOOTNOTES

FORM 990-T RENTAL CATERING BUSINESS NET OPERATING LOSS (NON-SRLY)

CARRYOVER GENERATED YE 12/31/2011	\$34,437
CARRYOVER GENERATED YE 12/31/2012	\$180,700
TOTAL UTILIZATION	NONE
CARRIED FORWARD TO 12/31/2013	\$215,137

FEDERAL FOOTNOTES

FORM 990-T, PART V, LINE 1 INTEREST IN OR A SIGNATURE OR OTHER
AUTHORITY OVER A FINANCIAL ACCOUNT IN A FOREIGN COUNTRY. AUSTRALIA,
CAMBODIA, CHINA, COLOMBIA, DOMINICAN REPUBLIC, DR CONGO, INDIA,
INDONESIA, KENYA, MALAWI, PERU, RWANDA, TANZANIA, UKRAINE, UNITED
KINGDOM, VIETNAM.