

Form **990**

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)

CMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2009 calendar year, or tax year beginning 07/01, 2009, and ending 06/30, 2010

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

C Name of organization SMILE TRAIN, INC.
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
 41 MADISON AVE., 28TH FLOOR
 City or town, state or country, and ZIP + 4
 NEW YORK, NY 10010

D Employer identification number
13-3661416

E Telephone number
(212) 689-9199

G Gross receipts \$ 184,678,997.

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)

I Tax-exempt status: X 501(c) (3) (insert no.) 4947(a)(1) or 527

J Website: WWW.SMILETRAIN.ORG

H(c) Group exemption number 0

K Form of organization: X Corporation Trust Association Other
L Year of formation: 1999 **M State of legal domicile:** NY

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: SMILE TRAIN, INC.'S PRIMARY PURPOSE IS HELPING CHILDREN BORN WITH CLEFT LIP AND PALATE.	
	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 9
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 8
	5	Total number of employees (Part V, line 2a)	5 32
	6	Total number of volunteers (estimate if necessary)	6 1
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a 0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b 0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 90,515,672. Current Year 102,277,208.
	9	Program service revenue (Part VIII, line 2g)	0. 0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,221,524. 3,102,708.
	11	Other revenue (Part VIII, column (A), lines 5, 8d, 8c, 9c, 10c, and 11e)	452,187. 297,493.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	92,189,383. 105,677,409.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	12,580,364. 35,385,506.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,329,830. 3,692,410.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
	16b	Total fundraising expenses, Part IX, column (D), line 25	18,140,155.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	61,575,661. 47,189,271.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	77,485,855. 86,267,187.
19	Revenue less expenses. Subtract line 18 from line 12	14,703,528. 19,410,222.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Year 114,054,512. End of Year 145,352,003.
	21	Total liabilities (Part X, line 26)	10,193,158. 11,741,302.
	22	Net assets or fund balances. Subtract line 21 from line 20	103,861,354. 133,610,701.

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: *Robert Bell*
 Date: 5/13/11
 Type or print name and title: ROBERT BELL, DIRECTOR

Preparer's Information
 Preparer's signature: *John Bank*
 Date: 5/13/11
 Check if self-employed:
 Preparer's identifying number (see instructions): P00446023
 Firm's name (or yours if self-employed), address, and ZIP + 4: MITCHELL & TITUS, LLP ONE BATTERY PARK PLAZA NEW YORK, NY 10004
 EIN: 13-2781641
 Phone no.: 212-709-4500

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. * Form 990 (2009)

If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

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

Form with fields: Type or print, Name of exempt organization (SMILE TRAIN, INC), Employer identification number (13-3661416), Address (41 MADISON AVE., 28TH FLOOR, NEW YORK, NY 10010)

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

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Rows include Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (sec. 401(a) or 408(a) trust), Form 990-T (trust other than above).

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

The books are in the care of HANA FUCHS, VP FINANCE. Telephone No. 212 689-9199 FAX No.

If the organization does not have an office or place of business in the United States, check this box

If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) 0. If this is for the whole group, check this box. If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 05/15, 2011. 5 For calendar year, or other tax year beginning 07/01, 2009, and ending 06/30, 2010. 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return, Final return, Change in accounting period. State in detail why you need the extension.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 8a \$ 8b \$ 8c \$

Signature and Verification

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

Signature: [Handwritten Signature] Title: CPA Date: 2/14/11 MITCHELL & TITUS, LLP ONE BATTERY PARK PLAZA NEW YORK, NY 10004 Form 8868 (Rev. 1-2011)

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

ATTACHMENT 3

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 exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 41,203,626. including grants of \$ 20,958,466.) (Revenue \$ _____)

TREATMENT: THIS PROGRAM INVOLVES PROVIDING FREE RECONSTRUCTIVE FACIAL SURGERY FOR INDIGENT CHILDREN WITH CLEFT DEFECTS WORLDWIDE.

4b (Code: _____) (Expenses \$ 1,423,596. including grants of \$ 233,107.) (Revenue \$ _____)

TRAINING: THESE PROGRAMS PROVIDE FREE CLEFT-RELATED TRAINING AND EDUCATION FOR DOCTORS AND MEDICAL PROFESSIONALS. SMILE TRAIN EMPOWERS LOCAL DOCTORS IN DEVELOPING COUNTRIES TO HELP THEMSELVES.

4c (Code: _____) (Expenses \$ 24,694,393. including grants of \$ _____) (Revenue \$ _____)

PUBLIC EDUCATION: THIS PROGRAM PROVIDES EDUCATIONAL MATERIALS ON CLEFT LIP AND PALATE FOR FREE TO ANYONE INTERESTED IN THIS BIRTH DEFECT.

4d Other program services. (Describe in Schedule O.)
(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 67,321,615.

Part IV Checklist of Required Schedules

Table with 3 main columns: Question, Yes, No. Rows 1-20 contain various questions about organizational activities and reporting requirements. Row 12A includes a sub-table with Yes/No columns.

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1a 20		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 32		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
3b			
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)?	X	
b	If "Yes," enter the name of the foreign country: <u>ATTACHMENT 4</u> See the instructions for exceptions and 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?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
6b			
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7c			
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7e			
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	X	
7f			
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7g			
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
7h			
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
8			
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
9b			
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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

Section A. Governing Body and Management

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed -> ATTACHMENT 5
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
[X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: -> GILBERT DOMFEH 41 MADISON AVENUE, 28TH FLOOR NEW YORK, NY 10010 212-689-9199

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

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

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

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

Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
CHARLES B. WANG CO-FOUNDER AND CHAIRMAN	1.00	X						0.	0.	0.
MARK E. ATKINSON BOARD MEMBER	1.00	X						0.	0.	0.
ROBERT T. BELL BOARD MEMBER	1.00	X						0.	0.	0.
DONALD B. MURPHY BOARD MEMBER	1.00	X						0.	0.	0.
ROBERT K. SMITS, ESQ. BOARD MEMBER	1.00	X						0.	0.	0.
SUSANNAH SCHAEFER BOARD MEMBER	1.00	X						0.	0.	0.
ROY REICHBACH BOARD MEMBER	1.00	X						0.	0.	0.
ARTHUR MCCARTHY BOARD MEMBER	1.00	X						0.	0.	0.
BRIAN MULLANEY CO-FOUNDER AND PRESIDENT	40.00	X		X				183,400.	91,000.	305,580.
DELOIS GREENWOOD VICE PRESIDENT	40.00			X				188,333.	71,422.	25,608.
HANA FUCHS VP- FINANCE AND ADMINISTRATION	40.00			X				202,000.	0.	14,893.
PRISCILLA MA VP- MARKETING	40.00			X				128,667.	57,833.	13,638.
SHELL XUE CHIEF PROGRAM OFFICER, CHINA	40.00				X			210,909.	0.	2,070.
KAREN LAZARUS MANAGER	40.00					X		170,000.	0.	25,146.
MICHELLE SINESKY MANAGER, DONOR RELATIONS	40.00					X		119,936.	0.	24,743.
TROY REINHART MANAGER, DATABASE	40.00					X		105,530.	0.	12,930.

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	102,277,208.				
	g Noncash contributions included in lines 1a-1f: \$		349,318.				
	h Total. Add lines 1a-1f ▶			102,277,208.			
Program Service Revenue	Business Code						
	2a _____						
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f ▶			0.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			1,859,573.			1,859,573.
	4 Income from investment of tax-exempt bond proceeds . . . ▶			0.			
	5 Royalties ▶			0.			
		(i) Real	(ii) Personal				
	6a Gross Rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) ▶			0.			
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory			80,244,723.			
	b Less: cost or other basis and sales expenses			79,001,588.			
	c Gain or (loss)			1,243,135.			
	d Net gain or (loss) ▶			1,243,135.			1,243,135.
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a						
	b Less: direct expenses b						
	c Net income or (loss) from fundraising events ▶			0.			
	9a Gross income from gaming activities. See Part IV, line 19 a						
	b Less: direct expenses b						
c Net income or (loss) from gaming activities ▶			0.				
10a Gross sales of inventory, less returns and allowances a							
b Less: cost of goods sold b							
c Net income or (loss) from sales of inventory ▶			0.				
Miscellaneous Revenue			Business Code				
11a OTHER INCOME		900099	297,493.			297,493.	
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d ▶			297,493.				
12 Total Revenue. See instructions ▶			105,677,409.	0.	0.	3,400,201.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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 U.S. See Part IV, line 21 . . .	257,500.	257,500.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	35,128,006.	35,128,006.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	1,418,097.	999,758.	70,905.	347,434.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	0.			
7 Other salaries and wages	1,494,136.	1,053,366.	74,707.	366,063.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	107,980.	76,126.	5,399.	26,455.
9 Other employee benefits	464,156.	327,230.	23,208.	113,718.
10 Payroll taxes	208,041.	146,669.	10,402.	50,970.
11 Fees for services (non-employees):				
a Management	0.			
b Legal	21,200.	16,642.	1,208.	3,350.
c Accounting	121,379.	95,282.	6,919.	19,178.
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17	0.			
f Investment management fees	247,098.		247,098.	
g Other	2,488,866.	1,953,760.	141,865.	393,241.
12 Advertising and promotion	10,768,512.	6,439,570.		4,328,942.
13 Office expenses	2,039,413.	1,437,786.	101,971.	499,656.
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	829,394.	584,722.	41,471.	203,201.
17 Travel	526,336.	394,752.	72,108.	59,476.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	908,067.	908,067.		
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization . . .	163,112.	114,994.	8,156.	39,962.
23 Insurance	0.			
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a <u>PRINTED PROGRAM MATERIAL</u>	29,075,894.	17,387,385.		11,688,509.
b -----				
c -----				
d -----				
e -----				
f All other expenses -----				
25 Total functional expenses. Add lines 1 through 24f	86,267,187.	67,321,615.	805,417.	18,140,155.
26 Joint Costs. Check here <input checked="" type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	12,157,360.	8,414,405.	0.	3,742,955.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2,991,704.	1	3,075,881.
	2 Savings and temporary cash investments	7,755,743.	2	10,235,602.
	3 Pledges and grants receivable, net	1,000,000.	3	172,471.
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	266,141.	9	0.
	10 a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,212,840.		
	b Less: accumulated depreciation	10b 910,645.	282,364.	10c 302,195.
	11 Investments - publicly traded securities	101,730,111.	11	128,390,810.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	28,449.	15	3,175,044.
16 Total assets. Add lines 1 through 15 (must equal line 34)	114,054,512.	16	145,352,003.	
Liabilities	17 Accounts payable and accrued expenses	1,021,833.	17	2,174,893.
	18 Grants payable	9,171,325.	18	9,495,073.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D		25	71,336.
	26 Total liabilities. Add lines 17 through 25	10,193,158.	26	11,741,302.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	88,526,078.	27	118,698,063.
	28 Temporarily restricted net assets	15,335,276.	28	14,912,638.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	103,861,354.	33	133,610,701.	
34 Total liabilities and net assets/fund balances	114,054,512.	34	145,352,003.	

Part XI Financial Statements and Reporting

	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?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Form **990** (2009)

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	43,917,066.	81,586,328.	105,419,602.	90,515,672.	102,277,208.	423,715,876.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	43,917,066.	81,586,328.	105,419,602.	90,515,672.	102,277,208.	423,715,876.
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).						
6 Public support. Subtract line 5 from line 4.						423,715,876.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	43,917,066.	81,586,328.	105,419,602.	90,515,672.	102,277,208.	423,715,876.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,630,123.	2,540,086.	1,468,883.	1,321,088.	1,859,573.	8,819,753.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	2,868,234.	46,664.	265,861.	452,187.	297,493.	3,930,439.
11 Total support. Add lines 7 through 10						436,466,068.
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 section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	97.08 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	92.35 %
16a 33 1/3 % support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3 % support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10 a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19 a 33 1/3 % support tests - 2009. 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 - 2008. 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 explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2005	2006	2007	2008	2009	TOTAL
OTHER REVENUE	2,868,234.	46,664.	265,861.	452,187.	297,493.	3,930,439.
TOTALS	<u>2,868,234.</u>	<u>46,664.</u>	<u>265,861.</u>	<u>452,187.</u>	<u>297,493.</u>	<u>3,930,439.</u>

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Attach to Form 990. See separate instructions.

Name of the organization SMILE TRAIN, INC.

Employer identification number 13-3661416

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

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

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

Table with 2 columns: Held at the End of the Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution..., 3 Number of conservation easements modified..., 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours devoted to monitoring..., 7 Amount of expenses incurred..., 8 Does each conservation easement reported on line 2(d) above satisfy the requirements..., 9 In Part XIV, describe how the organization reports conservation easements...

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

Table with 2 columns: Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116, not to report..., 1b If the organization elected, as permitted under SFAS 116, to report..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a Revenues included..., b Assets included...

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XI V and complete the following table:
- | | Amount |
|---|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XI V.

Part V Endowment Funds. Complete if 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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment ▶ _____ %
 - b Permanent endowment ▶ _____ %
 - c Term endowment ▶ _____ %
- 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) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		127,180.	127,180.	0.
d Equipment		905,724.	658,595.	247,129.
e Other		179,935.	124,869.	55,066.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				302,195.

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1
2	Total expenses (Form 990, Part IX, column (A), line 25)	2
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3
4	Net unrealized gains (losses) on investments	4
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV.)	8
9	Total adjustments (net). Add lines 4 through 8	9
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments	2a
b	Donated services and use of facilities	2b
c	Recoveries of prior year grants	2c
d	Other (Describe in Part XIV.)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV.)	4b
c	Add lines 4a and 4b	4c
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a	Donated services and use of facilities	2a
b	Prior year adjustments	2b
c	Other losses	2c
d	Other (Describe in Part XIV.)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV.)	4b
c	Add lines 4a and 4b	4c
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XIV Supplemental Information *(continued)*

Part IV Supplemental Information

Complete this part to provide the information required in Part I, line 2, and any additional information.

ORGANIZATION'S PROCEDURES FOR MONITORING USE OF GRANT FUNDS OUTSIDE THE US

 SCHEDULE F, PART IV

 THE GRANT BENEFICIARY MUST UPLOAD THE SURGERIES THAT HAVE BEEN PERFORMED

 ON THE SECURE DATABASE WEBSITE: WWW.SMILETRAINEXPRESS.ORG, WITHIN ONE

 MONTH FROM THE PERFORMANCE OF THE SURGERY. THIS INFORMATION IS REVIEWED

 DAILY BY THE PROGRAM MANAGEMENT FOR APPROVAL. THE PROGRAM DEPARTMENT

 MAKES A RECOMMENDATION TO THE VP OF FINANCE TO CONTINUE THE GRANT PAYMENT

 DUE TO THE GRANTEES. ALL GRANTEES ARE REQUIRED TO SUBMIT A FINAL GRANT

 REPORT UPON COMPLETION OF THE REQUIREMENTS.

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			NORTH AMERICA	EDUCATION	19,924.	CHECK/WIRE			
			SOUTH AMERICA	EDUCATION	37,625.	CHECK/WIRE			
			SOUTH ASIA	EDUCATION	137,901.	CHECK/WIRE			
			SUB-SAHARAN AFRICA	EDUCATION	465,487.	CHECK/WIRE			
			CENT. AMERICA/CARIBBEAN	TREATMENT	84,750.	CHECK/WIRE			
			EAST ASIA/PACIFIC	TREATMENT	10,000.	CHECK/WIRE			
			MIDDLE EAST/NORTH AFRICA	TREATMENT	67,985.	CHECK/WIRE			
			SOUTH ASIA	TREATMENT	33,525.	CHECK/WIRE			
			SUB-SAHARAN AFRICA	TREATMENT	175,740.	CHECK/WIRE			
			EAST ASIA/PACIFIC	VOLUNTEER	11,000.	CHECK/WIRE			
			SOUTH AMERICA	VOLUNTEER	6,000.	CHECK/WIRE			
			SOUTH ASIA	VOLUNTEER	18,795.	CHECK/WIRE			
			SUB-SAHARAN AFRICA	VOLUNTEER	21,000.	CHECK/WIRE			
			EAST ASIA/PACIFIC	TREATMENT	2,568,125.	CHECK/WIRE			
			EUROPE/ICELAND/GREENLAND	TREATMENT	15,000.	CHECK/WIRE			
			MIDDLE EAST/NORTH AFRICA	TREATMENT	15,000.	CHECK/WIRE			
			NORTH AMERICA	TREATMENT	45,000.	CHECK/WIRE			
			RUSSIA	TREATMENT	90,000.	CHECK/WIRE			
			SOUTH AMERICA	TREATMENT	295,000.	CHECK/WIRE			

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			SOUTH ASIA	TREATMENT	319,943.	CHECK/WIRE			
			SUB-SAHARAN AFRICA	TREATMENT	645,000.	CHECK/WIRE			
			EAST ASIA/PACIFIC	AWARENESS	95,565.	CHECK/WIRE			
			SOUTH ASIA	AWARENESS	94,615.	CHECK/WIRE			
			SUB-SAHARAN AFRICA	AWARENESS	18,871.	CHECK/WIRE			
			CENT. AMERICA/CARIBBEAN	EQUIPMENT	15,000.	CHECK/WIRE			
			EAST ASIA/PACIFIC	EQUIPMENT	364,250.	CHECK/WIRE			
			SUB-SAHARAN AFRICA	EQUIPMENT	211,796.	CHECK/WIRE			
			SUB-SAHARAN AFRICA	AWARENESS	49,115.	CHECK/WIRE			
			SUB-SAHARAN AFRICA	TREATMENT	35,700.	CHECK/WIRE			
			SOUTH ASIA	VEHICLES	41,200.	CHECK/WIRE			
			SUB-SAHARAN AFRICA	VEHICLES	201,584.	CHECK/WIRE			
			EAST ASIA/PACIFIC	TREATMENT	125,000.	CHECK/WIRE			
			SOUTH ASIA	TREATMENT	620,849.	CHECK/WIRE			
			SUB-SAHARAN AFRICA	TREATMENT	175,453.	CHECK/WIRE			
			CENT. AMERICA/CARIBBEAN	SUPPORT	201,683.	CHECK/WIRE			
			SOUTH ASIA	SUPPORT	2,906,385.	CHECK/WIRE			
			SUB-SAHARAN AFRICA	SUPPORT	45,000.	CHECK/WIRE			
			SOUTH AMERICA	TREATMENT	175,750.	CHECK/WIRE			

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

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

SCHEDULE I, PART IV

ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS OUTSIDE THE US

GRANT RECIPIENTS ARE REQUIRED TO SUBMIT FINAL GRANT REPORTS DESCRIBING

OUTCOMES AND HOW FUNDS WERE USED. GRANT RECIPIENTS ARE REQUIRED TO USE

FUNDS ONLY FOR DIRECT PROGRAM COSTS AND KEEP SEPARATE ACCOUNTING RECORDS

OF SMILE TRAIN GRANTS; SMILE TRAIN UNDERTAKES PERIODIC FINANCIAL AUDITS

TO ENSURE ACCURACY OF THESE RECORDS.

ADDITIONALLY, ORGANIZATIONS RECEIVING SURGICAL GRANTS MUST UPLOAD PATIENT

RECORDS WITH PRE AND POST OPERATIVE PHOTOS FOR EVERY SURGERY PERFORMED

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

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

 WITH SMILE TRAIN FUNDING TO WWW.SMILETRAINEXPRESS.ORG, SMILE TRAIN'S

 ONLINE PATIENT RECORD DATABASE. PATIENT RECORDS ARE REVIEWED DAILY BY

 SMILE TRAIN STAFF FOR COMPLETENESS AND ACCURACY, AND A MEMBER OF THE

 SMILE TRAIN MEDICAL ADVISORY BOARD REVIEWS RECORDS FOR MEDICAL QUALITY.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

SMILE TRAIN, INC.

Employer identification number

13-3661416

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 checked="" 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 type="checkbox"/> | Discretionary spending account | <input type="checkbox"/> | Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a is 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 organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | | | |
|-------------------------------------|-------------------------------------|-------------------------------------|---|
| <input checked="" type="checkbox"/> | Compensation committee | <input type="checkbox"/> | Written employment contract |
| <input checked="" type="checkbox"/> | Independent compensation consultant | <input checked="" type="checkbox"/> | Compensation survey or study |
| <input 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 section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2009

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
DELOIS GREENWOOD	(i)	188,333.	0.	0.	0.	25,608.	213,941.
	(ii)	0.	0.	71,422.	0.	0.	71,422.
SHELL XUE	(i)	210,909.	0.	0.	0.	2,070.	212,979.
	(ii)	0.	0.	0.	0.	0.	0.
HANA FUCHS	(i)	202,000.	0.	0.	0.	14,893.	216,893.
	(ii)	0.	0.	0.	0.	0.	0.
PRISCILLA MA	(i)	128,667.	0.	0.	0.	13,638.	142,305.
	(ii)	0.	0.	57,833.	0.	0.	57,833.
KAREN LAZARUS	(i)	170,000.	0.	0.	0.	25,146.	195,146.
	(ii)	0.	0.	0.	0.	0.	0.
BRIAN MULLANEY	(i)	183,400.	0.	0.	266,000.	39,580.	488,980.
	(ii)	0.	0.	91,000.	0.	0.	91,000.
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 1A

BRIAN MULLANEY'S TRAVEL EXPENSES GENERALLY INCLUDED FIRST CLASS AIRFARE.

DELOIS GREENWOOD RECEIVED THE USE OF A RENTAL APARTMENT IN NEW YORK

CITY.

FOR THE BENEFITS LISTED ABOVE, CORRECTED W-2'S ARE NOW BEING PREPARED TO

TREAT THESE BENEFITS AS TAXABLE COMPENSATION TO THE LISTED INDIVIDUALS.

SCHEDULE J, PART 1, LINE 7

NON-FIXED PAYMENT WAS A DISCRETIONARY BONUS APPROVED BY THE COMPENSATION

COMMITTEE OF THE BOARD OF DIRECTORS PAYABLE TO BRIAN MULLANEY.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2009

Open To Public Inspection

Name of the organization SMILE TRAIN, INC.	Employer identification number 13-3661416
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Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No

Total ▶ \$ _____

Part III Grants or Assistance Benefitting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

Part IV Business Transactions Involving Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
NEULION, INC	CHAIRMAN	108,000.	IT FEES		X
FREAKONOMICS CONSULTING GROUP	BOARD OF GOVERNORS	236,000.	CONSULTING FEES		X
BROWN BROTHERS HARRIMAN	BOARD MEMBER	247,098.	INVESTMENT MANAGEMENT FEES		X
SPENCER STUART	BOARD OF GOVERNORS	93,422.	SEARCH FIRM FEES		X
SALANS ATTORNEYS	BOARD MEMBER	7,953.	LEGAL FEES		X
GREATEST GOOD LLC	BOARD OF GOVERNORS	60,000.	CONSULTING FEES		X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule L (Form 990 or 990-EZ) 2009

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2009

Open To Public Inspection

Name of the organization

SMILE TRAIN, INC.

Employer identification number

13-3661416

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art				
2 Art-Historical treasures				
3 Art-Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities-Publicly traded	X	11,114	349,318.	FMV
10 Securities-Closely held stock				
11 Securities-Partnership, LLC, or trust interests				
12 Securities-Miscellaneous				
13 Qualified conservation contribution-Historic structures				
14 Qualified conservation contribution-Other				
15 Real estate-Residential				
16 Real estate-Commercial				
17 Real estate-Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶(_____)				
26 Other ▶(_____)				
27 Other ▶(_____)				
28 Other ▶(_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 0

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

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

Schedule M (Form 990) 2009

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

SMILE TRAIN, INC.

Supplemental Information to Form 990

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

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Employer identification number

13-3661416

ATTACHMENT 2

FORM 990, PART VI, LINE 11A

SEVERAL BOARD MEMBERS, INCLUDING THE CHAIRMAN OF THE AUDIT COMMITTEE,
HAVE REVIEWED THE FORM 990.

FORM 990, PART VI, LINE 12C

IN ORDER TO ASSIST THE ORGANIZATION IN IDENTIFYING POTENTIAL COVERED
TRANSACTIONS, EACH COVERED PERSON ANNUALLY COMPLETES A CONFLICT OF
INTEREST QUESTIONNAIRE PROVIDED BY THE ORGANIZATION, AND ALSO UPDATES
SUCH QUESTIONNAIRE AS NECESSARY TO REFLECT CHANGES DURING THE COURSE OF
THE YEAR. COMPLETED QUESTIONNAIRES ARE AVAILABLE FOR INSPECTION BY ANY
BOARD MEMBER AND MAY BE REVIEWED BY THE ORGANIZATION'S LEGAL COUNSEL. THE
VP OF FINANCE AND THE FISCAL DEPARTMENT MONITORS NEW CONTRACTS AND
INVOICE PAYMENTS TO ENSURE THAT THESE POLICIES ARE ADHERED TO.

FORM 990, PART VI, LINE 15A

THE BOARD OF DIRECTORS UTILIZES THE SERVICES OF INDEPENDENT COMPENSATION
CONSULTANTS TO PROVIDE COMPARATIVE DATA AND TO OPINE ON THE
REASONABLENESS OF THE CEO AND OTHER KEY EMPLOYEES' COMPENSATION AS WELL
AS TOP EXECUTIVES. THE CEO RECUSES HIMSELF FROM ALL DELIBERATIONS AND
DECISION-MAKING REGARDING HIS COMPENSATION.

FORM 990, PART VI, LINE 15B

THE COMPENSATION OF KEY EMPLOYEES ARE PROPOSED BY THE DEPARTMENT HEADS
AND APPROVED BY THE PRESIDENT/CEO. THE PRESIDENT ALSO USES COMPARATIVE

Name of the organization SMILE TRAIN, INC.	Employer identification number 13-3661416
---	--

ATTACHMENT 2 (CONT'D)

COMPENSATION DATA FROM OUTSIDE SOURCES. BI-ANNUALLY, AN OUTSIDE

COMPENSATION CONSULTANT IS RETAINED TO OPINE ON COMPENSATION OF THE TOP 5
HIGHEST PAID EXECUTIVES.

FORM 990, PART VI, LINE 19

FINANCIAL STATEMENTS ARE POSTED ON OUR WEBSITE (WWW.SMILETRAIN.ORG). WE
ALSO PROVIDE COPIES OF DOCUMENTS TO THE PUBLIC UPON REQUEST. DOCUMENTS
ARE ALSO AVAILABLE FOR INSPECTION AT OUR HEADQUARTER OFFICES IN NEW YORK
CITY.

FORM 990, SCHEDULE R, PART II, COLUMN B

BOTH UK AND CANADA'S OBJECTIVES ARE CONGRUENT WITH SMILE TRAIN'S MISSION.
THESE OBJECTIVES ARE ACHIEVED THROUGH AN ONGOING MARKETING CAMPAIGN USED
TO RAISE AWARENESS AND RECEIVE DONATIONS WITHIN THE UNITED KINGDOM AND
CANADA. DONATIONS FOR PROGRAM COST ARE THEN MADE TO SMILE TRAIN, WHICH
HAS THE INFRASTRUCTURE IN PLACE TO DIRECTLY MEET THE CHARITY'S
OBJECTIVES.

FORM 990, PART VI, LINE 2

OFFICER, DIRECTOR AND KEY EMPLOYEES BUSINESS AND FAMILY RELATIONSHIPS
TWO MEMBERS OF THE BOARD OF DIRECTORS, ROBERT T. BELL IS A CONSULTANT TO,
AND SUSANNAH SCHAEFER IS AN EMPLOYEE OF ENTITIES CONTROLLED BY THE
CHAIRMAN OF THE BOARD, CHARLES B. WANG.

TWO MEMBERS OF THE BOARD OF DIRECTORS, ARTHUR MCCARTHY AND ROY E.
REICHBACH ARE EMPLOYEES OF A RELATED PARTY NEULION, INC. AND PROVIDE
CONSULTING SERVICES TO ENTITIES CONTROLLED BY THE CHAIRMAN.

Name of the organization SMILE TRAIN, INC.	Employer identification number 13-3661416
---	--

ATTACHMENT 2 (CONT'D)

A MEMBER OF THE BOARD OF GOVERNORS, JOSEPH E. MULLANEY IS THE FATHER OF
THE PRESIDENT AND CO-FOUNDER BRIAN MULLANEY.

ATTACHMENT 3

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

SMILE TRAIN, INC.'S PRIMARY PURPOSE IS HELPING CHILDREN BORN WITH
CLEFT LIP AND PALATE. ITS MISSION IS PROVIDING FREE TREATMENT FOR
CHILDREN IN NEED WORLDWIDE, TRAINING AND EDUCATION FOR DOCTORS AND
SUPPORTING RESEARCH EFFORTS AIMED AT FINDING A CURE OR WAYS OF
PREVENTING CLEFTS.

ATTACHMENT 4

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

UNITED KINGDOM

CANADA

ATTACHMENT 5

FORM 990, PART VI, LINE 17 - STATES

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

FL, GA, HI, IL, KS, KY, ME, MD, MA, MI,

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

RI, SC, TN, UT, VA, WA, WV, WI,

ATTACHMENT 6

Name of the organization SMILE TRAIN, INC.	Employer identification number 13-3661416
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ATTACHMENT 6 (CONT'D)

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
TARGET MARKETTEAM 1050 CROWN POINTE PARKWAY ATLANTA, GA 30338	MARKETING CONSULTING	248,000.
BROWN BROTHERS HARRIMAN 140 BROADWAY NEW YORK, NY 10005	INVESTMENT MGT FEES	247,098.
FREAKONOMICS CONSULTING GROUP 5622 S WOODLAWN AVENUE CHICAGO, IL 60637	MARKETING CONSULTING	236,000.
KOALA DESIGN 50 PARK AVENUE, 18E NEW YORK, NY 10016	MARKETING CONSULTING	120,000.
NEULION, INC 1600 OLD COUNTRY ROAD - SUITE 101 PLAINVIEW, NY 11803	IT CONSULTING	108,000.
	TOTAL COMPENSATION	<u>959,098.</u>

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2009

**Open to Public
Inspection**

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

Name of the organization

SMILE TRAIN, INC.

Employer identification number

13-3661416

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
THE SMILE TRAIN UK 2-6 CANNON STREET EC4M 6YH LONDON, UK	SEE SCH O	UK	N/A		N/A
THE SMILE TRAIN CANADA 4915 BATHURST STREET, UNIT 209 TORONTO, ONTARIO CA	SEE SCH O	CA	N/A		N/A

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

Schedule R (Form 990) 2009

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

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

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

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

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

