

Department of the Treasury
Internal Revenue Service

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

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

A Check box if address changed

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

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

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

Print or Type

BILL, HILLARY & CHELSEA CLINTON FOUNDATION

31-1580204

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

1200 PRESIDENT CLINTON AVENUE

E Unrelated business activity codes (see instructions.)

City or town, state, and ZIP code

LITTLE ROCK, AR 72201

722320

C Book value of all assets at end of year

225,703,274.

F Group exemption number (see instructions) ▶

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

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

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

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

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

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions) (except for contributions, deductions must be directly connected with the unrelated business income)			
14 Compensation of officers, directors, and trustees (Schedule K)		14	
15 Salaries and wages		15	970,096.
16 Repairs and maintenance		16	
17 Bad debts		17	3,906.
18 Interest (attach statement)		18	
19 Taxes and licenses		19	
20 Charitable contributions (see instructions for limitation rules)		20	
21 Depreciation (attach Form 4562)		21	
22 Less depreciation claimed on Schedule A and elsewhere on return		22a	
23 Depletion		23	
24 Contributions to deferred compensation plans		24	
25 Employee benefit programs		25	285,618.
26 Excess exempt expenses (Schedule I)		26	
27 Excess readership costs (Schedule J)		27	
28 Other deductions (attach statement)	ATTACHMENT 1	28	518,735.
29 Total deductions. Add lines 14 through 28		29	1,778,355.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13		30	-180,700.
31 Net operating loss deduction (limited to the amount on line 30)		31	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30		32	-180,700.
33 Specific deduction (generally \$1,000, but see line 33 instructions for exceptions)		33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32		34	-180,700.

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here [] See instructions and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
(1) \$ [] (2) \$ [] (3) \$ []
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750), \$ []
(2) Additional 3% tax (not more than \$100,000) \$ []
c Income tax on the amount on line 34 35c
36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on the amount on line 34 from: [] Tax rate schedule or [] Schedule D (Form 1041) 36
37 Proxy tax (see instructions) 37
38 Alternative minimum tax 38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies. 39

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a
b Other credits (see instructions) 40b
c General business credit. Attach Form 3800 (see instructions) 40c
d Credit for prior year minimum tax (attach Form 8801 or 8827) 40d
e Total credits. Add lines 40a through 40d 40e
41 Subtract line 40e from line 39 41
42 Other taxes. Check if from: [] Form 4255 [] Form 8611 [] Form 8697 [] Form 8866 [] Other (attach statement) 42
43 Total tax. Add lines 41 and 42 43
44 a Payments: A 2011 overpayment credited to 2012 44a
b 2012 estimated tax payments 44b
c Tax deposited with Form 8868. 44c
d Foreign organizations: Tax paid or withheld at source (see instructions) 44d
e Backup withholding (see instructions) 44e
f Credit for small employer health insurance premiums (Attach Form 8941) 44f
g Other credits and payments: [] Form 2439 [] Form 4136 [] Other Total 44g
45 Total payments. Add lines 44a through 44g 45
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached. 46
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 47
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48
49 Enter the amount of line 48 you want: Credited to 2013 estimated tax 49 Refunded

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

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here SEE ATTACHED Yes No X
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file. Yes No X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

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

1 Inventory at beginning of year 1
2 Purchases 2 809,180.
3 Cost of labor 3
4 a Additional section 263A costs (attach statement) 4a
b Other costs (attach statement) 4b
5 Total. Add lines 1 through 4b 5 809,180.
6 Inventory at end of year 6
7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2, 7 809,180.
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No X

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

Sign Here Signature of officer Date Title
May the IRS discuss this return with the preparer shown below (see instructions)? X Yes No

Paid Preparer Use Only Print/Type preparer's name ERNIE SKYRME Preparer's signature Date
Check [] if self-employed PTIN P01353262
Firm's name BKD, LLP Firm's EIN 44-0160260
Firm's address P.O. BOX 3667 Phone no. 501-372-1040

LITTLE ROCK, AR 72203-3667

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions)

1. Description of property

Table with 1 column for description of property, rows (1) through (4).

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income. Rows (1) through (4) and a Total row.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A).

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B).

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 5 columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3. Deductions directly connected with or allocable to debt-financed property (a) Straight line depreciation, (b) Other deductions, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions. Includes a Totals row and instructions for entering data on page 1.

Total dividends-received deductions included in column 8.

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

Table with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income (loss), 4. Total of specified payments made, 5. Part of column 4 that is included in the controlling organization's gross income, 6. Deductions directly connected with income in column 5. Includes a Totals row.

Nonexempt Controlled Organizations

Table with 5 columns: 7. Taxable Income, 8. Net unrelated income (loss), 9. Total of specified payments made, 10. Part of column 9 that is included in the controlling organization's gross income, 11. Deductions directly connected with income in column 10. Includes a Totals row and instructions for entering data on page 1.

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

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

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

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

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

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

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

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

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

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

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

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

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

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

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

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
TOTAL COMPENSATION			<u>0</u>

FEDERAL FOOTNOTES

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

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

FEDERAL FOOTNOTES

FORM 990-T, PART V, LINE 1 INTEREST IN OR A SIGNATURE OR OTHER
AUTHORITY OVER A FINANCIAL ACCOUNT IN A FOREIGN COUNTRY. AUSTRALIA,
COLUMBIA, INDONESIA, KENYA, MALAWI, PERU, RWANDA, TANZANIA, UNITED
KINGDOM.