

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)

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 2012 calendar year, or tax year beginning 07/01, 2012, and ending 06/30, 2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization SMILE TRAIN, INC.			D Employer identification number 13-3661416	
	Doing Business As			E Telephone number (212) 689-9199	
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite		
	41 MADISON AVENUE City or town, state or country, and ZIP + 4 NEW YORK, NY 10010				
F Name and address of principal officer: SUSANNAH SCHAEFER 41 MADISON AVENUE NEW YORK, NY 10010			H(a) Is this a group return for affiliates? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
			H(b) Are all affiliates included? Yes <input type="checkbox"/> No <input type="checkbox"/> If "No," attach a list. (see instructions)		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number ▶		
J Website: ▶ WWW.SMILETRAIN.ORG			L Year of formation: 1992 M State of legal domicile: NY		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶					

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SMILE TRAIN, INC.'S MISSION IS TO PROVIDE FREE CLEFT SURGERY FOR CHILDREN IN DEVELOPING COUNTRIES SUFFERING FROM CLEFTS AND TO PROVIDE FREE CLEFT-RELATED TRAINING FOR DOCTORS & MEDICAL PERSONNEL		
	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 individuals employed in calendar year 2012 (Part V, line 2a)	5	39.
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total gross 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)	94,694,130.	90,055,763.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	9,754,737.	8,488,245.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	104,805,816.	98,974,055.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	39,908,019.	48,796,370.
	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)	4,721,693.	5,694,509.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	816,528.	1,382,311.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 17,380,312.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	47,654,291.	27,436,537.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	93,100,531.	83,309,727.
19 Revenue less expenses. Subtract line 18 from line 12	11,705,285.	15,664,328.	
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)	205,068,786.	230,834,813.
	22 Net assets or fund balances. Subtract line 21 from line 20.	9,221,572.	7,403,597.
		195,847,214.	223,431,216.

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		
	SUSANNAH SCHAEFER		EXECUTIVE VICE CHAIR AND CEO		
Type or print name and title					
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	SCOTT THOMPSETT				P00741490
	Firm's name ▶ GRANT THORNTON LLP	EIN ▶ 36-6055558			
Firm's address ▶ 666 THIRD AVENUE NEW YORK, NY 10017-4057		Phone no. ▶ 212-599-0100			
May the IRS discuss this return with the preparer shown above? (see instructions)					<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ATTACHMENT 1

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 \$ 53,778,501. including grants of \$ 47,432,998.) (Revenue \$)

ATTACHMENT 2

4b (Code:) (Expenses \$ 7,958,696. including grants of \$ 438,748.) (Revenue \$)

ATTACHMENT 3

4c (Code:) (Expenses \$ 1,767,308. including grants of \$ 1,147,682.) (Revenue \$)

ATTACHMENT 4

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

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 63,504,505.

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>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>	X	
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>		X
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>		X
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>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
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>	X	
12 a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
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>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14 a Did the organization maintain an office, employees, or agents outside of the United States?	X	
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>	X	
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>	X	
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>		X
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>	X	
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>		X
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>		X
20 a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
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)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

Section A. Governing Body and Management

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

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

Table with 3 columns: Question, Yes, No. Rows include questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15, 15a, 15b, 16a, 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 (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: BEATRIZ GONZALEZ DAY 41 MADISON AVENUE NEW YORK, NY 10010 212-689-9199

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CHARLES B WANG CO-FOUNDER AND CHAIRMAN	4.00	X					0	0	0	
(2) ROBERT T. BELL BOARD MEMBER	5.00	X					0	0	0	
(3) MICHAEL DOWLING BOARD MEMBER	1.00	X					0	0	0	
(4) ED GOREN BOARD MEMBER	1.00	X					0	0	0	
(5) ARTHUR J. MCCARTHY BOARD MEMBER	4.00	X					0	0	0	
(6) ROY E REICHBACH SECRETARY	5.00	X		X			0	0	0	
(7) RICHARD RUDERMAN BOARD MEMBER	3.00	X					0	0	0	
(8) ROBERT K. SMITS ESQ. BOARD MEMBER	1.00	X					0	0	0	
(9) SUSANNAH SCHAEFER EXECUTIVE VICE CHAIR AND CEO	40.00	X		X			0	0	0	
(10) PRISCILLA MA (THRU 4/22/13) EXECUTIVE DIRECTOR	40.00			X			312,501.	0	28,881.	
(11) ROBERT TOTH CHIEF OPERATING OFFICER	40.00			X			264,050.	0	41,937.	
(12) SATISH KALRA CHIEF PROGRAMS OFFICER	40.00			X			281,750.	0	13,873.	
(13) BRIAN DEARTH SR VP/CHIEF MKT (THRU 9/30/12)	40.00			X			300,206.	0	109,249.	
(14) DR. SHELL XUE SR VP & DIRECTOR REGIONAL PROG	40.00			X			279,522.	0	27,895.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) GILBERT DOMFEH ----- VP OF FINANCE	40.00			X			200,300.	0	54,712.	
(16) JILL WOODCOME ----- VP OF PROGRAMS (THRU 8/23/12)	40.00			X			131,746.	0	32,317.	
(17) TROY REINHART ----- VP DONOR & COMMUNITY RELATIONS	40.00					X	143,500.	0	21,135.	
(18) BEATRIZ GONZALEZ DAY ----- COMPTROLLER	40.00					X	135,612.	0	32,213.	
(19) SHARON SHEER ----- HR MANAGER (THRU 2/17/13)	24.00					X	132,500.	0	20,570.	
(20) DR. MOHAMED FAKHRELDIN ----- REGIONAL DIRECTOR -MIDDLE EAST	40.00					X	178,124.	0	0	
(21) DR. GITHINJI GITAH ----- REGIONAL DIRECTOR - AFRICA	40.00					X	193,431.	0	0	
1b Sub-total							1,438,029.	0	221,835.	
c Total from continuation sheets to Part VII, Section A							1,115,213.	0	160,947.	
d Total (add lines 1b and 1c)							2,553,242.	0	382,782.	

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 6		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 17

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 90,055,763.				
	g Noncash contributions included in lines 1a-1f: \$	473,456.				
	h Total. Add lines 1a-1f		90,055,763.			
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)		3,936,142.			3,936,142.
	4 Income from investment of tax-exempt bond proceeds		0			
	5 Royalties		430,047.			430,047.
		(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					
	b Less: cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)		4,552,103.			4,552,103.
	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 _____						
b _____						
c _____						
d All other revenue						
e Total. Add lines 11a-11d		0				
12 Total revenue. See instructions		98,974,055.			8,918,292.	

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

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,752,013.	1,752,013.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	47,044,357.	47,044,357.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,459,610.	808,543.	388,744.	262,323.
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	3,090,708.	903,647.	544,610.	1,642,451.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	152,458.	57,367.	31,272.	63,819.
9 Other employee benefits	717,468.	269,968.	147,166.	300,334.
10 Payroll taxes	274,265.	103,200.	56,257.	114,808.
11 Fees for services (non-employees):				
a Management	651,519.	651,519.		
b Legal	1,041,717.	846,564.	62,658.	132,495.
c Accounting	179,397.	145,789.	10,791.	22,817.
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	1,382,311.			1,382,311.
f Investment management fees	792,757.		792,757.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	1,640,779.	1,333,399.	98,691.	208,689.
12 Advertising and promotion	5,996,687.	750,380.		5,246,307.
13 Office expenses	974,406.	641,196.	106,983.	226,227.
14 Information technology	351,955.	286,020.	21,170.	44,765.
15 Royalties	0			
16 Occupancy	1,038,091.	637,439.	128,638.	272,014.
17 Travel	723,815.	699,519.	7,798.	16,498.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	67,426.	65,163.	726.	1,537.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	120,147.	71,854.	15,505.	32,788.
23 Insurance	15,225.	5,729.	3,123.	6,373.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>PRINTED PROGRAM MATERIAL</u>	13,592,921.	6,206,125.		7,386,796.
b <u>REPAIRS & MAINTENANCE</u>	125,335.	100,354.	8,021.	16,960.
c <u>MEDICAL ADVISORY BOARD</u>	124,360.	124,360.		
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	83,309,727.	63,504,505.	2,424,910.	17,380,312.
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 checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	19,049,429.	9,086,717.		9,962,712.

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	6,613,040.	1	2,549,888.
	2 Savings and temporary cash investments	20,068,929.	2	11,803,051.
	3 Pledges and grants receivable, net	429,437.	3	306,535.
	4 Accounts receivable, net	0	4	0
	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	0	8	0
	9 Prepaid expenses and deferred charges	1,903,044.	9	1,607,551.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,668,328.		
	b Less: accumulated depreciation	10b 1,370,217.	152,589.	10c 298,111.
	11 Investments - publicly traded securities	175,156,100.	11	210,323,882.
	12 Investments - other securities. See Part IV, line 11	269,831.	12	3,919,247.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	475,816.	15	26,548.
16 Total assets. Add lines 1 through 15 (must equal line 34)	205,068,786.	16	230,834,813.	
Liabilities	17 Accounts payable and accrued expenses	2,396,631.	17	2,028,752.
	18 Grants payable	6,707,101.	18	5,240,947.
	19 Deferred revenue	0	19	0
	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	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	117,840.	25	133,898.
	26 Total liabilities. Add lines 17 through 25	9,221,572.	26	7,403,597.
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	193,943,144.	27	222,654,267.
	28 Temporarily restricted net assets	1,904,070.	28	776,949.
	29 Permanently restricted net assets	0	29	0
	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	195,847,214.	33	223,431,216.
34 Total liabilities and net assets/fund balances	205,068,786.	34	230,834,813.	

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	98,974,055.
2	Total expenses (must equal Part IX, column (A), line 25)	2	83,309,727.
3	Revenue less expenses. Subtract line 2 from line 1	3	15,664,328.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	195,847,214.
5	Net unrealized gains (losses) on investments	5	11,134,424.
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	785,250.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	223,431,216.

Part XII Financial Statements and Reporting

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

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

Name of the organization

SMILE TRAIN, INC.

Employer identification number

13-3661416

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	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2012

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

Section A. Public Support

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

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities, 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.) ATCH. 1; 11 Total support. Add lines 7 through 10.

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

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) 14 96.93%; 15 Public support percentage from 2011 Schedule A, Part II, line 14 15 97.52%; 16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization X; 16b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization; 17a 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 17b 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

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

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

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
OTHER INCOME	452,187.	297,493.	28,537.	44,769.		822,986.
TOTALS	<u>452,187.</u>	<u>297,493.</u>	<u>28,537.</u>	<u>44,769.</u>		<u>822,986.</u>

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990. See separate instructions.

Name of the organization

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 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number, aggregate contributions, aggregate grants, aggregate value, and two Yes/No questions regarding donor advisement.

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

Table with 3 columns: Line number, Description, Held at the End of the Tax Year. Includes questions about purpose of easements, number of easements, acreage, and monitoring expenses.

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 3 columns: Line number, Description, Amount. Includes questions about reporting works of art and historical treasures.

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

Schedule D (Form 990) 2012

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

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

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

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

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

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

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

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

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

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

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a Beginning of year balance, 1b Contributions, 1c Net investment earnings, gains, and losses, 1d Grants or scholarships, 1e Other expenditures for facilities and programs, 1f Administrative expenses, 1g End of year balance.

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

- a Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b

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

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

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

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include (1) Financial derivatives, (2) Closely-held equity interests, (3) Other (A-I), and Total.

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

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

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

Table with 2 columns: (a) Description, (b) Book value. Rows (1) through (10) and Total.

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

Table with 2 columns: (a) Description of liability, (b) Book value. Rows include (1) Federal income taxes, (2) DEFERRED RENT, (3) DUE TO AFFILIATES, (4) through (11), and Total.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include description, sub-row identifier, amount, and final total. Total revenue reported as 98,974,055.

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include description, sub-row identifier, amount, and final total. Total expenses reported as 83,309,727.

Part XIII Supplemental Information

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

SEE PAGE 5

Multiple horizontal dashed lines provided for entering supplemental information.

Part XIII Supplemental Information (continued)

PART X, LINE 2

INCOME TAX

SMILE TRAIN FOLLOWS GUIDANCE THAT CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN, INCLUDING ISSUES RELATING TO FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT. THIS GUIDANCE PROVIDES THAT THE TAX EFFECTS FROM AN UNCERTAIN TAX POSITION CAN ONLY BE RECOGNIZED IN THE COMBINED FINANCIAL STATEMENTS IF THE POSITION IS "MORE-LIKELY-THAN-NOT" TO BE SUSTAINED IF THE POSITION WERE TO BE CHALLENGED BY A TAXING AUTHORITY. THE ASSESSMENT OF THE TAX POSITION IS BASED SOLELY ON THE TECHNICAL MERITS OF THE POSITION, WITHOUT REGARD TO THE LIKELIHOOD THAT THE TAX POSITION MAY BE CHALLENGED.

SMILE TRAIN IS EXEMPT FROM INCOME TAX UNDER IRC SECTION 501(C)(3), THOUGH IT IS SUBJECT TO TAX ON INCOME UNRELATED TO ITS EXEMPT PURPOSE, UNLESS THAT INCOME IS OTHERWISE EXCLUDED BY THE CODE. SMILE TRAIN HAS PROCESSES PRESENTLY IN PLACE TO ENSURE THE MAINTENANCE OF ITS TAX-EXEMPT STATUS; TO IDENTIFY AND REPORT UNRELATED INCOME; TO DETERMINE ITS FILING AND TAX OBLIGATIONS IN JURISDICTIONS FOR WHICH IT HAS NEXUS; AND TO IDENTIFY AND EVALUATE OTHER MATTERS THAT MAY BE CONSIDERED TAX POSITIONS. THE TAX YEARS ENDING 2010, 2011 AND 2012 ARE STILL OPEN TO AUDIT FOR BOTH FEDERAL AND STATE PURPOSES. SMILE TRAIN HAS DETERMINED THAT THERE ARE NO MATERIAL UNCERTAIN TAX POSITIONS THAT REQUIRE RECOGNITION OR DISCLOSURE IN THE COMBINED FINANCIAL STATEMENTS.

Part XIII Supplemental Information (continued)

FORM 990, SCHEDULE D, PART XI, LINE 2D

OTHER CHANGES IN REVENUE

GAIN/(LOSS) IN CURRENCY TRANSLATIONS	(68,300)
RELEASE OF POTENTIAL LEGAL LIABILITIES	736,074
RATE REDUCTIONS AND ACCOUNTS PAYABLE WRITEOFFS	117,476

TOTAL	785,250
	=====

FORM 990, SCHEDULE D, PARTS XI & XII

CONSOLIDATED FINANCIAL STATEMENTS

SMILE TRAIN DOES NOT RECEIVE STANDALONE FINANCIAL STATEMENTS; ITS OPERATIONS ARE CONSOLIDATED WITH AFFILIATED ORGANIZATIONS. THE PARTS XI AND XII RECONCILIATIONS ON SCHEDULE D TIE BACK TO SMILE TRAIN, INC.'S FINANCIAL INFORMATION IN THE SUPPLEMENTARY INFORMATION SECTION OF THE AUDITED FINANCIAL STATEMENTS AND NOT TO THE CONSOLIDATED NUMBERS.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

SMILE TRAIN, INC.

Employer identification number

13-3661416

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	TREATMENT / TRAINING	150,400.
(2) EAST ASIA AND THE PACIFIC	2.	11.	PROGRAM SERVICES	TREATMENT / TRAINING	23,904,119.
(3) EUROPE			PROGRAM SERVICES	TREATMENT / TRAINING	78,360.
(4) MIDDLE EAST AND NORTH AFRICA		2.	PROGRAM SERVICES	TREATMENT / TRAINING	323,730.
(5) NORTH AMERICA		1.	PROGRAM SERVICES	TREATMENT / TRAINING	528,142.
(6) RUSSIA/INDEPENDENT STATES			PROGRAM SERVICES	TREATMENT / TRAINING	179,175.
(7) SOUTH AMERICA		1.	PROGRAM SERVICES	TREATMENT / TRAINING	1,544,371.
(8) SOUTH ASIA		8.	PROGRAM SERVICES	TREATMENT / TRAINING	16,255,875.
(9) SUB-SAHARAN AFRICA	1.	4.	PROGRAM SERVICES	TREATMENT / TRAINING	3,109,330.
(10) NORTH AMERICA			GRANTMAKING		970,855.
(11) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		129,066.
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	3.	27.			47,173,423.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	3.	27.			47,173,423.

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

Schedule F (Form 990) 2012

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EAST ASIA/PACIFIC		17,668,801.	CHECK/WIRE			
(2)			EAST ASIA/PACIFIC		820,400.	CHECK/WIRE			
(3)			SOUTH ASIA		764,714.	CHECK/WIRE			
(4)			SOUTH ASIA		504,228.	CHECK/WIRE			
(5)			SOUTH ASIA		481,556.	CHECK/WIRE			
(6)			SOUTH ASIA		442,550.	CHECK/WIRE			
(7)			SOUTH ASIA		390,244.	CHECK/WIRE			
(8)			SOUTH ASIA		325,820.	CHECK/WIRE			
(9)			SOUTH ASIA		316,881.	CHECK/WIRE			
(10)			SOUTH ASIA		310,786.	CHECK/WIRE			
(11)			SOUTH ASIA		307,456.	CHECK/WIRE			
(12)			SOUTH ASIA		301,239.	CHECK/WIRE			
(13)			SOUTH ASIA		293,582.	CHECK/WIRE			
(14)			SOUTH ASIA		280,116.	CHECK/WIRE			
(15)			SOUTH ASIA		278,501.	CHECK/WIRE			
(16)			SOUTH ASIA		276,925.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA		273,722.	CHECK/WIRE			
(2)			SOUTH ASIA		265,919.	CHECK/WIRE			
(3)			SOUTH ASIA		253,500.	CHECK/WIRE			
(4)			SOUTH ASIA		251,627.	CHECK/WIRE			
(5)			EAST ASIA/PACIFIC		248,700.	CHECK/WIRE			
(6)			SOUTH ASIA		245,176.	CHECK/WIRE			
(7)			SOUTH ASIA		243,255.	CHECK/WIRE			
(8)			SOUTH ASIA		219,853.	CHECK/WIRE			
(9)			SOUTH ASIA		217,262.	CHECK/WIRE			
(10)			SOUTH ASIA		213,177.	CHECK/WIRE			
(11)			SOUTH ASIA		211,582.	CHECK/WIRE			
(12)			EAST ASIA/PACIFIC		203,600.	CHECK/WIRE			
(13)			SUB-SAHARAN AFRICA		200,710.	CHECK/WIRE			
(14)			SOUTH ASIA		197,970.	CHECK/WIRE			
(15)			SOUTH ASIA		191,989.	CHECK/WIRE			
(16)			SOUTH ASIA		189,530.	CHECK/WIRE			

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Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EAST ASIA/PACIFIC		188,400.	CHECK/WIRE			
(2)			EAST ASIA/PACIFIC		182,800.	CHECK/WIRE			
(3)			SOUTH ASIA		182,200.	CHECK/WIRE			
(4)			SOUTH ASIA		169,500.	CHECK/WIRE			
(5)			EAST ASIA/PACIFIC		167,800.	CHECK/WIRE			
(6)			SUB-SAHARAN AFRICA		167,400.	CHECK/WIRE			
(7)			SOUTH ASIA		167,185.	CHECK/WIRE			
(8)			SOUTH ASIA		162,104.	CHECK/WIRE			
(9)			SUB-SAHARAN AFRICA		155,600.	CHECK/WIRE			
(10)			EAST ASIA/PACIFIC		153,200.	CHECK/WIRE			
(11)			EAST ASIA/PACIFIC		148,400.	CHECK/WIRE			
(12)			SOUTH ASIA		145,192.	CHECK/WIRE			
(13)			SOUTH ASIA		136,500.	CHECK/WIRE			
(14)			EAST ASIA/PACIFIC		133,600.	CHECK/WIRE			
(15)			SOUTH AMERICA		133,500.	CHECK/WIRE			
(16)			EAST ASIA/PACIFIC		132,800.	CHECK/WIRE			

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3 Enter total number of other organizations or entities. ▶ -----

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EAST ASIA/PACIFIC		132,000.	CHECK/WIRE			
(2)			SOUTH ASIA		131,943.	CHECK/WIRE			
(3)			EAST ASIA/PACIFIC		130,800.	CHECK/WIRE			
(4)			SOUTH ASIA		128,625.	CHECK/WIRE			
(5)			SOUTH AMERICA		128,250.	CHECK/WIRE			
(6)			EAST ASIA/PACIFIC		126,100.	CHECK/WIRE			
(7)			EAST ASIA/PACIFIC		124,400.	CHECK/WIRE			
(8)			SOUTH ASIA		121,870.	CHECK/WIRE			
(9)			SOUTH ASIA		120,200.	CHECK/WIRE			
(10)			EAST ASIA/PACIFIC		120,000.	CHECK/WIRE			
(11)			SOUTH ASIA		118,512.	CHECK/WIRE			
(12)			EAST ASIA/PACIFIC		117,600.	CHECK/WIRE			
(13)			SOUTH ASIA		117,391.	CHECK/WIRE			
(14)			SOUTH ASIA		116,838.	CHECK/WIRE			
(15)			EAST ASIA/PACIFIC		116,345.	CHECK/WIRE			
(16)			SOUTH ASIA		115,500.	CHECK/WIRE			

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3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA		115,250.	CHECK/WIRE			
(2)			SOUTH ASIA		113,405.	CHECK/WIRE			
(3)			SOUTH ASIA		113,400.	CHECK/WIRE			
(4)			EAST ASIA/PACIFIC		113,000.	CHECK/WIRE			
(5)			EAST ASIA/PACIFIC		111,900.	CHECK/WIRE			
(6)			SOUTH ASIA		110,717.	CHECK/WIRE			
(7)			SUB-SAHARAN AFRICA		109,269.	CHECK/WIRE			
(8)			SOUTH ASIA		109,212.	CHECK/WIRE			
(9)			SOUTH ASIA		109,026.	CHECK/WIRE			
(10)			EAST ASIA/PACIFIC		106,797.	CHECK/WIRE			
(11)			SOUTH ASIA		106,393.	CHECK/WIRE			
(12)			SUB-SAHARAN AFRICA		104,000.	CHECK/WIRE			
(13)			SOUTH ASIA		103,877.	CHECK/WIRE			
(14)			SUB-SAHARAN AFRICA		100,500.	CHECK/WIRE			
(15)			SOUTH ASIA		99,849.	CHECK/WIRE			
(16)			EAST ASIA/PACIFIC		99,600.	CHECK/WIRE			

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3 Enter total number of other organizations or entities. ▶ -----

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA		98,934.	CHECK/WIRE			
(2)			SOUTH ASIA		98,750.	CHECK/WIRE			
(3)			SOUTH ASIA		98,526.	CHECK/WIRE			
(4)			SOUTH ASIA		97,502.	CHECK/WIRE			
(5)			SUB-SAHARAN AFRICA		97,400.	CHECK/WIRE			
(6)			SOUTH ASIA		96,535.	CHECK/WIRE			
(7)			SOUTH ASIA		95,506.	CHECK/WIRE			
(8)			SUB-SAHARAN AFRICA		94,300.	CHECK/WIRE			
(9)			SOUTH AMERICA		94,250.	CHECK/WIRE			
(10)			SUB-SAHARAN AFRICA		94,000.	CHECK/WIRE			
(11)			SOUTH ASIA		93,756.	CHECK/WIRE			
(12)			SOUTH ASIA		92,790.	CHECK/WIRE			
(13)			EAST ASIA/PACIFIC		92,000.	CHECK/WIRE			
(14)			EAST ASIA/PACIFIC		86,400.	CHECK/WIRE			
(15)			EAST ASIA/PACIFIC		85,700.	CHECK/WIRE			
(16)			SOUTH ASIA		84,491.	CHECK/WIRE			

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1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA		83,442.	CHECK/WIRE			
(2)			EAST ASIA/PACIFIC		82,100.	CHECK/WIRE			
(3)			SUB-SAHARAN AFRICA		82,088.	CHECK/WIRE			
(4)			SOUTH AMERICA		81,845.	CHECK/WIRE			
(5)			EAST ASIA/PACIFIC		81,800.	CHECK/WIRE			
(6)			SUB-SAHARAN AFRICA		80,800.	CHECK/WIRE			
(7)			MIDDLE EAST/NORTH AFRICA		79,750.	CHECK/WIRE			
(8)			SUB-SAHARAN AFRICA		77,600.	CHECK/WIRE			
(9)			SOUTH ASIA		76,615.	CHECK/WIRE			
(10)			SUB-SAHARAN AFRICA		76,600.	CHECK/WIRE			
(11)			EAST ASIA/PACIFIC		76,400.	CHECK/WIRE			
(12)			SUB-SAHARAN AFRICA		75,000.	CHECK/WIRE			
(13)			EAST ASIA/PACIFIC		74,545.	CHECK/WIRE			
(14)			SOUTH ASIA		73,943.	CHECK/WIRE			
(15)			SOUTH ASIA		71,400.	CHECK/WIRE			
(16)			SOUTH ASIA		70,837.	CHECK/WIRE			

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Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA		70,066.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		68,500.	CHECK/WIRE			
(3)			SOUTH ASIA		66,501.	CHECK/WIRE			
(4)			EAST ASIA/PACIFIC		65,200.	CHECK/WIRE			
(5)			MIDDLE EAST/NORTH AFRICA		64,380.	CHECK/WIRE			
(6)			SUB-SAHARAN AFRICA		63,812.	CHECK/WIRE			
(7)			NORTH AMERICA		63,750.	CHECK/WIRE			
(8)			SOUTH AMERICA		63,500.	CHECK/WIRE			
(9)			EAST ASIA/PACIFIC		63,300.	CHECK/WIRE			
(10)			EAST ASIA/PACIFIC		60,800.	CHECK/WIRE			
(11)			SOUTH ASIA		60,423.	CHECK/WIRE			
(12)			MIDDLE EAST/NORTH AFRICA		58,100.	CHECK/WIRE			
(13)			SOUTH ASIA		58,031.	CHECK/WIRE			
(14)			SOUTH ASIA		57,866.	CHECK/WIRE			
(15)			SOUTH ASIA		57,736.	CHECK/WIRE			
(16)			EAST ASIA/PACIFIC		57,600.	CHECK/WIRE			

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3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EAST ASIA/PACIFIC		57,200.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		57,200.	CHECK/WIRE			
(3)			SOUTH AMERICA		56,500.	CHECK/WIRE			
(4)			NORTH AMERICA		56,350.	CHECK/WIRE			
(5)			SOUTH ASIA		56,000.	CHECK/WIRE			
(6)			EAST ASIA/PACIFIC		55,900.	CHECK/WIRE			
(7)			SOUTH ASIA		55,778.	CHECK/WIRE			
(8)			EAST ASIA/PACIFIC		55,600.	CHECK/WIRE			
(9)			SOUTH ASIA		55,566.	CHECK/WIRE			
(10)			SOUTH ASIA		55,500.	CHECK/WIRE			
(11)			SOUTH ASIA		54,242.	CHECK/WIRE			
(12)			SOUTH ASIA		53,958.	CHECK/WIRE			
(13)			SOUTH ASIA		52,998.	CHECK/WIRE			
(14)			SOUTH ASIA		52,422.	CHECK/WIRE			
(15)			NORTH AMERICA		52,250.	CHECK/WIRE			
(16)			SOUTH AMERICA		52,020.	CHECK/WIRE			

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(1)			SOUTH ASIA		51,686.	CHECK/WIRE			
(2)			EAST ASIA/PACIFIC		51,621.	CHECK/WIRE			
(3)			SOUTH ASIA		51,573.	CHECK/WIRE			
(4)			SOUTH AMERICA		49,830.	CHECK/WIRE			
(5)			NORTH AMERICA		49,425.	CHECK/WIRE			
(6)			EAST ASIA/PACIFIC		49,250.	CHECK/WIRE			
(7)			SOUTH ASIA		49,200.	CHECK/WIRE			
(8)			SOUTH ASIA		49,073.	CHECK/WIRE			
(9)			SOUTH ASIA		48,900.	CHECK/WIRE			
(10)			SOUTH ASIA		48,852.	CHECK/WIRE			
(11)			SOUTH AMERICA		48,530.	CHECK/WIRE			
(12)			EAST ASIA/PACIFIC		48,000.	CHECK/WIRE			
(13)			SOUTH AMERICA		48,000.	CHECK/WIRE			
(14)			EAST ASIA/PACIFIC		47,750.	CHECK/WIRE			
(15)			SOUTH ASIA		47,370.	CHECK/WIRE			
(16)			SUB-SAHARAN AFRICA		47,200.	CHECK/WIRE			

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(1)			SOUTH ASIA		46,626.	CHECK/WIRE			
(2)			EAST ASIA/PACIFIC		46,400.	CHECK/WIRE			
(3)			EAST ASIA/PACIFIC		46,400.	CHECK/WIRE			
(4)			SOUTH ASIA		46,076.	CHECK/WIRE			
(5)			SOUTH ASIA		45,383.	CHECK/WIRE			
(6)			EAST ASIA/PACIFIC		45,250.	CHECK/WIRE			
(7)			RUSSIA/NEWLY IND. STATES		44,000.	CHECK/WIRE			
(8)			SOUTH ASIA		43,778.	CHECK/WIRE			
(9)			CENT. AMERICA/CARIBBEAN		43,600.	CHECK/WIRE			
(10)			SOUTH ASIA		43,231.	CHECK/WIRE			
(11)			SOUTH ASIA		43,177.	CHECK/WIRE			
(12)			SOUTH AMERICA		42,410.	CHECK/WIRE			
(13)			EAST ASIA/PACIFIC		42,400.	CHECK/WIRE			
(14)			SOUTH ASIA		41,724.	CHECK/WIRE			
(15)			SOUTH AMERICA		41,700.	CHECK/WIRE			
(16)			SOUTH ASIA		41,418.	CHECK/WIRE			

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(1)			SOUTH ASIA		40,900.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		39,941.	CHECK/WIRE			
(3)			SOUTH ASIA		39,312.	CHECK/WIRE			
(4)			EUROPE/ICELAND/GREENLAND		39,200.	CHECK/WIRE			
(5)			SOUTH ASIA		38,556.	CHECK/WIRE			
(6)			SUB-SAHARAN AFRICA		38,400.	CHECK/WIRE			
(7)			SOUTH ASIA		38,236.	CHECK/WIRE			
(8)			SOUTH ASIA		38,200.	CHECK/WIRE			
(9)			SOUTH ASIA		38,140.	CHECK/WIRE			
(10)			NORTH AMERICA		37,560.	CHECK/WIRE			
(11)			SOUTH ASIA		37,278.	CHECK/WIRE			
(12)			EAST ASIA/PACIFIC		37,200.	CHECK/WIRE			
(13)			SOUTH AMERICA		37,200.	CHECK/WIRE			
(14)			SUB-SAHARAN AFRICA		37,200.	CHECK/WIRE			
(15)			SOUTH AMERICA		36,750.	CHECK/WIRE			
(16)			MIDDLE EAST/NORTH AFRICA		36,500.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EAST ASIA/PACIFIC		36,400.	CHECK/WIRE			
(2)			SOUTH ASIA		35,900.	CHECK/WIRE			
(3)			SOUTH ASIA		35,633.	CHECK/WIRE			
(4)			EAST ASIA/PACIFIC		35,600.	CHECK/WIRE			
(5)			SOUTH ASIA		35,349.	CHECK/WIRE			
(6)			SOUTH AMERICA		35,200.	CHECK/WIRE			
(7)			SUB-SAHARAN AFRICA		35,200.	CHECK/WIRE			
(8)			SOUTH ASIA		34,805.	CHECK/WIRE			
(9)			SUB-SAHARAN AFRICA		34,800.	CHECK/WIRE			
(10)			EAST ASIA/PACIFIC		34,500.	CHECK/WIRE			
(11)			NORTH AMERICA		34,500.	CHECK/WIRE			
(12)			SOUTH ASIA		34,227.	CHECK/WIRE			
(13)			SOUTH ASIA		33,982.	CHECK/WIRE			
(14)			SOUTH ASIA		33,562.	CHECK/WIRE			
(15)			SUB-SAHARAN AFRICA		33,555.	CHECK/WIRE			
(16)			SUB-SAHARAN AFRICA		33,200.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA		33,200.	CHECK/WIRE			
(2)			SOUTH AMERICA		33,000.	CHECK/WIRE			
(3)			SOUTH ASIA		32,651.	CHECK/WIRE			
(4)			SOUTH ASIA		32,195.	CHECK/WIRE			
(5)			SUB-SAHARAN AFRICA		32,000.	CHECK/WIRE			
(6)			EAST ASIA/PACIFIC		31,600.	CHECK/WIRE			
(7)			EAST ASIA/PACIFIC		31,600.	CHECK/WIRE			
(8)			EAST ASIA/PACIFIC		31,500.	CHECK/WIRE			
(9)			EAST ASIA/PACIFIC		31,300.	CHECK/WIRE			
(10)			SOUTH ASIA		31,070.	CHECK/WIRE			
(11)			SOUTH ASIA		30,828.	CHECK/WIRE			
(12)			SOUTH AMERICA		30,800.	CHECK/WIRE			
(13)			SOUTH ASIA		30,800.	CHECK/WIRE			
(14)			SOUTH ASIA		30,728.	CHECK/WIRE			
(15)			SUB-SAHARAN AFRICA		30,000.	CHECK/WIRE			
(16)			EAST ASIA/PACIFIC		29,500.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA		29,475.	CHECK/WIRE			
(2)			EAST ASIA/PACIFIC		29,400.	CHECK/WIRE			
(3)			SOUTH ASIA		29,262.	CHECK/WIRE			
(4)			SOUTH ASIA		29,097.	CHECK/WIRE			
(5)			EAST ASIA/PACIFIC		28,950.	CHECK/WIRE			
(6)			SUB-SAHARAN AFRICA		28,600.	CHECK/WIRE			
(7)			EAST ASIA/PACIFIC		28,400.	CHECK/WIRE			
(8)			MIDDLE EAST/NORTH AFRICA		28,400.	CHECK/WIRE			
(9)			CENT. AMERICA/CARIBBEAN		28,000.	CHECK/WIRE			
(10)			EAST ASIA/PACIFIC		27,915.	CHECK/WIRE			
(11)			SUB-SAHARAN AFRICA		27,900.	CHECK/WIRE			
(12)			NORTH AMERICA		27,850.	CHECK/WIRE			
(13)			SOUTH AMERICA		27,785.	CHECK/WIRE			
(14)			EAST ASIA/PACIFIC		27,600.	CHECK/WIRE			
(15)			EAST ASIA/PACIFIC		27,600.	CHECK/WIRE			
(16)			EAST ASIA/PACIFIC		27,600.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA		27,600.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		27,600.	CHECK/WIRE			
(3)			EAST ASIA/PACIFIC		27,200.	CHECK/WIRE			
(4)			SUB-SAHARAN AFRICA		27,200.	CHECK/WIRE			
(5)			SOUTH AMERICA		27,050.	CHECK/WIRE			
(6)			SOUTH AMERICA		26,950.	CHECK/WIRE			
(7)			SOUTH ASIA		26,824.	CHECK/WIRE			
(8)			SOUTH ASIA		26,739.	CHECK/WIRE			
(9)			SOUTH AMERICA		26,500.	CHECK/WIRE			
(10)			SUB-SAHARAN AFRICA		26,500.	CHECK/WIRE			
(11)			SOUTH ASIA		26,419.	CHECK/WIRE			
(12)			SOUTH ASIA		26,400.	CHECK/WIRE			
(13)			SUB-SAHARAN AFRICA		26,400.	CHECK/WIRE			
(14)			SOUTH ASIA		26,293.	CHECK/WIRE			
(15)			SOUTH ASIA		25,832.	CHECK/WIRE			
(16)			SUB-SAHARAN AFRICA		25,200.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH AMERICA		25,160.	CHECK/WIRE			
(2)			SOUTH AMERICA		25,000.	CHECK/WIRE			
(3)			SOUTH ASIA		24,925.	CHECK/WIRE			
(4)			SOUTH ASIA		24,923.	CHECK/WIRE			
(5)			SOUTH ASIA		24,750.	CHECK/WIRE			
(6)			SOUTH AMERICA		24,600.	CHECK/WIRE			
(7)			SOUTH ASIA		24,550.	CHECK/WIRE			
(8)			SOUTH ASIA		24,413.	CHECK/WIRE			
(9)			EAST ASIA/PACIFIC		24,400.	CHECK/WIRE			
(10)			SOUTH ASIA		24,395.	CHECK/WIRE			
(11)			SOUTH ASIA		24,340.	CHECK/WIRE			
(12)			SOUTH AMERICA		24,250.	CHECK/WIRE			
(13)			NORTH AMERICA		24,000.	CHECK/WIRE			
(14)			SOUTH ASIA		23,959.	CHECK/WIRE			
(15)			MIDDLE EAST/NORTH AFRICA		23,750.	CHECK/WIRE			
(16)			SOUTH ASIA		23,655.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EAST ASIA/PACIFIC		23,600.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		23,600.	CHECK/WIRE			
(3)			RUSSIA/NEWLY IND. STATES		23,500.	CHECK/WIRE			
(4)			SOUTH ASIA		23,260.	CHECK/WIRE			
(5)			SOUTH AMERICA		23,250.	CHECK/WIRE			
(6)			SOUTH ASIA		23,194.	CHECK/WIRE			
(7)			SOUTH AMERICA		22,975.	CHECK/WIRE			
(8)			CENT. AMERICA/CARIBBEAN		22,700.	CHECK/WIRE			
(9)			SOUTH ASIA		22,679.	CHECK/WIRE			
(10)			EAST ASIA/PACIFIC		22,400.	CHECK/WIRE			
(11)			SOUTH AMERICA		22,250.	CHECK/WIRE			
(12)			SOUTH ASIA		22,198.	CHECK/WIRE			
(13)			EAST ASIA/PACIFIC		22,000.	CHECK/WIRE			
(14)			CENT. AMERICA/CARIBBEAN		21,900.	CHECK/WIRE			
(15)			SOUTH AMERICA		21,750.	CHECK/WIRE			
(16)			SOUTH ASIA		21,600.	CHECK/WIRE			

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3 Enter total number of other organizations or entities. ▶ -----

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA		21,588.	CHECK/WIRE			
(2)			SOUTH ASIA		21,007.	CHECK/WIRE			
(3)			SUB-SAHARAN AFRICA		21,000.	CHECK/WIRE			
(4)			SOUTH ASIA		20,734.	CHECK/WIRE			
(5)			EUROPE/ICELAND/GREENLAND		20,700.	CHECK/WIRE			
(6)			EAST ASIA/PACIFIC		20,623.	CHECK/WIRE			
(7)			SOUTH ASIA		20,600.	CHECK/WIRE			
(8)			SOUTH ASIA		20,422.	CHECK/WIRE			
(9)			SUB-SAHARAN AFRICA		20,410.	CHECK/WIRE			
(10)			SUB-SAHARAN AFRICA		20,400.	CHECK/WIRE			
(11)			SOUTH ASIA		20,245.	CHECK/WIRE			
(12)			NORTH AMERICA		20,174.	CHECK/WIRE			
(13)			NORTH AMERICA		20,100.	CHECK/WIRE			
(14)			SOUTH ASIA		20,079.	CHECK/WIRE			
(15)			EAST ASIA/PACIFIC		20,000.	CHECK/WIRE			
(16)			SOUTH ASIA		19,896.	CHECK/WIRE			

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3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			RUSSIA/NEWLY IND. STATES		19,800.	CHECK/WIRE			
(2)			SOUTH ASIA		19,612.	CHECK/WIRE			
(3)			SUB-SAHARAN AFRICA		19,600.	CHECK/WIRE			
(4)			SUB-SAHARAN AFRICA		19,600.	CHECK/WIRE			
(5)			SOUTH AMERICA		19,525.	CHECK/WIRE			
(6)			SOUTH ASIA		19,516.	CHECK/WIRE			
(7)			SOUTH ASIA		19,509.	CHECK/WIRE			
(8)			EAST ASIA/PACIFIC		19,200.	CHECK/WIRE			
(9)			SOUTH ASIA		19,148.	CHECK/WIRE			
(10)			RUSSIA/NEWLY IND. STATES		19,125.	CHECK/WIRE			
(11)			SOUTH ASIA		19,117.	CHECK/WIRE			
(12)			SOUTH ASIA		19,100.	CHECK/WIRE			
(13)			SOUTH ASIA		18,751.	CHECK/WIRE			
(14)			SOUTH ASIA		18,638.	CHECK/WIRE			
(15)			SOUTH ASIA		18,540.	CHECK/WIRE			
(16)			SOUTH ASIA		18,492.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EUROPE/ICELAND/GREENLAND		18,460.	CHECK/WIRE			
(2)			SOUTH ASIA		18,400.	CHECK/WIRE			
(3)			NORTH AMERICA		18,350.	CHECK/WIRE			
(4)			EAST ASIA/PACIFIC		18,000.	CHECK/WIRE			
(5)			EAST ASIA/PACIFIC		18,000.	CHECK/WIRE			
(6)			SOUTH ASIA		17,891.	CHECK/WIRE			
(7)			SOUTH ASIA		17,879.	CHECK/WIRE			
(8)			RUSSIA/NEWLY IND. STATES		17,850.	CHECK/WIRE			
(9)			CENT. AMERICA/CARIBBEAN		17,700.	CHECK/WIRE			
(10)			SOUTH AMERICA		17,700.	CHECK/WIRE			
(11)			SOUTH ASIA		17,680.	CHECK/WIRE			
(12)			SOUTH ASIA		17,632.	CHECK/WIRE			
(13)			SUB-SAHARAN AFRICA		17,600.	CHECK/WIRE			
(14)			SOUTH AMERICA		17,545.	CHECK/WIRE			
(15)			SOUTH ASIA		17,486.	CHECK/WIRE			
(16)			RUSSIA/NEWLY IND. STATES		17,400.	CHECK/WIRE			

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3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA		17,333.	CHECK/WIRE			
(2)			SOUTH ASIA		17,240.	CHECK/WIRE			
(3)			EAST ASIA/PACIFIC		17,200.	CHECK/WIRE			
(4)			SUB-SAHARAN AFRICA		17,200.	CHECK/WIRE			
(5)			SOUTH AMERICA		17,150.	CHECK/WIRE			
(6)			SOUTH ASIA		16,998.	CHECK/WIRE			
(7)			EAST ASIA/PACIFIC		16,800.	CHECK/WIRE			
(8)			EAST ASIA/PACIFIC		16,800.	CHECK/WIRE			
(9)			SUB-SAHARAN AFRICA		16,800.	CHECK/WIRE			
(10)			SUB-SAHARAN AFRICA		16,800.	CHECK/WIRE			
(11)			SUB-SAHARAN AFRICA		16,800.	CHECK/WIRE			
(12)			CENT. AMERICA/CARIBBEAN		16,500.	CHECK/WIRE			
(13)			SOUTH AMERICA		16,200.	CHECK/WIRE			
(14)			SUB-SAHARAN AFRICA		15,900.	CHECK/WIRE			
(15)			SOUTH ASIA		15,740.	CHECK/WIRE			
(16)			SOUTH ASIA		15,422.	CHECK/WIRE			

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3 Enter total number of other organizations or entities. ▶ -----

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA		15,400.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		15,200.	CHECK/WIRE			
(3)			SUB-SAHARAN AFRICA		15,200.	CHECK/WIRE			
(4)			NORTH AMERICA		15,025.	CHECK/WIRE			
(5)			NORTH AMERICA		15,000.	CHECK/WIRE			
(6)			NORTH AMERICA		14,750.	CHECK/WIRE			
(7)			SUB-SAHARAN AFRICA		14,600.	CHECK/WIRE			
(8)			EAST ASIA/PACIFIC		14,473.	CHECK/WIRE			
(9)			NORTH AMERICA		14,450.	CHECK/WIRE			
(10)			SUB-SAHARAN AFRICA		14,420.	CHECK/WIRE			
(11)			SUB-SAHARAN AFRICA		14,400.	CHECK/WIRE			
(12)			SUB-SAHARAN AFRICA		14,400.	CHECK/WIRE			
(13)			SOUTH ASIA		14,301.	CHECK/WIRE			
(14)			SOUTH ASIA		14,105.	CHECK/WIRE			
(15)			EAST ASIA/PACIFIC		14,000.	CHECK/WIRE			
(16)			EAST ASIA/PACIFIC		14,000.	CHECK/WIRE			

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3 Enter total number of other organizations or entities. ▶ -----

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH AMERICA		14,000.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		14,000.	CHECK/WIRE			
(3)			SOUTH AMERICA		13,750.	CHECK/WIRE			
(4)			SOUTH ASIA		13,732.	CHECK/WIRE			
(5)			SOUTH ASIA		13,692.	CHECK/WIRE			
(6)			SOUTH ASIA		13,503.	CHECK/WIRE			
(7)			SOUTH AMERICA		13,100.	CHECK/WIRE			
(8)			SUB-SAHARAN AFRICA		13,050.	CHECK/WIRE			
(9)			SOUTH ASIA		12,882.	CHECK/WIRE			
(10)			SOUTH ASIA		12,802.	CHECK/WIRE			
(11)			SOUTH ASIA		12,788.	CHECK/WIRE			
(12)			SOUTH ASIA		12,727.	CHECK/WIRE			
(13)			SOUTH ASIA		12,562.	CHECK/WIRE			
(14)			EAST ASIA/PACIFIC		12,400.	CHECK/WIRE			
(15)			EAST ASIA/PACIFIC		12,400.	CHECK/WIRE			
(16)			EAST ASIA/PACIFIC		12,400.	CHECK/WIRE			

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3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH AMERICA		12,000.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		12,000.	CHECK/WIRE			
(3)			EAST ASIA/PACIFIC		11,600.	CHECK/WIRE			
(4)			SUB-SAHARAN AFRICA		11,600.	CHECK/WIRE			
(5)			SUB-SAHARAN AFRICA		11,600.	CHECK/WIRE			
(6)			SOUTH ASIA		11,595.	CHECK/WIRE			
(7)			EAST ASIA/PACIFIC		11,200.	CHECK/WIRE			
(8)			EAST ASIA/PACIFIC		11,200.	CHECK/WIRE			
(9)			SOUTH ASIA		10,946.	CHECK/WIRE			
(10)			SOUTH ASIA		10,872.	CHECK/WIRE			
(11)			SOUTH ASIA		10,858.	CHECK/WIRE			
(12)			EAST ASIA/PACIFIC		10,800.	CHECK/WIRE			
(13)			EAST ASIA/PACIFIC		10,800.	CHECK/WIRE			
(14)			SUB-SAHARAN AFRICA		10,800.	CHECK/WIRE			
(15)			NORTH AMERICA		10,750.	CHECK/WIRE			
(16)			EAST ASIA/PACIFIC		10,713.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA		10,680.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		10,650.	CHECK/WIRE			
(3)			SOUTH ASIA		10,614.	CHECK/WIRE			
(4)			EAST ASIA/PACIFIC		10,600.	CHECK/WIRE			
(5)			SOUTH AMERICA		10,500.	CHECK/WIRE			
(6)			EAST ASIA/PACIFIC		10,400.	CHECK/WIRE			
(7)			EAST ASIA/PACIFIC		10,400.	CHECK/WIRE			
(8)			EAST ASIA/PACIFIC		10,400.	CHECK/WIRE			
(9)			SUB-SAHARAN AFRICA		10,400.	CHECK/WIRE			
(10)			SOUTH ASIA		10,333.	CHECK/WIRE			
(11)			SOUTH ASIA		10,270.	CHECK/WIRE			
(12)			NORTH AMERICA		10,250.	CHECK/WIRE			
(13)			SUB-SAHARAN AFRICA		10,197.	CHECK/WIRE			
(14)			SOUTH AMERICA		10,125.	CHECK/WIRE			
(15)			SOUTH ASIA		10,021.	CHECK/WIRE			
(16)			EAST ASIA/PACIFIC		10,000.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EAST ASIA/PACIFIC		10,000.	CHECK/WIRE			
(2)			SOUTH AMERICA		10,000.	CHECK/WIRE			
(3)			SOUTH ASIA		10,000.	CHECK/WIRE			
(4)			SOUTH ASIA		9,983.	CHECK/WIRE			
(5)			EAST ASIA/PACIFIC		9,900.	CHECK/WIRE			
(6)			EAST ASIA/PACIFIC		9,600.	CHECK/WIRE			
(7)			SUB-SAHARAN AFRICA		9,600.	CHECK/WIRE			
(8)			SUB-SAHARAN AFRICA		9,600.	CHECK/WIRE			
(9)			SUB-SAHARAN AFRICA		9,600.	CHECK/WIRE			
(10)			SUB-SAHARAN AFRICA		9,600.	CHECK/WIRE			
(11)			SUB-SAHARAN AFRICA		9,600.	CHECK/WIRE			
(12)			SOUTH ASIA		9,560.	CHECK/WIRE			
(13)			NORTH AMERICA		9,425.	CHECK/WIRE			
(14)			SOUTH ASIA		9,402.	CHECK/WIRE			
(15)			SOUTH ASIA		9,400.	CHECK/WIRE			
(16)			SUB-SAHARAN AFRICA		9,400.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA		9,336.	CHECK/WIRE			
(2)			EAST ASIA/PACIFIC		9,200.	CHECK/WIRE			
(3)			SUB-SAHARAN AFRICA		9,200.	CHECK/WIRE			
(4)			SUB-SAHARAN AFRICA		9,200.	CHECK/WIRE			
(5)			SOUTH ASIA		9,154.	CHECK/WIRE			
(6)			SOUTH ASIA		9,124.	CHECK/WIRE			
(7)			SOUTH ASIA		9,051.	CHECK/WIRE			
(8)			NORTH AMERICA		9,000.	CHECK/WIRE			
(9)			SOUTH ASIA		8,900.	CHECK/WIRE			
(10)			SOUTH ASIA		8,890.	CHECK/WIRE			
(11)			SOUTH ASIA		8,835.	CHECK/WIRE			
(12)			SUB-SAHARAN AFRICA		8,800.	CHECK/WIRE			
(13)			MIDDLE EAST/NORTH AFRICA		8,750.	CHECK/WIRE			
(14)			MIDDLE EAST/NORTH AFRICA		8,700.	CHECK/WIRE			
(15)			SOUTH ASIA		8,691.	CHECK/WIRE			
(16)			EAST ASIA/PACIFIC		8,600.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			NORTH AMERICA		8,550.	CHECK/WIRE			
(2)			RUSSIA/NEWLY IND. STATES		8,500.	CHECK/WIRE			
(3)			RUSSIA/NEWLY IND. STATES		8,500.	CHECK/WIRE			
(4)			EAST ASIA/PACIFIC		8,400.	CHECK/WIRE			
(5)			SOUTH ASIA		8,240.	CHECK/WIRE			
(6)			SOUTH AMERICA		8,125.	CHECK/WIRE			
(7)			EAST ASIA/PACIFIC		8,000.	CHECK/WIRE			
(8)			SOUTH AMERICA		8,000.	CHECK/WIRE			
(9)			SUB-SAHARAN AFRICA		8,000.	CHECK/WIRE			
(10)			SUB-SAHARAN AFRICA		8,000.	CHECK/WIRE			
(11)			SOUTH ASIA		7,959.	CHECK/WIRE			
(12)			SOUTH ASIA		7,935.	CHECK/WIRE			
(13)			EAST ASIA/PACIFIC		7,800.	CHECK/WIRE			
(14)			SOUTH AMERICA		7,750.	CHECK/WIRE			
(15)			SOUTH AMERICA		7,750.	CHECK/WIRE			
(16)			EAST ASIA/PACIFIC		7,600.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA		7,600.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		7,600.	CHECK/WIRE			
(3)			SUB-SAHARAN AFRICA		7,600.	CHECK/WIRE			
(4)			SUB-SAHARAN AFRICA		7,600.	CHECK/WIRE			
(5)			SUB-SAHARAN AFRICA		7,600.	CHECK/WIRE			
(6)			SUB-SAHARAN AFRICA		7,600.	CHECK/WIRE			
(7)			SUB-SAHARAN AFRICA		7,600.	CHECK/WIRE			
(8)			SOUTH ASIA		7,500.	CHECK/WIRE			
(9)			SOUTH ASIA		7,453.	CHECK/WIRE			
(10)			SOUTH ASIA		7,424.	CHECK/WIRE			
(11)			SOUTH AMERICA		7,250.	CHECK/WIRE			
(12)			SOUTH AMERICA		7,250.	CHECK/WIRE			
(13)			EAST ASIA/PACIFIC		7,200.	CHECK/WIRE			
(14)			EAST ASIA/PACIFIC		7,200.	CHECK/WIRE			
(15)			SUB-SAHARAN AFRICA		7,200.	CHECK/WIRE			
(16)			SUB-SAHARAN AFRICA		7,200.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EAST ASIA/PACIFIC		7,073.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		7,000.	CHECK/WIRE			
(3)			SOUTH ASIA		6,843.	CHECK/WIRE			
(4)			SOUTH ASIA		6,806.	CHECK/WIRE			
(5)			EAST ASIA/PACIFIC		6,800.	CHECK/WIRE			
(6)			SOUTH ASIA		6,773.	CHECK/WIRE			
(7)			SOUTH ASIA		6,530.	CHECK/WIRE			
(8)			EAST ASIA/PACIFIC		6,500.	CHECK/WIRE			
(9)			SOUTH AMERICA		6,500.	CHECK/WIRE			
(10)			EAST ASIA/PACIFIC		6,422.	CHECK/WIRE			
(11)			SUB-SAHARAN AFRICA		6,420.	CHECK/WIRE			
(12)			SUB-SAHARAN AFRICA		6,400.	CHECK/WIRE			
(13)			SOUTH ASIA		6,328.	CHECK/WIRE			
(14)			SOUTH ASIA		6,307.	CHECK/WIRE			
(15)			SOUTH ASIA		6,295.	CHECK/WIRE			
(16)			SOUTH ASIA		6,137.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			RUSSIA/NEWLY IND. STATES		6,000.	CHECK/WIRE			
(2)			SUB-SAHARAN AFRICA		6,000.	CHECK/WIRE			
(3)			SUB-SAHARAN AFRICA		6,000.	CHECK/WIRE			
(4)			EAST ASIA/PACIFIC		5,862.	CHECK/WIRE			
(5)			SOUTH AMERICA		5,700.	CHECK/WIRE			
(6)			SOUTH ASIA		5,685.	CHECK/WIRE			
(7)			EAST ASIA/PACIFIC		5,600.	CHECK/WIRE			
(8)			EAST ASIA/PACIFIC		5,600.	CHECK/WIRE			
(9)			EAST ASIA/PACIFIC		5,600.	CHECK/WIRE			
(10)			SUB-SAHARAN AFRICA		5,600.	CHECK/WIRE			
(11)			SOUTH ASIA		5,523.	CHECK/WIRE			
(12)			SOUTH ASIA		5,511.	CHECK/WIRE			
(13)			NORTH AMERICA		5,500.	CHECK/WIRE			
(14)			SOUTH ASIA		5,457.	CHECK/WIRE			
(15)			SOUTH ASIA		5,457.	CHECK/WIRE			
(16)			SOUTH ASIA		5,457.	CHECK/WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA		5,415.	CHECK/WIRE			
(2)			SOUTH AMERICA		5,400.	CHECK/WIRE			
(3)			SUB-SAHARAN AFRICA		5,400.	CHECK/WIRE			
(4)			SOUTH ASIA		5,292.	CHECK/WIRE			
(5)			NORTH AMERICA		5,250.	CHECK/WIRE			
(6)			EAST ASIA/PACIFIC		5,200.	CHECK/WIRE			
(7)			EAST ASIA/PACIFIC		5,200.	CHECK/WIRE			
(8)			SUB-SAHARAN AFRICA		5,200.	CHECK/WIRE			
(9)			SUB-SAHARAN AFRICA		5,200.	CHECK/WIRE			
(10)			SOUTH ASIA		5,174.	CHECK/WIRE			
(11)			NORTH AMERICA		5,100.	CHECK/WIRE			
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. **523.**

3 Enter total number of other organizations or entities.

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

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

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926).* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A).* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471).* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621).* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865).* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).* Yes No

Part V Supplemental Information

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

PROCEDURES FOR MONITORING THE USE OF GRANTS

SCHEDULE F, PART I, LINE 2

GRANT RECIPIENTS ARE REQUIRED TO SUBMIT FINAL GRANT REPORTS DESCRIBING OUTCOMES AND HOW FUNDS WERE USED. GRANT RECIPIENTS ARE ALSO 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 WITH SMILE TRAIN FUNDING TO WWW.SMILETRAINEXPRESS.ORG, A SECURE WEBSITE THAT CONTAINS 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 REGULARLY REVIEWS RANDOMLY SELECTED RECORDS FOR MEDICAL QUALITY.

PROGRAM SERVICE EXPENDITURES

SCHEDULE F, PART I, LINE 3

AMOUNTS LISTED AS PROGRAM SERVICE EXPENDITURES ON SCHEDULE F, PART I, REPRESENT FUNDING TO ORGANIZATIONS PERFORMING CLEFT SURGERIES. THESE PAYMENTS ARE ESSENTIALLY GRANTS TO FOREIGN ORGANIZATIONS, AND SINCE THE ACTIVITY REPRESENTS SMILE TRAIN'S PRIMARY EXEMPT MISSION, FOR SCHEDULE F PURPOSES, IT IS BEING CODED AS PROGRAMMATIC ACTIVITY.

THE GRANT REPORTED AS HAVING BEEN MADE IN NORTH AMERICA REPRESENTS A GRANT TO SMILE TRAIN CANADA TO ASSIST THAT ORGANIZATION WITH FUNDRAISING

Part V Supplemental Information

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

EXPENSES AND TO COVER OPERATING EXPENSES. THIS GRANT DOES NOT REFLECT
FUNDING FOR CLEFT SURGERIES.

GRANT TO EAST ASIA/PACIFIC

SCHEDULE F, PART II, LINE 1(1)

THE GRANT OF \$17,668,801 MADE TO THE EAST ASIA/PACIFIC REGION WAS A TOTAL
PAYMENT THAT WAS DISTRIBUTED TO ALL PARTNER HOSPITALS IN CHINA.

OWNERSHIP INTEREST IN A FOREIGN CORPORATION

SCHEDULE F, PART IV, LINE 3

SMILE TRAIN HAS AN OWNERSHIP INTEREST IN A FOREIGN CORPORATION; HOWEVER,
ITS OWNERSHIP INTEREST DID NOT GIVE RISE TO A FORM 5471 FILING IN FISCAL
2013. NO TRANSFERS WERE MADE TO SMILE TRAIN'S OFFSHORE INVESTMENTS IN
FISCAL 2013.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

SMILE TRAIN, INC.

Employer identification number

13-3661416

Part I

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

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

- | | |
|---|---|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input checked="" type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 INFOCISION	CONSULTING		X	1,840,239.	1,382,311.	457,928.
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				1,840,239.	1,382,311.	457,928.

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

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2).				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				()
11 Net income summary. Combine line 3, column (d), and line 10					

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))
		Yes	No	Yes	No	Yes	No	
Revenue	1 Gross revenue							
Direct Expenses	2 Cash prizes							
	3 Noncash prizes							
	4 Rent/facility costs							
	5 Other direct expenses							
	6 Volunteer labor	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)							()
	8 Net gaming income summary. Combine line 1, column d, and line 7							

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

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

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

Name ▶ -----

Address ▶ -----

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ -----

Address ▶ -----

16 Gaming manager information:

Name ▶ -----

Gaming manager compensation ▶ \$ -----

Description of services provided ▶ -----

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

PROFESSIONAL FUNDRAISER COMPENSATION

SCHEDULE G, PART I, LINE 2B, COLUMN V

COMPENSATION REPORTED FOR INFOCISION REPRESENTS AMOUNTS PAID TO THE VENDOR ON A FISCAL YEAR BASIS. INFOCISION IS ONE OF SMILE TRAIN'S TOP FIVE HIGHEST PAID VENDORS; AMOUNTS DISCLOSED ON PART VII ARE REPORTED ON A CALENDAR YEAR BASIS.

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

SMILE TRAIN, INC.

Employer identification number

13-3661416

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	CURE INTERNATIONAL 701 BOSLER AVENUE LEMOYNE, PA 17043	58-2248383	501 (C) (3)	533,040.				TREATMENT PARTNER
(2)	RESURGE INTERNATIONAL 857 MAUDE AVE. MOUNTAIN VIEW, CA 94043	23-7297770	501 (C) (3)	500,825.				TREATMENT PARTNER
(3)	AMREF USA 4 WEST 43RD STREET, 2ND FLOOR	13-1867411	501 (C) (3)	298,800.				TREATMENT PARTNER
(4)	MERCY SHIPS P.O. BOX 2020 15862 STATE HIGHWAY 110 N.	26-2414132	501 (C) (3)	96,000.				TREATMENT PARTNER
(5)	MEDICAL FOUNDATION OF NORTH CAROLINA, INC. 880 MARTIN LUTHER KING JR BLVD	56-6057494	501 (C) (3)	49,200.				TREATMENT PARTNER
(6)	PALESTINE CHILDREN'S RELIEF FUND 1340 MORRIS RD. PO BOX 1926 KENT, OH 44240	93-1057665	501 (C) (3)	29,450.				TREATMENT PARTNER
(7)	OPERATION OF HOPE PO BOX 99 LAKE FOREST, CA 92609	45-2778045	501 (C) (3)	20,250.				TRAINING OUTREACH
(8)	SEATTLE CHILDREN'S HOSPITAL 4800 SAND POINT WAY NE SEATTLE,, WA 98105	91-1156519	501 (C) (3)	15,000.				U.S. CLEFT CARE
(9)	HEALING THE CHILDREN - NE 219 KENT ROAD, SUITE 20 P.O. BOX 129	06-1172388	501 (C) (3)	13,750.				TRAINING OUTREACH
(10)	TELEPLAST EXCHANGE/CONNECTMED INTERNATIONAL 15741 SEABOLT PLACE DALLAS, TX 75001	27-0804773	501 (C) (3)	11,400.				TRAINING OUTREACH
(11)	WHITE MEMORIAL MEDICAL CENTER CHARITABLE FO 1720 CESAR E. CHAVEZ AVENUE	95-3760201	501 (C) (3)	9,576.				U.S. CLEFT CARE
(12)	UCSF CENTER FOR CRANIOFACIAL ANOMALIES 513 PARNASSUS AVE SAN FRANCISCO, CA 94131	94-3191703	501 (C) (3)	9,285.				U.S. CLEFT CARE

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

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

Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

SMILE TRAIN, INC.

Employer identification number

13-3661416

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	UNIVERSITY OF SOUTH FLORIDA FOUNDATION INC. DEPARTMENT OF PEDIATRICS 601 4TH STREET SOU	59-0879015	501(C)(3)	7,500.				U.S. CLEFT CARE
(2)	BAYCARE HEALTH SYSTEM 16255 BAY VISTA DR. CLEARWATER, FL 33760	59-2796965	501(C)(3)	5,992.				U.S. CLEFT CARE
(3)	GLOBAL SMILE FOUNDATION 28 MARTINGALE LANE WESTWOOD, MA 02090	26-2668127	501(C)(3)	5,750.				TRAINING OUTREACH
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 15.

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

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

Schedule I (Form 990) (2012)

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

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

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

SCHEDULE I, PART I, LINE 2

PROCEDURES FOR MONITORING THE USE OF GRANTS

GRANT RECIPIENTS ARE REQUIRED TO SUBMIT FINAL GRANT REPORTS DESCRIBING OUTCOMES AND HOW FUNDS WERE USED. GRANT RECIPIENTS ARE ALSO 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 WITH SMILE TRAIN FUNDING TO WWW.SMILETRAINEXPRESS.ORG, A SECURE WEBSITE THAT CONTAINS

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

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

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

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 REGULARLY REVIEWS
 RANDOMLY SELECTED 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

2012

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 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 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 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 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		
2		
4a	X	
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990	
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
1 PRISCILLA MA (THRU 4/22) EXECUTIVE DIRECTOR	(i)	297,751.	14,750.	0	15,000.	13,881.	341,382.	0
	(ii)	0	0	0	0	0	0	0
2 ROBERT TOTH CHIEF OPERATING OFFICER	(i)	251,550.	12,500.	0	0	41,937.	305,987.	0
	(ii)	0	0	0	0	0	0	0
3 SATISH KALRA CHIEF PROGRAMS OFFICER	(i)	268,500.	13,250.	0	0	13,873.	295,623.	0
	(ii)	0	0	0	0	0	0	0
4 BRIAN DEARTH SR VP/CHIEF MKT (THRU 9/30/12)	(i)	192,475.	0	107,731.	76,700.	32,549.	409,455.	0
	(ii)	0	0	0	0	0	0	0
5 DR. SHELL XUE SR VP & DIRECTOR REGIONAL PROG	(i)	266,476.	13,046.	0	15,000.	12,895.	307,417.	0
	(ii)	0	0	0	0	0	0	0
6 GILBERT DOMFEH VP OF FINANCE	(i)	200,300.	0	0	12,150.	42,562.	255,012.	0
	(ii)	0	0	0	0	0	0	0
7 JILL WOODCOME VP OF PROGRAMS (THRU 8/23/12)	(i)	122,996.	8,750.	0	1,130.	31,187.	164,063.	0
	(ii)	0	0	0	0	0	0	0
8 TROY REINHART VP DONOR & COMMUNITY RELATIONS	(i)	136,500.	7,000.	0	8,190.	12,945.	164,635.	0
	(ii)	0	0	0	0	0	0	0
9 BEATRIZ GONZALEZ DAY COMPTROLLER	(i)	135,612.	0	0	6,200.	26,013.	167,825.	0
	(ii)	0	0	0	0	0	0	0
10 SHARON SHEER HR MANAGER (THRU 2/17/13)	(i)	127,500.	5,000.	0	7,625.	12,945.	153,070.	0
	(ii)	0	0	0	0	0	0	0
11 DR. MOHAMED FAKHRELDIN REGIONAL DIRECTOR -MIDDLE EAST	(i)	178,124.	0	0	0	0	178,124.	0
	(ii)	0	0	0	0	0	0	0
12 DR. GITHINJI GITAHU REGIONAL DIRECTOR - AFRICA	(i)	183,431.	10,000.	0	0	0	193,431.	0
	(ii)	0	0	0	0	0	0	0
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

FORM 990, SCHEDULE J, LINE 1

CHIEF PROGRAMS OFFICER, SATISH KALRA, WHO RESIDES IN INDIA, IS PROVIDED TEMPORARY LODGING WHEN HE TRAVELS TO THE UNITED STATES. THE EMPLOYER-PROVIDED LODGING IS CONSIDERED A NON-TAXABLE BENEFIT AS A REASONABLE AND NECESSARY BUSINESS EXPENSE.

FORM 990, SCHEDULE J, LINE 4(A)

SENIOR VP AND CHIEF MARKETING OFFICER, BRIAN DEARTH, SEPARATED FROM SERVICE ON SEPTEMBER 30, 2012. MR. DEARTH RECEIVED A SEVERANCE PAYMENT OF \$107,730.98 THAT HAS BEEN REPORTED IN SCHEDULE J, PART II, COLUMN B(III).

EXECUTIVE DIRECTOR, PRISCILLA MA, SEPARATED FROM SERVICE ON APRIL 22, 2013. MS. MA RECEIVED A SEVERANCE PAYMENT IN 2013 THAT WILL BE DISCLOSED ON SMILE TRAIN'S FORM 990 NEXT YEAR (SINCE THE COMPENSATION WILL HAVE BEEN PAID IN CALENDAR YEAR 2013).

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.

SCHEDULE J, LINE 7

ALL BONUSES ISSUED BY SMILE TRAIN TO THE INDIVIDUALS REPORTED IN FORM 990, SCHEDULE J, PART II, WERE RECOMMENDED BY MANAGEMENT AND APPROVED BY THE ORGANIZATION'S COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS. ALL BONUSES ARE PERFORMANCE BASED AND NONE OF THE INDIVIDUALS WHO RECEIVED COMPENSATION HAD ANY INPUT INTO THE DECISION-MAKING PROCESS AUTHORIZING THE BONUSES.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

▶ **Attach to Form 990.**

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization
SMILE TRAIN, INC.

Employer identification number
13-3661416

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	109.	405,206.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies	X	1.	68,250.	FAIR MARKET VALUE
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

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

Schedule M (Form 990) (2012)

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

FORM 990, SCHEDULE M, LINE 32 (B)

TO THE EXTENT THAT SMILE TRAIN RECEIVES NON-CASH CONTRIBUTIONS OF
SECURITIES, IT TASKS ITS INVESTMENT BROKER WITH LIQUIDATING THOSE
SECURITIES.

IN THE EVENT SMILE TRAIN RECEIVES NON-STANDARD CONTRIBUTIONS, SMILE TRAIN
WILL RETAIN THE SERVICES OF CONSULTANTS TO LIQUIDATE THOSE ITEMS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

SMILE TRAIN, INC.

Employer identification number

13-3661416

FORM 990, PART I, LINE 2

BOARD MEMBER ROBERT T. BELL AND CHAIRMAN OF THE BOARD, CHARLES B. WANG
HAVE A BUSINESS RELATIONSHIP.

BOARD MEMBER AND CHIEF EXECUTIVE OFFICER SUSANNAH SCHAEFER AND CHAIRMAN
OF THE BOARD, CHARLES B. WANG HAD A BUSINESS RELATIONSHIP DURING THE
FISCAL YEAR BUT THIS ENDED WHEN SUSANNAH BECAME CEO OF SMILE TRAIN IN
APRIL 2013.

BOARD OF DIRECTORS MEMBERS ARTHUR J. MCCARTHY, ROY E. REICHBACH, AND
CHAIRMAN OF THE BOARD, CHARLES B. WANG, HAVE A BUSINESS RELATIONSHIP.

FORM 990, PART VI, LINE 11

THE FORM 990 WAS PREPARED BY AN INTERNATIONAL ACCOUNTING FIRM IN
CONJUNCTION WITH THE ORGANIZATION'S FINANCIAL DEPARTMENT. A COPY OF THE
FORM 990 WAS REVIEWED BY THE CHAIR OF THE AUDIT COMMITTEE OF THE BOARD OF
DIRECTORS AND THE FORM 990 WAS DISTRIBUTED TO ALL ACTIVE BOARD MEMBERS
BEFORE FILING.

FORM 990, PART VI, LINE 12C

EACH OFFICER, DIRECTOR, TRUSTEE AND KEY EMPLOYEE OF THE ORGANIZATION IS
REQUIRED TO ANNUALLY DISCLOSE ANY CONFLICTS OF INTEREST THAT ARISE BY
VIRTUE OF EMPLOYMENT, BOARD SERVICE, OR POSITION WITH THE ORGANIZATION.
THE ORGANIZATION MONITORS COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY

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

THROUGH AN ANNUAL QUESTIONNAIRE/DISCLOSURE STATEMENT THAT IS DISTRIBUTED TO THESE INDIVIDUALS. ALSO, WHEN NEW DIRECTORS OR STAFF JOIN THE CHARITY, THEY ARE REQUIRED TO COMPLETE THE QUESTIONNAIRE. POTENTIAL CONFLICTS ARE INVESTIGATED IMMEDIATELY. COMPLETED QUESTIONNAIRES ARE AVAILABLE FOR INSPECTION BY ANY BOARD MEMBER AND MAY BE REVIEWED BY THE ORGANIZATION'S LEGAL COUNSEL. THE SENIOR MANAGEMENT MONITOR NEW CONTRACTS AND INVOICE PAYMENTS TO ASCERTAIN 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 PERIODICALLY OPINE ON THE REASONABLENESS OF THE EXECUTIVE DIRECTOR'S AND OTHER KEY EMPLOYEES' COMPENSATION AS WELL AS TOP EXECUTIVES.

FORM 990, PART VI, LINE 15B

THE COMPENSATION OF KEY EMPLOYEES IS PROPOSED BY THE DEPARTMENT HEADS AND APPROVED BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS. THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS ALSO USES COMPARATIVE COMPENSATION DATA FROM OUTSIDE SOURCES. PERIODICALLY, AN OUTSIDE COMPENSATION CONSULTANT IS RETAINED TO OPINE ON THE REASONABLENESS OF THE COMPENSATION OF THE HIGHEST PAID EXECUTIVES, INCLUDING THE TOP 5 HIGHEST PAID COMPARED TO A SELECTED PEER GROUP OF CHARITABLE ORGANIZATIONS.

FORM 990, PART VI, LINE 19

THE ORGANIZATION MAKES ITS FORM 990 AVAILABLE TO THE PUBLIC BY RETAINING

Name of the organization

SMILE TRAIN, INC.

Employer identification number

13-3661416

A COPY AT ITS PLACE OF BUSINESS. THE FORM 990 IS ALSO PUBLISHED ON THE INTERNET AT WWW.GUIDESTAR.ORG AND ON THE ORGANIZATION'S WEBSITE. THE ORGANIZATION'S FINANCIAL STATEMENTS ARE POSTED ON ITS WEBSITE (WWW.SMILETRAIN.ORG). COPIES OF DOCUMENTS ARE ALSO PROVIDED TO THE PUBLIC AT THE ORGANIZATION'S HEADQUARTERS IN NEW YORK CITY UPON REQUEST.

FORM 990, PART XI, LINE 9

RECONCILIATION OF NET ASSETS

RELEASE OF POTENTIAL LEGAL LIABILITIES	736,074
GAIN/(LOSS) IN CURRENCY TRANSLATIONS	(68,300)
RATE REDUCTIONS AND ACCOUNTS PAYABLE WRITEOFFS	117,476

TOTAL	785,250
	=====

FORM 990, PART VII

COMPENSATION

EXECUTIVE VICE CHAIRMAN AND CEO, SUSANNAH SCHAEFER, COMMENCED SERVICE WITH SMILE TRAIN IN APRIL OF 2013. SINCE SMILE TRAIN'S FORM 990 REPORTS COMPENSATION AS OF THE DATE OF THE CALENDAR YEAR (12/31/2012) ENDING WITHIN THEIR FISCAL YEAR (06/30/2013), MS. SCHAEFER'S COMPENSATION IS NOT DISCLOSED ON THIS 990. NEVERTHELESS, SINCE SHE IS COMPENSATED BY SMILE TRAIN, SHE IS A NON-INDEPENDENT BOARD MEMBER AND IS REPORTED AS SUCH ON PART VI, LINE 1(B).

Name of the organization

SMILE TRAIN, INC.

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

SMILE TRAIN, INC.'S PRIMARY PURPOSE IS TO PROVIDE POOR CHILDREN BORN WITH A CLEFT THE SAME OPPORTUNITIES IN LIFE AS A CHILD BORN WITHOUT A CLEFT. SMILE TRAIN'S MISSION IS TO:

1. PROVIDE FREE CLEFT SURGERY FOR CHILDREN IN DEVELOPING COUNTRIES.
2. PROVIDE FREE CLEFT-RELATED TRAINING FOR DOCTORS AND OTHER MEDICAL PROFESSIONALS IN 75+ COUNTRIES.
3. TREAT THE WHOLE CHILD WITH COMPREHENSIVE CARE INCLUDING: SPEECH THERAPY, GENERAL DENTISTRY AND ORTHODONTICS.

SMILE TRAIN IS AN INTERNATIONAL CHILDREN'S CHARITY WITH A SUSTAINABLE APPROACH TO A SINGLE, SOLVABLE PROBLEM: CLEFT LIP AND PALATE. CHILDREN IN DEVELOPING COUNTRIES WITH UNREPAIRED CLEFTS LIVE IN SHAME, BUT MORE IMPORTANTLY, HAVE DIFFICULTY EATING, BREATHING AND SPEAKING AND AREN'T ALLOWED TO ATTEND SCHOOL. CLEFT REPAIR SURGERY IS SIMPLE, AND THE TRANSFORMATION IS IMMEDIATE. OUR SUSTAINABLE MODEL PROVIDES TRAINING AND FUNDING TO EMPOWER LOCAL DOCTORS IN 75+ DEVELOPING COUNTRIES TO PROVIDE 100%-FREE CLEFT REPAIR SURGERY IN THEIR COMMUNITIES. THE GOOD NEWS IS EVERY SINGLE CHILD WITH A CLEFT CAN BE HELPED WITH SURGERY THAT COULD COST AS LITTLE AS \$250.

WE USE THE "TEACH A MAN TO FISH" MODEL FOCUSING ON TRAINING LOCAL DOCTORS TO PERFORM CLEFT REPAIRS IN THEIR COMMUNITIES. THOSE DOCTORS THEN GO ON TO TRAIN OTHER DOCTORS CREATING A LONG-TERM, SUSTAINABLE

Name of the organization

SMILE TRAIN, INC.

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ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

SYSTEM. PATIENTS SEE THEIR SMILE FOR THE FIRST TIME, PARENTS CRY TEARS OF JOY, LIVES AND COMMUNITIES ARE CHANGED FOREVER.

AS A RESULT OF OUR EFFICIENCY AND WITH THE SUPPORT OF DONORS AND PARTNERS AROUND THE WORLD, AS OF THE END OF FISCAL YEAR 2013, SMILE TRAIN HAS SUPPORTED MORE THAN 900,000 LIFE-CHANGING CLEFT SURGERIES.

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4A

TREATMENT PROGRAM: FREE CLEFT SURGERIES - WHILE OUR COST PER SURGERY VARIES ACROSS THE 75+ DIFFERENT COUNTRIES WHERE WE WORK, OUR CONTRIBUTION PER SURGERY CAN BE AS LOW AS \$250. THIS AMOUNT REFLECTS THE CONTRIBUTION PER SURGERY THAT WE PROVIDE OUR PARTNER HOSPITALS. THEY ALSO COVER A SIGNIFICANT PORTION OF EACH SURGERY AS PART OF OUR COST-SHARING AGREEMENT WITH OUR MEDICAL PARTNERS.

FREE MEDICAL EQUIPMENT & INFRASTRUCTURE SUPPORT - FOR MANY OF OUR PARTNERS, ACCESS TO SAFE OPERATING ROOMS IS THEIR BIGGEST BARRIER.

MANY STRUGGLE WITH OLD AND INADEQUATE EQUIPMENT SUCH AS ANESTHESIA MACHINES AND A LACK OF OTHER EQUIPMENT AND SUPPLIES. SMILE TRAIN PROVIDES FINANCIAL SUPPORT THAT HAS BEEN USED FOR EVERYTHING FROM BUILDING NEW OPERATING ROOMS TO CRUCIAL SAFETY EQUIPMENT SUCH AS PULSE OXIMETERS AND CLEFT SURGICAL INSTRUMENTS AND SUPPLIES INCLUDING SCALPELS AND SUTURES. ALL OF THESE

Name of the organization SMILE TRAIN, INC.	Employer identification number 13-3661416
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ATTACHMENT 2 (CONT'D)

INVESTMENTS WORK TO PROVIDE A SIGNIFICANT NUMBER OF INCREMENTAL SURGERIES, BUT ALSO RESULT IN SAFER AND HIGHER QUALITY OUTCOMES.

FREE ANCILLARY TREATMENT - EVERY CHILD WITH CLEFT NEEDS MORE THAN JUST SURGERY. THEY ALSO NEED DENTAL CARE, ORTHODONTICS AND SPEECH THERAPY. WHERE THESE SERVICES ARE AVAILABLE, WE DO EVERYTHING WE CAN TO MAKE THEM AVAILABLE TO OUR PATIENTS. WE PAY FOR SPEECH THERAPY SESSIONS, DENTAL AND ORTHODONTIC WORK AND MUCH MORE.

FINANCIAL AID FOR POOR PATIENTS - SOME OF OUR PATIENTS ARE SO MALNOURISHED THEY ARE NOT HEALTHY ENOUGH TO BE OPERATED ON AND ARE PROVIDED FOOD FOR ONE TO TWO WEEKS BEFORE SURGERY. SOME OF OUR PATIENTS ARE SO POOR THEY HAVE NO MONEY TO GET TO THE HOSPITAL OR TO TRAVEL HOME AFTER SURGERY. SOMETIMES THEY HAVE NO SHOES AND NO MONEY FOR FOOD. WE HAVE SPECIAL PROGRAMS THAT GIVE SMALL STIPENDS FOR THESE POOREST OF THE POOR.

THESE EXPENSES EXCLUDE \$52,525,367 DONATED TIME AND SERVICES FROM DOCTORS, NURSES, ANESTHESIOLOGISTS, OTHER MEDICAL PROFESSIONALS AND MEDICAL FACILITIES AND SUPPLIES.

ATTACHMENT 3FORM 990, PART III - PROGRAM SERVICE, LINE 4B

PUBLIC EDUCATION PROGRAM: EVERY YEAR, PEOPLE IN DEVELOPING COUNTRIES ISOLATE OR ABANDON THEIR NEWBORN BABIES BECAUSE THEY DON'T KNOW A CLEFT IS A SIMPLE BIRTH DEFECT AND NOT A "CURSE FROM

Name of the organization SMILE TRAIN, INC.	Employer identification number 13-3661416
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ATTACHMENT 3 (CONT'D)

GOD." THOUSANDS OF CHILDREN WITH CLEFTS ARE NEVER BROUGHT TO HOSPITALS FOR TREATMENT BECAUSE THEIR PARENTS DON'T KNOW CLEFTS ARE TREATABLE. THOUSANDS OF PEOPLE IN DEVELOPING COUNTRIES COME TO SMILE TRAIN FOR INFORMATION ON HOW TO FIND A GOOD CLEFT TEAM AND HOW TO TAKE CARE OF THEIR NEWBORN BABIES WITH CLEFTS.

THROUGH DIRECT MAIL, WEBSITES, NEWSPAPERS, RADIO, TV, PUBLIC SERVICE ANNOUNCEMENTS, DOCUMENTARIES, PUBLIC RELATIONS, SOCIAL MEDIA, ETC., WE RAISE PUBLIC AWARENESS ABOUT CLEFTS IN DEVELOPING COUNTRIES AND IN THE UNITED STATES.

ATTACHMENT 4FORM 990, PART III - PROGRAM SERVICE, LINE 4C

TRAINING PROGRAM: SMILE TRAIN PROVIDES FREE TRAINING AND EDUCATION TO CLEFT CARE PROFESSIONALS IN 75+ COUNTRIES AROUND THE WORLD. ACCESS TO EDUCATION AND TRAINING OPPORTUNITIES IS CRITICAL TO SMILE TRAIN'S MISSION OF EMPOWERING LOCAL MEDICAL TEAMS TO PROVIDE SAFE, HIGH-QUALITY CLEFT CARE. OVER THE PAST 14 YEARS, WE HAVE PROVIDED SUPPORT FOR MORE THAN 1,485 MEDICAL CONFERENCES AND TRAINING OPPORTUNITIES TO IMPROVE CLEFT TREATMENT IN THE DEVELOPING WORLD.

SMILE TRAIN SUPPORTS HANDS-ON AND WORKSHOP-BASED TRAINING OPPORTUNITIES TO IMPROVE THE SKILL LEVEL OF CLEFT CARE PROFESSIONALS IN THE DEVELOPING WORLD. RECENT INITIATIVES HAVE

Name of the organization

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ATTACHMENT 4 (CONT'D)

FOCUSED ON SUPPORTING TRAINING PROGRAMS FOR CLEFT CARE NURSES AND ANESTHESIOLOGISTS, INCLUDING THE DEVELOPMENT OF THE SMILE TRAIN SAFE NURSING CARE SAVES LIVES PROGRAM IN AFRICA. THIS COURSE WAS PILOTED IN SIX COUNTRIES IN AFRICA AND WILL NOW BE SCALED IN MORE REGIONS AROUND THE WORLD.

SMILE TRAIN IS INNOVATIVE IN ITS APPROACH TO PROVIDE QUALITY TRAINING TO MEDICAL PROFESSIONALS WORLDWIDE. IN THE DEVELOPING WORLD, SURGEONS OFTEN DO NOT HAVE ACCESS TO THE LATEST INNOVATIVE TECHNIQUES AND UPDATED PROTOCOLS FOR CLEFT SURGERY. SMILE TRAIN PARTNERS HAVE CONDUCTED OVER 900,000 SURGERIES WORLDWIDE AND LACKING ACCESS TO SUCH RESOURCES CAN BE A BARRIER TO THEIR CONTINUING EDUCATION AND QUALITY IMPROVEMENT. SMILE TRAIN RECOGNIZED THIS PROBLEM AND SINCE 1999 HAS DISTRIBUTED FREE VIRTUAL SURGERY TRAINING MATERIALS TO 40,000+ MEDICAL PROFESSIONALS IN 149 COUNTRIES AROUND THE WORLD. SMILE TRAIN TOOK THIS TECHNOLOGY TO THE NEXT LEVEL AND IN MAY 2013, RELEASED THE FIRST OPEN-ACCESS, WEB-BASED, INTERACTIVE VIRTUAL SURGERY SIMULATOR DESIGNED TO ENHANCE TRAINING FOR SURGEONS ON HOW TO

Name of the organization

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ATTACHMENT 4 (CONT'D)

REPAIR CLEFTS. THE SIMULATOR LINKS STATE-OF-ART SURGICAL RESOURCES TO THE MOST REMOTE PARTS OF THE WORLD, AND CHANGES THE PARADIGM OF SURGICAL TRAINING INTERNATIONALLY. THE SIMULATOR WAS DISTRIBUTED TO 1100+ SMILE TRAIN PARTNER SURGEONS WORLDWIDE. IN FISCAL YEAR 2013, SMILE TRAIN CONFIRMED USERS OF THE SYSTEM IN 43 COUNTRIES AROUND THE WORLD, INCLUDING PLACES WHERE OVER HALF THE POPULATION LIVES BELOW THE POVERTY LEVEL AND WHERE THE PER CAPITAL ANNUAL INCOME IS LESS THAN \$500 PER YEAR. THROUGH THIS UNIQUE APPROACH SMILE TRAIN HAS LEVERAGED TECHNOLOGY TO CHANGE THE COURSE OF MEDICAL EDUCATION WHILE ALSO IMPROVING THE LIVES OF CHILDREN BORN WITH CLEFT IN THE DEVELOPING WORLD.

ATTACHMENT 5FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CT, DE,
 FL, GA, HI, ID, IL, IN, IA, KS, KY, MD, MA, MI,
 MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OK, OR, PA,
 RI, SC, SD, TN, TX, UT, VT, VA, WV, WI, WY

ATTACHMENT 6990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
INFOCISION PO BOX 932441 CLEVELAND, OH 44193	CONSULTING	1,265,623.
TARGET MARKETTEAM INC. 600 NORTH PARK TOWN CENTER SUITE 1600	CONSULTING	924,714.

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>
ATLANTA, GA 30328		
DIRECT MAIL PROCESSORS 1150 CONRAD COURT HAGERSTOWN, MD 21740	CONSULTING	779,862.
KAYE SCHOLER LLP MAIL CODE:81 PO BOX 11839 NEWARK, NJ 07101	LEGAL	680,892.
GRANT THORNTON LLP 33570 TREASURY CENTER CHICAGO, IL 60694	CONSULTING/AUDIT	355,811.

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ **Attach to Form 990.**

▶ **See separate instructions.**

Name of the organization

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) THE SMILE TRAIN UK DAVENPORT HOUSE 16 PEPPER ST E LONDON, UK	SEE PART IV	UK	N/A		N/A		X
(2) THE SMILE TRAIN CANADA 41 MADISON AVE NEW YORK, NY 10010	SEE PART IV	CA	N/A		N/A		X
(3) THE SMILE TRAIN STIFTUNG 41 MADISON AVE NEW YORK, NY 10010	SEE PART IV	GM	N/A		SMILE TRAIN	X	
(4) THE SMILE TRAIN FRANCE 41 MADISON AVE NEW YORK, NY 10010	SEE PART IV	FR	N/A		N/A		X
(5) THE SMILE TRAIN INDIA 41 MADISON AVE NEW YORK, NY 10010	SEE PART IV	IN	N/A		N/A		X
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2012

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

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

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

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

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

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

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
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		X
1b	X	
1c	X	
1d		X
1e		X
1f		X
1g		X
1h		X
1i		X
1j		X
1k		X
1l	X	
1m		X
1n		X
1o	X	
1p		X
1q	X	
1r		X
1s		X

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

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

Part VII Supplemental Information

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

PART II, LINE 2

THE MISSION OF SMILE TRAIN UK, SMILE TRAIN CANADA, SMILE TRAIN STIFTUNG, SMILE TRAIN FRANCE AND SMILE TRAIN INDIA IS TO PROVIDE FREE CLEFT TREATMENT FOR POOR CHILDREN IN DEVELOPING COUNTRIES AND TO PROVIDE FREE CLEFT-RELATED TRAINING FOR DOCTORS AND MEDICAL PROFESSIONALS.

THESE OBJECTIVES ARE ACHIEVED THROUGH AN ONGOING MARKETING CAMPAIGN USED TO RAISE AWARENESS AND RECEIVE DONATIONS WITHIN THE UNITED KINGDOM AND CANADA. DONATIONS ARE MADE TO SMILE TRAIN FOR INCLUSION IN THEIR JOINTLY-STATED CHARITABLE ACTIVITIES.

SMILE TRAIN FRANCE DID NOT HAVE ANY OPERATING ACTIVITIES DURING THE CURRENT YEAR.