



Dear Reader:

The Clinton Foundation creates partnerships between businesses, NGOs, governments, and individuals around the world to transform lives and communities. 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 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 position 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 back into the Bill, Hillary & Chelsea Clinton Foundation in 2013

By law, tax returns for these individual entities are filed separately. For any foundation with multiple entities and a substantial number of multi-year commitments, however, the IRS Form 990 may not provide a clear assessment of a foundation's financial status.

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.

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 account this way in order 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 reserve 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, as of today:

- 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.

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.

Sincerely,

A handwritten signature in black ink that reads "Andrew Kessel". The signature is written in a cursive, flowing style.

Andrew Kessel
Chief Financial Officer

Bill, Hillary & Chelsea Clinton Foundation

Independent Auditor's Report
and Consolidated Financial Statements

December 31, 2012 and 2011



Bill, Hillary & Chelsea Clinton Foundation
December 31, 2012 and 2011

Contents

**Independent Auditor’s Report on Financial Statements and
Supplementary Information 1**

Consolidated Financial Statements

Consolidated Statements of Financial Position 3
Consolidated Statements of Activities..... 4
Consolidated Statements of Cash Flows 5
Consolidated Statements of Functional Expenses 6
Notes to Consolidated Financial Statements 7

Independent Auditor's Report on Financial Statements and Supplementary Information

Board of Directors
Bill, Hillary & Chelsea Clinton Foundation
Little Rock, Arkansas

We have audited the accompanying consolidated financial statements of Bill, Hillary & Chelsea Clinton Foundation (formerly William J. Clinton Foundation), which comprise the consolidated statements of financial position as of December 31, 2012 and 2011, the related consolidated statements of activities, cash flows and functional expenses for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We did not audit the 2012 financial statements of CHAI, Inc., a consolidated entity, whose statements reflect total assets constituting 12 percent of consolidated total assets at December 31, 2012, and total revenues constituting 36 percent of consolidated total revenues for the year then ended. Those statements were audited by other auditors, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for CHAI, Inc., is based solely on the report of the other auditors. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion.

Board of Directors
Bill, Hillary & Chelsea Clinton Foundation
Page 2

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, based on our audit and the report of the other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Bill, Hillary & Chelsea Clinton Foundation as of December 31, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

BKD, LLP

Little Rock, Arkansas
September 10, 2013

Bill, Hillary & Chelsea Clinton Foundation
Consolidated Statements of Financial Position
December 31, 2012 and 2011

Assets

	<u>2012</u>	<u>2011</u>
Cash and cash equivalents	\$ 107,066,637	\$ 76,927,021
Assets limited as to use	18,106,977	25,783,376
Accounts receivable	1,008,619	1,625,496
Grants receivable	1,428,051	3,104,293
Beneficial interest in net assets of related entity	3,080,345	-
Contributions receivable, net	12,425,459	19,315,091
Inventory and prepaid expenses	2,540,187	1,430,219
Investments	1,638,057	2,640,096
Property and equipment, net of accumulated depreciation	<u>110,020,451</u>	<u>113,045,397</u>
Total assets	<u>\$ 257,314,783</u>	<u>\$ 243,870,989</u>

Liabilities and Net Assets

Liabilities

Accounts payable and accrued expenses	\$ 8,978,650	\$ 7,677,530
Deferred revenue	36,863,232	32,224,002
Long-term debt	<u>74,985</u>	<u>104,234</u>
Total liabilities	<u>45,916,867</u>	<u>40,005,766</u>

Net Assets

Unrestricted	46,246,742	45,060,773
Unrestricted, invested in fixed assets	<u>110,020,451</u>	<u>113,045,397</u>
Total unrestricted	156,267,193	158,106,170
Temporarily restricted	54,880,723	45,509,053
Permanently restricted	<u>250,000</u>	<u>250,000</u>
Total net assets	<u>211,397,916</u>	<u>203,865,223</u>
	<u>\$ 257,314,783</u>	<u>\$ 243,870,989</u>

Bill, Hillary & Chelsea Clinton Foundation
Consolidated Statements of Activities
Years Ended December 31, 2012 and 2011

	2012			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Revenues, Gains and Other Support				
Contributions	\$ 33,047,058	\$ 80,152,460	\$ -	\$ 113,199,518
Grants	114,546,567	-	-	114,546,567
Investment return	33,748	487,358	-	521,106
Other	2,821,730	-	-	2,821,730
Change in interest in net assets of related entity	365,000	2,715,345	-	3,080,345
Net assets released from restrictions	70,858,392	(70,858,392)	-	-
	<u>221,672,495</u>	<u>12,496,771</u>	<u>-</u>	<u>234,169,266</u>
Expenses and Losses				
Program services	200,871,074	-	-	200,871,074
Management and general	14,795,588	-	-	14,795,588
Fund raising	7,844,810	-	-	7,844,810
Provision for uncollectible pledges	-	3,125,101	-	3,125,101
	<u>223,511,472</u>	<u>3,125,101</u>	<u>-</u>	<u>226,636,573</u>
Change in Net Assets	(1,838,977)	9,371,670	-	7,532,693
Net Assets, Beginning of Year	<u>158,106,170</u>	<u>45,509,053</u>	<u>250,000</u>	<u>203,865,223</u>
Net Assets, End of Year	<u>\$ 156,267,193</u>	<u>\$ 54,880,723</u>	<u>\$ 250,000</u>	<u>\$ 211,397,916</u>

2011

Unrestricted	Temporarily Restricted	Permanently Restricted	Total
\$ 54,998,508	\$ 62,420,275	\$ -	\$ 117,418,783
135,753,259	-	-	135,753,259
145,718	19,108	-	164,826
6,051,442	-	-	6,051,442
-	-	-	-
53,763,498	(53,763,498)	-	-
<u>250,712,425</u>	<u>8,675,885</u>	<u>-</u>	<u>259,388,310</u>
231,717,377	-	-	231,717,377
12,252,415	-	-	12,252,415
10,504,919	-	-	10,504,919
-	475,000	-	475,000
<u>254,474,711</u>	<u>475,000</u>	<u>-</u>	<u>254,949,711</u>
(3,762,286)	8,200,885	-	4,438,599
<u>161,868,456</u>	<u>37,308,168</u>	<u>250,000</u>	<u>199,426,624</u>
<u>\$ 158,106,170</u>	<u>\$ 45,509,053</u>	<u>\$ 250,000</u>	<u>\$ 203,865,223</u>

Bill, Hillary & Chelsea Clinton Foundation
Consolidated Statements of Cash Flows
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Operating Activities		
Change in net assets	\$ 7,532,693	\$ 4,438,599
Items not requiring (providing) operating activities cash flows		
Depreciation	4,752,967	4,703,907
Provision for bad debts	3,125,101	475,000
Change in beneficial interest in net assets of related entity	(3,080,345)	-
Changes in		
Assets limited as to use	7,676,399	60,521,322
Accounts receivable	616,877	39,146
Grants receivable	1,676,242	246,667
Contributions receivable	3,764,531	(6,016,995)
Inventory and prepaid expenses	(1,109,968)	572,396
Accounts payable and accrued expenses	1,301,120	(2,389,459)
Deferred grant revenue	4,639,230	(52,254,861)
	<u>30,894,847</u>	<u>10,335,722</u>
Net cash provided by operating activities		
Investing Activities		
Purchase of property and equipment	(1,728,021)	(622,866)
Net sales (purchases) of investments	1,002,039	(2,655,995)
	<u>(725,982)</u>	<u>(3,278,861)</u>
Net cash used in investing activities		
Financing Activities		
Payment of long-term debt	(29,249)	(63,347)
	<u>(29,249)</u>	<u>(63,347)</u>
Net cash used in financing activities		
Increase in Cash and Cash Equivalents	30,139,616	6,993,514
Cash and Cash Equivalents, Beginning of Year	<u>76,927,021</u>	<u>69,933,507</u>
Cash and Cash Equivalents, End of Year	<u>\$ 107,066,637</u>	<u>\$ 76,927,021</u>

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Building on a lifetime of public service, President Bill Clinton established the William J. Clinton Foundation with the mission to improve global health, strengthen economies, promote healthier childhoods, and protect the environment by fostering partnerships among governments, businesses, nongovernmental organizations (NGOs), and private citizens. 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 (the Clinton Foundation).

To accomplish its goals, the Clinton Foundation has established separate initiatives, each with a distinct mission but all reflecting the Clintons' vision: to implement sustainable programs that improve access worldwide to investment, opportunity, and lifesaving services now and for future generations. Working in diverse geographic regions and responding to local needs, the initiatives address targeted challenges in the Clinton Foundation's key areas of focus: economic development, climate change, global health, and health and wellness.

These initiatives are as follows:

- The William J. Clinton Presidential Center and Park (the Center) in Little Rock, Arkansas, links the significance of a 20th century American presidency with the ongoing and far-reaching work of a global foundation. The Center chronicles and celebrates President Clinton's four decades of helping individuals and communities – at home and around the world – build a better future. The Center includes the Little Rock offices of the Clinton Foundation, the William J. Clinton Presidential Library and Museum, and the University of Arkansas Clinton School of Public Service. The Center 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.
- The Clinton Global Initiative's (CGI) mission is to inspire, connect, and empower everyone to forge solutions to the world's most pressing challenges. CGI convenes leaders from the private sector, public sector, and civil society to drive action through its unique model. Rather than directly implementing projects, CGI helps its members turn ideas into action by making impactful and measurable Commitments to Action within nine tracks, each representing a topical global challenge or strategic approach. To support the development of commitments year-round, CGI facilitates conversations, provides opportunities to identify partners, and communicates the results of the work. In addition to four major meetings, CGI held 73 topic-specific events in 2012, designed to support cross-track collaboration. CGI hosts the Annual Meeting, where heads of state, Nobel Prize laureates, hundreds of CEOs, heads of foundations, philanthropists, and directors from NGOs to make commitments; CGI University, which brings together students and youth organizations together to create commitments; and, CGI America to bring together businesses, foundations, nonprofits and government leaders to address economic recovery in the United States.

Bill, Hillary & Chelsea Clinton Foundation

Notes to Consolidated Financial Statements

December 31, 2012 and 2011

- The Clinton Climate Initiative (CCI) is implementing programs that create and advance solutions to the core problems driving climate change. In addition to addressing climate change, CCI's programs are also helping to reduce our reliance on oil; thus 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. 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 Clinton Health Access Initiative (CHAI) began its work by addressing the HIV/AIDS crisis and strengthening health systems in the developing world. Under the leadership of national governments, CHAI works to lower the prices and improve the availability of lifesaving 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 with which they collaborate 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, child, and infant mortality. In January 2010, CHAI became a separate nonprofit organization.
- The Alliance for a Healthier Generation, founded by 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 nationwide to make healthy lifestyle choices.
- The Clinton Economic Opportunity Initiative (CEO) promotes economic growth in economically distressed and emerging communities by enlisting experienced entrepreneurs to help local businesses compete and succeed. CEO believes that enabling entrepreneurship is one of the strongest ways to create lasting economic growth in underserved communities because it creates jobs, promotes development, and generates wealth in those communities. By creating, implementing, and scaling sustainable models to support entrepreneurship, CEO strives to help entrepreneurs develop the strategic, management, and operational capacity to compete in the marketplace and contribute to their communities.
- The Clinton Development Initiative (CDI) works to give smallholder farmers in Rwanda and Malawi the tools needed to increase their harvests, generate stable incomes, support their families, and improve their communities. CDI works along the entire agricultural value chain and engages with small producers to develop sustainable farm cooperatives, grows seed and commercial crops on its own farms, and partners in the operation of agribusinesses, such as oilseed crushing and input distribution, so that its social missions are financially self-sufficient. At the invitation of the governments of Malawi and Rwanda, CDI works in close collaboration with nongovernmental organizations, social investors, and farmers to help smallholders enter the market – ultimately ensuring that communities can sustain themselves. In Rwanda, the Clinton Foundation works in partnership with the Hunter Foundation.

Bill, Hillary & Chelsea Clinton Foundation

Notes to Consolidated Financial Statements

December 31, 2012 and 2011

- 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.
- The Clinton Giustra Sustainable Growth Initiative, which was renamed the Clinton Giustra Enterprise Partnership (CGEP) as of May 2013, established by the Clinton Foundation and Canadian philanthropist Frank Giustra, empowers individuals in developing nations with the tools needed to work themselves out of poverty. CGEP's portfolio of projects in Colombia, Peru, and Mexico provides poor and vulnerable populations with access to marketable skills training and certification, guidance in best agricultural practices, and access to other critical resources, such as health delivery, to enable new opportunities for improved income generation. Other projects target microenterprises with capacity building and market linkages. Additionally, investment funds, including those targeted to Colombia and Haiti, provide access to capital for enterprise creation and growth financing, allowing these firms to become catalysts for job creation.
- The Clinton Foundation has been actively engaged in Haiti since 2009, focusing on economic diversification, private sector investment and job creation in order to create long-term, sustainable economic development. After the 2010 earthquake, President Clinton formed the Clinton Foundation Haiti Fund and raised \$16.4 million from individual donors for immediate 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, education and capacity building. In 2012, the Clinton Foundation concentrated on creating sustainable economic growth in the four priority sectors of energy, tourism, agriculture, and apparel/manufacturing, and worked to bring in new investors, develop and support local organizations and businesses, and create access to new markets in these sectors.

In 2012 and 2011, the CGI, the Alliance for a Healthier Generation, and the CHAI operated as separate legal entities. The other initiatives listed above are operated as separate departments of the Clinton Foundation.

Principles of Consolidation

The financial statements for 2012 and 2011 are consolidated and include the accounts of the Clinton Foundation, CGI and CHAI. All significant intercompany accounts and transactions have been eliminated in consolidation.

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents

The Clinton Foundation considers all liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2012 and 2011, cash equivalents consisted of money market accounts held with brokers and a repurchase agreement with a financial institution.

At December 31, 2012 and 2011, the Clinton Foundation's cash accounts did not exceed federally insured limits.

Pursuant to legislation enacted in 2010, the FDIC fully insured all noninterest-bearing transaction accounts beginning December 31, 2010, through December 31, 2012, at all FDIC-insured institutions. This legislation expired on December 31, 2012. Beginning January 1, 2013, noninterest-bearing transaction accounts are subject to the \$250,000 limit on FDIC insurance per covered institution.

Assets Limited as to Use

Assets limited as to use include assets held by the Clinton Foundation and CHAI under its arrangement with UNITAID, an international organization affiliated with the World Health Organization, which works to leverage price reductions for diagnostics and medicines to better treat AIDS, malaria and tuberculosis in the developing world. The assets relate to the arrangement and may be used only for the purchase of pediatric and second-line drugs and related commodities and diagnostics for UNITAID-sponsored projects.

Investments and Investment Return

Investments in equity securities having a readily determinable fair value and in all debt securities are carried at fair value. Other investments are valued at the lower of cost (or fair value at time of donation, if acquired by contribution) or fair value. Investment return includes dividend, interest and other investment income; realized and unrealized gains and losses on investments carried at fair value; and realized gains and losses on other investments.

Investment return that is initially restricted by donor stipulation and for which the restriction will be satisfied in the same year is included in unrestricted net assets. Other investment return is reflected in the statements of activities as unrestricted, temporarily restricted or permanently restricted based upon the existence and nature of any donor or legally-imposed restrictions.

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Receivables

Receivables primarily consist of contributions and grants receivable. The Clinton Foundation receives grant support from various international governmental organizations. Since the financial statements of the Clinton Foundation are prepared on the accrual basis, all earned portions of the grants not yet received as of December 31, 2012 and 2011, have been recorded as receivables.

Contributions receivable are stated at the amount pledged by donors net of net present value discounts. The Clinton Foundation provides an allowance for doubtful pledges receivable, which is based upon a review of outstanding receivables, historical collection information and existing economic conditions. Delinquent pledges receivable are written off based on the specific circumstances of the donor making the pledge.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is charged to expense using the straight-line and double-declining balance methods.

The estimated useful lives for each major depreciable classification of property and equipment are as follows:

Building and fixtures	15–40 years
Furniture and equipment	3–10 years

Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are those whose use by the Clinton Foundation has been limited by donors to a specific time period or purpose. Permanently restricted net assets have been restricted by donors to be maintained by the Clinton Foundation in perpetuity.

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Contributions

Gifts of cash and other assets received without donor stipulations are reported as unrestricted revenue and net assets. Gifts received with a donor stipulation that limits their use are reported as temporarily or permanently restricted revenue and net assets. When a donor-stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Gifts that are originally restricted by the donor and for which the restriction is met in the same time period are recorded as temporarily restricted and then released from restriction.

Gifts of land, buildings, equipment and other long-lived assets are reported as unrestricted revenue and net assets unless explicit donor stipulations specify how such assets must be used, in which case the gifts are reported as temporarily or permanently restricted revenue and net assets. Absent explicit donor stipulations for the time long-lived assets must be held; expirations of restrictions resulting in reclassification of temporarily restricted net assets as unrestricted net assets are reported when the long-lived assets are placed in service.

Unconditional gifts expected to be collected within one year are reported at their net realizable value. Unconditional gifts expected to be collected in future years are initially reported at fair value determined using the discounted present value of estimated future cash flows technique. The resulting discount is amortized using the level-yield method and is reported as contribution revenue.

Conditional gifts depend on the occurrence of a specified future and uncertain event to bind the potential donor and are recognized as assets and revenue when the conditions are substantially met and the gift becomes unconditional.

Collections

The collections maintained at the William J. Clinton Presidential Library and Museum are the property of the National Archives, and, as such, these collections are not included on the statements of financial position of the Clinton Foundation. Furthermore, the Clinton Foundation is not responsible for the maintenance or preservation of items in the collections.

Collections of works of art, historical treasures and similar assets are not capitalized in as much as the items are preserved and cared for continuously. Purchases of collection items are reported in the year of acquisition as decreases in unrestricted net assets or in temporarily or permanently restricted net assets if the assets used to purchase the items were restricted to that use by donor stipulation. Contributions of collection items are not reported in the financial statements. Proceeds from disposal of and insurance recoveries related to collection items are reported as increases in the appropriate net asset classes.

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

In-kind Contributions

In addition to receiving cash contributions, the Clinton Foundation receives in-kind contributions from various donors. It is the policy of the Clinton Foundation to record the estimated fair value of certain in-kind donations as an expense in its financial statements and similarly increase contribution revenue by a like amount. For the years ended December 31, 2012 and 2011, \$8,317,217 and \$3,718,421, respectively, were received in in-kind contributions.

Government Grants

Support funded by government grants is recognized as exchange transactions as the Clinton Foundation performs the contracted services or incurs outlays eligible for reimbursement under the grant agreements. Grant activities and outlays are subject to audit and acceptance by the granting agency, and, as a result of such audit, adjustments could be required.

Income Taxes

The Clinton Foundation is exempt from income taxes under Section 501 of the Internal Revenue Code and a similar provision of state law. However, the Clinton Foundation is subject to federal income tax on any unrelated business taxable income.

The Clinton Foundation files tax returns in the U.S. federal jurisdiction. With a few exceptions, the Clinton Foundation is no longer subject to U.S. federal examinations by tax authorities for years before 2009.

Functional Allocation of Expenses

The costs of supporting the various programs and other activities have been summarized on a functional basis in the statements of activities. Certain costs have been allocated among the program services, management and general and fund-raising categories based on time and effort measurements and other methods.

Deferred Revenue

Deferred revenue includes granted funds held by the Clinton Foundation that may be expended only for program purposes. The use of funds is limited by the funding agencies.

Reclassifications

Certain reclassifications have been made to the 2011 financial statements to conform to the 2012 financial statement presentation. These reclassifications had no effect on the change in net assets.

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

In March 2013, the Clinton Foundation changed its name from William J. Clinton Foundation to Bill, Hillary & Chelsea Clinton Foundation.

In March 2013, the CGI merged all of its activities into the Bill, Hillary & Chelsea Clinton Foundation.

Note 2: Assets Limited as to Use

Assets limited as to use represent the cash available on hand for the UNITAID Commodities Program at December 31:

	<u>2012</u>	<u>2011</u>
Assets limited as to use	\$ 18,106,977	\$ 25,783,376

Note 3: Investments and Investment Return

Investments at December 31 consisted of the following:

	<u>2012</u>	<u>2011</u>
Equity securities	\$ 7,500	\$ 7,500
Certificates of deposit	-	200,000
Mutual funds	267,491	267,491
Programmatic investments	<u>1,363,066</u>	<u>2,165,105</u>
	<u>\$ 1,638,057</u>	<u>\$ 2,640,096</u>

The primary purpose of the programmatic investments is to further the tax exempt objectives of the Clinton Foundation and not focus on production of income or the appreciation of the asset. Like grants, these financial instruments have as their primary purpose the achievement of the Clinton Foundation's programmatic mission. These investments, which represent ownership interests in other organizations, are accounted for using the equity method of accounting, and are not subject to the fair value measurement requirements in ASC 958-320 due to these investments not meeting the definition of an equity security with readily determinable fair value. As of December 31, 2012, the Clinton Foundation recorded impairment losses of approximately \$345,000 on the programmatic investments.

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Total investment return as of December 31, is comprised of the following:

	2012	2011
Interest and dividend income	\$ 521,106	\$ 164,826

Note 4: Contributions and Grants Receivable

All contributions receivable are reported as a component of temporarily restricted net assets and consisted of the following at December 31:

	2012	2011
Due within one year	\$ 12,305,685	\$ 19,153,610
Due in one to five years	2,215,790	1,790,790
Due in more than five years	23,831	86,989
	14,545,306	21,031,389
Less		
Allowance for uncollectible contributions	1,526,076	804,215
Unamortized discount	593,771	912,083
	\$ 12,425,459	\$ 19,315,091

CHAI has received conditional promises to give of approximately \$171,947,000 and \$35,300,000 at December 31, 2012 and 2011. These conditional promises to give will not be recognized as an asset or revenue until the conditions are substantially met.

CHAI has future grant commitments from its grantors of approximately \$21,527,000 and \$6,641,000 at December 31, 2012 and 2011, respectively.

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Note 5: Property and Equipment

Property and equipment at December 31, consist of the following:

	<u>2012</u>	<u>2011</u>
Land	\$ 943,690	\$ 943,690
Furniture and equipment	5,479,441	5,514,102
Buildings and fixtures	<u>135,449,131</u>	<u>134,819,981</u>
	141,872,262	141,277,773
Less accumulated depreciation	<u>31,851,811</u>	<u>28,232,376</u>
	<u><u>\$ 110,020,451</u></u>	<u><u>\$ 113,045,397</u></u>

Note 6: Net Assets

Temporarily Restricted Net Assets

Temporarily restricted net assets on December 31, 2012 and 2011, were available for the following purposes:

	<u>2012</u>	<u>2011</u>
For future periods (pledges receivable)	\$ 5,110,476	\$ 7,738,399
Haiti relief and recovery	2,340,269	2,338,935
Foundation initiatives	<u>47,429,978</u>	<u>35,431,719</u>
	<u><u>\$ 54,880,723</u></u>	<u><u>\$ 45,509,053</u></u>

Permanently Restricted Net Assets

Permanently restricted net assets at December 31, 2012 and 2011, were restricted to:

	<u>2012</u>	<u>2011</u>
Investment in perpetuity, the income of which is expendable to support speakers' endowment	<u><u>\$ 250,000</u></u>	<u><u>\$ 250,000</u></u>

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Net Assets Released from Restrictions

Net assets were released from donor restrictions by incurring expenses satisfying the restricted purposes or by occurrence of other events specified by donors.

	2012	2011
Purpose restrictions accomplished		
Haiti relief and recovery	\$ 733,486	\$ 3,175,620
Foundation initiatives	65,185,330	45,298,053
	65,918,816	48,473,673
Time restrictions expired		
Collection of pledges	4,939,576	5,289,825
	\$ 70,858,392	\$ 53,763,498

Note 7: Operating Leases

The Clinton Foundation's leases are generally month-to-month operating leases for office space both domestically and internationally, while other leases are cancellable in 2011. Rental expense for all operating leases was \$2,337,087 and \$1,780,321 for 2012 and 2011, respectively.

Note 8: Pension Plan

Retirement benefits are offered to the Clinton Foundation employees based on eligibility. These benefits vary and are dependent on employee type and location.

- U.S. based staff and U.S. expatriates are eligible to contribute into a 401(k) plan which the Clinton Foundation matches up to 6% of the employee contribution.
- Third Country Nationals and Local national retirement plans are available in a select number of countries. The Clinton Foundation also contributes to the national social security fund in many of the countries in which it operates as stipulated by local law.

Pension expense was \$2,188,386 and \$1,799,731 for 2012 and 2011, respectively.

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Note 9: Transactions with the National Archives and Records Administration and Lease with the City of Little Rock, Arkansas

In 2004, the Clinton Foundation entered into a joint use, operating and transfer agreement with the National Archives and Records Administration (NARA) that expires February 29, 2101. Under the agreement, NARA agreed to operate certain areas of the facility known as the William J. Clinton Presidential Library and Museum (the Library) for the purposes of housing, preserving and making available, through historical research, exhibitions, educational programs and other activities, the presidential records and historical materials of President William Jefferson Clinton.

Because the terms of the lease essentially transfer to NARA the right to use portions of the Library for a period in excess of the property's expected economic life, the cost of construction of those areas operated by NARA, which amounted to approximately \$36,000,000, has been excluded from the Clinton Foundation's statements of financial position.

The land occupied by the Library is owned by the City of Little Rock, Arkansas (the City), but is leased to the Clinton Foundation under a 99-year lease for a nominal annual amount. The Clinton Foundation is responsible for maintaining those areas within 75 feet of the buildings and certain land improvements. Maintenance of the remaining land is the responsibility of the City. Because the lease with the City does not convey exclusive right to the use of this land and because it is to be operated in a manner similar to other City parks, the Clinton Foundation does not recognize the present value of the lease's fair value within its financial statements.

Note 10: Disclosures about Fair Value of Assets

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Assets Limited to Use and Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include money market funds, equity securities and mutual funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. The Clinton Foundation did not have any Level 2 or Level 3 measurements at December 31, 2012 or 2011.

Recurring Measurements

The following table presents the fair value measurements of assets and liabilities in the accompany statements of financial position measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2012 and 2011:

	Fair Value Measurements Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012				
Money market funds *	\$ 603,334	\$ 603,334	-	-
Equity securities	7,500	7,500	-	-
Mutual funds	267,491	267,491	-	-
December 31, 2011				
Money market funds *	\$ 9,526,471	\$ 9,526,471	-	-
Equity securities	7,500	7,500	-	-
Mutual funds	267,491	267,491	-	-

* Included in cash and cash equivalents

The following methods were used to estimate the fair value of all other financial instruments recognized in the accompanying statements of financial position at amounts other than fair value.

Cash and Cash Equivalents and Assets Limited as to Use

The carrying amount approximates fair value.

Contributions Receivable

The carrying amount approximates fair value.

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Programmatic and Other Investments

The carrying amount approximates fair value.

Long-term Debt

The carrying amount approximates fair value.

The following table presents estimated fair values of the Clinton Foundation's financial instruments at December 31, 2012 and 2011:

	2012		2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Cash and cash equivalents	\$ 107,066,637	\$ 107,066,637	\$ 76,927,021	\$ 76,927,021
Assets limited as to use	18,106,977	18,106,977	25,783,376	25,783,376
Contributions receivable, net	12,425,459	12,425,459	19,315,091	19,315,091
Investments	1,638,057	1,638,057	2,640,096	2,640,096
Financial liabilities				
Long-term debt	74,985	74,985	104,234	104,234

Note 11: Beneficial Interest in Related Entities

Clinton Foundation Sweden works on implementing long-term solutions focused on climate change, improving health systems in the developing world, strengthening economic development around the world and fighting childhood obesity. Clinton Foundation Sweden will meet the purposes indicated in the preamble: to develop or implement, independently or together with others and with joint resources, long-term solutions both locally and in all parts of the world.

Clinton Foundation Sweden received contributions in 2012 and held net assets at the end of 2012 that were designated for the benefit of the Clinton Foundation. Clinton Foundation Sweden board approves and transfers these funds to the Clinton Foundation as requested, and as designated by donors.

The Foundation's interest in the net assets of the Clinton Foundation Sweden is accounted for in a manner similar to the equity method. Changes in the interests are included in the net assets. Transfers of assets between Clinton Foundation Sweden and the Clinton Foundation are recognized as increases or decreases in the interest in the net assets of the Clinton Foundation with corresponding decreases or increases in the assets transferred and have no effect on change in net assets.

The Clinton Foundation's interest in the net assets of Clinton Foundation Sweden was \$3,080,345 and \$0 at December 31, 2012 and 2011, respectively.

Bill, Hillary & Chelsea Clinton Foundation
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

Note 12: Related Party

The Clinton Foundation engages in certain charitable activities that are funded by Clinton Giustra Sustainable Growth Initiative (CGSGI Canada). CGSGI Canada makes grants from time-to-time to the Clinton Foundation to carry out CGSGI Canada's and the Clinton Foundation's charitable goals. Neither entity controls the other; however, they share a common board member. During 2012 and 2011, the Clinton Foundation received from CGSGI Canada approximately \$4,600,000 and \$8,900,000, respectively. At December 31, 2012, the Clinton Foundation had a contribution receivable from CGSGI Canada of \$948,899.

Note 13: Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. These matters include the following:

Assets in Foreign Countries

The Clinton Foundation maintains cash balances and equipment in Asia, Africa and South America. At December 31, 2012 and 2011, the Clinton Foundation had approximately \$14.0 million and \$11.8 million, respectively, deposited in foreign banks and equipment with an approximate net book value of \$3.3 million and \$1.45 million, respectively, in foreign countries.

Grants

UNITAID contributed approximately \$81,000,000 and \$130,000,000 in 2012 and 2011, respectively. These funds were used primarily for the purchase of pediatric and second-line drugs and related commodities and diagnostics for UNITAID-sponsored projects.

Litigation

The Clinton Foundation is, from time to time, subject to claims that arise primarily in the ordinary course of its activities. Currently, management is not aware of any such claim or claims that would have a material adverse effect on the Clinton Foundation's financial position or net assets. Events could occur, however, that would change this estimate materially in the near term.

Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

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

B Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BILL, HILLARY & CHELSEA CLINTON FOUNDATION		D Employer identification number 31-1580204
	Doing Business As		E Telephone number (501) 748-0471
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	1200 PRESIDENT CLINTON AVENUE		G Gross receipts \$ <u>56,645,284.</u>
	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		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>If "No," attach a list. (see instructions)</small>	

I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3)	<input type="checkbox"/> 501(c) () ◀ (insert no.)	<input type="checkbox"/> 4947(a)(1) or	<input type="checkbox"/> 527
J Website: ▶ WWW.CLINTONFOUNDATION.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation		<input type="checkbox"/> Trust	
<input type="checkbox"/> Association		<input type="checkbox"/> 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	2,406,835.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	-180,700.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	56,257,057.	51,456,352.
	9	Program service revenue (Part VIII, line 2g)	194,148.	503,024.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	68,423.	487,358.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	628,241.	2,266,216.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	57,147,869.	54,712,950.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,810,664.	8,091,488.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	18,382,051.	18,438,574.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	183,000.	204,179.
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 5,251,268.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	32,231,112.	32,017,657.	
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	57,606,827.	58,751,898.	
19	Revenue less expenses. Subtract line 18 from line 12	-458,958.	-4,038,948.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	197,890,114.	225,703,274.
	21	Total liabilities (Part X, line 26)	10,261,131.	42,113,239.
	22	Net assets or fund balances. Subtract line 21 from line 20	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 <u>11/15/2013</u>
	Signature of officer	
	Andrew M. Kessel, CFU	
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name ERNIE SKYRME	Preparer's signature 	Date <u>11/15/13</u>	Check if self-employed <input type="checkbox"/>	PTIN P01353262
	Firm's name ▶ BKD, LLP	Firm's address ▶ P.O. BOX 3667 LITTLE ROCK, AR 72203-3667		EIN ▶	Phone no. ▶ 501-372-1040
	May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				

Application for Extension of Time To File an Exempt Organization Return

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. WILLIAM J. CLINTON FOUNDATION	Employer identification number (EIN) or 31-1580204
	Number, street, and room or suite no. If a P.O. box, see instructions. 1200 PRESIDENT CLINTON AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LITTLE ROCK, AR 72201	

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

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

- The books are in the care of ▶ ANDREW KESSEL

Telephone No. ▶ 501 748-0471 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 2012 or

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

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions	
	WILLIAM J. CLINTON FOUNDATION	Employer identification number (EIN) or 31-1580204	
	Number, street, and room or suite no. If a P.O. box, see instructions. 1200 PRESIDENT CLINTON AVENUE	Social security number (SSN)	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LITTLE ROCK, AR 72201		

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

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

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

- The books are in the care of ANDREW KESSEL
Telephone No. 501 748-0471 FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 2013.

5 For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.

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

7 State in detail why you need the extension _____
ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

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

Signature and Verification must be completed for Part II only.

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

Signature Eric Skyrme Title CPA Date 7/30/13

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

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? Yes No

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

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

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 6,019,000. including grants of \$ 1,014,646.) (Revenue \$)

CLINTON GIUSTRA SUSTAINABLE GROWTH INITIATIVE SEE SCHEDULE O FOR FURTHER DETAILS

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

THE CLINTON CLIMATE INITIATIVE SEE SCHEDULE O FOR FURTHER DETAILS

4c (Code:) (Expenses \$ 7,931,000. including grants of \$ 398,267.) (Revenue \$ 138,243.)

CLINTON PRESIDENTIAL CENTER SEE SCHEDULE O FOR FURTHER DETAILS

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

(Expenses \$ 20,024,241. including grants of \$ 6,678,575.) (Revenue \$ 364,781.)

4e Total program service expenses ▶ 47,999,241.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, sub-part, and Yes/No columns. Includes questions 1a-14b regarding Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 990, Form 1041, and Form 720.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include questions 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9 regarding governing body members and documentation.

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

Table with 3 columns: Question, Yes, No. Rows include questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b regarding organizational policies.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 2
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.
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 Contractors

Check 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	50.00 ----- 5.00	X		X				385,046.	0	27,535.
(2) TERRENCE MCAULIFFE ----- DIRECTOR	2.00 ----- 2.00	X						0	0	0
(3) CHELSEA V. CLINTON ----- DIRECTOR	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 STRETT ----- EXECUTIVE DIRECTOR	50.00 ----- 5.00			X				129,700.	0	26,293.
(6) SCOTT TAITEL ----- COO OF CGSGI	50.00 ----- 5.00					X		173,874.	0	24,877.
(7) MARK GUNTON ----- CEO, CGSGI	50.00 ----- 5.00					X		225,369.	0	30,086.
(8) THERESE SHERIDAN ----- HR DIRECTOR	50.00 ----- 5.00					X		148,462.	0	24,014.
(9) DENNIS CHENG ----- CDO	50.00 ----- 5.00					X		206,014.	0	19,432.
(10) VALERIE ALEXANDER ----- MARKETING DIRECTOR	50.00 ----- 5.00					X		144,300.	0	27,629.
(11) -----										
(12) -----										
(13) -----										
(14) -----										

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	8,076,510.				
	d	Related organizations	1d	14,647,619.				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	28,732,223.				
	g	Noncash contributions included in lines 1a-1f: \$		34,465.				
	h	Total. Add lines 1a-1f		51,456,352.				
	Program Service Revenue	2a	CHDI & CDI INCOME	Business Code	900099	333,323.	333,323.	
b		LIBRARY ADMISSIONS		900099	138,243.	138,243.		
c		LIBRARY ACOUSTIGUIDE RENTALS		900099	31,458.	31,458.		
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f		503,024.				
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts)			39,358.	39,358.	
	4	Income from investment of tax-exempt bond proceeds			0			
	5	Royalties			0			
	6a	Gross rents	(i) Real					
			(ii) Personal					
			b	Less: rental expenses				
			c	Rental income or (loss)				
	d	Net rental income or (loss)			0			
	7a	Gross amount from sales of assets other than inventory	(i) Securities					
			(ii) Other					
			b	Less: cost or other basis and sales expenses			1,388,000.	
			c	Gain or (loss)			448,000.	
	d	Net gain or (loss)			448,000.	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.		
9a	Gross income from gaming activities. See Part IV, line 19	a						
b	Less: direct expenses	b						
c	Net income or (loss) from gaming activities					0		
10a	Gross sales of inventory, less returns and allowances	a						
		b	Less: cost of goods sold	b				
		c	Net income or (loss) from sales of inventory				0	
Miscellaneous Revenue			Business Code					
11a	MUSEUM STORE & F,B,& E REVENUE		722320	2,406,835.	2,406,835.			
b								
c								
d	All other revenue		900099	282,062.		282,062.		
e	Total. Add lines 11a-11d			2,688,897.				
12	Total revenue. See instructions			54,712,950.	503,024.	2,406,835.		

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 6

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
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	765,365.		765,365.	
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	13,557,769.	9,623,615.	2,192,233.	1,741,921.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	590,819.	515,602.	72,050.	3,167.
9 Other employee benefits	2,167,426.	1,568,720.	430,498.	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	179,650.		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	435,712.	246,578.	62,918.	126,216.
15 Royalties	0			
16 Occupancy	1,899,214.	1,685,180.	146,119.	67,915.
17 Travel	4,565,004.	3,246,580.	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 IN-KIND EXPENSES	2,342,149.	2,342,149.		
b PROVISION FOR UNCOL. PLEDGES	3,125,101.	3,125,101.		
c				
d				
e All other expenses	5,121,236.	4,785,703.	221,258.	114,275.
25 Total functional expenses. Add lines 1 through 24e	58,751,898.	47,999,241.	5,501,389.	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	15,054,681.	3	8,610,879.
	4 Accounts receivable, net	637,522.	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	2,640,096.	11	1,638,057.
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	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.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	54,712,950.
2	Total expenses (must equal Part IX, column (A), line 25)	2	58,751,898.
3	Revenue less expenses. Subtract line 2 from line 1	3	-4,038,948.
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	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	183,590,035.

Part XII Financial Statements and Reporting

Check 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		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization 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?

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(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.")	104,673,091.	126,979,554.	138,003,746.	66,487,709.	51,456,352.	487,600,452.
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.	104,673,091.	126,979,554.	138,003,746.	66,487,709.	51,456,352.	487,600,452.
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).						49,721,914.
6 Public support. Subtract line 5 from line 4.						437,878,538.

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	104,673,091.	126,979,554.	138,003,746.	66,487,709.	51,456,352.	487,600,452.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,779,487.	364,211.	384,287.	76,395.	39,358.	3,643,738.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . ATCH. 1	1,345,676.	2,232,084.	2,237,205.	1,699,650.	2,688,897.	10,203,512.
11 Total support. Add lines 7 through 10						501,447,702.
12 Gross receipts from related activities, etc. (see instructions)					12	4,762,152.
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	87.32%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	87.80%
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.

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).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
MISCELLANEOUS	320,048.	384,201.	372,702.	583,070.	282,062.	1,942,083.
MUSEUM STORE & F,B, & E REV	1,025,628.	1,847,883.	1,864,503.	1,116,580.	2,406,835.	8,261,429.
TOTALS	<u>1,345,676.</u>	<u>2,232,084.</u>	<u>2,237,205.</u>	<u>1,699,650.</u>	<u>2,688,897.</u>	<u>10,203,512.</u>

Schedule of Contributors

▶ 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	----- ----- -----	\$ 5,239,430.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 5,671,747.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 31,534,838.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 34,465.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 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.)
-----	----- ----- -----	\$ -----	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
4	CLOTHING & HOUSEHOLD GOODS ----- ----- -----	\$ 34,465.	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

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
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

SCHEDULE D (Form 990)

Supplemental Financial Statements

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 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990. See separate instructions.

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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... Yes No, 6 Did the organization inform all grantees... Yes No.

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

1 Purpose(s) of conservation easements held by the organization (check all that apply). 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution... 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 8/17/06... 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, b Scholarly research, c Preservation for future generations, d Loan or exchange programs, e Other

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?

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?

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

Table with 2 columns: Description, Amount. Rows: 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?

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.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g Balance and activity items.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment, b Permanent endowment, c Temporarily restricted endowment.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by: (i) unrelated organizations, (ii) related organizations. 3b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a-1e Land, Buildings, Leasehold improvements, Equipment, Other.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)).

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.

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	56,869,574.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b	5,245,518.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	-4,000,000.	
e	Add lines 2a through 2d		2e	1,245,518.
3	Subtract line 2e from line 1		3	55,624,056.
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	-911,106.	
c	Add lines 4a and 4b		4c	-911,106.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	54,712,950.

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

1	Total expenses and losses per audited financial statements		1	60,908,522.
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	911,106.	
e	Add lines 2a through 2d		2e	6,156,624.
3	Subtract line 2e from line 1		3	54,751,898.
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	58,751,898.

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)

EXPENSE INCLUDED IN REVENUE PER AUDIT, INCLUDED AS EXPENSE PER RETURN
FORM 990, SCHEDULE D, PART XI, LINE 2D

INTER-COMPANY GRANTS \$ (4,000,000)

REVENUE INCLUDED IN EXPENSE PER AUDIT, INCLUDED AS REVENUE PER RETURN
FORM 990, SCHEDULE D, PART XI, LINE 4B

COST OF GOODS SOLD (\$366,772)

DIRECT FUNDRAISING EXPENSES (\$544,334)

=====

(\$911,106)

REVENUE INCLUDED IN EXPENSE PER AUDIT, INCLUDED AS REVENUE PER RETURN
FORM 990, SCHEDULE D, PART XII, LINE 2D

COST OF GOODS SOLD \$366,772

DIRECT FUNDRAISING EXPENSES \$544,334

=====

\$911,106

EXPENSE INCLUDED IN REVENUE PER AUDIT, INCLUDED AS EXPENSE PER RETURN
FORM 990, SCHEDULE D, PART XII, LINE 4B

INTER-COMPANY GRANTS \$4,000,000

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.

**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

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

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. **11.**

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

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

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926).* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A).* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471).* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621).* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865).* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).* Yes No

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.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 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, FL, GA, HI, IL, IN,
KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NV, NH, NJ, NM, NY, NC, ND, OH,
OK, OR, PA, RI, SC, TN, VT, WA, WV, WI,

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		MILLENNIUM	POKER NIGHTS	9.	(add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
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))
		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).

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in 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 21 or 22.
▶ Attach to Form 990.

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

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

		Yes	No
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	1b	
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?	2	
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 checked="" 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	

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

Schedule J (Form 990) 2012

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	(i)	360,046.	25,000.	0	13,265.	14,270.	412,581.	0
	(ii)	0	0	0	0	0	0	0
2 ANDREW KESSEL CFO	(i)	165,310.	3,000.	0	10,557.	17,924.	196,791.	0
	(ii)	0	0	0	0	0	0	0
3 STEPHANIE S STREETT EXECUTIVE DIRECTOR	(i)	126,700.	3,000.	0	8,369.	17,924.	155,993.	0
	(ii)	0	0	0	0	0	0	0
4 SCOTT TAITEL COO OF CGSGI	(i)	170,874.	3,000.	0	10,607.	14,270.	198,751.	0
	(ii)	0	0	0	0	0	0	0
5 MARK GUNTON CEO, CGSGI	(i)	222,919.	2,450.	0	13,441.	16,644.	255,454.	0
	(ii)	0	0	0	0	0	0	0
6 THERESE SHERIDAN HR DIRECTOR	(i)	145,462.	3,000.	0	9,444.	14,570.	172,476.	0
	(ii)	0	0	0	0	0	0	0
7 DENNIS CHENG CDO	(i)	203,014.	3,000.	0	12,701.	6,731.	225,446.	0
	(ii)	0	0	0	0	0	0	0
8 VALERIE ALEXANDER MARKETING DIRECTOR	(i)	141,300.	3,000.	0	9,405.	18,224.	171,929.	0
	(ii)	0	0	0	0	0	0	0
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

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.

**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 ▶(_____)				
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.

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

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 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.

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

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.

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:

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

- 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.

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

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

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.

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

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

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 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.

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

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

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 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

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

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, 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

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

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.

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

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

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 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

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

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

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

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

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 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

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

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 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

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

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 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.

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

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

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 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

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

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 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,

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

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
FOUNDATION" EFFECTIVE APRIL 9, 2013.

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.

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.

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

COMPENSATION DETERMINATION PROCEDURES

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

BEGINNING IN 2012, THE HUMAN RESOURCES DEPARTMENT PERFORMED A REVIEW OF ALL EMPLOYEES' COMPENSATION INCLUDING THE CEO. THIS INCLUDED REVIEW BY AN INDEPENDENT OUTSIDE CONSULTANT.

BEGINNING IN 2011, THE ORGANIZATION BEGAN AN ANNUAL COMPENSATION STUDY THAT REVIEWS THREE SURVEYS TO DETERMINE THE REASONABLENESS OF ALL STAFF COMPENSATION INCLUDING TOP MANAGEMENT.

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 UPON REQUEST.

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
--	--

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 V, LINE 4B - FOREIGN COUNTRIES

AUSTRALIA

KENYA

INDONESIA

MALAWI

PERU

RWANDA

UNITED KINGDOM

COLOMBIA

TANZANIA

ATTACHMENT 2

FORM 990, PART VI, LINE 17 - STATES

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

FL, GA, HI, ID, IL, IN, 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 3

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

ATTACHMENT 3 (CONT'D)

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
INTERNATIONAL UNION/ NATURE IUCN RUE MAUVERNEY 28 GLAND SWEDEN	PROGRAM SUPPORT	729,436.
WASSERMAN MEDIA GROUP LLC. 10960 WILSHIRE BLVD LOS ANGELES, CA 90024	EVENT PRODUCTION	437,000.
FRED POUST 277 WEST END AVENUE NEW YORK, NY 10023	COUNSULTING	250,000.
BKD, LLP 400 W. CAPITAL AVENUE LITTLE ROCK, AR 72203	AUDIT	213,614.
INTERNATIONAL SUSTAINABLE SYSTEMS R.C. 605 S. PALM ST LA HABRA, CA 90631	PROGRAM SUPPORT	213,406.

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

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 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) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) -----									
(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.

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?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)	X	
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		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) CLINTON GLOBAL INITIATIVE	C	8,975,872.	YEAR END BAL.
(2) CLINTON HEALTH ACCESS INITIATIVE	B	4,000,000.	AMT. PAID
(3) CLINTON HEALTH ACCESS INITIATIVE	D	3,558,496.	YEAR END BAL.
(4) CLINTON FOUNDATION INSALINGSSTIFTELSE	C	5,671,747.	AMT. RECEIVED
(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) -----													

Part VII **Supplemental Information**

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

Department of the Treasury
Internal Revenue Service

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

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

A Check box if address changed

B Exempt under section
 501(C)(3)
 408(e) 220(e)
 408A 530(a)
 529(a)

C Book value of all assets at end of year: 225,703,274.

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 2,406,835.			
b	Less returns and allowances			
c	Balance	1c		
2	Cost of goods sold (Schedule A, line 7)	2	809,180.	
3	Gross profit. Subtract line 2 from line 1c	3	1,597,655.	1,597,655.
4a	Capital gain net income (attach Schedule D)	4a		
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c	Capital loss deduction for trusts	4c		
5	Income (loss) from partnerships and S corporations (attach statement)	5		
6	Rent income (Schedule C)	6		
7	Unrelated debt-financed income (Schedule E)	7		
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)	8		
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10	Exploited exempt activity income (Schedule I)	10		
11	Advertising income (Schedule J)	11		
12	Other income (see instructions; attach statement)	12		
13	Total. Combine lines 3 through 12	13	1,597,655.	1,597,655.

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	970,096.
16	Repairs and maintenance	16	
17	Bad debts	17	3,906.
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	
23	Depletion	23	
24	Contributions to deferred compensation plans	24	
25	Employee benefit programs	25	285,618.
26	Excess exempt expenses (Schedule I)	26	
27	Excess readership costs (Schedule J)	27	
28	Other deductions (attach statement) ATTACHMENT 1	28	518,735.
29	Total deductions. Add lines 14 through 28	29	1,778,355.
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.

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here... 36 Trusts taxable at trust rates... 37 Proxy tax... 38 Alternative minimum tax... 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies.

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)... 41 Subtract line 40e from line 39... 42 Other taxes. Check if from: Form 4255, Form 8611, Form 8697, Form 8866, Other... 43 Total tax. Add lines 41 and 42... 44 a Payments: A 2011 overpayment credited to 2012... 45 Total payments. Add lines 44a through 44g... 46 Estimated tax penalty (see instructions). Check if Form 2220 is attached... 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed... 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid... 49 Enter the amount of line 48 you want: Credited to 2013 estimated tax, Refunded

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... 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... 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... 2 Purchases... 3 Cost of labor... 4 a Additional section 263A costs (attach statement)... b Other costs (attach statement)... 5 Total. Add lines 1 through 4b... 6 Inventory at end of year... 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2... 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer, 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: ERNIE SKYRME, Preparer's signature, Date, Check if self-employed, PTIN: P01353262, 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

Table with 1 column: (1), (2), (3), (4)

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, 3(a) Deductions directly connected with the income

(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)

Table with 5 columns: 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, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions

Totals

Total dividends-received deductions included in column 8

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

Table with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income, 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

Nonexempt Controlled Organizations

Table with 5 columns: 7. Taxable Income, 8. Net unrelated income, 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

Totals

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

Table with 5 columns: 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). Includes rows (1)-(4) and a Totals row.

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

Table with 7 columns: 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, 5. Gross income from activity that is not unrelated business income, 6. Expenses attributable to column 5, 7. Excess exempt expenses. Includes rows (1)-(4) and a Totals row.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss) (col. 2 minus col. 3), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes rows (1)-(4) and a Totals row.

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.)

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss) (col. 2 minus col. 3), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes rows (1)-(4) and a Totals from Part I row.

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

Table with 4 columns: 1. Name, 2. Title, 3. Percent of time devoted to business, 4. Compensation attributable to unrelated business. Includes rows (1)-(4) and a Total row.

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

LICENSES & FEES	3,781.
SUPPLIES EXPENSES	97,244.
PURCHASE SERVICES	226,914.
OTHER PAYROLL EXPENSES	92,006.
CREDIT CARD EXPENSES	34,511.
OTHER EXPENSES	63,147.
UTILITIES	1,132.
 PART II - LINE 28 - OTHER DEDUCTIONS	 <u>518,735.</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	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	DIRECTOR	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

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,
COLUMBIA, INDONESIA, KENYA, MALAWI, PERU, RWANDA, TANZANIA, UNITED
KINGDOM.

IRS e-file Signature Authorization for an Exempt Organization

For calendar year 2012, or fiscal year beginning _____, 2012, and ending _____, 20__

Department of the Treasury
Internal Revenue Service

▶ Do not send to the IRS. Keep for your records.

2012

Name of exempt organization

CLINTON GLOBAL INITIATIVE, INC.

Employer identification number

27-1551550

Name and title of officer

ROBERT HARRISON, CEO

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a	Form 990 check here ▶ <input checked="" type="checkbox"/>	b	Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	<u>28222117.</u>
2a	Form 990-EZ check here ▶ <input type="checkbox"/>	b	Total revenue, if any (Form 990-EZ, line 9)	2b	
3a	Form 1120-POL check here ▶ <input type="checkbox"/>	b	Total tax (Form 1120-POL, line 22)	3b	
4a	Form 990-PF check here ▶ <input type="checkbox"/>	b	Tax based on investment income (Form 990-PF, Part VI, line 5).	4b	
5a	Form 8868 check here ▶ <input type="checkbox"/>	b	Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize BKD, LLP

ERO firm name

to enter my PIN

7 2 2 0 1

Enter five numbers, but do not enter all zeros

as my signature

on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶

Date ▶

11/14/2013

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

7 1 0 1 5 5 7 2 2 0 3

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶

Date ▶

11/15/13

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

For Paperwork Reduction Act Notice, see back of form.

Form **8879-EO** (2012)

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

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning , 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 type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization CLINTON GLOBAL INITIATIVE, INC. Doing Business As			D Employer identification number 27-1551550
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	E Telephone number (501) 748-0471
	1200 PRESIDENT CLINTON AVENUE City or town, state or country, and ZIP + 4 LITTLE ROCK, AR 72201			
	F Name and address of principal officer: ROBERT HARRISON 1271 AVENUE OF THE AMERICAS NEW YORK, NY 10019			G Gross receipts \$ 28,222,117.
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
J Website: ▶ HTTP://CLINTONGLOBALINITIATIVE.ORG			H(c) Group exemption number ▶	
K Form of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 2009 M State of legal domicile: AR	

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: TO INSPIRE, CONNECT AND EMPOWER PARTICIPANTS TO MAKE COMMITMENTS TO ACT TO SOLVE THE WORLD'S MOST PRESSING CHALLENGES			
	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	5.	
	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	99.	
	6	Total number of volunteers (estimate if necessary)	6	690.	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0	
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0	
	Revenue	8	Contributions and grants (Part VIII, line 1h)	26,095,040.	28,221,924.
		9	Program service revenue (Part VIII, line 2g)	0	0
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0	
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	77.	193.	
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	26,095,117.	28,222,117.	
Expenses		13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	8,975,872.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,975,925.	6,949,577.	
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0	
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,130,807.			
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	11,698,170.	12,296,668.	
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	16,674,095.	28,222,117.	
19	Revenue less expenses. Subtract line 18 from line 12	9,421,022.	0		
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	4,765,250.	11,903,362.	
	21	Total liabilities (Part X, line 26)	2,381,582.	9,519,694.	
	22	Net assets or fund balances. Subtract line 21 from line 20	2,383,668.	2,383,668.	

Part II Signature Block

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

Sign Here	▶ Signature of officer	Date			
	▶ 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
	ERNIE SKYRME				P01353262
	Firm's name ▶ BKD, LLP	Firm's address ▶ P.O. BOX 3667 LITTLE ROCK, AR 72203-3667		EIN ▶	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.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

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

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

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 22,118,575. including grants of \$ 8,975,872.) (Revenue \$)

THE CGI ANNUAL MEETING
SEE SCHEDULE O FOR FURTHER DETAILS

4b (Code:) (Expenses \$ 1,196,356. including grants of \$) (Revenue \$)

CGI UNIVERSITY
SEE SCHEDULE O FOR FURTHER DETAILS

4c (Code:) (Expenses \$ 2,015,526. including grants of \$) (Revenue \$)

CGI AMERICA SEE SCHEDULE O FOR FURTHER DETAILS

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

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 25,330,457.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No response. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include questions 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 2
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.
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 Contractors

Check 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) DOUGLAS J. BAND DIRECTOR	5.00 30.00	X					0	53,147.	3,557.	
(2) ROBERT S. HARRISON DIRECTOR & CEO	50.00	X		X			197,164.	0	29,588.	
(3) BRUCE R. LINDSEY DIRECTOR	5.00 50.00	X					0	385,046.	27,535.	
(4) ERIC S. NONACS DIRECTOR	5.00	X					0	0	0	
(5) CHELSEA V. CLINTON DIRECTOR	5.00 30.00	X					0	0	0	
(6) EDWARD F. HUGHES SECRETARY	50.00			X			157,439.	0	15,684.	
(7) LISA A . RICKERT TREASURER	50.00			X			133,000.	0	14,295.	
(8) FREDERIC POUST DIRECTOR OF SPONSORSHIP	30.00 25.00					X	247,400.	250,000.	22,774.	
(9) JULIAN JAEGER DIRECTOR OF PARTNERSHIPS	40.00					X	102,068.	0	9,564.	
(10) KATRINA NGO DIRECTOR CGI AMERICA	40.00					X	101,236.	0	12,318.	
(11)										
(12)										
(13)										
(14)										

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

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Includes sub-totals and totals for lines 1b, 1c, and 1d.

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 6

Table with 3 columns: Question number, Yes, No. Contains questions 3, 4, and 5 regarding compensation reporting.

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.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Row 1 contains 'ATTACHMENT 3'.

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 8

Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	1,125,000.				
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	27,096,924.				
	g Noncash contributions included in lines 1a-1f: \$		420,617.				
	h Total. Add lines 1a-1f			28,221,924.			
Program Service Revenue	Business Code						
	2a _____						
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
g Total. Add lines 2a-2f			0				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			0			
	4 Income from investment of tax-exempt bond proceeds . . .			0			
	5 Royalties			0			
	6a Gross rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)			0		
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)			0		
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
		c Net income or (loss) from fundraising events			0		
	9a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities				0			
10a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory			0			
Miscellaneous Revenue			Business Code				
11a _____							
b _____							
c _____							
d All other revenue			193.			193.	
e Total. Add lines 11a-11d			193.				
12 Total revenue. See instructions			28,222,117.			193.	

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	8,975,872.	8,975,872.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	547,170.	212,146.	255,049.	79,975.
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	5,101,486.	4,267,238.	338,060.	496,188.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	248,607.	197,145.	26,104.	25,358.
9 Other employee benefits	660,888.	524,084.	69,393.	67,411.
10 Payroll taxes	391,426.	310,401.	41,100.	39,925.
11 Fees for services (non-employees):				
a Management	0			
b Legal	11,319.		11,319.	
c Accounting	0			
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	1,965,150.	1,708,821.	142,872.	113,457.
12 Advertising and promotion	0			
13 Office expenses	261,151.	145,016.	64,731.	51,404.
14 Information technology	69,783.	22,871.	26,148.	20,764.
15 Royalties	0			
16 Occupancy	162,830.	17,096.	73,923.	71,811.
17 Travel	450,525.	450,525.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	8,561,836.	8,364,507.	117,292.	80,037.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	95,156.		95,156.	
23 Insurance	0			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a -----				
b -----				
c -----				
d -----				
e All other expenses -----	718,918.	134,735.	499,706.	84,477.
25 Total functional expenses. Add lines 1 through 24e	28,222,117.	25,330,457.	1,760,853.	1,130,807.
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	4,020,724.	2	8,318,670.
	3 Pledges and grants receivable, net	132,500.	3	2,314,000.
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	246,178.	9	250,000.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 465,587.		
	b Less: accumulated depreciation	10b 194,895.	10c	270,692.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	750,000.
16 Total assets. Add lines 1 through 15 (must equal line 34)	4,765,250.	16	11,903,362.	
Liabilities	17 Accounts payable and accrued expenses	127,422.	17	234,986.
	18 Grants payable	0	18	0
	19 Deferred revenue	1,610,903.	19	745,985.
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	643,257.	25	8,538,723.
	26 Total liabilities. Add lines 17 through 25	2,381,582.	26	9,519,694.
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	2,251,168.	27	-680,332.
	28 Temporarily restricted net assets	132,500.	28	3,064,000.
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	2,383,668.	33	2,383,668.	
34 Total liabilities and net assets/fund balances	4,765,250.	34	11,903,362.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	28,222,117.
2	Total expenses (must equal Part IX, column (A), line 25)	2	28,222,117.
3	Revenue less expenses. Subtract line 2 from line 1	3	0
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,383,668.
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,383,668.

Part XII Financial Statements and Reporting

Check 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		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization CLINTON GLOBAL INITIATIVE, INC.	Employer identification number 27-1551550
--	---

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?

	Yes	No
(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?		X
(ii) A family member of a person described in (i) above?		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		X

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) ATTACHMENT 1									
(B)									
(C)									
(D)									
(E)									
Total									8,975,872.

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

Schedule A (Form 990 or 990-EZ) 2012

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

Section A. Public Support

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

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities, whether or not the business is regularly carried on; 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.); 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)); 15 Public support percentage from 2011 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2012; b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
 If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS							ATTACHMENT 1
(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES NO	(V) YES NO	(VI) YES NO	(VII) AMOUNT OF SUPPORT	
BILL, HILLARY AND CHELSEA CLINTON FOUNDATION	31-1580204	03	X			8,975,872.	
TOTAL AMOUNT OF SUPPORT						<u>8,975,872.</u>	

Schedule of Contributors

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

2012

Name of the organization CLINTON GLOBAL INITIATIVE, INC.	Employer identification number 27-1551550
--	---

Organization type (check one):

Filers of:

Section:

- Form 990 or 990-EZ 501(c)(3) () (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 **CLINTON GLOBAL INITIATIVE, INC.**

Employer identification number
27-1551550

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	----- ----- -----	\$ 1,250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 1,011,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 775,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 1,125,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 23,640,307.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	----- ----- -----	\$ 420,617.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization CLINTON GLOBAL INITIATIVE, INC.

Employer identification number

27-1551550

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
6	COMPUTERS, SOFTWARE & FOOD INVENTORY	\$ 420,617.	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization CLINTON GLOBAL INITIATIVE, INC.	Employer identification number 27-1551550
---	---

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

**SCHEDULE D
(Form 990)**

Supplemental Financial Statements

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 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990. ▶ See separate instructions.**

Name of the organization

CLINTON GLOBAL INITIATIVE, INC.

Employer identification number

27-1551550

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, b Scholarly research, c Preservation for future generations, d Loan or exchange programs, e Other

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?

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?

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

Table with 2 columns: Description, Amount. Rows: 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?

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.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance).

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

- a Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %

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

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

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b

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

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

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

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

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) BENEFICIAL INTEREST IN NET	750,000.
(2) ASSETS OF RELATED ENTITY	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	750,000.

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 DUE TO RELATED ORGS., NET	8,538,723.	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	8,538,723.	

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

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

1	Total revenue, gains, and other support per audited financial statements		1	20,679,086.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b	1,882,841.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	-9,425,872.	
e	Add lines 2a through 2d		2e	-7,543,031.
3	Subtract line 2e from line 1		3	28,222,117.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	28,222,117.

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

1	Total expenses and losses per audited financial statements		1	20,679,086.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	1,882,841.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	1,882,841.
3	Subtract line 2e from line 1		3	18,796,245.
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	9,425,872.	
c	Add lines 4a and 4b		4c	9,425,872.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	28,222,117.

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)

EXPENSES INCLUDED IN REVENUE PER AUDIT, INCLUDED AS EXPENSES PER RETURN
FORM 990, SCHEDULE D, PART XI, LINE 2D

INTER-COMPANY GRANTS \$(8,975,872)

ADMINISTRATIVE SERVICES PROVIDED

UNDER AGREEMENT (\$450,000)

=====

\$ (9,425,872)

EXPENSES INCLUDED IN REVENUE PER AUDIT, INCLUDED AS EXPENSES PER RETURN
FORM 990, SCHEDULE D, PART XII, LINE 4B

INTER-COMPANY GRANTS \$ 8,975,872

ADMINISTRATIVE SERVICES PROVIDED

UNDER AGREEMENT \$450,000

=====

\$ 9,425,872

FIN 48 DISCLOSURE

FORM 990, SCHEDULE D, PART X, LINE 2

MANAGEMENT HAS EVALUATED THEIR INCOME TAX POSITIONS UNDER THE GUIDANCE
INCLUDED IN ASC 740. BASED ON THEIR REVIEW, MANAGEMENT HAS NOT IDENTIFIED
ANY MATERIAL UNCERTAIN TAX POSITIONS TO BE RECORDED OR DISCLOSED IN THE
FINANCIAL STATEMENTS.

**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

CLINTON GLOBAL INITIATIVE, INC.

Employer identification number

27-1551550

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) EUROPE			FUNDRAISING	N/A	29,616.
(2) SOUTH AMERICA			FUNDRAISING	N/A	43,088.
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					72,704.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					72,704.

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)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(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. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

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

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

Part IV Foreign Forms

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

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

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

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

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

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

Part V **Supplemental Information**

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).

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**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**

Name of the organization

CLINTON GLOBAL INITIATIVE, INC.

Employer identification number

27-1551550

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)	BILL, HILLARY & CHELSEA CLINTON FOUNDATION 1200 PRESIDENT CLINTON AVENUE	31-1580204	501 (C) (3)	8,975,872.		N/A	N/A	VARIOUS INITIATIVES
(2)								
(3)								
(4)								
(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 1.

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.

MONITORING PROCEDURES FOR USE OF GRANT FUNDS

FORM 990, SCHEDULE I, PART I

THE ORGANIZATION REQUIRES A FINAL REPORT FROM ALL GRANT RECIPIENTS

DETAILING THE USE OF GRANT FUNDS.

**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

CLINTON GLOBAL INITIATIVE, INC.

Employer identification number

27-1551550

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 checked="" 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** **4a**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** **4b**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** **4c**
- 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** **5a**
- b** Any related organization? **5b** **5b**
- 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** **6a**
- b** Any related organization? **6b** **6b**
- 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** **7**

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** **8**

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

	Yes	No
1a		
1b		
2		
3		
4a		<input checked="" type="checkbox"/>
4b		<input checked="" type="checkbox"/>
4c		<input checked="" type="checkbox"/>
5a		<input checked="" type="checkbox"/>
5b		<input checked="" type="checkbox"/>
6a		<input checked="" type="checkbox"/>
6b		<input checked="" type="checkbox"/>
7		<input checked="" type="checkbox"/>
8		<input checked="" type="checkbox"/>
9		<input checked="" type="checkbox"/>

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

Schedule J (Form 990) 2012

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 ROBERT S. HARRISON DIRECTOR & CEO	(i)	194,164.	3,000.	0	12,348.	17,240.	226,752.	0
	(ii)	0	0	0	0	0	0	0
2 BRUCE R. LINDSEY DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	385,046.	0	0	13,265.	14,270.	412,581.	0
3 EDWARD F. HUGHES SECRETARY	(i)	154,439.	3,000.	0	9,637.	6,047.	173,123.	0
	(ii)	0	0	0	0	0	0	0
4 FREDERIC POUST CHIEF MARKETING OFFICER	(i)	247,400.	0	0	18,738.	4,036.	270,174.	0
	(ii)	250,000.	0	0	0	0	250,000.	0
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

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.

SCHEDULE J, PART I

QUESTIONS REGARDING COMPENSATION

COMPENSATION FOR ALL EMPLOYEES OF CGI ARE REVIEWED FOR SUITABILITY BY THE

"SUPPORTED" ORGANIZATION.

**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

CLINTON GLOBAL INITIATIVE, INC.

Employer identification number

27-1551550

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	2.	96,000.	FMV
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (COMPUTERS)	X	1.	87,684.	FMV
26 Other ▶ (SOFTWARE)	X	1.	227,213.	FMV
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**

	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.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

CLINTON GLOBAL INITIATIVE, INC.

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**

Employer identification number

27-1551550

FORM 990 REVIEW PROCESS

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

THE ORGANIZATION HAS A SHARED SERVICES AGREEMENT WITH THE BILL, HILLARY & CHELSEA CLINTON FOUNDATION, AND THE FORM 990 WAS PREPARED BY THE OFFICERS OF THE ORGANIZATION IN CONSULTATION WITH DIRECTORS AND OFFICERS OF THE BILL, HILLARY & CHELSEA CLINTON FOUNDATION AND ITS OUTSIDE LEGAL AND ACCOUNTING COUNSEL.

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.

AVAILABILITY OF GOVERNING DOCUMENTS

FORM 990, PART VI, SECTION C, LINE 19

THE BILL, HILLARY & CHELSEA CLINTON FOUNDATION MAKES ITS AUDITED FINANCIAL STATEMENTS AND ANNUAL REPORT AVAILABLE ON THEIR WEBSITE; CGI IS CONSOLIDATED IN THESE REPORTS. ALL OTHER GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST.

SOLE MEMBER

Name of the organization CLINTON GLOBAL INITIATIVE, INC.	Employer identification number 27-1551550
---	--

FORM 990, PART VI, SECTION A, LINE 6 & 7A

THE BILL, HILLARY & CHELSEA CLINTON FOUNDATION IS THE ORGANIZATION'S SOLE VOTING MEMBER. ALSO, THE MEMBERS OF THE ORGANIZATION'S BOARD OF DIRECTORS ARE APPOINTED BY THE FOUNDATION.

PROGRAM SERVICE ACCOMPLISHMENTS

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

CGI'S THREE LARGEST PROGRAMS ARE THE CGI ANNUAL MEETING, CGI AMERICA AND CGI UNIVERSITY. IN 2012, CGI'S MEMBERS MADE 179 COMMITMENTS FOR THE ANNUAL MEETING VALUED AT \$2.64 BILLION. WHEN FULLY FUNDED AND IMPLEMENTED, THE COMMITMENTS MADE BY CGI MEMBERS FOR THE 2012 ANNUAL MEETING WILL HAVE A POSITIVE IMPACT ON THE LIVES OF NEARLY 22 MILLION PEOPLE. COLLECTIVELY, THESE COMMITMENTS WILL ENSURE THAT: MORE THAN 2.2 MILLION CHILDREN WILL HAVE A BETTER EDUCATION, MORE THAN \$70 MILLION WILL BE INVESTED IN OR LOANED TO SMALL AND MEDIUM ENTERPRISES, MORE THAN 750,000 METRIC TONS OF CO2 WILL NOT BE RELEASED INTO THE ATMOSPHERE, AND MORE THAN 5.5 MILLION PEOPLE WILL HAVE INCREASED ACCESS TO MATERNAL AND CHILD HEALTH PROGRAMS.

IN 2012, CGI AMERICA'S NEARLY 1,000 PARTICIPANTS MADE 100 COMMITMENTS VALUED AT \$1.24 BILLION. WHEN FULLY FUNDED AND IMPLEMENTED, THESE COMMITMENTS WILL IMPROVE THE LIVES OF NEARLY 4 MILLION PEOPLE, CREATE OR FILL MORE THAN 500,000 JOBS, AND INVEST OR LOAN MORE THAN \$256 MILLION TO SMALL AND MEDIUM ENTERPRISES IN THE UNITED STATES.

IN 2012, CGI U WAS ATTENDED BY 1,115 STUDENTS WHO MADE 746 COMMITMENTS INCLUDING: UHURU, A MOBILE APPLICATION THAT FOSTERS SMALL BUSINESS DEVELOPMENT AMONG REFUGEE COMMUNITIES; SHIFA CLINIC, WHICH PROVIDES FREE,

Name of the organization CLINTON GLOBAL INITIATIVE, INC.	Employer identification number 27-1551550
---	--

HIGH-QUALITY HEALTHCARE TO LOW-INCOME IMMIGRANT FAMILIES IN GARDEN GROVE, CALIFORNIA; BUILDING WITH BOTTLES, A SUSTAINABLE BUSINESS IN PORT AU PRINCE, HAITI THAT TRAINS MOBILITY-IMPAIRED INDIVIDUALS TO BUILD FUNCTIONAL FURNITURE OUT OF DISPOSED PLASTIC BOTTLES AND SELL THEM FOR A PROFIT; AND ELEC-CHESS-ITY, A PROGRAM THAT TEACHES LIFE SKILLS TO INNER-CITY YOUTH THROUGH THE GAME OF CHESS.

VOTING RIGHTS

FORM 990, PART VI, LINE 1A

THE BILL, HILLARY & CHELSEA CLINTON FOUNDATION IS THE ORGANIZATION'S SOLE VOTING MEMBER.

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.

COMPENSATION REVIEWS

FORM 990, PART VI, LINE 15A

BEGINNING IN 2012, THE HUMAN RESOURCES DEPARTMENT PERFORMED A REVIEW OF ALL EMPLOYEES' COMPENSATION INCLUDING THE CEO. THIS INCLUDED REVIEW BY AN INDEPENDENT OUTSIDE CONSULTANT.

COMPENSATION REVIEWS

FORM 990, PART VI, LINE 15B

BEGINNING IN 2011, THE ORGANIZATION BEGAN AN ANNUAL COMPENSATION STUDY

Name of the organization CLINTON GLOBAL INITIATIVE, INC.	Employer identification number 27-1551550
---	--

THAT REVIEWS THREE SURVEYS TO DETERMINE THE REASONABLENESS OF ALL STAFF
COMPENSATION INCLUDING TOP MANAGEMENT.

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

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 - MAXIMIZE THEIR EFFORTS TO ALLEVIATE POVERTY, CREATE A
CLEANER ENVIRONMENT AND INCREASE ACCESS TO HEALTH CARE AND EDUCATION.

ATTACHMENT 2

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 3

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
FIVE CURRENTS, LLC 48 18TH STREET HERMOSA BEACH, CA 90254	EXECUTIVE PRODUCERS	792,231.
LANKEY& LIMEY LTD 532 W 152ND ST #34 NEW YORK, NY 10031	TECHNICAL PRODUCER	520,765.
STAGE CALL, INC. 311W. 43RD ST NEW YORK, NY 10036	STAGE CREW PROVIDERS	479,948.

Name of the organization CLINTON GLOBAL INITIATIVE, INC.	Employer identification number 27-1551550
---	--

ATTACHMENT 3 (CONT'D)

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
T&M PROTECTION RESOURCES 42 BROADWAY SUITE 1630 NEW YORK, NY 10004	SECURITY SERVICES	262,220.
POSITIVE FEEDBACK 260 FAIR STREET, 2ND FLOOR KINGSTON, NY 12401	TECHNICAL SERVICES	256,501.

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

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 33, 34, 35, 36, or 37. Attach to Form 990. See separate instructions.

Name of the organization CLINTON GLOBAL INITIATIVE, INC.

Employer identification number 27-1551550

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

Table with 6 columns: (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. Rows 1-6 are empty.

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.)

Table with 9 columns: (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). Rows 1-4 contain data for various foundations.

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.)

Table with 11 columns: (a) Name, address, and EIN of related organization; (b) Primary activity; (c) Legal domicile; (d) Direct controlling entity; (e) Predominant income; (f) Share of total income; (g) Share of end-of-year assets; (h) Disproportionate allocations? (Yes/No); (i) Code V-UBI amount; (j) General or managing partner? (Yes/No); (k) Percentage ownership.

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.)

Table with 10 columns: (a) Name, address, and EIN of related organization; (b) Primary activity; (c) Legal domicile; (d) Direct controlling entity; (e) Type of entity; (f) Share of total income; (g) Share of end-of-year assets; (h) Percentage ownership; (i) Section 512(b)(13) controlled entity? (Yes/No).

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.

Table with 3 columns: Question (1a-1s), Yes, No. Rows include: 1 During the tax year, did the organization engage in any of the following transactions... 1a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent... 1b Gift, grant, or capital contribution to related organization(s)... 1c Gift, grant, or capital contribution from related organization(s)... 1d Loans or loan guarantees to or for related organization(s)... 1e Loans or loan guarantees by related organization(s)... 1f Dividends from related organization(s)... 1g Sale of assets to related organization(s)... 1h Purchase of assets from related organization(s)... 1i Exchange of assets with related organization(s)... 1j Lease of facilities, equipment, or other assets to related organization(s)... 1k Lease of facilities, equipment, or other assets from related organization(s)... 1l Performance of services or membership or fundraising solicitations for related organization(s)... 1m Performance of services or membership or fundraising solicitations by related organization(s)... 1n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)... 1o Sharing of paid employees with related organization(s)... 1p Reimbursement paid to related organization(s) for expenses... 1q Reimbursement paid by related organization(s) for expenses... 1r Other transfer of cash or property to related organization(s)... 1s Other transfer of cash or property from related organization(s).

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.

Table with 4 columns: (a) Name of other organization, (b) Transaction type (a-s), (c) Amount involved, (d) Method of determining amount involved. Rows (1) through (6) are currently empty.

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) -----													

Part VII **Supplemental Information**

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

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

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

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

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

C Name of organization
CLINTON HEALTH ACCESS INITIATIVE, INC.
 Doing Business As

D Employer identification number
 27-1414646

E Telephone number
 617-774-0110

F Name and address of principal officer: IRA C. MAGAZINER
 SAME AS C ABOVE

G Gross receipts \$ 88,701,261.

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

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

J Website: ▶ WWW.CLINTONHEALTHACCESS.ORG

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: 2009 **M State of legal domicile:** AR

H(c) Group exemption number ▶

Part I Summary

		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SUPPORT GOVERNMENTS TO BUILD AND STRENGTHEN INTEGRATED HEALTH SYSTEMS IN THE DEVELOPING WORLD AND		
	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	9
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	7
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	260
	6 Total number of volunteers (estimate if necessary)	6	116
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	64,721,151.	88,448,655.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	113,202.	98,029.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	109,811.	148,563.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	64,944,164.	88,695,247.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,859,527.	6,416,733.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	32,921,766.	37,223,521.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	6,000.	59,500.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,184,776.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	27,219,734.	33,270,412.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	66,007,027.	76,970,166.	
19 Revenue less expenses. Subtract line 18 from line 12	-1,062,863.	11,725,081.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 52,362,846.	End of Year 68,838,138.
	21 Total liabilities (Part X, line 26)	38,510,274.	43,413,925.
	22 Net assets or fund balances. Subtract line 21 from line 20	13,852,572.	25,424,213.

Part II Signature Block

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

Sign Here
 Signature of officer: **JULIE B. FEDER, CFO**
 Date: _____

Paid Preparer Use Only
 Print/Type preparer's name: **CRAIG KLEIN**
 Preparer's signature: _____
 Date: _____
 Check if self-employed: PTIN: **P00734640**
 Firm's name: **CBIZ TOFIAS**
 Firm's EIN: **26-3753134**
 Firm's address: **500 BOYLSTON STREET BOSTON, MA 02116**
 Phone no.: **617-761-0600**

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

THE CLINTON HEALTH ACCESS INITIATIVE (CHAI) WAS FOUNDED IN 2002 BY PRESIDENT BILL CLINTON AND IRA MAGAZINER TO PROVIDE SOLUTIONS TO THE BIGGEST CHALLENGES IMPEDING EFFECTIVE HEALTH CARE DELIVERY IN DEVELOPING COUNTRIES. SEE SCHEDULE O.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] 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 \$ 30,607,300. including grants of \$ 2,598,324.) (Revenue \$)

HIV/AIDS: CHAI IS WORKING TO SCALE-UP ADULT AND PEDIATRIC HIV/AIDS AND TB PREVENTION, CARE, AND TREATMENT IN THE HARDEST HIT COUNTRIES, INCREASE THE SURVIVAL RATES OF INDIVIDUALS ON TREATMENT GLOBALLY, REDUCE TRANSMISSION RATES AND LOWER THE COST OF TREATMENT AROUND THE WORLD, INCLUDING OPPORTUNISTIC INFECTIONS.

4b (Code:) (Expenses \$ 13,939,321. including grants of \$ 786,088.) (Revenue \$)

GLOBAL HEALTH SPENDING: CHAI IS WORKING AROUND THE WORLD TO INCREASE THE EFFICIENCY AND EFFECTIVENESS OF GLOBAL HEALTH SPENDING TO MOVE TOWARDS MORE SUSTAINABLE FINANCING SYSTEMS AND REDUCE FINANCIAL BARRIERS PREVENTING ACCESS TO ESSENTIAL HEALTH SERVICES.

4c (Code:) (Expenses \$ 10,436,974. including grants of \$ 1,454,024.) (Revenue \$)

HUMAN RESOURCES FOR HEALTH & HEALTH SYSTEMS STRENGTHENING: CHAI IS ASSISTING GOVERNMENTS IN RESOURCE POOR COUNTRIES TO INCREASE HUMAN RESOURCES FOR HEALTH CAPACITY BY EDUCATING, DEPLOYING, AND SUSTAINING AN ADEQUATE NUMBER OF HIGH-QUALITY HEALTH CARE PROFESSIONALS.

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

(Expenses \$ 13,733,033. including grants of \$ 1,578,297.) (Revenue \$)

4e Total program service expenses 68,716,628.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	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	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <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	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <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, highest 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	
35a 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	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

X

Table with columns for question number, description, and Yes/No responses. Includes questions 1a-14b regarding IRS filings, backup withholding, employee reporting, foreign accounts, and charitable contributions.

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a	9	
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b	7	
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?	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?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?	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?	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?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	X	
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	X	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	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	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	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	X	
b	Other officers or key employees of the organization	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?		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?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **AR, CA, CT, FL, IL, MA, NJ, NY, PA, RI**
- 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: **JULIE B. FEDER - 617-774-0110**
383 DORCHESTER AVENUE, #400, BOSTON, MA 02127

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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) WILLIAM J. CLINTON CHAIR OF THE BOARD	1.00	X						0.	0.	0.
(2) BRUCE LINDSEY BOARD MEMBER	1.00	X						0.	352,600.	30,462.
(3) PAUL FARMER BOARD MEMBER	1.00	X						0.	0.	0.
(4) LYNN TALIENTO BOARD MEMBER	1.00	X						0.	0.	0.
(5) CHELSEA CLINTON BOARD MEMBER	1.00	X						0.	0.	0.
(6) MAGGIE WILLAIMS BOARD MEMBER	1.00	X						0.	0.	0.
(7) STEPHEN LEWIS BOARD MEMBER	1.00	X						0.	0.	0.
(8) TACHI YAMADA BOARD MEMBER	1.00	X						0.	0.	0.
(9) IRA MAGAZINER CEO/VICE-CHAIR OF THE BOARD	50.00	X		X				131,070.	0.	19,281.
(10) MUSTAPHA LEAVENWORTH BAKALI COO	50.00			X				171,284.	0.	0.
(11) JULIE B. FEDER CFO	50.00			X				245,000.	0.	26,631.
(12) PATRICIA COLLINS CHIEF DEVELOPMENT OFFICER	50.00			X				99,422.	0.	5,965.
(13) DANIEL MENDIETA CHIEF HR OFFICER	50.00			X				83,016.	0.	4,981.
(14) JEANNE BROSNAN EVP, HR MANAGEMENT	50.00					X		140,000.	0.	14,896.
(15) DAVID RIPIN EVP, ACCESS PROGRAMS	50.00					X		140,360.	0.	27,681.
(16) PASCAL BIJLEVELD EVP, HEALTH FINANCING	50.00					X		163,329.	0.	0.
(17) FRANK WIGNALL ADVISOR, SENIOR	50.00					X		194,324.	0.	16,358.

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	4,000,000.				
	e Government grants (contributions)	1e	45,408,042.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	39,040,613.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		88,448,655.				
	Program Service Revenue	2 a _____	Business Code				
b _____							
c _____							
d _____							
e _____							
f All other program service revenue							
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		91,498.			91,498.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses		12,545.			
		c Gain or (loss)		6,014.			
		d Net gain or (loss)		6,531.			6,531.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
		c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a OTHER REVENUE	900099		148,563.			148,563.	
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d			148,563.				
12 Total revenue. See instructions.			88,695,247.	0.	0.	246,592.	

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	1,714,121.	1,714,121.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	4,702,612.	4,702,612.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,563,934.	959,923.	487,797.	116,214.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	27,235,219.	24,067,327.	2,565,699.	602,193.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,388,595.	1,239,396.	114,665.	34,534.
9 Other employee benefits	5,039,453.	3,999,680.	872,353.	167,420.
10 Payroll taxes	1,996,320.	1,544,727.	374,528.	77,065.
11 Fees for services (non-employees):				
a Management				
b Legal	101,205.	92,923.	8,282.	
c Accounting	187,474.	131,974.	55,500.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	59,500.			59,500.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	2,851,321.	2,200,518.	650,803.	
12 Advertising and promotion				
13 Office expenses	2,441,208.	2,267,517.	165,742.	7,949.
14 Information technology				
15 Royalties				
16 Occupancy	1,617,609.	1,378,167.	239,442.	
17 Travel	8,538,947.	7,872,109.	574,447.	92,391.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	5,313,148.	5,202,847.	100,930.	9,371.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	342,989.	11,556.	331,433.	
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a DIRECT PROGRAM EXPENSE	5,451,663.	5,451,663.		
b CAPITAL CHARGES	2,179,976.	2,179,976.		
c PROCUREMENT & SHIPPING	2,080,693.	2,080,693.		
d TELEPHONE	1,624,969.	1,410,706.	197,354.	16,909.
e All other expenses	539,210.	208,193.	329,787.	1,230.
25 Total functional expenses. Add lines 1 through 24e	76,970,166.	68,716,628.	7,068,762.	1,184,776.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	5,123,177.	2	9,249,360.
	3 Pledges and grants receivable, net	6,965,295.	3	2,928,631.
	4 Accounts receivable, net	554,183.	4	438,460.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	315,897.	9	726,215.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,964,210.		
	b Less: accumulated depreciation	10b 1,608,527.	664,590.	10c 355,683.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	38,739,704.	15	55,139,789.
16 Total assets. Add lines 1 through 15 (must equal line 34)	52,362,846.	16	68,838,138.	
Liabilities	17 Accounts payable and accrued expenses	4,520,293.	17	4,722,470.
	18 Grants payable		18	
	19 Deferred revenue	30,174,426.	19	21,526,701.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	3,815,555.	25	17,164,754.
	26 Total liabilities. Add lines 17 through 25	38,510,274.	26	43,413,925.
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	-3,421,094.	27	-2,097,229.
	28 Temporarily restricted net assets	17,273,666.	28	27,521,442.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	13,852,572.	33	25,424,213.	
34 Total liabilities and net assets/fund balances	52,362,846.	34	68,838,138.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	88,695,247.
2	Total expenses (must equal Part IX, column (A), line 25)	2	76,970,166.
3	Revenue less expenses. Subtract line 2 from line 1	3	11,725,081.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13,852,572.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	-153,440.
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	25,424,213.

Part XII Financial Statements and Reporting

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

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

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization CLINTON HEALTH ACCESS INITIATIVE, INC.	Employer identification number 27-1414646
---	---

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?

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

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

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

232021
12-04-12

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.")			66,874,152.	64,721,151.	88,448,655.	220,043,958.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3			66,874,152.	64,721,151.	88,448,655.	220,043,958.
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)						125,111,823.
6 Public support. Subtract line 5 from line 4.						94,932,135.

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			66,874,152.	64,721,151.	88,448,655.	220,043,958.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources			185,938.	96,403.	91,498.	373,839.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)				109,811.	148,563.	258,374.
11 Total support. Add lines 7 through 10						220,676,171.
12 Gross receipts from related activities, etc. (see instructions)					12	
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 checked="" 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	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
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 type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

- 19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization CLINTON HEALTH ACCESS INITIATIVE, INC.	Employer identification number 27-1414646
---	---

Organization type (check one):

- Filers of:** **Section:**
- Form 990 or 990-EZ 501(c)(3) (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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

SCHEDULE D (Form 990)

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

Department of the Treasury Internal Revenue Service

Name of the organization: CLINTON HEALTH ACCESS INITIATIVE, INC. Employer identification number: 27-1414646

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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?, 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?

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). 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. Table: Held at the End of the Tax Year. Rows: 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register. 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year. 4 Number of states where property subject to conservation easement is located. 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? 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)? 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. 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1. (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1. b Assets included in Form 990, Part X.

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

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

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

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
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

- a Board designated or quasi-endowment %
- b Permanent endowment %
- c Temporarily restricted endowment %

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

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

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		115,346.	64,413.	50,933.
d Equipment		1,848,864.	1,544,114.	304,750.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				355,683.

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

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

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

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

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

(a) Description	(b) Book value
(1) ASSETS LIMITED AS TO USE	18,106,977.
(2) ASSETS HELD BY AFFILIATE	37,032,812.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	55,139,789.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO AFFILIATE	3,558,496.
(3) ASSETS HELD FOR COMMODITIES	
(4) PURCHASE	13,606,258.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	17,164,754.

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

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

1	Total revenue, gains, and other support per audited financial statements	1	89,439,023.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	743,776.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	743,776.
3	Subtract line 2e from line 1	3	88,695,247.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	88,695,247.

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

1	Total expenses and losses per audited financial statements	1	77,867,382.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	897,216.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	897,216.
3	Subtract line 2e from line 1	3	76,970,166.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	76,970,166.

Part XIII Supplemental Information

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

PART X, LINE 2: CHAI ACCOUNTS FOR THE EFFECT OF ANY UNCERTAIN TAX

POSITIONS BASED ON A "MORE LIKELY THAN NOT" THRESHOLD TO THE RECOGNITION OF THE TAX POSITIONS BEING SUSTAINED BASED ON THE TECHNICAL MERITS OF THE POSITION UNDER SCRUTINY BY THE APPLICABLE TAXING AUTHORITY. IF A TAX POSITION OR POSITIONS ARE DEEMED TO RESULT IN UNCERTAINTIES OF THOSE POSITIONS, THE UNRECOGNIZED TAX BENEFIT IS ESTIMATED BASED ON A "CUMULATIVE PROBABILITY ASSESSMENT" THAT AGGREGATES THE ESTIMATED TAX LIABILITY FOR ALL UNCERTAIN TAX POSITIONS. CHAI HAS IDENTIFIED ITS TAX

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

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.

Open to Public
Inspection

Name of the organization **CLINTON HEALTH ACCESS INITIATIVE, INC.** Employer identification number **27-1414646**

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

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

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


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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
SUB-SAHARAN AFRICA	17	463	PROGRAM SERVICES	HEALTH	36,613,776.
EAST ASIA AND THE PACIFIC	5	75	PROGRAM SERVICES	HEALTH	11,433,745.
SOUTH ASIA	1	39	PROGRAM SERVICES	HEALTH	1,112,493.
CENTRAL AMERICA AND THE CARIBBEAN	2	34	PROGRAM SERVICES	HEALTH	1,444,184.
RUSSIA & THE NEWLY INDEPENDENT STATES	1	8	PROGRAM SERVICES	HEALTH	733,964.
EUROPE (INCLUDING ICELAND & GREENLAND)	0	5	PROGRAM SERVICES	HEALTH	0.
SUB-SAHARAN AFRICA	0	0	GRANTS	HEALTH	2,583,723.
EAST ASIA AND THE PACIFIC	0	0	GRANTS	HEALTH	1,605,632.
3 a Sub-total	26	624			55,527,517.
b Total from continuation sheets to Part I	0	0			503,479.
c Totals (add lines 3a and 3b)	26	624			56,030,996.

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

Schedule F (Form 990) 2012

Part I Continuation of Activities per Region. (Schedule F (Form 990), Part I, line 3)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 region
SOUTH ASIA	0	0	GRANTS	HEALTH	7,882.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	GRANTS	HEALTH	25,399.
RUSSIA & THE NEWLY INDEPENDENT STATES	0	0	GRANTS	HEALTH	183,326.
EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	GRANTS	HEALTH	155,543.
NORTH AMERICA	0	0	GRANTS	HEALTH	131,329.
Totals 					503,479.

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)
		SUB-SAHARAN AFRICA	HEALTH	428,677.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	418,268.		0.		
		SUB-SAHARAN AFRICA	HEALTH	312,561.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	309,504.		0.		
		SUB-SAHARAN AFRICA	HEALTH	238,063.		0.		
		SUB-SAHARAN AFRICA	HEALTH	205,215.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	198,171.		0.		
		RUSSIA & THE NEWLY INDEPENDENT STATES	HEALTH	183,326.		0.		

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 0

3 Enter total number of other organizations or entities 50

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 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)
		SUB-SAHARAN AFRICA	HEALTH	176,601.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	170,206.		0.		
		SUB-SAHARAN AFRICA	HEALTH	156,405.		0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	HEALTH	155,543.		0.		
		SUB-SAHARAN AFRICA	HEALTH	149,258.		0.		
		SUB-SAHARAN AFRICA	HEALTH	145,868.		0.		
		SUB-SAHARAN AFRICA	HEALTH	126,861.		0.		
		NORTH AMERICA	HEALTH	119,585.		0.		
		SUB-SAHARAN AFRICA	HEALTH	95,939.		0.		

Part II		Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)							
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)
			EAST ASIA AND THE PACIFIC	HEALTH	88,943.		0.		
			SUB-SAHARAN AFRICA	HEALTH	85,846.		0.		
			EAST ASIA AND THE PACIFIC	HEALTH	76,105.		0.		
			EAST ASIA AND THE PACIFIC	HEALTH	76,056.		0.		
			EAST ASIA AND THE PACIFIC	HEALTH	75,987.		0.		
			SUB-SAHARAN AFRICA	HEALTH	73,515.		0.		
			EAST ASIA AND THE PACIFIC	HEALTH	65,176.		0.		
			SUB-SAHARAN AFRICA	HEALTH	60,520.		0.		
			SUB-SAHARAN AFRICA	HEALTH	58,754.		0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	HEALTH	53,889.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	49,853.		0.		
		SUB-SAHARAN AFRICA	HEALTH	43,328.		0.		
		SUB-SAHARAN AFRICA	HEALTH	40,540.		0.		
		SUB-SAHARAN AFRICA	HEALTH	29,800.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	27,904.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	27,000.		0.		
		SUB-SAHARAN AFRICA	HEALTH	20,990.		0.		
		CENTRAL AMERICA AND THE CARIBBEAN	HEALTH	19,992.		0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	HEALTH	17,911.		0.		
		SUB-SAHARAN AFRICA	HEALTH	13,367.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	12,459.		0.		
		NORTH AMERICA	HEALTH	11,744.		0.		
		SUB-SAHARAN AFRICA	HEALTH	9,500.		0.		
		SUB-SAHARAN AFRICA	HEALTH	8,616.		0.		
		SUB-SAHARAN AFRICA	HEALTH	7,941.		0.		
		SOUTH ASIA	HEALTH	7,882.		0.		
		SUB-SAHARAN AFRICA	HEALTH	7,408.		0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	HEALTH	5,758.		0.		
		SUB-SAHARAN AFRICA	HEALTH	5,562.		0.		
		CENTRAL AMERICA AND THE CARIBBEAN	HEALTH	5,407.		0.		
		SUB-SAHARAN AFRICA	HEALTH	5,030.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	5,000.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	5,000.		0.		

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)

Part IV Foreign Forms

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

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

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

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

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

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

Part V Supplemental Information

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

SCHEDULE F, PART I, LINE 2: FOR GRANTS OUTSIDE THE US, EACH COUNTRY OR PROGRAM TEAMS REQUESTS THEIR CASH NEEDS EACH MONTH WITH AP, AFTER THESE AMOUNTS ARE VERIFED, THE HEADQUARTERS TEAM DISBURES THE FUNDS TO THE COUNTRY/PROGRAM TEAMS. AT THE END OF EACH MONTH, THE EXPENSES FOR EACH TEAM ARE REVIEWED TO SEE WHERE FUNDS WERE USED. FOR GRANTS BASED OUTSIDE THE US, THE EXPENSE REPORTS FOR THE TEAMS ARE REVIEWED AT THE END OF EACH MONTH.

SCHEDULE F, PART II, LINE 3:
THE GRANTEES COUNTED ON LINE 3 CONSIST OF GOVERNMENT MINISTRIES OF HEALTH, HOSPITALS, AND OTHER ORGANIZATIONS IN FURTHERANCE OF OUR MISSION.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2012

Open To Public
Inspection

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number

27-1414646

Part I

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

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

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

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

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

(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			
THE HELEN BROWN GROUP LLC - 48 SUMMER ST., SUITE 2,	PROSPECTING		X	25,000.	59,500.	-34,500.
Total				25,000.	59,500.	-34,500.

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.

AR, CA, CT, FL, IL, NJ, NY, PA, RI, WA

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1	Gross receipts			
	2	Less: Contributions			
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary. Add lines 4 through 9 in column (d)			()
	11	Net income summary. Combine line 3, column (d), and line 10			()

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

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

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

	Yes	No	
a The organization's facility			%
b An outside facility			%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

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

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

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

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

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: THE HELEN BROWN GROUP LLC

(I) ADDRESS OF FUNDRAISER: 48 SUMMER ST., SUITE 2, WATERTOWN, MA 02472

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**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

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number
27-1414646

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
YALE UNIVERSITY P.O. BOX 1873 NEW HAVEN, CT 06508	06-0646973	501(C)(3)	379,078.	0.			HEALTH
HARBOR PATH 2201 WESTLAKE AVENUE, SUITE 200 SEATTLE, WA 98121	91-1157127	501(C)(3)	329,179.	0.			HEALTH
NEW YORK UNIVERSITY 70 WASHINGTON SQUARE NEW YORK, NY 10012	13-5562308	501(C)(3)	184,538.	0.			HEALTH
PRESIDENTS AND FELLOWS OF HARVARD COLLEGE - 1350 MASSACHUSETTS AVENUE - CAMBRIDGE, MA 02138	04-2103580	501(C)(3)	182,520.	0.			HEALTH
MASSACHUSETTS GENERAL HOSPITAL 100 CHARLES RIVER PLAZA, SUITE 600 BOSTON, MA 02114	04-1564655	501(C)(3)	112,500.	0.			HEALTH
INNOVATIONS FOR POVERTY ACTION 1731 CONNECTICUT AVENUE, 4TH FLOOR WASHINGTON D.C., DC 20009	06-1660068	501(C)(3)	101,693.	0.			HEALTH

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **12.**

3 Enter total number of other organizations listed in the line 1 table **0.**

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

Schedule I (Form 990) (2012)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(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
THE WILLIAM DAVIDSON INSTITUTE 724 EAST UNIVERSITY ANN ARBOR, MI 48109	38-3048086	501(C)(3)	77,382.	0.			HEALTH
HOWARD UNIVERSITY 2400 6TH STREET, NW WASHINGTON D.C., DC 20001	53-0204707	501(C)(3)	74,912.	0.			HEALTH
VIRGINIA COMMONWEALTH UNIVERSITY 800 EAST LEIGH STREET, P.O. BOX 980 RICHMOND, VA 23298	54-6001758	501(C)(3)	62,500.	0.			HEALTH
FLORIDA STATE UNIVERSITY 600 W COLLEGE AVENUE TALLAHASSEE, FL 32306	59-1961248	501(C)(3)	56,200.	0.			HEALTH
RESULTS FOR DEVELOPMENT INSTITUTE 1100 15TH STREET, NW, SUITE 4000 WASHINGTON D.C., DC 20005	20-8530747	501(C)(3)	91,861.	0.			HEALTH
JOHN HOPKINS UNIVERSITY 3400 N. CHARLES STREET BALTIMORE, MD 21218	52-0595110	501(C)(3)	61,758.	0.			HEALTH

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to 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

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.

SCHEDULE I, PART I, LINE 2: FOR GRANTS INSIDE THE US, EACH COUNTRY OR PROGRAM TEAMS REQUESTS THEIR CASH NEEDS EACH MONTH WITH AP, AFTER THESE AMOUNTS ARE VERIFIED, THE HEADQUARTERS TEAM DISBURES THE FUNDS TO THE COUNTRY/PROGRAM TEAMS. AT THE END OF EACH MONTH, THE EXPENSES FOR EACH TEAM ARE REVIEWED TO SEE WHERE FUNDS WERE USED.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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.

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number

27-1414646

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

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

Only 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?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

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

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.

PART I, LINE 1A: CHAI PROVIDES AN ALLOWANCE EQUAL TO THE LOCAL TAXES OWED IN THE COUNTRY OF ASSIGNMENT FOR PASCAL BIJLEVELD. THIS ALLOWANCE IS CONSIDERED TAXABLE.

STAFF WHO ARE ENROLLED IN THE CHAI DOMESTIC MEDICAL PLAN ARE ELIGIBLE FOR REIMBURSEMENT OF THEIR GYM MEMBERSHIP UP TO \$250 PER CALENDAR YEAR. THE REIMBURSEMENT IS TAXABLE INCOME.

PART I, LINE 4A: SEVERENCE PAYMENTS:

PATRICIA COLLINS \$45,000

DANIEL MENDIETA \$39,750

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

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number

27-1414646

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

EXPAND ACCESS TO HIGH-QUALITY CARE AND TREATMENT FOR HIV/AIDS, MALARIA
AND OTHER DISEASES.

FORM 990, PART I, LINE 5:

THE NUMBER REPORTED ON PART I, LINE 5 REFLECTS THE NUMBER OF PEOPLE
REPORTED ON FORM W-3. CHAI EMPLOYS 769 PEOPLE AROUND THE GLOBE.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CHAI APPLIES THE RIGOROUS THINKING, ANALYSIS AND URGENCY OF THE
BUSINESS WORLD TO SAVE LIVES AND STRENGTHEN HEALTH SYSTEMS RAPIDLY AND
MORE EFFICIENTLY. IN ADDITION TO RETAINING ITS INITIAL FOCUS ON
HIV/AIDS CARE AND TREATMENT, CHAI IMPLEMENTS PROGRAMS ON VACCINES,
MALARIA, AND HEALTH SYSTEMS STRENGTHENING MATERNAL AND CHILD HEALTH IN
MORE THAN 25 COUNTRIES.

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

MALARIA

EXPENSES \$ 6,660,070. INCLUDING GRANTS OF \$ 1,285,827. REVENUE \$ 0.

VACCINES

EXPENSES \$ 3,763,870. INCLUDING GRANTS OF \$ 106,458. REVENUE \$ 0.

MATERNAL AND CHILD HEALTH

EXPENSES \$ 3,309,093. INCLUDING GRANTS OF \$ 186,012. REVENUE \$ 0.

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number

27-1414646

FORM 990, PART V, LINE 4B, LIST OF FOREIGN COUNTRIES:

CAMBODIA, CAMEROON, ETHIOPIA, HAITI,

INDIA, INDONESIA, JAMAICA, KENYA,

LESOTHO, LIBERIA, MALAWI, MOZAMBIQUE,

NIGERIA, PAPUA NEW GUINEA, RWANDA, SOUTH AFRICA,

SWAZILAND, TANZANIA, UKRAINE, UGANDA,

VIETNAM, ZAMBIA, ZIMBABWE, CONGO, DEM REP

FORM 990, PART VI, SECTION A, LINE 2: WILLIAM J. CLINTON AND CHELSEA
CLINTON HAVE A PARENT/CHILD RELATIONSHIP.

FORM 990, PART VI, SECTION A, LINE 6: UNDER CHAI'S BYLAWS, THE WILLIAM J.
CLINTON FOUNDATION HAS THE POWER TO DESIGNATE FIVE (5) SUCCESSOR MEMBERS OF
THE BOARD, TWO OF WHOM SHALL BE PRESIDENT WILLIAM J. CLINTON, WHO SHALL
SERVE AS A DIRECTOR AND CHAIR OF THE BOARD UNTIL SUCH TIME AS HE RESIGNS,
DIES OR BECOMES INCAPACITATED, AND IRA C. MAGAZINER, WHO SHALL SERVE AS A
DIRECTOR AND VICE CHAIR OF THE BOARD FOR SO LONG AS HE REMAINS AN EMPLOYEE
OR CONSULTANT OF THE CORPORATION OR UNTIL SUCH TIME AS HE RESIGN, DIES OR
BECOMES INCAPACITATED.

FORM 990, PART VI, SECTION A, LINE 7A: UNDER CHAI'S BYLAWS, THE WILLIAM J.
CLINTON FOUNDATION HAS THE POWER TO DESIGNATE FIVE (5) SUCCESSOR MEMBERS OF
THE BOARD, TWO OF WHOM SHALL BE PRESIDENT WILLIAM J. CLINTON, WHO SHALL
SERVE AS A DIRECTOR AND CHAIR OF THE BOARD UNTIL SUCH TIME AS HE RESIGNS,
DIES OR BECOMES INCAPACITATED, AND IRA C. MAGAZINER, WHO SHALL SERVE AS A
DIRECTOR AND VICE CHAIR OF THE BOARD FOR SO LONG AS HE REMAINS AN EMPLOYEE
OR CONSULTANT OF THE CORPORATION OR UNTIL SUCH TIME AS HE RESIGN, DIES OR

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number

27-1414646

BECOMES INCAPACITATED.

FORM 990, PART VI, SECTION B, LINE 11: THE ACCOUNTING MANAGER COLLECTS AND CONSOLIDATES THE INFORMATION AFTER THE 2012 AUDIT IS COMPLETED. THE RETURN IS PREPARED BY OUR EXTERNAL TAX ADVISOR. THE DIRECTOR OF ACCOUNTING AND PAYROLL, SENIOR DIRECTOR OF FINANCE AND OPERATIONS, AND THE CFO REVIEW THE FORM 990, WHICH IS SUBSEQUENTLY REVIEWED BY THE AUDIT COMMITTEE. THE BOARD OF DIRECTORS WILL RECEIVE A COPY OF THE 990 AT A MEETING PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: INTERESTED PERSONS MUST DISCLOSE ANY TRANSACTION OR ARRANGEMENT WHICH RESULTS IN A CONFLICT OF INTEREST TO THE BOARD OR COMMITTEE OF WHICH THEY ARE A MEMBER. THE BOARD MEETS, REVIEWS AND DISCUSSES ANY DISCLOSED CONFLICT OF INTEREST. CHAI SHALL TAKE APPROPRIATE DISCIPLINARY ACTIONS, AS DETERMINED BY THE BOARD, WITH RESPECT TO AN INTERESTED PERSON WHO HAS VIOLATED THE CONFLICT OF INTEREST POLICY. THIS APPLIES TO DIRECTORS, OFFICERS, KEY EMPLOYEES, OR COMMITTEE MEMBERS AND ALL OTHERS WHO ARE PERMITTED TO VOTE AT BOARD OF DIRECTOR MEETINGS.

FORM 990, PART VI, SECTION B, LINE 15: CHAI CONTRACTED WITH AN OUTSIDE CONSULTANT IN 2011 TO CONDUCT A MANAGEMENT STUDY TO HELP ASSIST IN DETERMINING EXECUTIVE COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19: THE GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART VII:

THE COMPENSATION REPORTED ON PART VII FOR IRA MAGAZINER REPRESENTS

COMPENSATION FOR HIS SERVICES TO CHAI AS CEO. SEPARATELY, THE CLINTON

Name of the organization CLINTON HEALTH ACCESS INITIATIVE, INC.	Employer identification number 27-1414646
--	--

FOUNDATION HAS A CONSULTING AGREEMENT WITH SJS ADVISORS, OF WHICH IRA
MAGAZINER IS A PRINCIPAL. THE CLINTON FOUNDATION PAID SJS ADVISORS
\$127,185 FOR SERVICES RELATED TO THE CLINTON FOUNDATION'S CLINTON
CLIMATE INITIATIVE.

REASONS FOR AMENDING RETURN

THE ORGANIZATION IS AMENDING ITS 2012 FORM 990 IN ORDER TO UPDATE
CERTAIN PRIOR YEAR INFORMATION, AS REPORTED HEREIN, TO REFLECT
AMENDMENTS TO CHAI'S 2011 FORM 990.

FOLLOWING IS A SUMMARY OF THE PARTS AND SCHEDULES OF THE FORM 990 THAT
ARE BEING AMENDED.

PART I, LINE 20, BEGINNING OF CURRENT YEAR COLUMN - CHANGED FROM
53,063,545 TO 52,362,846

PART I, LINE 21, BEGINNING OF CURRENT YEAR COLUMN - CHANGED FROM
39,210,973 TO 38,510,274

990, PART X, COLUMN A

LINE 2 - CHANGED FROM 6,231,585 TO 5,123,177

LINE 4 - CHANGED FROM 1,254,882 TO 554,183

LINE 15 - CHANGED FROM 37,631,296 TO 38,739,704

LINE 17 - CHANGED FROM 5,220,992 TO 4,520,293

SCHEDULE A, PART II, SECTION A, LINE 1, COLUMN (C) CHANGED FROM
64,645,004 TO 66,874,152

SCHEDULE A, PART II, SECTION A, LINE 1, COLUMN (D) CHANGED FROM

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number

27-1414646

54,863,301 TO 64,721,151

SCHEDULE A, PART II, SECTION A, LINE 5, COLUMN (F) CHANGED FROM

127,529,223 TO 125,111,823

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.

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?

	Yes	No
a Receipt of (f) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)	X	
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses	X	
q Reimbursement paid by related organization(s) for expenses	X	
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		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)				
(2)				
(3)				
(4)				
(5)				
(6)				

