

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
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

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 \$ 295,874,439

F Name and address of principal officer:
 John P Howe III MD
 255 Carter Hall Lane
 PO Box 250
 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

Activities & Governance	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 <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	30
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	29
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	194
	6 Total number of volunteers (estimate if necessary)	6	285
	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	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	214,063,777	283,177,427
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,382,684	2,549,657
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,182,049	1,320,435
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	248,437	148,244
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	217,876,947	287,195,763
	14 Benefits paid to or for members (Part IX, column (A), line 4)	284,629	2,019,311
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	19,512,820	20,327,358
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 7,806,595	477,366	512,632
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	212,245,376	262,957,300
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	232,520,191	285,816,601
19 Revenue less expenses Subtract line 18 from line 12	-14,643,244	1,379,162	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	48,287,500	50,595,001
	22 Net assets or fund balances Subtract line 21 from line 20	20,429,405	17,197,322

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: 2013-12-02
 Donald Hill Vice President and CFO
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			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

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 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 \$ 243,421,298 including grants of \$ 717,450) (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 \$ 22,124,537 including grants of \$ 1,213,861) (Revenue \$ 0)
 HEALTH EDUCATION - Project HOPE helps to educate and train 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 \$ 7,795,721 including grants of \$ 88,000) (Revenue \$ 0)
 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 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 free to online readers from the lowest income nations

(Code) (Expenses \$ 628,487 including grants of \$ 0) (Revenue \$ 0)
 VOLUNTEER EFFORTS - In 1958, Project HOPE was founded through the efforts of dedicated volunteers to promote world peace, increase cooperation, and improve lives through personal, people to people interactions around the globe This humble yet heroic beginning, with the dedication and commitment of staff and volunteers, continues to inspire our organization for the future Today, volunteers continue to play a vital role at Project HOPE working alongside staff members to jointly reach these goals For more than 50 years, we have facilitated the expression of global compassion and generosity through volunteer engagement We encourage this teamwork so that we can deliver the best services possible to our valued stakeholders With a database of over 8,000 applicants, we offer a rich talent pool of diverse, skilled persons to ultimately help others help themselves, as we believe people working together through voluntary participation is essential for building and maintaining community and civil society In 2012 alone, we delivered over 64,000 hours of professional volunteer outreach, valued at over \$3 million dollars in donated service

4d Other program services (Describe in Schedule O)
 (Expenses \$ 628,487 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses 273,970,043

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 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		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 and XII</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 and XII 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, Parts I and IV</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 United States? <i>If "Yes," complete Schedule F, Parts 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 United States? <i>If "Yes," complete Schedule F, Parts 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 (see instructions)</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 hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	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 lines 24b through 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, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		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 direct or indirect 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, Part II, III, or IV, and Part V, line 1</i>	34		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
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 11b 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

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

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 [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (30), 1b (29), 2 (No), 3 (No), 4 (No), 5 (No), 6 (No), 7a (No), 7b (No), 8a (Yes), 8b (Yes), 9 (No).

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

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

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17 (List of states), 18 (Website availability), 19 (Public access to documents), 20 (Person with books and records).

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a	88,657					
	b	Membership dues 1b	0					
	c	Fundraising events 1c	1,766,598					
	d	Related organizations 1d	0					
	e	Government grants (contributions) 1e	9,908,902					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	271,413,270					
	g	Noncash contributions included in lines 1a-1f \$	242,088,959					
	h	Total. Add lines 1a-1f		283,177,427				
Program Service Revenue	2a	Subscription Revenue	Business Code 511120	2,549,657	2,549,657	0	0	
	b							
	c							
	d							
	e							
	f	All other program service revenue		0	0	0	0	
	g	Total. Add lines 2a-2f		2,549,657				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		740,696	0	0	740,696	
	4	Income from investment of tax-exempt bond proceeds		0	0	0	0	
	5	Royalties		426,025	0	0	426,025	
	6a	Gross rents	(i) Real	147,458				
			(ii) Personal	0				
			b Less rental expenses	197,522	0			
			c Rental income or (loss)	-50,064	0			
	d	Net rental income or (loss)		-50,064	0	0	-50,064	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	8,685,567				
			(ii) Other	23,995				
			b Less cost or other basis and sales expenses	8,129,823	0			
			c Gain or (loss)	555,744	23,995			
	d	Net gain or (loss)		579,739	0	0	579,739	
	8a	Gross income from fundraising events (not including \$ 1,766,598 of contributions reported on line 1c) See Part IV, line 18	a	138,348				
			b Less direct expenses b	351,331				
c Net income or (loss) from fundraising events				-212,983	0	0	-212,983	
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	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	0	
11a	Miscellaneous Revenue	Business Code						
		b						
		c						
		d	All other revenue		-14,734	0	0	-14,734
		e	Total. Add lines 11a-11d		-14,734			
12	Total revenue. See Instructions		287,195,763	2,549,657	0	1,468,679		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	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.	2,019,311	2,019,311		
4	Benefits paid to or for members.	0	0		
5	Compensation of current officers, directors, trustees, and key employees.	3,098,727	1,049,712	1,340,983	708,032
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.	13,297,002	11,035,098	946,517	1,315,387
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	880,473	700,240	116,158	64,075
9	Other employee benefits.	1,989,032	1,607,020	207,260	174,752
10	Payroll taxes.	1,062,124	786,257	145,238	130,629
11	Fees for services (non-employees)				
a	Management.				
b	Legal.	105,206	38,938	56,990	9,278
c	Accounting.	298,147	73,193	224,954	0
d	Lobbying.	0	0	0	0
e	Professional fundraising services. See Part IV, line 17.	512,632			512,632
f	Investment management fees.	47,357	0	47,357	0
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	2,469,710	1,213,812	141,253	1,114,645
12	Advertising and promotion.	143,085	103,856	1,296	37,933
13	Office expenses.	2,749,724	1,219,340	99,127	1,431,257
14	Information technology.	1,687,454	1,019,339	233,400	434,715
15	Royalties.	0	0	0	0
16	Occupancy.	2,452,582	2,034,305	197,915	220,362
17	Travel.	2,234,350	1,782,880	81,845	369,625
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	537,299	483,611	6,162	47,526
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	360,869	308,799	30,486	21,584
23	Insurance.	381,389	258,985	119,593	2,811
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	Medical Equipment and Pharmaceuticals	245,011,807	245,011,807	0	0
b	Printing and Artwork	1,732,147	571,978	15,146	1,145,023
c	Training	2,320,260	2,317,593	2,464	203
d					
e	All other expenses	425,914	333,969	25,819	66,126
25	Total functional expenses. Add lines 1 through 24e.	285,816,601	273,970,043	4,039,963	7,806,595
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	1,310,206	1	1,324,880
	2 Savings and temporary cash investments	6,248,559	2	5,674,917
	3 Pledges and grants receivable, net	10,703,836	3	9,409,771
	4 Accounts receivable, net	172,355	4	258,728
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	6,460,293	8	12,641,546
	9 Prepaid expenses and deferred charges	285,569	9	261,442
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10,884,327		
	b Less accumulated depreciation	6,279,555	10c	4,604,772
	11 Investments—publicly traded securities	16,600,707	11	16,022,856
	12 Investments—other securities See Part IV, line 11	1,117,920	12	0
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	834,584	15	396,089
16 Total assets. Add lines 1 through 15 (must equal line 34)	48,287,500	16	50,595,001	
Liabilities	17 Accounts payable and accrued expenses	15,043,490	17	10,992,758
	18 Grants payable	0	18	0
	19 Deferred revenue	3,150,234	19	4,592,192
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	116,726	24	54,312
	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	2,118,955	25	1,558,060
	26 Total liabilities. Add lines 17 through 25	20,429,405	26	17,197,322
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	2,446,333	27	6,492,006
	28 Temporarily restricted net assets	22,670,560	28	23,886,966
	29 Permanently restricted net assets	2,741,202	29	3,018,707
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	27,858,095	33	33,397,679	
34 Total liabilities and net assets/fund balances	48,287,500	34	50,595,001	

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	287,195,763
2	Total expenses (must equal Part IX, column (A), line 25)	2	285,816,601
3	Revenue less expenses Subtract line 2 from line 1	3	1,379,162
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	27,858,095
5	Net unrealized gains (losses) on investments	5	297,149
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	3,863,273
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	33,397,679

Part XII Financial Statements and Reporting

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

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
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	
3b 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	

Additional Data

Software ID: 12000197
Software Version: v1.00
EIN: 53-0242962
Name: PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH
 FOUNDATION INC

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Mr George B Abercombe Board Director - Vice Chairman	3 0	X						0	0	0
Mr William F Brandt Jr Board Director - Treasurer	3 0	X						0	0	0
Mr Richard T Clark Board Director - Chairman	3 0	X						0	0	0
Mrs Deborah DiSanzo Board Director	3 0	X						0	0	0
Mr John D Fowler Board Director	3 0	X						0	0	0
Julie Gerberding MD Board Director	3 0	X						0	0	0
Jack M Gill PhD Board Director	3 0	X						0	0	0
Bernard A Harris Jr MD Board Director	3 0	X						0	0	0
Mr Edward J Ludwig Board Director	3 0	X						0	0	0
Mr Dennis J Manning Board Director	3 0	X						0	0	0
Mr Gerhard N Mayr Board Director	3 0	X						0	0	0
J Michael McQuade PhD Board Director	3 0	X						0	0	0
Mr Viren Mehta Board Director	3 0	X						0	0	0
Mr Reynold W Mooney Board Director	3 0	X						0	0	0
Mr Walter G Montgomery Board Director	3 0	X						0	0	0
Ms Phebe Novakovic Board Director	3 0	X						0	0	0
Mr Dayton Ogden Board Director - Secretary	3 0	X						0	0	0
Mr Steven B Pfeiffer Esq Board Director	3 0	X						0	0	0
Admiral Gary Roughead Board Director	3 0	X						0	0	0
Mr Stephen H Rusckowski Board Director	3 0	X						0	0	0
Dr Charles A Sanders Board Director	3 0	X						0	0	0
Mr Curt M Selquist Board Director	3 0	X						0	0	0
Mr Marshall Smith Board Director	3 0	X						0	0	0
Louis W Sullivan MD Board Director	3 0	X						0	0	0
Mr Henri A Termeer Board Director	3 0	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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)							(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
Mr Christian Weinrank Board Director	3 0	X						0	0	0	
Ms Karen Welke Board Director	3 0	X						0	0	0	
Dr Peter Wilden Board Director	3 0	X						0	0	0	
Mr Bradley A J Wilson Board Director	3 0	X						0	0	0	
John P Howe III MD President & CEO	40 0	X		X				712,115	0	26,992	
Abul Hashem Vice President New Business Development	40 0			X				208,997	0	22,503	
Stuart L Myers Senior Vice President	40 0			X				252,985	0	17,114	
M Miriam Wardak Vice President and Chief HR Officer	40 0			X				258,416	0	13,997	
Richard A Rumsey Vice President Development and Communications- beginning May 2012	40 0			X				137,516	0	10,810	
Donald M Hill Vice President and Chief Financial Officer	40 0			X				252,033	0	22,559	
Cary Kimble Associate Vice President	40 0			X				176,982	0	22,129	
Susan Dentzer Vice President for Health Policy-until Apr 2013	40 0			X				322,889	0	31,746	
Michael D Maves MD Executive Vice President-until May 2013	40 0			X				398,016	0	31,428	
Frederick E Gerber II Country Director, Iraq/Special Projects	40 0					X		193,914	0	19,223	
Jane Hiebert-White Executive Publisher	40 0					X		190,929	0	24,231	
Donald E Metz Executive Editor	40 0					X		198,290	0	19,333	
Rand F Walton Director Communications-until Feb 2013	40 0					X		178,597	0	19,761	

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

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

	Yes	No
11g(i)		
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 monetary support
			Yes	No	Yes	No	Yes	No	
Total									

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	140,443,374	188,629,419	199,606,684	214,063,777	283,177,427	1,025,920,681
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	140,443,374	188,629,419	199,606,684	214,063,777	283,177,427	1,025,920,681
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)						345,563,074
6 Public support. Subtract line 5 from line 4						680,357,607

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	140,443,374	188,629,419	199,606,684	214,063,777	283,177,427	1,025,920,681
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,868,293	1,463,293	1,931,262	1,627,330	1,314,179	8,204,357
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
11 Total support (Add lines 7 through 10)						1,034,125,038

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 2012 (line 6, column (f) divided by line 11, column (f))	14	65.791 %
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	58.090 %

16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

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

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 include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor advised funds and grant purposes.

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

Table with 2 columns: Description, Held at the End of the Year. Rows include purpose(s) of conservation easements, total number of easements, total acreage, and various monitoring and enforcement questions.

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

Table with 2 columns: Description, Amount. Rows include questions about reporting works of art, historical treasures, and other similar assets, with sub-rows for revenues and assets.

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

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

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

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

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

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

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

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

	Amount
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 XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	2,873,151	4,201,579	3,985,957	4,011,386	3,939,516
b Contributions	277,505	1,006,171	300	0	13,004
c Net investment earnings, gains, and losses	240,669	68,315	504,090	-25,429	58,866
d Grants or scholarships	0	0	0	0	0
e Other expenditures for facilities and programs	231,782	2,402,914	288,768	0	0
f Administrative expenses	0	0	0	0	0
g End of year balance	3,159,543	2,873,151	4,201,579	3,985,957	4,011,386

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

- a** Board designated or quasi-endowment 0 %
 - b** Permanent endowment 95.6 %
 - c** Temporarily restricted endowment 4.4 %
- The percentages in lines 2a, 2b, and 2c should equal 100%

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

	Yes	No
(i) unrelated organizations	3a(i)	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 XIII the intended uses of the organization's endowment funds

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0	602,888		602,888
b Buildings	0	4,947,693	2,126,834	2,820,859
c Leasehold improvements	0	144,198	124,818	19,380
d Equipment	0	4,514,433	3,356,701	1,157,732
e Other	0	675,115	671,202	3,913
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				4,604,772

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

1	Total revenue, gains, and other support per audited financial statements	1	294,956,181
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	297,152
b	Donated services and use of facilities	2b	3,200,611
c	Recoveries of prior year grants	2c	0
d	Other (Describe in Part XIII)	2d	3,713,802
e	Add lines 2a through 2d	2e	7,211,565
3	Subtract line 2e from line 1	3	287,744,616
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 XIII)	4b	-548,853
c	Add lines 4a and 4b	4c	-548,853
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	287,195,763

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

1	Total expenses and losses per audited financial statements	1	289,416,594
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	3,200,611
b	Prior year adjustments	2b	0
c	Other losses	2c	0
d	Other (Describe in Part XIII)	2d	0
e	Add lines 2a through 2d	2e	3,200,611
3	Subtract line 2e from line 1	3	286,215,983
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 XIII)	4b	-399,382
c	Add lines 4a and 4b	4c	-399,382
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	285,816,601

Part XIII Supplemental Information

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

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 when enough funds are available. There is an endowment that provides nurse training. 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	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_L02d	Schedule D, Part XI, Line 2d	Pension related changes other than net periodic pension cost \$3,863,273, Foreign Currency Loss (\$149,471)
SchD_P11_S00_L04b	Schedule D, Part XI, Line 4b	Rental Expenses Conference Center (\$197,522) and Gala Expenses (\$351,331)
SchD_P12_S00_L04b	Schedule D, Part XII, Line 4b	Rental Expenses Conference Center (\$197,522), Foreign Currency Loss \$149,471, Gala Expenses (\$351,331)

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2012

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Central America and the Caribbean	5	44	Program Services	Maternal and Child Healthcare, Infectious Disease	91,287,208
East Asia and the Pacific	4	23	Program Services	Chronic Disease, Health Strengthening Systems, Maternal and Child Healthcare	3,166,793
Europe (including Iceland and Greenland)	5	11	Program Services	Health Strengthening Systems, Maternal and Child Healthcare	23,480,132
Middle East and North Africa	1	4	Program Services	Health Strengthening Systems	23,067,274
North America (including Canada and Mexico, but not the United States)	1	7	Program Services	Chronic Disease	1,017,310
Russia and the newly independent States	13	80	Program Services	Infectious Disease	87,711,326
South America	1	2	Program Services	Maternal and Child Healthcare	164,091
South Asia	1	5	Program Services	Chronic Disease, Health Strengthening Systems, Maternal and Child Healthcare	403,850
Sub-Saharan Africa	11	91	Program Services	Infectious Disease, Maternal and Child Healthcare	4,382,631
3a Sub-total					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	42	267			234,680,615

Part IV Foreign Forms

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

Additional Data

Software ID: 12000197
Software Version: v1.00
EIN: 53-0242962
Name: PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH
 FOUNDATION INC

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		East Asia and the Pacific	Medical staffing and support for Japan	717,450	wires	0		
		Central America and the Caribbean	Strengthen surgical capabilities of agreed upon service facilities with mentoring and providing technical guidance	48,321	wire or check	0		
		Central America and the Caribbean	Lead efforts directed at the disabled to improve their employability	37,570	wire or check	0		
		Central America and the Caribbean	Facilitating the integration and inclusion of the disabled in society through community based rehabilitation and psycho-social support	41,648	wire or check	0		
		Central America and the Caribbean	Renovation of the Physiotherapy room at the hospital	6,631	wire or check	0		
		Sub-Saharan Africa	Facilitation of Village Savings and Loan group development and financial literacy	81,165	wire or check	0		
		Sub-Saharan Africa	Facilitation of Village Savings and Loan group development and financial literacy	40,625	wire or check	0		
		Sub-Saharan Africa	Facilitation of Village Savings and Loan group development and financial literacy	106,723	wire or check	0		
		Sub-Saharan Africa	Facilitation of Village Savings and Loan group development and financial literacy	23,567	wire or check	0		
		Sub-Saharan Africa	Facilitation of Village Savings and Loan group development and financial literacy	108,031	wire or check	0		
		East Asia and the Pacific	Nutrition projects	8,089	wire or check	0		
		East Asia and the Pacific	Nutrition projects	100,306	wire or check	0		
		East Asia and the Pacific	Nutrition grants	22,649	wire or cash	0		
		East Asia and the Pacific	Nutrition projects	8,089	wire or check	0		
		East Asia and the Pacific	Nutrition projects	8,089	wire or check	0		
		East Asia and the Pacific	Nutrition projects	16,179	wire or check	0		
		East Asia and the Pacific	Nutrition projects	8,089	wire or cash	0		
		East Asia and the Pacific	Nutrition projects	8,089	wire or check	0		
		East Asia and the Pacific	Nutrition projects	16,179	wire or check	0		
		Central America and the Caribbean	Provide education and psycho-social support for individuals who are disabled	9,709	Wire or check	0		
		East Asia and the Pacific	Nutrition projects	35,592	wire or check	0		
		East Asia and the Pacific	Epilepsy program planning and technical support	33,011	wire or check	0		
		Russia and the newly independent States	Sub-grant program addressed on decreasing stigma and discrimination and work with community on adherence	5,106	wire or check	0		
		Russia and the newly independent States	Sub-grant program addressed on decreasing stigma and discrimination and work with community on adherence	5,134	wire or check	0		
		Russia and the newly independent States	Sub-grant program addressed on decreasing stigma and discrimination and work with community on adherence	5,631	wire or check	0		
		Russia and the newly independent States	Sub-grant program addressed on decreasing stigma and discrimination and work with community on adherence	5,174	wire or check	0		
		Russia and the newly independent States	Sub-grant program addressed on decreasing stigma and discrimination and work with community on adherence	5,011	wire or check	0		
		Russia and the newly independent States	Food parcels for the support of TB patients	70,311	wire or check	0		
		Russia and the newly independent States	In charge of DOTS trainings for TB doctors and TB nurses, trainings of PHC doctors & PHC nurses in TB control	51,058	wire or check	0		

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

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. Form 990-EZ filers are not required to complete this part.

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 email solicitations, c Phone solicitations, d In-person solicitations, e Solicitation of non-government grants, f Solicitation of government grants, g Special fundraising events

2a Did the organization have a written or oral agreement with any individual... 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 entries for Malchow 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

All States

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>Annual Gala</u> (event type)	<u>(event type)</u>	<u>(total number)</u>	(add col (a) through col (c))
Revenue	1 Gross receipts	1,904,943			1,904,943
	2 Less Contributions	1,766,598			1,766,598
	3 Gross income (line 1 minus line 2)	138,345			138,345
Direct Expenses	4 Cash prizes	3,310			3,310
	5 Noncash prizes	0			0
	6 Rent/facility costs	9,576			9,576
	7 Food and beverages	145,701		0	145,701
	8 Entertainment	11,910		0	11,910
	9 Other direct expenses	180,834			180,834
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				
11 Net income summary Combine line 3, column (d), and line 10 ▶					-212,986

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 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 _____

Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶

Address ▶

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

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

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

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

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

Identifier	Return Reference	Explanation
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Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

Open to Public Inspection

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 indemnification 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 of the expenses described above? If "No," complete Part III to explain

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

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

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input 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 Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

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

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. The 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 compensation and included in the total compensation. On an irregular basis, it is necessary for the Foundation to provide housing facilities for certain employees, including the executive officers. Such housing is provided for the convenience of the Foundation at The Project Health Sciences Education Center when it is necessary for employees to be at the Center at irregular hours.
SchJ_P01_S00_L03	Schedule J, Part I, Line 3	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 total compensation. Additionally, it establishes the organizational and individual performance goals for the Chief Executive Officer. Annually, the said Committee reviews the performance of the Chief Executive Officer and recommends any compensation changes. At 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 or 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.
SchJ_P01_S00_L04	Schedule J, Part I, Line 4	The Executive Vice President received a severance payment at the end of his employment.
SchJ_P01_S00_L07	Schedule J, Part I, Line 7	Officers are eligible to receive bonuses based on percent completion of their annual operating objectives. These bonuses are not fixed and may change based upon the level of performance of individual officers.

Software ID: 12000197

Software Version: v1.00

EIN: 53-0242962

Name: PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) 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 compensation				
John P Howe III MD	(i)	592,115	120,000	0	17,500	11,858	741,473	0
	(ii)	0	0	0	0	0	0	0
Abul Hashem	(i)	198,997	10,000	0	8,257	16,199	233,453	0
	(ii)	0	0	0	0	0	0	0
Stuart L Myers	(i)	237,985	15,000	0	17,114	1,957	272,056	0
	(ii)	0	0	0	0	0	0	0
M Miriam Wardak	(i)	235,736	22,680	0	13,874	2,081	274,371	0
	(ii)	0	0	0	0	0	0	0
Richard A Rumsey	(i)	137,516	0	0	1,313	10,768	149,597	0
	(ii)	0	0	0	0	0	0	0
Donald M Hill	(i)	239,533	12,500	0	8,313	16,160	276,506	0
	(ii)	0	0	0	0	0	0	0
Cary Kimble	(i)	171,982	5,000	0	12,686	10,810	200,478	0
	(ii)	0	0	0	0	0	0	0
Susan Dentzer	(i)	301,822	21,067	0	17,500	16,203	356,592	0
	(ii)	0	0	0	0	0	0	0
Michael D Maves MD	(i)	367,808	30,208	0	17,500	15,885	431,401	0
	(ii)	0	0	0	0	0	0	0
Frederick E Gerber II	(i)	193,914	0	0	5,904	14,750	214,568	0
	(ii)	0	0	0	0	0	0	0
Jane Hiebert-White	(i)	185,929	5,000	0	10,060	15,582	216,571	0
	(ii)	0	0	0	0	0	0	0
Donald E Metz	(i)	193,290	5,000	0	13,978	6,768	219,036	0
	(ii)	0	0	0	0	0	0	0
Rand F Walton	(i)	178,597	0	0	5,515	15,650	199,762	0
	(ii)	0	0	0	0	0	0	0

SCHEDULE M (Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organizations 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

Table with 4 columns: (a) Check if applicable, (b) Number of contributions or items contributed, (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g, (d) Method of determining noncash contribution amounts. Rows include Art, Books, Cars, Securities, etc.

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 0

Table with 3 columns: Question, Yes, No. Rows include 30a, 31, 32a, 33 regarding contribution reporting and policies.

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

Identifier

Return Reference

Explanation

Schedule M (Form 990) (2012)

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

2012

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 is 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 total compensation. Additionally, it establishes the organizational and individual performance goals for the Chief Executive Officer. Annually, the said Committee reviews the performance of the Chief Executive Officer and recommends any compensation changes. At the same frequency, the Management Development and Compensation Committee oversees 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 or 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_L09	Form 990, Part XI, Line 9	Pension related changes other than net periodic pension cost \$3,863,273