

Form **990**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012

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

C Name of organization
 PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

Doing Business As _____

Number and street (or P O box if mail is not delivered to street address) Room/suite
 255 Carter Hall Lane _____

City or town, state or country, and ZIP + 4
 Millwood, VA 22646

D Employer identification number
 53-0242962

E Telephone number
 (540) 837-2100

G Gross receipts \$ 223,737,893

F Name and address of principal officer
 Dr John P Howe
 255 Carter Hall Lane
 Millwood, VA 22646

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)

H(c) Group exemption number ▶ _____

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

J Website: ▶ www.projecthope.org

K Form of organization Corporation Trust Association Other ▶ _____

L Year of formation 1958 **M** State of legal domicile DC

Part I Summary

1 Briefly describe the organization's mission or most significant activities
 Project HOPE is a global health education and humanitarian assistance not-for-profit organization Project HOPE also publishes the leading journal on health policy, Health Affairs

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	28
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	27
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	198
6 Total number of volunteers (estimate if necessary)	6	262
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	199,606,684	214,063,777
9	Program service revenue (Part VIII, line 2g)	2,082,940	2,382,684
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,955,799	1,182,049
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	256,489	248,437
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	203,901,912	217,876,947
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	195,562	284,629
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	17,517,523	19,512,820
16a	Professional fundraising fees (Part IX, column (A), line 11e)	306,105	477,366
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 7,703,491		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	184,344,307	212,245,376
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	202,363,497	232,520,191
19	Revenue less expenses Subtract line 18 from line 12	1,538,415	-14,643,244

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	64,025,519	48,287,500
21	Total liabilities (Part X, line 26)	13,577,526	20,429,405
22	Net assets or fund balances Subtract line 21 from line 20	50,447,993	27,858,095

Part II Signature Block

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

Sign Here

Signature of officer _____ Date 2012-12-03

Donald Hill Vice President and CFO
 Type or print name and title

Paid Preparer's Use Only

Preparer's signature _____ Date _____ Check if self-employed

Firm's name (or yours if self-employed), address, and ZIP + 4 _____ Preparer's taxpayer identification number (see instructions) _____

EIN ▶ _____ Phone no ▶ _____

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission

Project HOPE focuses on health education and humanitarian assistance in these primary areas chronic disease, infectious disease, women's and children's health, disaster relief and health system strengthening In addition, HOPE supports the areas of focus through donated medicines and medical supplies, as well as volunteer medical assistance Project HOPE also publishes the world's leading peer-reviewed journal on health policy, Health Affairs

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 and section 4947(a)(1) trusts 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 \$ 162,819,028 including grants of \$ 0) (Revenue \$ 0)

HUMANITARIAN ASSISTANCE - The mission of Project HOPE's Humanitarian Assistance program is twofold, provide emergency assistance where disasters strike and strengthen health education programs and facilities with medicines and medical products While Project HOPE may not be among the first responders to bring medical products to an area affected by a natural or man-made disaster, our strategy is to provide long-term access to vital medicines, supplies and health education, even after the attention of the outside world wanes HOPE also supports our international health education programs with donated product - items like pharmaceuticals, medical supplies and equipment - supplied by some of the world's leading corporations These products range from lifesaving antibiotics to sophisticated medical equipment used to teach the latest surgical techniques Over the course of our history, HOPE has shipped nearly \$2 billion in humanitarian assistance around the world

4b (Code) (Expenses \$ 49,643,108 including grants of \$ 284,317) (Revenue \$ 0)

HEALTH EDUCATION - Project HOPE helps to educate and train the staff necessary to operate hospitals, clinics and community health programs in the poorest regions of the world Programs range from the training of community health promoters in areas such as primary care, reproductive health, and maternal and children's health, to the establishment of highly specialized, tertiary care postgraduate medical programs in fields such as nursing and health professional continuing education We use a "train-the-trainer" methodology in which local health professionals are taught how to teach others what they have learned through HOPE's programs This approach has resulted in more than 2 million health care workers trained over the course of our history

4c (Code) (Expenses \$ 7,896,320 including grants of \$ 312) (Revenue \$ 2,382,684)

HEALTH POLICY - Project HOPE owns and publishes Health Affairs, the leading journal of health policy and thought research The peer-reviewed journal appears monthly in print with additional daily online web exclusive materials Published since 1981, The Washington Post has called Health Affairs the bible of health policy Susan Dentzer, formerly head of PBS NewsHour's health unit, serves as Editor-in-Chief All papers undergo external peer review and are authored by leading academics from fields that intersect with health policy such as economics, public health, sociology, political science, medicine and nursing, to name a few Government policymakers and health industry decision makers from the U S and around the globe also write for and read the publication and its website Health Affairs is available via subscription and every article the journal has ever published is available online at www.healthaffairs.org All abstracts, tables of contents and many articles are available for free online The journal is also free to online readers from the lowest income nations

(Code) (Expenses \$ 652,507 including grants of \$ 0) (Revenue \$ 0)

VOLUNTEER EFFORTS - Project HOPE was founded on the willingness of doctors, nurses and other medical volunteers to travel the globe on a floating hospital ship - the SS HOPE- to provide medical care, health education and humanitarian assistance to people in need While we now operate land-based programs in more than 35 countries, Project HOPE, in partnership with the U S Navy, sends medical volunteers on board ships around the world to provide medical care, health education, and humanitarian assistance Since partnering with the U S Navy in early 2005 to provide tsunami relief, Project HOPE has participated in more than 29 humanitarian assistance and health education missions with more than 1,200 HOPE volunteers These missions have provided care to more than 806,000 people, offered health education to more than 221,000 and delivered nearly \$35 million in donated medicines and medical supplies

4d Other program services (Describe in Schedule O)
(Expenses \$ 652,507 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses \$ 221,010,963

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> <input checked="" type="checkbox"/>	Yes	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> <input checked="" type="checkbox"/>	Yes	
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/>	Yes	
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> <input checked="" type="checkbox"/>	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> <input checked="" type="checkbox"/>	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> <input checked="" type="checkbox"/>		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	Yes	
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i> <input checked="" type="checkbox"/>	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Part II and IV.</i> <input checked="" type="checkbox"/>	Yes	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? <i>If "Yes," complete Schedule F, Part III and IV.</i> <input checked="" type="checkbox"/>	Yes	
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> <input checked="" type="checkbox"/>	Yes	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> <input checked="" type="checkbox"/>	Yes	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		
20b			

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question ID, question text, and Yes/No columns. Rows include questions 1a through 14b regarding IRS filings and tax compliance.

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed **AK, AL, AR, AZ, CA, FL, GA, HI, IL, KS, KY, LA, MA, MD, ME, MI, MN, MS, NC, ND, NH, NJ, NM, NY, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WI, WV**
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 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. See Additional Data Table.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization. **Donald Hill, 255 Carter Hall Lane, Millwood, VA 22646, (540) 837-2100**

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

(A) Name and Title	(B) Average hours per week per week (describe hours for related organizations in Schedule O)	(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			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							3,144,979	0	237,048	

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 **41**

	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>		No
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>	Yes	
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>		No

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
Chapman Cubine Adams and Hussey 1600 Wilson Boulevard Suite 300 Arlington, VA 22209	Direct Response Marketing Consultants	603,767
Aedifos Group LLC 1425 Blue Sky Circle Unit 5-206 Erie, CO 80021	Program specific consultant	1,947,211
Blackbaud PO Box 930256 Atlanta, GA 311930256	Fundraising database management	274,513
Bumess Communications 7910 Woodmont Ave Suite 700 Bethesda, MD 20814	Communications and Promotion Marketing	300,697
Vertis Communications 4221 Forbes Boulevard Suite 111 Lanham, MD 20706	Direct response marketing	297,921

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **16**

Part VIII Statement of Revenue

			(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	112,301				
	b	Membership dues 1b	0				
	c	Fundraising events 1c	1,541,813				
	d	Related organizations 1d	0				
	e	Government grants (contributions) 1e	8,920,607				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	203,489,056				
	g	Noncash contributions included in lines 1a-1f \$ 174,013,389					
	h	Total. Add lines 1a-1f ▶	214,063,777				
Program Service Revenue	2a	Subscription Revenue	511120	2,382,684	2,382,684	0	
	b						
	c						
	d						
	e						
	f	All other program service revenue		0	0	0	
	g	Total. Add lines 2a-2f ▶		2,382,684			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶		873,925	0	0	
	4	Income from investment of tax-exempt bond proceeds . . ▶		0	0	0	
	5	Royalties ▶		447,036	0	0	
	6a		(i) Real				
			Gross rents	306,369	0		
		b	Less rental expenses	269,653	0		
		c	Rental income or (loss)	36,716	0		
	d	Net rental income or (loss) ▶		36,716	0	0	
	7a		(i) Securities				
			Gross amount from sales of assets other than inventory	5,462,547	58,545		
		b	Less cost or other basis and sales expenses	5,212,968	0		
		c	Gain or (loss)	249,579	58,545		
	d	Net gain or (loss) ▶		308,124	0	0	
	8a		Gross income from fundraising events (not including \$ 80,500 of contributions reported on line 1c) See Part IV, line 18				
		a			80,500		
b		Less direct expenses b		378,325			
c	Net income or (loss) from fundraising events . . ▶		-297,825	0	-297,825		
9a		Gross income from gaming activities See Part IV, line 19					
	a			0			
	b	Less direct expenses b		0			
c	Net income or (loss) from gaming activities . . ▶		0	0	0		
10a		Gross sales of inventory, less returns and allowances					
	a			0			
	b	Less cost of goods sold b		0			
c	Net income or (loss) from sales of inventory . . ▶		0	0	0		
	Miscellaneous Revenue	Business Code					
11a							
	b						
	c						
	d	All other revenue		62,510	62,510	0	
e	Total. Add lines 11a-11d ▶		62,510				
12	Total revenue. See Instructions ▶		217,876,947	2,445,194	0	1,367,976	

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) but are not required to complete columns (B), (C), and (D)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0	0		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0	0		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	284,629	284,629		
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	2,293,532	884,631	1,149,525	259,376
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	13,905,314	11,300,856	1,105,106	1,499,352
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	508,821	421,890	44,253	42,678
9	Other employee benefits	1,786,473	1,481,256	155,373	149,844
10	Payroll taxes	1,018,680	753,887	145,027	119,766
11	Fees for services (non-employees)				
a	Management				
b	Legal	84,135	69,820	6,698	7,617
c	Accounting	208,696	208,696	0	0
d	Lobbying				
e	Professional fundraising See Part IV, line 17	477,366			477,366
f	Investment management fees	49,644		49,644	
g	Other	6,057,322	4,227,410	265,099	1,564,813
12	Advertising and promotion	165,247	134,933	913	29,401
13	Office expenses	3,066,247	1,705,625	104,501	1,256,121
14	Information technology	1,775,618	1,064,325	240,219	471,074
15	Royalties				
16	Occupancy	2,594,452	2,072,548	283,995	237,909
17	Travel	2,367,811	1,809,671	100,974	457,166
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	509,675	493,071	7,080	9,524
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	362,392	289,160	45,527	27,705
23	Insurance	375,685	321,817	51,056	2,812
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	Medical Equipment & Pharmaceuticals	189,416,353	189,416,353	0	0
b	Printing & Artwork	1,676,844	615,113	15,232	1,046,499
c	Training	2,504,001	2,494,317	9,284	400
d	Subcontracts	617,244	617,244	0	0
e					
f	All other expenses	414,010	343,711	26,231	44,068
25	Total functional expenses. Add lines 1 through 24f	232,520,191	221,010,963	3,805,737	7,703,491
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	1,245,026	1	1,310,206
	2 Savings and temporary cash investments	5,899,689	2	6,248,559
	3 Pledges and grants receivable, net	13,430,329	3	10,703,836
	4 Accounts receivable, net	114,246	4	172,355
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	19,922,713	8	6,460,293
	9 Prepaid expenses and deferred charges	201,958	9	285,569
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10,618,358		
	b Less accumulated depreciation	6,064,887	10c	4,553,471
	11 Investments—publicly traded securities	16,706,515	11	16,600,707
	12 Investments—other securities See Part IV, line 11	1,189,028	12	1,117,920
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	869,424	15	834,584
16 Total assets. Add lines 1 through 15 (must equal line 34)	64,025,519	16	48,287,500	
Liabilities	17 Accounts payable and accrued expenses	8,384,752	17	15,043,490
	18 Grants payable	0	18	0
	19 Deferred revenue	2,791,740	19	3,150,234
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 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	210,368	23	116,726
	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	2,190,666	25	2,118,955
	26 Total liabilities. Add lines 17 through 25	13,577,526	26	20,429,405
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	10,096,831	27	2,446,333
	28 Temporarily restricted net assets	36,586,098	28	22,670,560
	29 Permanently restricted net assets	3,765,064	29	2,741,202
	Organizations that do not follow SFAS 117, 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	50,447,993	33	27,858,095	
34 Total liabilities and net assets/fund balances	64,025,519	34	48,287,500	

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	217,876,947
2	Total expenses (must equal Part IX, column (A), line 25)	2	232,520,191
3	Revenue less expenses Subtract line 2 from line 1	3	-14,643,244
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	50,447,993
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-7,946,654
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	27,858,095

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 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	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
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?	Yes	
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	

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

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
PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

Employer identification number

53-0242962

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 **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 - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
 (ii) a family member of a person described in (i) above?
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	168,718,192	140,443,374	188,629,419	197,878,086	212,521,964	908,191,035
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
4 Total. Add lines 1 through 3	168,718,192	140,443,374	188,629,419	197,878,086	212,521,964	908,191,035
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						376,128,032
6 Public Support. Subtract line 5 from line 4						532,063,003

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	168,718,192	140,443,374	188,629,419	197,878,086	212,521,964	908,191,035
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,800,505	1,609,971	1,249,609	1,779,487	1,320,961	7,760,533
9 Net income from unrelated business activities, whether or not the business is regularly carried on	-58,857	24,130	5,339	-22,901	36,715	-15,574
10 Other income (Explain in Part IV.) Do not include gain or loss from the sale of capital assets	0	0	0	0	0	0
11 Total support (Add lines 7 through 10)						915,935,994
12 Gross receipts from related activities, etc (See instructions)					12	

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	58.090%
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	61.742%

16a 33 1/3% support test—2011. 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

b 33 1/3% support test—2010. If the organization did not check the 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—2011. 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

b 10%-facts-and-circumstances test—2010. 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 IRC 509(a)(2)

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11 and 12)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2011.** 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—2010.** 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.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Additional Data

Software ID: 11000129

Software Version: v1.00

EIN: 53-0242962

Name: PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH
FOUNDATION INC

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses \$ 652,507 including grants of \$ 0) (Revenue \$ 0)

VOLUNTEER EFFORTS - Project HOPE was founded on the willingness of doctors, nurses and other medical volunteers to travel the globe on a floating hospital ship - the SS HOPE- to provide medical care, health education and humanitarian assistance to people in need. While we now operate land-based programs in more than 35 countries, Project HOPE, in partnership with the U S Navy, sends medical volunteers on board ships around the world to provide medical care, health education, and humanitarian assistance. Since partnering with the U S Navy in early 2005 to provide tsunami relief, Project HOPE has participated in more than 29 humanitarian assistance and health education missions with more than 1,200 HOPE volunteers. These missions have provided care to more than 806,000 people, offered health education to more than 221,000 and delivered nearly \$35 million in donated medicines and medical supplies.

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
Mr George B Abercombie Board Director - Vice Chairman	3	X						0	0	0
Mr William F Brandt Jr Board Director - Treasurer	3	X						0	0	0
Mr Richard T Clark Board Director - Chairman	3	X						0	0	0
Mr John D Fowler Board Director	3	X						0	0	0
Mr John W Galiardo Board Director	3	X						0	0	0
Julie Gerberding MD Board Director	3	X						0	0	0
Jack M Gill PhD Board Director	3	X						0	0	0
Bernard A Harris Jr MD Board Director	3	X						0	0	0
Mr Edward J Ludwig Board Director	3	X						0	0	0
Mr Dennis J Manning Board Director	3	X						0	0	0
Mr Gerhard N Mayr Board Director	3	X						0	0	0
J Michael McQuade PhD Board Director	3	X						0	0	0
Mr Viren Mehta Board Director	3	X						0	0	0
Mr Walter G Montgomery Board Director	3	X						0	0	0
Ms Phebe Novakovic Board Director	3	X						0	0	0
Mr Dayton Ogden Board Director - Secretary	3	X						0	0	0
Mr Steven B Pfeiffer Esq Board Director	3	X						0	0	0
Admiral Gary Roughead Board Director	3	X						0	0	0
Mr Stephen H Rusckowski Board Director	3	X						0	0	0
Dr Charles A Sanders Board Director	3	X						0	0	0
Mr Curt M Selquist Board Director	3	X						0	0	0
Mr Marshall Smith Board Director	3	X						0	0	0
Louis W Sullivan MD Board Director	3	X						0	0	0
Mr Henri A Termeer Board Director	3	X						0	0	0
Mr Christian Weinrank Board Director	3	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
Ms Karen Welke Board Director	3	X						0	0	0
Mr Bradley A J Wilson Board Director	3	X						0	0	0
John P Howe III MD President & CEO	40	X		X				655,534	0	26,571
Susan Dentzer Vice President for Health Policy	40			X				316,265	0	31,282
Abul Hashem Vice President New Business Development	40			X				215,387	0	20,528
Stuart L Myers Senior Vice President	40			X				241,897	0	18,052
M Miriam Wardak Vice President and Chief HR Officer	40			X				247,156	0	14,383
Michael D Maves MD Executive Vice President	40			X				106,818	0	4,611
Anthony T Burchard Vice President Development and Communications	40			X				171,021	0	14,208
Deborah R Iwig Vice President and Chief Financial Officer	40			X				276,977	0	18,722
Richard A Rumsey Vice President Development and Communications	40			X				0	0	0
Donald M Hill Vice President and Chief Financial Officer	40			X				0	0	0
Frederick E Gerber II Country Director, Iraq/Special Projects	40					X		193,652	0	15,382
Rand F Walton Director Communications	40					X		173,279	0	19,487
Jane Hiebert-White Executive Publisher	40					X		183,463	0	23,584
Donald E Metz Executive Editor	40					X		190,579	0	18,208
Kendra E Davenport Director, Corporate Giving	40					X		172,951	0	12,030

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

Employer identification number 53-0242962

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 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year.

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically importantly land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

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

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

1a If the organization elected, as permitted under SFAS 116, 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 XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, 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 \$ 0
(ii) Assets included in Form 990, Part X \$ 1,923,064

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 relating to these items

a Revenues included in Form 990, Part VIII, line 1 \$ 0
b Assets included in Form 990, Part X \$ 0

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

3 Using the organization's 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 Conference Center

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

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

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

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

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

b If "Yes," explain the arrangement in Part XIV

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	4,201,579	3,985,957	4,011,386	3,939,516	
b Contributions	1,006,171	300	0	13,004	
c Investment earnings or losses	68,315	504,090	-25,429	58,866	
d Grants or scholarships	0	0	0	0	
e Other expenditures for facilities and programs	2,402,914	288,768	0	0	
f Administrative expenses	0	0	0	0	
g End of year balance	2,873,151	4,201,579	3,985,957	4,011,386	

2 Provide the estimated percentage of the year end balance held as

- a** Board designated or quasi-endowment ▶ 0 %
- b** Permanent endowment ▶ 95.4 %
- c** Term endowment ▶ 4.6 %

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0	602,888		602,888
b Buildings	0	4,937,693	2,031,790	2,905,903
c Leasehold improvements	0	144,198	106,405	37,793
d Equipment	0	4,258,464	3,260,000	998,464
e Other	0	675,115	666,692	8,423
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				4,553,471

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	217,876,947
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	232,520,191
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-14,643,244
4	Net unrealized gains (losses) on investments	4	-954,296
5	Donated services and use of facilities	5	0
6	Investment expenses	6	0
7	Prior period adjustments	7	0
8	Other (Describe in Part XIV)	8	-6,992,358
9	Total adjustments (net) Add lines 4 - 8	9	-7,946,654
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-22,589,898

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

1	Total revenue, gains, and other support per audited financial statements	1	212,419,404
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-954,296
b	Donated services and use of facilities	2b	2,023,662
c	Recoveries of prior year grants	2c	0
d	Other (Describe in Part XIV)	2d	-7,174,887
e	Add lines 2a through 2d	2e	-6,105,521
3	Subtract line 2e from line 1	3	218,524,925
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	0
b	Other (Describe in Part XIV)	4b	-647,978
c	Add lines 4a and 4b	4c	-647,978
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	217,876,947

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

1	Total expenses and losses per audited financial statements	1	235,009,302
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	2,023,662
b	Prior year adjustments	2b	0
c	Other losses	2c	0
d	Other (Describe in Part XIV)	2d	0
e	Add lines 2a through 2d	2e	2,023,662
3	Subtract line 2e from line 1	3	232,985,640
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	0
b	Other (Describe in Part XIV)	4b	-465,449
c	Add lines 4a and 4b	4c	-465,449
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	232,520,191

Part XIV 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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
SchD_P03_S00_L04	Schedule D, Part III, Line 4	Historical landmarks and collections donated to Project HOPE including the Carter Hall estate and multiple historical buildings in Millwood, Virginia The buildings are located on a large piece of land and the foundation has its headquarters located on the land Project HOPE also uses the property to provide a conference center
SchD_P05_S00_L04	Schedule D, Part V, Line 4	Project HOPE's endowments were set-up to provide income for programmatic expenses There is one endowment to cover the start-up expenses for a Technical Director There is a Health Affairs endowment that provides income for special projects within this program area There is also an endowment which has no restrictions on the income The income is used for general support of the organization
SchD_P10_S00_L02	Schedule D, Part X, Line 2	The Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, except on activities unrelated to its exempt purpose In addition, the Foundation qualifies for the charitable contribution deduction and has been classified as an organization that is not a private foundation On July 1, 2009, the Foundation adopted the accounting standard on accounting for uncertainty in income taxes, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements Under this guidance, the Foundation may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement The guidance on accounting for uncertainty in income taxes also addresses de-recognition, classification, interest and penalties on income taxes, and accounting in interim periods Management evaluated the Foundation's tax positions and concluded that the Foundation had taken no uncertain tax positions that require adjustment to the financial statements to comply with the provisions of federal, state or local tax authorities for years before 2008
SchD_P11_S00_L08	Schedule D, Part XI, Line 8	Pension related changes other than net periodic pension cost
SchD_P12_S00_L02d	Schedule D, Part XII, Line 2d	Foreign currency loss (\$182,528 84), Pension related changes other than net periodic pension costs (\$6,992,358)
SchD_P12_S00_L04b	Schedule D, Part XII, Line 4b	Rental Expenses Conference Center (\$269,653 45) Gala Expenses (\$378,324 62)
SchD_P13_S00_L04b	Schedule D, Part XIII, Line 4b	Rental Expenses Conference Center (\$269,653), Foreign Currency Loss \$182,529, Gala Expenses (\$378,325)

SCHEDULE F (Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

Employer identification number 53-0242962

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 the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [] No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States

3 Activites per Region (Use Part V if additional space is needed)

Table with 6 columns: (a) Region, (b) Number of offices in the region, (c) Number of employees or agents in region or independent contractors, (d) Activities conducted in region (by type), (e) If activity listed in (d) is a program service, describe specific type of service(s) in region, (f) Total expenditures for region/investments in region. Rows include Russia and the newly independent States, Central America and the Caribbean, Middle East and North Africa, Europe (including Iceland and Greenland), Sub-Saharan Africa, East Asia and the Pacific, South Asia, South America, North America (including Canada and Mexico, but not the United States), and various Grantmaking entries.

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 (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 and/or Form 3520-A. (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, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).* Yes No

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2011

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

Employer identification number 53-0242962

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

- a Mail solicitations, b Internet and e-mail 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... 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.

Table with 6 columns: (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. Includes rows for Chapman Cubine Adams and Hussey and The Sharpe Group.

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

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

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		Annual Gala (event type)	(event type)	(total number)	(Add col (a) through col (c))
Revenue	1 Gross receipts	1,621,420			1,621,420
	2 Less Charitable contributions	1,540,920			1,540,920
	3 Gross income (line 1 minus line 2)	80,500			80,500
Direct Expenses	4 Cash prizes	0			0
	5 Non-cash prizes	0			0
	6 Rent/facility costs	20,200			20,200
	7 Food and beverages	140,841		0	140,841
	8 Entertainment	17,537		0	17,537
	9 Other direct expenses	222,266			222,266
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(400,844)
11 Net income summary Combine lines 3 and 10 in column (d) ▶				-320,344	

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 Non-cash 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 lines 1 and 7 in column (d) ▶					

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

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

b If "No," Explain _____

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

b If "Yes," Explain _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a
b An outside facility	13b

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

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

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

c If "Yes," enter name and address

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 distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization

PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

Employer identification number

53-0242962

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" 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 idemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input checked="" type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

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

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input checked="" 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 checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

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

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

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

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

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

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

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

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

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space 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, columns (D) and (E) for that individual

(A) Name		(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 in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) John P Howe III MD	(i) (ii)	580,534 0	75,000 0	0 0	17,150 0	11,994 0	684,678 0	0 0
(2) Susan Dentzer	(i) (ii)	298,765 0	17,500 0	0 0	17,150 0	16,268 0	349,683 0	0 0
(3) Anthony T Burchard	(i) (ii)	171,021 0	0 0	0 0	10,388 0	5,662 0	187,071 0	0 0
(4) Abul Hashem	(i) (ii)	191,191 0	24,196 0	0 0	6,397 0	16,201 0	237,985 0	0 0
(5) Deborah R Iwig	(i) (ii)	253,138 0	23,839 0	0 0	17,150 0	4,083 0	298,210 0	0 0
(6) Stuart L Myers	(i) (ii)	227,897 0	14,000 0	0 0	16,443 0	3,745 0	262,085 0	0 0
(7) M Miriam Wardak	(i) (ii)	228,406 0	18,750 0	0 0	13,385 0	3,134 0	263,675 0	0 0
(8) Frederick E Gerber II	(i) (ii)	188,652 0	5,000 0	0 0	5,867 0	11,038 0	210,557 0	0 0
(9) Rand F Walton	(i) (ii)	173,279 0	0 0	0 0	5,355 0	15,634 0	194,268 0	0 0
(10) Kendra E Davenport	(i) (ii)	172,951 0	0 0	0 0	11,156 0	2,352 0	186,459 0	0 0
(11) Jane Hiebert-White	(i) (ii)	181,463 0	2,000 0	0 0	9,528 0	15,588 0	208,579 0	0 0
(12) Donald E Metz	(i) (ii)	188,579 0	2,000 0	0 0	13,008 0	6,732 0	210,319 0	0 0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
SchJ_P01_S00_L01a	Schedule J, Part I, Line 1a	Discretionary Spending Account - The executive officers at Project HOPE receive a monthly auto allowance. This income is treated as taxable income and included in the total compensation. Housing Allowance or Residence for Personal Use - The President and CEO receives a monthly housing allowance as part of his comprehensive compensation package. This income is treated as taxable income and included in the total compensation. On an irregular basis, it is necessary for the Foundation to provide housing facilities to certain employees, including the executive officers. Such housing is provided for the convenience of the Foundation at The Project HOPE Health Sciences Education Center when it is necessary for employees to be at the Center at irregular hours.

**SCHEDULE M
(Form 990)**

NonCash Contributions

OMB No 1545-0047

2011

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization
PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

Employer identification number
53-0242962

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	X		108	Fair Market Value
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	14	437,498	Fair Market Value
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	X	124	173,571,101	Wholesale Price
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (Supplies)	X	5	4,682	Fair Market Value
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**

	Yes	No
30a 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?		No
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?	Yes	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?		No
b If "Yes," describe in Part II		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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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 to provide any additional information.
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

Employer identification number

53-0242962

Identifier	Return Reference	Explanation
F990_P06_S0B_L11b	Form 990, Part VI, Section B, Line 11b	A copy of Project HOPE's final form 990 (including required schedules), to be filed with the IRS, was provided to the Board of Director's Chair of the Audit Committee. Before this review, the 990 was also reviewed by all of Project HOPE's executive officers. The 990 was prepared by staff and reviewed by the organization's tax accountant. Each member of the Board of Directors receives a copy of the 990 before the form is submitted to the IRS.
F990_P06_S0B_L12c	Form 990, Part VI, Section B, Line 12c	At the time of hire, all staff are notified of Project HOPE's Conflict of Interest policy and have the obligation to disclose any perceived or real area of potential or actual conflict of interest. At least annually, all staff must acknowledge a re-statement of compliance. Subsequent to hire, and for the duration of their employment with Project HOPE, all employees are obligated to disclose any area of potential or actual conflict of interest. The members of the Board of Directors are also required to submit a signed conflict of interest questionnaire annually.
F990_P06_S0B_L15	Form 990, Part VI, Section B, Line 15	Project HOPE's Management Development and Compensation Committee of the Board establishes the overall compensation philosophy for the organization including the relation of base salaries and total compensation to market and the components of compensation. Additionally, it establishes the organizational and individual performance goals for the Chief Executive Officer. Annually, said Committee reviews the performance of the Chief Executive Officer and recommends any compensation changes. With the same frequency, the Management Development and Compensation Committee oversee all aspects of compensation provided to other executives to ensure compliance with the intermediate sanctions provisions of the Internal Revenue Code. The Committee further prepares regular reports disclosing committee actions and recommendations to the full Board of Directors in performing their duties related to the determination of officer compensation, the Management Development and Compensation Committee relies on support from an independent external compensation consultant who has been engaged by the Committee. Overall, the Committee follows standard protocols and intermediate sanctions guidelines which include the three procedural requirements for earning the presumption of reasonableness: 1. Compensation actions are approved in advance by the Management Development and Compensation Committee members, none of whom have a conflict of interest with respect to the proposed actions; 2. The Board and Committee obtains or relies upon appropriate data as the comparability of the compensation or fair market value of the consideration, and 3. The Committee documents the basis for its determination adequately and contemporaneously.
F990_P06_S0C_L19	Form 990, Part VI, Section C, Line 19	Project HOPE's governing documents and conflict of interest policies are available upon request. The annual report is available on Project HOPE's website www.projecthope.org . The financials are also available upon request.
F990_P11_S00_L05	Form 990, Part XI, Line 5	Unrealized Loss on investments (\$954,296), Pension related changes other than net periodic pension cost (\$6,992,358)