

Application for Extension of Time To File an Exempt Organization Return

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

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

- The books are in the care of ▶ ANDREW KESSEL

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

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

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

▶ calendar year 2012 or

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Signature and Verification must be completed for Part II only.

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

Signature Emie Skynne Title CPA Date 7/30/13

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

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

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

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

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

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

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

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

CLINTON GIUSTRA SUSTAINABLE GROWTH INITIATIVE SEE SCHEDULE O FOR FURTHER DETAILS

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

THE CLINTON CLIMATE INITIATIVE SEE SCHEDULE O FOR FURTHER DETAILS

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

CLINTON PRESIDENTIAL CENTER SEE SCHEDULE O FOR FURTHER DETAILS

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

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

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

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Contains 20 main questions and sub-questions (a-f) regarding organizational activities, financial reporting, and compliance with various tax sections.

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No response. Includes questions 1a-14b regarding Form 1096, Form W-2G, Form W-3, and various tax compliance issues.

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 2
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ANDREW KESSEL 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201 501-748-0471

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BRUCE R LINDSEY ----- CEO	50.00 ----- 5.00	X		X				385,046.	0	27,535.
(2) TERENCE MCAULIFFE ----- DIRECTOR	2.00 ----- 2.00	X						0	0	0
(3) CHELSEA V. CLINTON ----- DIRECTOR	30.00 ----- 5.00	X						0	0	0
(4) ANDREW KESSEL ----- CFO	45.00 ----- 5.00			X				168,310.	0	28,481.
(5) STEPHANIE S STRETT ----- EXECUTIVE DIRECTOR	50.00 ----- 5.00			X				129,700.	0	26,293.
(6) SCOTT TAITEL ----- COO OF CGSGI	50.00 ----- 5.00					X		173,874.	0	24,877.
(7) MARK GUNTON ----- CEO, CGSGI	50.00 ----- 5.00					X		225,369.	0	30,086.
(8) THERESE SHERIDAN ----- HR DIRECTOR	50.00 ----- 5.00					X		148,462.	0	24,014.
(9) DENNIS CHENG ----- CDO	50.00 ----- 5.00					X		206,014.	0	19,432.
(10) VALERIE ALEXANDER ----- MARKETING DIRECTOR	50.00 ----- 5.00					X		144,300.	0	27,629.
(11) -----										
(12) -----										
(13) -----										
(14) -----										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
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**

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

Section B. Independent Contractors

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

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

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	8,076,510.				
	d	Related organizations	1d	14,647,619.				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	28,732,223.				
	g	Noncash contributions included in lines 1a-1f: \$		34,465.				
	h	Total. Add lines 1a-1f		51,456,352.				
	Program Service Revenue	2a	CHDI & CDI INCOME	Business Code	900099	333,323.	333,323.	
b		LIBRARY ADMISSIONS		900099	138,243.	138,243.		
c		LIBRARY ACOUSTIGUIDE RENTALS		900099	31,458.	31,458.		
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f		503,024.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			39,358.	39,358.		
	4	Income from investment of tax-exempt bond proceeds			0			
	5	Royalties			0			
	6a	Gross rents	(i) Real					
			(ii) Personal					
			b	Less: rental expenses				
			c	Rental income or (loss)				
	d	Net rental income or (loss)			0			
	7a	Gross amount from sales of assets other than inventory	(i) Securities					
			(ii) Other					
			b	Less: cost or other basis and sales expenses				
			c	Gain or (loss)				
	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							
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							
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							
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.		

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):	0			
a Management	179,650.		179,650.	
b Legal	513,051.	40,326.	472,725.	
c Accounting	0			
d Lobbying	204,179.			204,179.
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees				
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 <u>IN-KIND EXPENSES</u>	2,342,149.	2,342,149.		
b <u>PROVISION FOR UNCOL. PLEDGES</u>	3,125,101.	3,125,101.		
c _____				
d _____				
e All other expenses _____	5,121,236.	4,785,703.	221,258.	114,275.
25 Total functional expenses. Add lines 1 through 24e	58,751,898.	47,999,241.	5,501,389.	5,251,268.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0	1	0
	2 Savings and temporary cash investments	66,674,712.	2	89,498,607.
	3 Pledges and grants receivable, net	15,054,681.	3	8,610,879.
	4 Accounts receivable, net	637,522.	4	569,780.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	805,084.	8	1,473,836.
	9 Prepaid expenses and deferred charges	63,060.	9	90,136.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 139,455,208.		
	b Less: accumulated depreciation	10b 30,061,132.	112,014,959.	10c 109,394,076.
	11 Investments - publicly traded securities	2,640,096.	11	1,638,057.
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	14,427,903.
16 Total assets. Add lines 1 through 15 (must equal line 34)	197,890,114.	16	225,703,274.	
Liabilities	17 Accounts payable and accrued expenses	2,329,116.	17	4,021,194.
	18 Grants payable	0	18	0
	19 Deferred revenue	438,673.	19	984,288.
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	104,234.	23	74,985.
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	7,389,108.	25	37,032,772.
	26 Total liabilities. Add lines 17 through 25	10,261,131.	26	42,113,239.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	159,276,096.	27	159,044,754.
	28 Temporarily restricted net assets	28,102,887.	28	24,295,281.
	29 Permanently restricted net assets	250,000.	29	250,000.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	187,628,983.	33	183,590,035.
34 Total liabilities and net assets/fund balances	197,890,114.	34	225,703,274.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	54,712,950.
2	Total expenses (must equal Part IX, column (A), line 25)	2	58,751,898.
3	Revenue less expenses. Subtract line 2 from line 1	3	-4,038,948.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	187,628,983.
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	183,590,035.

Part XII Financial Statements and Reporting

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

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

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

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

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

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

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

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

Schedule A (Form 990 or 990-EZ) 2012

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) 87.32%; 15 Public support percentage from 2011 Schedule A, Part II, line 14 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 [X]; 16b 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; 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; 17b 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; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

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

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

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 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; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on; 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.); 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Value, Percentage. Row 15: Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2011 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Value, Percentage. Row 17: Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2011 Schedule A, Part III, line 17.

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

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

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

Schedule of Contributors

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

2012

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

Organization type (check one):

Filers of:

Section:

- Form 990 or 990-EZ 501(c)(03) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

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

Employer identification number
31-1580204

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 5,239,430.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 5,671,747.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 31,534,838.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 34,465.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 8,975,872.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

Employer identification number

31-1580204

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	CLOTHING & HOUSEHOLD GOODS ----- ----- -----	\$ 34,465.	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

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

Employer identification number

31-1580204

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

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

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990. See separate instructions.

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees... Yes No.

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution... 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 8/17/06... 3 Number of conservation easements modified, transferred, released, extinguished, or terminated... 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... 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.

Table with 2 columns: Amounts. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

Schedule D (Form 990) 2012

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

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

Table with columns for Amount and rows for 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?

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

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

Table with columns (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back and rows for 1a-1g balance and expense items

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

- a Board designated or quasi-endowment %
b Permanent endowment 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:

Table with columns Yes, No and rows 3a(i) unrelated organizations, 3a(ii) related organizations, 3b

- (i) unrelated organizations
(ii) related organizations

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

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

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

Table with columns (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value and rows for 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other

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

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

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

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered 1 through 10.

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

Table with 2 columns: (a) Description, (b) Book value. Rows include BEN. INT. - RELATED ORG. and FUNDS DUE FROM RELATED ORG.

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

Table with 2 columns: (a) Description of liability, (b) Book value. Rows include Federal income taxes and FUNDS HELD FOR BENEFIT OF REL. ORG.

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).

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

1	Total revenue, gains, and other support per audited financial statements	1	56,869,574.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	5,245,518.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	-4,000,000.
e	Add lines 2a through 2d	2e	1,245,518.
3	Subtract line 2e from line 1	3	55,624,056.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	-911,106.
c	Add lines 4a and 4b	4c	-911,106.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	54,712,950.

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

1	Total expenses and losses per audited financial statements	1	60,908,522.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	5,245,518.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	911,106.
e	Add lines 2a through 2d	2e	6,156,624.
3	Subtract line 2e from line 1	3	54,751,898.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	4,000,000.
c	Add lines 4a and 4b	4c	4,000,000.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	58,751,898.

Part XIII Supplemental Information

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

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

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

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

COST OF GOODS SOLD (\$366,772)

DIRECT FUNDRAISING EXPENSES (\$544,334)

=====

(\$911,106)

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

COST OF GOODS SOLD \$366,772

DIRECT FUNDRAISING EXPENSES \$544,334

=====

\$911,106

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

INTER-COMPANY GRANTS \$4,000,000

Part XIII Supplemental Information *(continued)*

INTENDED USES OF ENDOWMENT FUNDS

FORM 990, SCHEDULE D, PART V, LINE 4

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

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN	1.	2.	PROGRAM SERVICES	CLIMATE, ECON 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.

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

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

Part IV Foreign Forms

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

Part V Supplemental Information

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

MONITORING PROCEDURES FOR USE OF GRANT FUNDS

FORM 990, SCHEDULE F, PART I, LINE 2

THE ORGANIZATION REQUIRES A FINAL REPORT FROM ALL GRANT RECIPIENTS

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

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

CONTINUED FUNDING.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

Part I

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

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

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

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

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

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

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

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

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

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

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

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

Part I General Information on Grants and Assistance

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

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

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

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

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

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

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

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

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

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

FORM 990, SCHEDULE I, PART I

THE ORGANIZATION REQUIRES A FINAL REPORT FROM ALL GRANT RECIPIENTS
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

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.		
<input type="checkbox"/>	First-class or charter travel	<input type="checkbox"/>	Housing allowance or residence for personal use
<input type="checkbox"/>	Travel for companions	<input type="checkbox"/>	Payments for business use of personal residence
<input type="checkbox"/>	Tax indemnification and gross-up payments	<input type="checkbox"/>	Health or social club dues or initiation fees
<input type="checkbox"/>	Discretionary spending account	<input type="checkbox"/>	Personal services (e.g., maid, chauffeur, chef)
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.		
<input type="checkbox"/>	Compensation committee	<input type="checkbox"/>	Written employment contract
<input checked="" type="checkbox"/>	Independent compensation consultant	<input checked="" type="checkbox"/>	Compensation survey or study
<input type="checkbox"/>	Form 990 of other organizations	<input checked="" type="checkbox"/>	Approval by the board or compensation committee
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
a	Receive a severance payment or change-of-control payment?	4a	X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a	The organization?	5a	X
b	Any related organization?	5b	X
	If "Yes" to line 5a or 5b, describe in Part III.		
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a	The organization?	6a	X
b	Any related organization?	6b	X
	If "Yes" to line 6a or 6b, describe in Part III.		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2012

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

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

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

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

Part III Supplemental Information

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

COMPENSATION REVIEWS

FORM 990, SCHEDULE J, LINE 3

SEE SCHEDULE O DISCLOSURES FOR MORE INFORMATION.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

▶ **Attach to Form 990.**

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization
BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number
31-1580204

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		34,465.	FMV
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

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

Schedule M (Form 990) (2012)

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

MANAGEMENT SUMMARY

FORM 990, PART III

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

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

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

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

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

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

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

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

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

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

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

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

PROGRAM SERVICE ACCOMPLISHMENTS

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

ABOUT THE CLINTON FOUNDATION

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

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

FOUNDATION WAS RENAMED THE BILL, HILLARY & CHELSEA CLINTON FOUNDATION IN APRIL 2013.

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

2012 INITIATIVE ACTIVITY

THE CLINTON GLOBAL INITIATIVE'S (CGI) MISSION IS TO INSPIRE, CONNECT, AND EMPOWER A COMMUNITY OF GLOBAL LEADERS TO FORGE SOLUTIONS TO THE WORLD'S MOST PRESSING CHALLENGES. BY FOSTERING PARTNERSHIPS, PROVIDING STRATEGIC ADVICE, AND DRIVING RESOURCES TOWARD EFFECTIVE IDEAS, CGI HELPS ITS MEMBERS - ORGANIZATIONS FROM THE PRIVATE SECTOR, PUBLIC SECTOR, AND CIVIL SOCIETY - TO TURN IDEAS INTO ACTION. CGI MEMBERS MAKE COMMITMENTS TO ACTION WITHIN NINE TRACKS, EACH REPRESENTING A TOPICAL GLOBAL CHALLENGE OR STRATEGIC APPROACH. IN ADDITION TO FOUR MAJOR MEETINGS, CGI HELD 73 TOPIC-SPECIFIC EVENTS IN 2012. DURING THE 2012 CGI ANNUAL MEETING, MEMBERS MADE MORE THAN 150 NEW COMMITMENTS TO ACTION, VALUED IN EXCESS OF \$2 BILLION, AND EXPECTED TO IMPACT NEARLY 22 MILLION LIVES, BRINGING THE TOTAL NUMBER OF COMMITMENTS TO MORE THAN 2,300. CGI HAS ALSO EXPANDED ITS SUCCESS THROUGH THE CLINTON GLOBAL INITIATIVE UNIVERSITY MEETING (CGI U), WHICH BEGAN IN 2007 AND ENGAGES THE NEXT GENERATION OF LEADERS ON COLLEGE

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

CAMPUSES AROUND THE WORLD. IN 2012, CGI U CONVENED NEARLY 1,200 STUDENTS FROM 310 UNIVERSITIES, 97 COUNTRIES, AND ALL 50 STATES. TOGETHER, THEY GENERATED 932 COMMITMENTS - BRINGING THE TOTAL NUMBER OF COMMITMENTS TO 3,500. IN 2011, PRESIDENT CLINTON LAUNCHED THE CLINTON GLOBAL INITIATIVE AMERICA (CGI AMERICA) MEETING TO ADDRESS ECONOMIC RECOVERY IN THE UNITED STATES. DURING THE 2012 CGI AMERICA MEETING, PARTICIPANTS MADE 99 NEW COMMITMENTS VALUED IN EXCESS OF \$1.2 BILLION. TO DATE, CGI AMERICA ATTENDEES HAVE MADE 211 COMMITMENTS TO ACTION WITH A TOTAL ESTIMATED VALUE OF NEARLY \$13.6 BILLION. THROUGH THESE COMMITMENTS, CGI AMERICA ATTENDEES HAVE REPORTED THAT 230,000 PEOPLE HAVE BENEFITED FROM PROFESSIONAL SKILLS TRAINING; 140,000 CHILDREN HAVE GAINED ACCESS TO IMPROVED QUALITY OF EDUCATION; AND \$52 MILLION OF NEW CAPITAL HAS BEEN INVESTED IN OR LOANED TO SMALL AND MEDIUM ENTERPRISES.

THE CLINTON CLIMATE INITIATIVE (CCI) IS IMPLEMENTING SOLUTIONS TO THE ROOT CAUSES OF CLIMATE CHANGE - WHILE ALSO REDUCING OUR RELIANCE ON OIL, SAVING MONEY FOR INDIVIDUALS AND GOVERNMENTS, CREATING JOBS, AND GROWING ECONOMIES. IN PARTNERSHIP WITH THE C40 CLIMATE LEADERSHIP GROUP (C40), CCI FOCUSES ON HELPING LARGE CITIES REDUCE THEIR CARBON EMISSIONS. IN 2012, CCI AND THE C40 ADDED FIVE NEW MEMBER CITIES INCLUDING OSLO, VANCOUVER, VENICE, SINGAPORE, AND WASHINGTON D.C., EXPANDING THE C40 MEMBERSHIP TO 63 CITIES WORLDWIDE. IN LATIN AMERICA, C40 CITIES PARTICIPATED IN A PROGRAM TO DEVELOP COST-EFFECTIVE PUBLIC TRANSIT SYSTEMS THAT REDUCE GREENHOUSE GAS EMISSIONS AND INCREASE THE QUALITY OF

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

URBAN LIFE. BY THE END OF 2012, THE C40-CCI HYBRID & ELECTRIC BUS TEST PROGRAM COMPLETED TESTING IN BOGOTA, CURITIBA, SAO PAULO, AND RIO DE JANEIRO. OTHER CCI PROGRAMS AIM TO INCREASE ENERGY EFFICIENCY THROUGH BUILDING RETROFITS; TO INCREASE ACCESS TO CLEAN ENERGY TECHNOLOGY AND DEPLOY IT AT THE GOVERNMENT, CORPORATE, AND HOMEOWNER LEVELS; AND TO REVERSE DEFORESTATION BY PRESERVING AND GROWING FORESTS. THE HOME ENERGY AFFORDABILITY LOAN (HEAL) PROGRAM IN ARKANSAS HELPS LOCAL BUSINESSES AND THEIR EMPLOYEES REDUCE THEIR ENERGY USE AND RELATED UTILITY EXPENSES THROUGH BUILDING RETROFITS. IN 2012, HEAL COMPLETED 234 RESIDENTIAL RETROFITS AND FOUR COMMERCIAL RETROFITS - RESULTING IN A REDUCTION OF 2,742 TONS OF GREENHOUSE GAS EMISSIONS. ALSO IN 2012, CCI LAUNCHED A SEPARATE BUILDING RETROFIT PROGRAM (BRP), WHICH AIMS TO DEVELOP MARKET-BASED SOLUTIONS TO ACCELERATE THE BUILDING EFFICIENCY MARKET WHICH WILL RESULT IN SIGNIFICANT, MEASURABLE REDUCTIONS IN GREENHOUSE GAS EMISSIONS, ECONOMIC GROWTH, AND SUSTAINABLE JOB CREATION BY WORKING WITH PARTNERS TO REDUCE THEIR CARBON FOOTPRINT AND CREATE OPPORTUNITY FOR INVESTMENTS IN THE BUILDING RETROFIT MARKETPLACE. LASTLY, IN 2012, CCI ALSO RECEIVED A SPECIAL ACHIEVEMENTS AWARD FOR HELPING THE COUNTRY OF GUYANA BECOME ELIGIBLE FOR \$70 MILLION IN FOREST-BASED PAYMENTS FROM THE GOVERNMENT OF NORWAY.

THE CLINTON HEALTH ACCESS INITIATIVE (CHAI) BEGAN ITS WORK BY ADDRESSING THE HIV/AIDS CRISIS AND STRENGTHENING HEALTH SYSTEMS IN THE DEVELOPING WORLD. CHAI, UNDER THE LEADERSHIP OF NATIONAL GOVERNMENTS AND BY WORKING WITH KEY PARTNERS, WORKS TO LOWER THE PRICES AND IMPROVE THE AVAILABILITY

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

OF LIFE-SAVING MEDICINES AND DIAGNOSTICS, LOWER THE COST OF AND EXPAND ACCESS TO TREATMENTS, AND BUILD STRONGER HEALTH CARE INFRASTRUCTURE IN UNDERSERVED COUNTRIES. CHAI CREATES AND IMPLEMENTS THESE PROGRAMS WITH A SUSTAINABLE MODEL SO THAT THE GOVERNMENTS THEY COLLABORATE WITH WILL EVENTUALLY RUN THE PROGRAMS WITHOUT ASSISTANCE. CHAI HAS EXPANDED THIS MODEL TO INCREASE ACCESS TO TREATMENTS FOR MALARIA, DIARRHEA, AND TUBERCULOSIS; ACCELERATE THE ROLLOUT OF NEW VACCINES; AND LOWER MATERNAL, CHILD, AND INFANT MORTALITY.

THE ALLIANCE FOR A HEALTHIER GENERATION, A PARTNERSHIP BETWEEN THE CLINTON FOUNDATION AND THE AMERICAN HEART ASSOCIATION, IS LEADING THE CHARGE AGAINST THE CHILDHOOD OBESITY EPIDEMIC BY ENGAGING DIRECTLY WITH INDUSTRY LEADERS, EDUCATORS, PARENTS, DOCTORS, AND KIDS THEMSELVES. THE GOAL OF THE ALLIANCE IS TO REDUCE THE NATIONWIDE PREVALENCE OF CHILDHOOD OBESITY AND EMPOWER KIDS TO MAKE HEALTHY LIFESTYLE CHOICES. IN ORDER TO PROVIDE MORE NUTRITIOUS OPTIONS TO STUDENTS, THE ALLIANCE BROKERED A LANDMARK AGREEMENT WITH THE AMERICAN BEVERAGE ASSOCIATION IN 2006 TO DEVELOP A HEALTHIER, LOWER CALORIE MIXTURE FOR THE BEVERAGES SERVED TO CHILDREN - PRIMARILY WATER, LOW-FAT MILK, AND LOW CALORIE JUICES. IN 2012, THE AMERICAN JOURNAL OF PUBLIC HEALTH REPORTED THAT THIS AGREEMENT CONTRIBUTED TO A 90 PERCENT REDUCTION IN CALORIES FROM BEVERAGES SHIPPED TO SCHOOLS. THE ALLIANCE'S HEALTHY SCHOOLS PROGRAM HAS DEMONSTRATED TREMENDOUS SUCCESS SINCE ITS LAUNCH IN 2006, SCALING UP TO SUPPORT 19,000 SCHOOLS IN THEIR EFFORTS TO CREATE HEALTHIER ENVIRONMENTS WHERE PHYSICAL ACTIVITY AND HEALTHY EATING ARE ACCESSIBLE AND ENCOURAGED. A 2012 REPORT

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

FOUND THAT A REPRESENTATIVE SAMPLE OF STUDENTS IN SCHOOLS PARTICIPATING IN THE HEALTHY SCHOOLS PROGRAM DRANK FEWER SUGAR-SWEETENED BEVERAGES AND HAD A REDUCED AVERAGE BODY MASS INDEX. BY FOLLOWING THE ALLIANCE'S HEALTHY OUT-OF-SCHOOL TIME (HOST) FRAMEWORK, MORE THAN 70 PROVIDERS SERVING MORE THAN 5,000 CHILDREN AND YOUTH ARE ABLE TO IMPROVE ACCESS TO HEALTHIER FOODS, INCREASE PHYSICAL ACTIVITY OPPORTUNITIES, AND ENGAGE IN POSITIVE YOUTH DEVELOPMENT.

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

THE CLINTON DEVELOPMENT INITIATIVE (CDI) WORKS TO GIVE SMALLHOLDER FARMERS IN RWANDA AND MALAWI THE TOOLS THEY NEED TO INCREASE THEIR HARVESTS, GENERATE STABLE INCOMES, SUPPORT THEIR FAMILIES, AND IMPROVE

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

THEIR COMMUNITIES. IN CLOSE COLLABORATION WITH FARMERS AND NONGOVERNMENTAL ORGANIZATIONS AND AT THE INVITATION OF THE GOVERNMENTS OF MALAWI AND RWANDA, THESE PROGRAMS PROVIDE ACCESS TO BETTER FARMING INPUTS AND MORE STABLE MARKETS - AND ENSURE THAT COMMUNITIES CAN ULTIMATELY SUSTAIN THEMSELVES. IN RWANDA, THE CLINTON FOUNDATION WORKS IN PARTNERSHIP WITH THE HUNTER FOUNDATION. IN 2008, CDI BEGAN THE ANCHOR FARM PROJECT TO PROMOTE SOYA AS A FLEXIBLE, PROFITABLE OPTION FOR FARMERS IN MALAWI. SINCE THE INCEPTION OF THE PROGRAM, FARMERS HAVE CONSISTENTLY EXPERIENCED YIELD INCREASES OF 150 PERCENT OR BETTER, WHILE THE PROFITABILITY FOR A TYPICAL SMALLHOLDER HAS INCREASED BY MORE THAN 500 PERCENT. IN 2012, CDI SCALED UP THE PROJECT TO FIVE FARMS, PROVIDING RESOURCES TO MORE THAN 21,000 SMALLHOLDER FARMERS. SINCE 2007, 2,000 SMALLHOLDER FARMERS HAVE PLANTED MORE THAN 2 MILLION TREES, SEQUESTERING 200,000 TONS OF CO₂, HELPING REVERSE DEFORESTATION IN MALAWI AS PART OF THE CDI'S TREES OF HOPE PROGRAM. IN 2012, THE PROGRAM MADE ITS FIRST SEVEN SALES OF CARBON OFFSETS, TOTALING 8,950 TONS - PROVIDING \$39,380 IN INCOME FOR FARMERS. ADDITIONALLY, TO CREATE PROFITABLE BUSINESSES FOR SMALL VILLAGES, CDI HAS ESTABLISHED 200 SELF-SUSTAINING, SMALL COMMUNITY NURSERIES. IN RWANDA, THE CLINTON HUNTER DEVELOPMENT INITIATIVE (CHDI) ESTABLISHED MOUNT MERU SOYCO LIMITED IN 2009 TO BUILD AND OPERATE A LARGE SOY-PROCESSING FACTORY THAT WILL PRODUCE COOKING OIL TO SUPPLY THE RWANDAN MARKETS AND PROVIDE AN EXPORT OPPORTUNITY. THE COMPANY WILL CREATE JOBS FOR MORE THAN 100,000 FARMERS TO GROW SOY, AND MORE THAN 200 FACTORY JOBS. IN 2012, THE SOYCO FACTORY BROKE GROUND, AND CONSTRUCTION IS EXPECTED TO BE COMPLETE IN 2013. CHDI WORKS WITH THE GOVERNMENT OF

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

RWANDA AND OTHER NONGOVERNMENTAL PARTNERS TO IMPROVE MARKET-DRIVEN AGRICULTURAL EFFORTS. SINCE 2008, CHDI HAS BEEN EXPANDING ITS CASSAVA-GROWING PROGRAM IN THE EASTERN PROVINCE BY ENCOURAGING FARMERS TO PASS ON NEW CUTTINGS TO THEIR NEIGHBORS, HELPING TO REDUCE FAMINE. FIVE THOUSAND FAMILIES HAVE BENEFITED FROM THIS PROGRAM.

PROGRAM SERVICE ACCOMPLISHMENTS CONTINUED

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

THE CLINTON GIUSTRA ENTERPRISE PARTNERSHIP (ENTERPRISE PARTNERSHIP), PREVIOUSLY THE CLINTON GIUSTRA SUSTAINABLE GROWTH INITIATIVE, WAS ESTABLISHED IN 2007 BY PRESIDENT BILL CLINTON AND PHILANTHROPIST FRANK GIUSTRA AND FORMALLY RENAMED ON MAY 3, 2013 TO REFLECT THE INITIATIVE'S STRATEGIC FOCUS ON CATALYZING MARKET OPPORTUNITIES FOR LOW-INCOME POPULATIONS. THE ENTERPRISE PARTNERSHIP'S MISSION IS TO HELP POPULATIONS WORK THEMSELVES OUT OF POVERTY THROUGH THE CREATION OF SUPPLY CHAINS, DISTRIBUTION AND TRAINING ENTERPRISES THAT ADDRESS GAPS IN VALUE CHAINS, LINKS BETWEEN COMMUNITIES AND MARKETS, AND OPPORTUNITIES FOR INCOME GENERATION AND JOB CREATION IN COLOMBIA, PERU, AND MEXICO. IN 2012, THE ENTERPRISE PARTNERSHIP CONTINUED TO SUPPORT THE SCALE UP OF THE POVERTY REDUCTION AND ALLEVIATION PROGRAM IN THE CAJAMARCA REGION OF PERU AND PROVIDED CAPACITY BUILDING AND MARKET LINKAGES TO MORE THAN 2,300 SMALL AGRICULTURAL PRODUCERS, HELPING THEM IMPROVE THEIR FARM PRODUCTIVITY AND ACCESS NEW MARKETS. IN CARTAGENA, COLOMBIA, THE ENTERPRISE PARTNERSHIP IS WORKING IN CONJUNCTION WITH THE NATIONAL HOTEL ASSOCIATION (COTELCO) TO PROVIDE BUSINESS MENTORING AND WORKSHOPS TO SMALL-SCALE PRODUCERS THROUGH THE HOTEL SUPPLIER NETWORK PROGRAM, WHICH IS HELPING PRODUCERS MEET THE

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

MARKET REQUIREMENTS OF LARGE LUXURY HOTELS. DUE TO THIS PROGRAM, THERE HAS BEEN MORE THAN \$2.5 MILLION IN REVENUE RESULTING FROM SALES OF PRODUCTS BY 32 PARTICIPATING SUPPLIER GROUPS TO SIX DIFFERENT FIVE-STAR HOTELS IN THE REGION. ADDITIONALLY, IN SOACHA, COLOMBIA, THE ENTERPRISE PARTNERSHIP PARTNERED WITH SENA (THE NATIONAL LEARNING SERVICE OF COLOMBIA) AND CAMACOL (THE COLOMBIAN CHAMBER OF CONSTRUCTION) TO ESTABLISH THE COUNTRY'S FIRST TRANSPORTABLE CONSTRUCTION TRAINING AND CERTIFICATION FACILITY AND PROVIDED TRAINING TO 5,400 LOW-INCOME CONSTRUCTION WORKERS IN TRADE SKILLS AND SAFETY PRACTICES. THROUGH THE CATARACT SURGERIES PROJECT, THE ENTERPRISE PARTNERSHIP, IN PARTNERSHIP WITH FUNDACIÓN CARLOS SLIM AND THE PERUVIAN MINISTRY OF HEALTH, IS HELPING TO CREATE ECONOMIC OPPORTUNITIES AND SIGNIFICANTLY IMPROVE THE QUALITY OF LIFE AND PRODUCTIVITY FOR TENS OF THOUSANDS OF PERUVIANS BY RESTORING THEIR SIGHT. IN 2012, THE ENTERPRISE PARTNERSHIP COMPLETED MORE THAN 47,000 SURGERIES IN PERU, AND IN EARLY 2013, THE ENTERPRISE PARTNERSHIP REACHED ITS GOAL OF COMPLETING 50,000 SURGERIES, PROVIDING EACH SURGERY AT AN AVERAGE COST OF \$160; \$40 LESS THAN THE ORIGINAL TARGET COST. LASTLY, IN 2012, THE ENTERPRISE PARTNERSHIP EXPANDED ITS PROGRAMS TO CREATE NEW VENTURES IN COLOMBIA AND PERU, WITH A FOCUS ON ENTERPRISE CREATION AND IMPROVING SUPPLY CHAINS, AND ANNOUNCED THAT IT HAD OPENED TWO NEW ENTERPRISES IN CARTAGENA, COLOMBIA IN 2013.

SINCE 2009, THE CLINTON FOUNDATION IN HAITI HAS BEEN FOCUSING ON PRIVATE SECTOR INVESTMENT AND JOB CREATION IN ORDER TO CREATE LONG-TERM, SUSTAINABLE ECONOMIC DEVELOPMENT. AFTER THE DEVASTATING EARTHQUAKE IN

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

2010, PRESIDENT CLINTON FORMED THE CLINTON FOUNDATION HAITI FUND AND RAISED \$16.4 MILLION FROM INDIVIDUAL DONORS FOR IMMEDIATE EARTHQUAKE RELIEF EFFORTS. SINCE 2010, THE CLINTON FOUNDATION HAS RAISED A TOTAL OF \$34 MILLION FOR HAITI, INCLUDING RELIEF FUNDS, AS WELL AS PROJECTS FOCUSED ON RESTORING HAITI'S COMMUNITIES, SUSTAINABLE DEVELOPMENT, AND CAPACITY BUILDING. IN 2012, THE CLINTON FOUNDATION CONCENTRATED ON CREATING SUSTAINABLE ECONOMIC GROWTH IN THE FOUR PRIORITY SECTORS OF ENERGY, TOURISM, AGRICULTURE, AND APPAREL/MANUFACTURING, WORKING TO BRING IN NEW INVESTORS, DEVELOP AND SUPPORT LOCAL ORGANIZATIONS AND BUSINESSES, AND CREATE ACCESS TO NEW MARKETS. IN 2012, THE FOUNDATION FACILITATED HIGH-LEVEL VISITS TO HAITI FROM MORE THAN 85 LEADERS IN INTERNATIONAL BUSINESS AND PHILANTHROPY TO EXPLORE NEW OPPORTUNITIES FOR ENGAGEMENT, WHICH INCLUDED FACILITATING THE GROUNDBREAKING OF THE \$45 MILLION DOLLAR MARRIOTT/DIGICEL HOTEL IN HAITI. THE FOUNDATION ALSO WORKED WITH BOTH MARRIOTT AND HEINEKEN TO LOOK AT WAYS TO INCREASE LOCAL PROCUREMENT, PROVIDING NEW BUSINESS OPPORTUNITIES TO LOCAL ENTERPRISES. WITH THE COFFEE ROASTING COMPANY LA COLOMBE AND NORTH COAST DEVELOPMENT, THE FOUNDATION WORKED TO PROVIDE NEW INTERNATIONAL MARKETS FOR QUALITY HAITIAN PRODUCTS IN 2012, AND USED REVENUE FROM THESE PRODUCTS TO INCREASE ACCESS TO TRAINING, EQUIPMENT, AND MATERIALS FOR FARMERS, AND ALSO WORKED WITH NRG ENERGY TO BRING SOLAR POWER TO SMALL BUSINESSES, HOSPITALS, AND SCHOOLS TO SIGNIFICANTLY OFFSET THE NEED FOR DIESEL-FUELED ELECTRICITY. ADDITIONALLY, TO ADDRESS HAITI'S HIGH-ENERGY COSTS AND ENVIRONMENTAL AND AGRICULTURAL CONCERNS, THE CLINTON FOUNDATION IS WORKING WITH THE HAITIAN GOVERNMENT AND A VARIETY OF AGRICULTURE AND

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

GREEN TECHNOLOGY COMPANIES TO DEVELOP COMMERCIALY VIABLE PROGRAMS, WHICH ADDRESS THESE NEEDS. IN 2012, THE FOUNDATION PROVIDED \$800,000 TO SUPPORT AGRICULTURE AND GREEN TECHNOLOGY INITIATIVES THROUGHOUT THE COUNTRY, WORKING ON PROJECTS THAT SUPPORT REFORESTATION, IMPROVE AGRICULTURE METHODS, AND SUPPORT CAPACITY BUILDING AND TRAINING. TO SUPPORT HOUSING AND EDUCATION IN HAITI, IN NOVEMBER 2012, THE FOUNDATION SIGNED AN MOU WITH THE QATAR HAITI FUND AND THE GOVERNMENT OF HAITI FOR \$5 MILLION TO PROVIDE HOUSING TO COMMUNITIES AFFECTED BY THE 2010 EARTHQUAKE. LASTLY, WITH SUPPORT FROM THE BOEING FOUNDATION, IN 2012, THE CLINTON FOUNDATION WORKED WITH ARCHITECTURE FOR HUMANITY TO REPAIR A CENTRAL PRIMARY SCHOOL IN DELMAS, WHICH WAS DESTROYED BY THE EARTHQUAKE AND WORKED WITH GREIF, INC. AND OPERATION BLESSING TO CONSTRUCT THE FIRST PRIMARY SCHOOL AND COMMUNITY CENTER FOR THE PEOPLE OF LAKE AZUEI.

LAUNCHED IN 2012, THE CLINTON HEALTH MATTERS INITIATIVE (CHMI) WORKS TO IMPROVE THE HEALTH AND WELL-BEING OF PEOPLE ACROSS THE UNITED STATES BY ACTIVATING INDIVIDUALS, COMMUNITIES, AND ORGANIZATIONS TO MAKE MEANINGFUL CONTRIBUTIONS TO THE HEALTH OF OTHERS. CHMI WORKS TO IMPLEMENT EVIDENCE-BASED SYSTEMS, ENVIRONMENTAL, AND INVESTMENT STRATEGIES, WITH THE GOALS OF ULTIMATELY REDUCING THE PREVALENCE OF PREVENTABLE DISEASES, REDUCING HEALTH CARE COSTS ASSOCIATED WITH PREVENTABLE DISEASES, AND IMPROVING THE QUALITY OF LIFE FOR PEOPLE ACROSS THE UNITED STATES. EACH YEAR, CHMI CONVENES A DIVERSE GROUP OF INDIVIDUALS, CORPORATE LEADERS, ATHLETES, AND HEALTH AND WELLNESS EXPERTS FOR THE HEALTH MATTERS: ACTIVATING WELLNESS IN EVERY GENERATION CONFERENCE. AT THIS CHMI ANCHOR

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

EVENT, CONFERENCE PARTICIPANTS EXPLORE ISSUES AROUND HEALTH ACCESS, HEALTHY LIVING, AND DISEASE PREVENTION IN THE UNITED STATES. PARTICIPANTS COMMIT TO IMPLEMENT DYNAMIC SOLUTIONS THAT WILL HELP PEOPLE AND COMMUNITIES ACROSS THE COUNTRY LIVE HEALTHIER LIVES. AT THE SECOND HEALTH MATTERS CONFERENCE IN JANUARY 2013, ATTENDEES ANNOUNCED 31 COMMITMENTS TOTALING MORE THAN \$100 MILLION IN DISEASE PREVENTION INVESTMENTS, WHICH WILL POSITIVELY IMPACT MORE THAN 25 MILLION PEOPLE. IN 2012, CHMI FOCUSED ITS EFFORTS ON IMPROVING COMMUNITY HEALTH IN THE COACHELLA VALLEY, CALIFORNIA, AND IN GREATER LITTLE ROCK, ARKANSAS. IN DECEMBER, CHMI GUIDED 140 COACHELLA VALLEY COMMUNITY LEADERS IN CREATING THE INITIATIVE'S FIRST REGIONAL BLUEPRINT FOR ACTION, A STRATEGIC PLAN OUTLINING 44 STEPS THAT WILL IMPROVE LOCAL HEALTH AND WELLNESS. AND IN ARKANSAS, CHMI IS WORKING WITH REGIONAL LEADERS TO REDUCE THE PREVALENCE OF THESE PREVENTABLE DISEASES, REDUCE THE COST OF MEDICATIONS, AND IMPROVE OVERALL QUALITY OF LIFE FOR ARKANSANS. TO CREATE COMPREHENSIVE SOLUTIONS THAT IMPROVE HEALTH OUTCOMES AND DRIVE DOWN HEALTH CARE COSTS, CHMI ENGAGES CORPORATIONS AND NONGOVERNMENTAL ORGANIZATIONS TO HELP IMPROVE THE HEALTH AND WELL-BEING OF THEIR EMPLOYEES, CUSTOMERS, AND THE BROADER COMMUNITY. IN 2012, PRIVATE-SECTOR COMMITMENTS TO ACTION WERE MADE ADDRESSING A RANGE OF ISSUES, FROM HEART HEALTH AND DIABETES PREVENTION TO HEALTH TECHNOLOGY ADVANCES AND INFRASTRUCTURE.

THE CLINTON PRESIDENTIAL CENTER, LOCATED IN LITTLE ROCK, ARKANSAS, IS COMMITTED TO SUPPORTING THE WORK OF THE CLINTON FOUNDATION AND SERVING THE COMMUNITY BY PROVIDING A FIRST-CLASS VENUE FOR EXHIBITS, EVENTS, AND

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

EDUCATIONAL PROGRAMS. SINCE ITS INCEPTION, THE CENTER HAS WELCOMED 2.7 MILLION VISITORS FROM AROUND THE WORLD. IN ADDITION TO SHOWCASING THE WORK - PAST, PRESENT, AND FUTURE - OF THE 42ND PRESIDENT OF THE UNITED STATES, THE CENTER ALSO SERVES AS AN AWARD-WINNING VENUE THAT ATTRACTS A NUMBER OF PRESTIGIOUS MEETINGS AND CONFERENCES EACH YEAR. IN OCTOBER 2012, THE CENTER WELCOMED THE DEPARTMENT OF STATE'S EXPERIENCE AMERICA, A PROGRAM LED BY THE OFFICE OF THE CHIEF OF PROTOCOL, BRINGING MORE THAN 45 AMBASSADORS TO LITTLE ROCK. THE FOUNDATION PARTNERED WITH THE ARKANSAS ECONOMIC DEVELOPMENT COMMISSION TO CREATE A TWO-CITY, THREE-DAY PROGRAM HIGHLIGHTING THE RICH HISTORY WITHIN LITTLE ROCK FOR MORE THAN 45 AMBASSADORS. IN JUNE 2012, INSPIRED BY CHELSEA CLINTON, THE "DOROTHY HOWELL RODHAM AND VIRGINIA CLINTON KELLEY" EXHIBIT OPENED IN AND HONORED THE MOTHERS OF FORMER SECRETARY OF STATE HILLARY RODHAM CLINTON AND PRESIDENT BILL CLINTON, AND SHARED THE STORIES OF TWO EXCEPTIONAL WOMEN WHO CAME OF AGE IN A CHANGING AMERICA, AND THE CENTER HAD THE OPPORTUNITY TO DISPLAY THE ORIGINAL 19TH AMENDMENT - THE AMENDMENT THAT ALLOWED ALL WOMEN THE RIGHT TO VOTE.

SIGNIFICANT PROGRAM SERVICES CHANGES

FORM 990, PART III, LINE 2

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

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

REDUCING HEALTH CARE COSTS ASSOCIATED WITH PREVENTABLE DISEASES, AND
IMPROVING THE QUALITY OF LIFE FOR PEOPLE ACROSS THE UNITED STATES.

NAME CHANGE

FORM 990, PART VI, SECTION A, LINE 4

THE ORGANIZATION WAS RENAMED TO "BILL, HILLARY & CHELSEA CLINTON
FOUNDATION" EFFECTIVE APRIL 9, 2013.

DOCUMENTATION OF COMMITTEE MEETINGS

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

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

FORM 990 REVIEW PROCESS

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

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

CONFLICT OF INTEREST POLICY MONITORING PROCEDURES

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

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

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

COMPENSATION DETERMINATION PROCEDURES

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

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

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

AVAILABILITY OF GOVERNING DOCUMENTS

FORM 990, PART VI, SECTION C, LINE 19

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

RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT

FORM 990, PART XII, LINE 2C

THE ORGANIZATION'S BOARD, AS A WHOLE (INSTEAD OF A COMMITTEE), ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT.

FUNDRAISING EXPENSES

FORM 990, SCHEDULE G, PART I

ALL FUNDRAISING AGREEMENTS ENTERED INTO BY THE ORGANIZATION STATE THAT FUNDRAISING EXPENSES WILL BE INVOICED SEPARATELY FROM FUNDRAISING FEES.

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

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

AMERICAN MARKETING & COMMUNICATIONS CORP \$96,100

M&R STRATEGIES \$108,079

ATTACHMENT 1

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

AUSTRALIA

KENYA

INDONESIA

MALAWI

PERU

RWANDA

UNITED KINGDOM

COLOMBIA

TANZANIA

ATTACHMENT 2

FORM 990, PART VI, LINE 17 - STATES

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

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

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

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

ATTACHMENT 3

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

ATTACHMENT 3 (CONT'D)

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

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

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

Department of the Treasury
Internal Revenue Service

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

Name of the organization

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

Employer identification number

31-1580204

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) WILLIAM J CLINTON FOUNDATION UK 610 PRESIDENT CLINTON AVE 2ND LITTLE ROCK, AR 72201	FUNDRAISING	UK		NA	FOUNDATION	X	
(2) CLINTON GLOBAL INITIATIVE 27-1551550 1200 PRESIDENT CLINTON AVE LITTLE ROCK, AR 72201	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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) -----									
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

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

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

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

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) CLINTON GLOBAL INITIATIVE	C	8,975,872.	YEAR END BAL.
(2) CLINTON HEALTH ACCESS INITIATIVE	B	4,000,000.	AMT. PAID
(3) CLINTON HEALTH ACCESS INITIATIVE	D	3,558,496.	YEAR END BAL.
(4) CLINTON FOUNDATION INSALINGSSTIFTELSE	C	5,671,747.	AMT. RECEIVED
(5)			
(6)			

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

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

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

Part VII **Supplemental Information**

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