

Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2012

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

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

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

B Check if applicable

- ☐ Address change
- ☒ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Doing Business As

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

Room/suite

1200 PRESIDENT CLINTON AVENUE

City, town or post office, state, and ZIP code

LITTLE ROCK, AR 72201

F Name and address of principal officer

ANDREW KESSEL

1200 PRESIDENT CLINTON AVE LITTLE ROCK, AR 72201

D Employer identification number

31-1580204

E Telephone number

(501) 748-0471

G Gross receipts \$ 56,645,284.

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

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

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

J Website WWW.CLINTONFOUNDATION.ORG

H(c) Group exemption number

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation 1997 M State of legal domicile AR

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities		
		WORKS TO IMPROVE GLOBAL HEALTH AND WELLNESS, INCREASE OPPORTUNITY FOR WOMEN AND GIRLS, REDUCE CHILDHOOD OBESITY, CREATE ECONOMIC OPPORTUNITY AND GROWTH AND HELP COMMUNITIES ADDRESS THE EFFECTS OF CLIMATE CHANGE.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	3.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	2.
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	275.
	6	Total number of volunteers (estimate if necessary)	6	400.
Revenue	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	2,406,835.
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	-180,700.
	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	56,257,057.	51,456,352.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	194,148.	503,024.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 10c, and 11e)	68,423.	487,358.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	628,241.	2,266,216.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	57,147,869.	54,712,950.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	6,810,664.	8,091,488.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
Expenses	16a	Professional fundraising fees (Part IX, column (A), line 11e)	18,382,051.	18,438,574.
	b	Total fundraising expenses (Part IX, column (D), line 25)	183,000.	204,179.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	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)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	197,890,114.	225,703,274.
	22	Net assets or fund balances Subtract line 21 from line 20	10,261,131.	42,113,239.

Part II Signature Block

Under penalties of perjury, 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

ANDREW M. KESSEL

11/15/13

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

ERNIE SKYRME

Ernie Skyrme

11/15/13

P01353262

Firm's name BKD, LLP

Firm's EIN

Firm's address P.O. BOX 3667 LITTLE ROCK, AR 72203-3667

Phone no

501-372-1040

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

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2012)

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SCANNED DEC 19 2013

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

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

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code _____) (Expenses \$ 6,019,000 including grants of \$ 1,014,646) (Revenue \$ _____)

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)? If "Yes," complete Schedule A	<input checked="" type="checkbox"/>	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<input checked="" type="checkbox"/>
14 a Did the organization maintain an office, employees, or agents outside of the United States?	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
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)	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		<input checked="" type="checkbox"/>
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
24 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24 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?		
24 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
25 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	

Form 990 (2012)

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

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 78		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 275		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X	
b If "Yes," enter the name of the foreign country <u>ATTACHMENT 1</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI. ☒ X**Section A. Governing Body and Management**

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

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

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

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.
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► ANDREW KESSEL 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201 501-748-0471

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☒**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			X				129,700.	0	26,293.
(6) SCOTT TAITEL COO OF CGSGI	50.00					X		173,874.	0	24,877.
(7) MARK GUNTON CEO, CGSGI	50.00					X		225,369.	0	30,086.
(8) THERESE SHERIDAN HR DIRECTOR	50.00					X		148,462.	0	24,014.
(9) DENNIS CHENG CDO	50.00					X		206,014.	0	19,432.
(10) VALERIE ALEXANDER MARKETING DIRECTOR	50.00					X		144,300.	0	27,629.
(11)										
(12)										
(13)										
(14)										

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

[illegible]

1b Sub-total	1,581,075.	0	208,347.
c Total from continuation sheets to Part VII, Section A	0	0	0
d Total (add lines 1b and 1c)	1,581,075.	0	208,347.

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	25
---	---	----

3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual.

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 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	14
---	--	----

Part VIII Statement of RevenueCheck 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	
4		Income from investment of tax-exempt bond proceeds		0		
5		Royalties		0		
		(i) Real	(ii) Personal			
6a		Gross rents				
b		Less rental expenses				
c		Rental income or (loss)				
d		Net rental income or (loss)		0		
		(i) Securities	(ii) Other			
7a		Gross amount from sales of assets other than inventory		1,836,000		
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		-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.	346,739

Form 990 (2012)

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.	

Form 990 (2012)

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	54,712,950.
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 ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

- 1** Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

Form **990** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

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

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

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☐ Type I b ☐ Type II c ☐ Type III-Functionally integrated d ☐ Type III-Non-functionally integrated
 - e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐.
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
 - (ii) A family member of a person described in (i) above? ☐
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐
 - h Provide the following information about the supported organization(s)

	Yes	No
11g(i)	<input type="checkbox"/>	<input type="checkbox"/>
11g(ii)	<input type="checkbox"/>	<input type="checkbox"/>
11g(iii)	<input type="checkbox"/>	<input type="checkbox"/>

(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)	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. ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Also complete this part for any additional information. (See instructions).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 D.
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

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

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

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

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

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

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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

Schedule D (Form 990) 2012

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

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

- a ☐ Public exhibition
 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. ☐ Yes ☐ No

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

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

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

- a Board designated or quasi-endowment ☐ %
 b Permanent endowment ☒ 100.0000 %
 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)	X
(ii) related organizations	3a(ii)	X

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

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

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

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

Schedule D (Form 990) 2012

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

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

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

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

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

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

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

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

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

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)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

**Open to Public
Inspection**

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 DVLPMNT	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)							

Schedule F (Form 990) 2012

Part IV Foreign Forms

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

Schedule F (Form 990) 2012

Part V**Supplemental Information**

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

MONITORING PROCEDURES FOR USE OF GRANT FUNDS

FORM 990, SCHEDULE F, PART I, LINE 2

THE ORGANIZATION REQUIRES A FINAL REPORT FROM ALL GRANT RECIPIENTS

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

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

CONTINUED FUNDING.

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 AMERICAN MARKETING & COMMUNICATIONS CORP	DIRECT MARKETING		X	425,318.	96,100.	329,218.
2 M&R STRATEGIES	ONLINE FUNDRAISING		X	2,113,820.	108,079.	2,005,741.
3						
4						
5						
6						
7						
8						
9						
10						
Total				2,539,138.	204,179.	2,334,959.

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

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

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

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

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

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

b If "No," explain _____

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

b If "Yes," explain _____

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

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

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

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

**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

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 CITY OF LITTLE ROCK 500 WEST MARKHAM LITTLE ROCK, AR 72201	27-2028308	501 (C) (3)	2,016,000		N/A		CHILDHOOD OBESITY
(2)	ARCHITECTURE FOR HUMANITY 848 FOLSOM ST SAN FRANCISCO, CA 94107	71-6014465	GOVERNMENT	398,267		N/A		PRESIDENTIAL CENTER
(3)	CLINTON HEALTH ACCESS INITIATIVE, INC 383 DORCHESTER AVE BOSTON, MA 02127	30-0038297	501 (C) (3)	241,483		N/A		PROGRAM SERVICE
(4)		27-1414646	501 (C) (3)	4,000,000		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 4

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

Schedule I (Form 990) (2012)

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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

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 J .
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

Part I Questions Regarding Compensation

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

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

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input 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** ☐ Yes ☒ No
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** ☐ Yes ☒ No
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** ☐ Yes ☒ No

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** ☐ Yes ☒ No
- b** Any related organization? **5b** ☐ Yes ☒ No

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** ☐ Yes ☒ No
- b** Any related organization? **6b** ☐ Yes ☒ No

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** ☐ Yes ☒ No

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** ☐ Yes ☒ No

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9** ☐ Yes ☒ No

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

Schedule J (Form 990) 2012

Schedule J (Form 990) 2012

Page **2****Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 BRUCE R LINDSEY CEO	360,046.	25,000.	0	13,265.	14,270.	412,581.	0
ANDREW KESSEL	165,310.	3,000.	0	10,557.	17,924.	196,791.	0
2 CFO	126,700.	3,000.	0	8,369.	17,924.	155,993.	0
STEPHANIE S STRETT	170,874.	3,000.	0	10,607.	14,270.	198,751.	0
3 EXECUTIVE DIRECTOR	222,919.	2,450.	0	13,441.	16,644.	255,454.	0
SCOTT TAITEL	145,462.	3,000.	0	9,444.	14,570.	172,476.	0
4 COO OF CGSGI	203,014.	3,000.	0	12,701.	6,731.	225,446.	0
MARK GUNTON	141,300.	3,000.	0	9,405.	18,224.	171,929.	0
5 CEO, CGSGI	0	0	0	0	0	0	0
THERESE SHERIDAN	0	0	0	0	0	0	0
6 HR DIRECTOR	0	0	0	0	0	0	0
DENNIS CHENG	0	0	0	0	0	0	0
7 CDO	0	0	0	0	0	0	0
VALERIE ALEXANDER	0	0	0	0	0	0	0
8 MARKETING DIRECTOR	0	0	0	0	0	0	0
9	0	0	0	0	0	0	0
10	0	0	0	0	0	0	0
11	0	0	0	0	0	0	0
12	0	0	0	0	0	0	0
13	0	0	0	0	0	0	0
14	0	0	0	0	0	0	0
15	0	0	0	0	0	0	0
16	0	0	0	0	0	0	0

Schedule J (Form 990) 2012

Part III Supplemental Information

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

COMPENSATION REVIEWS

FORM 990, SCHEDULE J, LINE 3

SEE SCHEDULE O DISCLOSURES FOR MORE INFORMATION.

**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

Employer identification number

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

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

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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

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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

Employer identification number

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

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

Employer identification number

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

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

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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

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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

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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

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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

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GREEN TECHNOLOGY COMPANIES TO DEVELOP COMMERCIALLY 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

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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

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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,

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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.

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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.

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BELOW ARE THE AMOUNTS PAID TO EACH PROFESSIONAL FUNDRAISER FOR
FUNDRAISING EXPENSES.

AMERICAN MARKETING & COMMUNICATIONS CORP \$96,100

M&R STRATEGIES \$108,079

ATTACHMENT 1FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

AUSTRALIA

KENYA

INDONESIA

MALAWI

PERU

RWANDA

UNITED KINGDOM

COLOMBIA

TANZANIA

ATTACHMENT 2FORM 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

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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)

Department of the Treasury
Internal Revenue Service

BILL, HILLARY & CHELSEA CLINTON FOUNDATION 31-1580204

Related Organizations and Unrelated Partnerships

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

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OMB No 1545-0047

2012

Open to Public
Inspection

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	INITIATIVE	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

JSA

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PAGE 62

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) Percen- tage 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)			

Schedule R (Form 990) 2012

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)

STATE OF ARKANSAS



Mark Martin
ARKANSAS SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Mark Martin, Arkansas Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Amendment

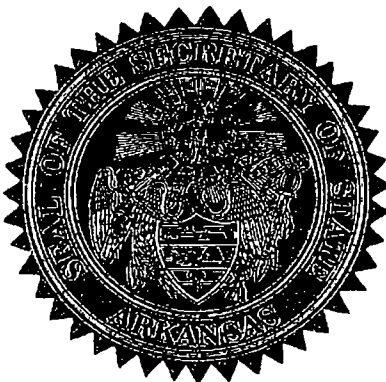
of

WILLIAM J. CLINTON FOUNDATION

changing the name to

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

filed in this office
April 9, 2013.



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 9th day of April, 2013.

Mark Martin
Arkansas Secretary of State



**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WILLIAM J. CLINTON FOUNDATION**

William J. Clinton Foundation, a nonprofit corporation duly organized,
created and existing under and by virtue of the Arkansas Nonprofit Corporation Act
of 1993, as amended, by its Chairman of the Board of Trustees,

DOES HEREBY CERTIFY:

A. The Amendment to the Articles of Incorporation was unanimously
approved and adopted by unanimous consent resolutions of the Board of Trustees of
said corporation. The corporation has no members.

B. That the following Article of the Articles of Incorporation of this
corporation was amended to read as follows:

"FIRST: The name of this corporation shall be Bill, Hillary & Chelsea Clinton
Foundation."

IN WITNESS WHEREOF, the undersigned Chairman of the Board of
Trustees of the said corporation has executed and caused this Certificate of
Amendment to the Articles of Incorporation to be filed with the Secretary of State of
the State of Arkansas effective on this 8th day of April, 2013.

WILLIAM J. CLINTON FOUNDATION

By: Bruce R. Lindsey

Name: Bruce R. Lindsey

Title: Chairman of the Board of Trustees



**Arkansas Secretary of State
Mark Martin**

State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501-682-3409

Certificate of Good Standing

I, Mark Martin, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

authorized to transact business in the State of Arkansas as a Non-Profit Corporation, filed Articles of Incorporation in this office October 23, 1997.

Our records reflect that said entity, having complied with all statutory requirements in the State of Arkansas, is qualified to transact business in this State.



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 19th day of July 2013.

Mark Martin

Mark Martin
Secretary of State

Online Certificate Authorization Code: aef2c396287722e

To verify the Authorization Code, visit sos.arkansas.gov

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **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 ☒ **X**
- 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	Employer identification number (EIN) or
	WILLIAM J. CLINTON FOUNDATION	31-1580204
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	1200 PRESIDENT CLINTON AVENUE	
	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-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, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year 20 12 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.

Form **8868** (Rev. 1-2013)

- 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	
	Number, street, and room or suite no. If a P.O. box, see instructions		31-1580204	
	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

- I request an additional 3-month extension of time until 11/15, 2013
- For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 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 Skysme Title ☒ CPA Date ☒ 7/30/13

Form 8868 (Rev. 1-2013)