

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2010**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

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

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

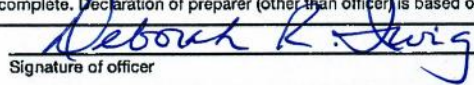
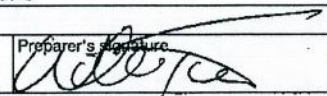
A For the 2010 calendar year, or tax year beginning 07/01, 2010, and ending 06/30, 2011	
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION
	Doing Business As
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 255 Carter Hall Lane
	City or town, state or country, and ZIP + 4 Millwood, VA 22646
	F Name and address of principal officer: Dr John P Howe 255 Carter Hall Lane, Millwood, VA 22646
D Employer identification number 53-0242962	
E Telephone number 540-837-2100	
G Gross receipts \$ 220,122,761	
H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
H(c) Group exemption number ▶	
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	
J Website: ▶ www.projecthope.org	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	
L Year of formation: 1958 M State of legal domicile: DC	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: Project HOPE is a global health education and humanitarian assistance not-for-profit organization. Project HOPE also publishes the leading journal on health policy, Health Affairs.
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3 Number of voting members of the governing body (Part VI, line 1a) 3 26
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 25
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a) 5 152
Revenue	6 Total number of volunteers (estimate if necessary) 6 216
	7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0
	b Net unrelated business taxable income from Form 990-T, line 34 7b 0
	8 Contributions and grants (Part VIII, line 1h) 188,629,419 199,606,684
	9 Program service revenue (Part VIII, line 2g) 1,774,745 2,082,940
Expenses	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 1,266,704 1,955,799
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 527,917 256,489
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) 192,198,785 203,901,912
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) 327,157 195,562
	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) 15,713,824 17,517,523
	16a Professional fundraising fees (Part IX, column (A), line 11e) 393,802 306,105
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 8,149,235
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) 164,826,505 184,344,307
	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25) 181,261,288 202,363,497
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12 10,937,497 1,538,415
	20 Total assets (Part X, line 16) 62,661,669 64,025,519
	21 Total liabilities (Part X, line 26) 18,382,088 13,577,526
	22 Net assets or fund balances. Subtract line 21 from line 20 44,279,581 50,447,993

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		11/22/11
	Signature of officer	Date
Paid Preparer Use Only	Deborah Iwig, Vice President and CFO	
	Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name William Turco, CPA	Preparer's signature 
	Firm's name ▶ RSM McGladrey, Inc.	Date 11/22/11
	Firm's address ▶ 9737 Washingtonian Blvd., Suite 400	Check <input type="checkbox"/> if self-employed
	Phone no. ▶ 301-208-78-7340	PTIN

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form **990** (2010)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission:

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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$ 143,032,005 including grants of \$ 0) (Revenue \$ 0)

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

4b (Code:) (Expenses \$ 38,684,374 including grants of \$ 195,662) (Revenue \$ 0)

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

4c (Code:) (Expenses \$ 7,913,535 including grants of \$ 0) (Revenue \$ 2,082,940)

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

4d Other program services. (Describe in Schedule O.) See Schedule O, Statement 1(Expenses \$ 736,570 including grants of \$ 0) (Revenue \$ 0)**4e** Total program service expenses **▶** 190,366,484

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)? If "Yes," complete Schedule A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? If "Yes," complete Schedule C, Part II	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? If "Yes," complete Schedule C, Part III	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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? If "Yes," complete Schedule D, Part VI	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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? If "Yes," complete Schedule D, Part VII	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? If "Yes," complete Schedule D, Part VIII	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? If "Yes," complete Schedule D, Part IX	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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)? If "Yes," complete Schedule D, Part X	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14 a Did the organization maintain an office, employees, or agents outside of the United States?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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? If "Yes," complete Schedule F, Parts II and IV	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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? If "Yes," complete Schedule F, Parts III and IV	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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? If "Yes," complete Schedule G, Part I (see instructions)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	<input checked="" type="checkbox"/>	<input type="checkbox"/>
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20 a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	<input type="checkbox"/>	<input type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	✓
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? If "Yes," complete Schedule I, Parts I and III	22	✓
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? If "Yes," complete Schedule J	23	✓
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	✓
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	✓
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? If "Yes," complete Schedule L, Part I	25b	✓
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? If "Yes," complete Schedule L, Part II	26	✓
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27	✓
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? If "Yes," complete Schedule L, Part IV	28a	✓
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	✓
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? If "Yes," complete Schedule L, Part IV	28c	✓
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	✓
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	✓
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	✓
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	✓
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? If "Yes," complete Schedule R, Part I	33	✓
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	✓
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35	✓
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	✓
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? If "Yes," complete Schedule R, Part VI	37	✓
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	✓

Part V **Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 98		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 152		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	✓	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 152		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	✓	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		✓
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	✓	
b If "Yes," enter the name of the foreign country: ▶ See Schedule O, Statement 2 See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		✓
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		✓
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		✓
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	✓	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	✓	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		✓
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		✓
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		✓
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state?	13a		
Note. See the instructions for additional information the organization must report on Schedule O.			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		✓
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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 ☒

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 26		
b Enter the number of voting members included in line 1a, above, who are independent 1b 25		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? 2		✓
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? 3		✓
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4		✓
5 Did the organization become aware during the year of a significant diversion of the organization's assets? 5		✓
6 Does the organization have members or stockholders? 6		✓
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? 7a		✓
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? 7b		✓
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body? 8a	✓	
b Each committee with authority to act on behalf of the governing body? 8b	✓	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O 9		✓

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► See Schedule O, Statement 3

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☒ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► Deborah R Iwig, (540)837-2100

255 Carter Hall Lane, Millwood, VA 22646

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**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 (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Mr George B Abercombie Board Director	3	✓						0	0	0
Mr William F Brandt Jr Board Director - Treasurer	3	✓						0	0	0
Mr Richard T Clark Board Director - Vice Chairman	3	✓						0	0	0
Mr John D Fowler Board Director	3	✓						0	0	0
Mr John W Galiardo Board Director	3	✓						0	0	0
Mr Jack M Gill Board Director	3	✓						0	0	0
Mr Bernard A Harris Jr MD Board Director	3	✓						0	0	0
Mr Edward J Ludwig Board Director	3	✓						0	0	0
Mr Dennis J Manning Board Director	3	✓						0	0	0
Mr Gerhard N Mayr Board Director	3	✓						0	0	0
J Michael McQuade PhD Board Director	3	✓						0	0	0
Mr Viren Mehta Board Director	3	✓						0	0	0
Mr Walter G Montgomery Board Director	3	✓						0	0	0
Ms Phebe Novakovic Board Director	3	✓						0	0	0
Mr Dayton Ogden Board Director - Secretary	3	✓						0	0	0
Mr Steven B Pfeiffer Esq Board Director	3	✓						0	0	0

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Mr Stephen H Rusckowski Board Director	3	✓						0	0	0
Dr Charles A Sanders Board Director - Chairman	3	✓						0	0	0
Mr Curt M Selquist Board Director	3	✓						0	0	0
Mr Marshall Smith Board Director	3	✓						0	0	0
Dr Louis W Sullivan Board Director	3	✓						0	0	0
Mr Henri A Termeer Board Director	3	✓						0	0	0
Mr Christian Weinrank Board Director	3	✓						0	0	0
Ms Karen Welke Board Director	3	✓						0	0	0
Mr Bradley A J Wilson Board Director	3	✓						0	0	0
John P Howe III MD President & CEO	40			✓				607,109	0	16,071
Susan Dentzer Vice President for Health Policy	40			✓				317,052	0	33,579
Anthony T Burchard Vice President Development and Communications	40			✓				229,241	0	18,286
Abul Hashem Vice President New Business Development	40			✓				189,957	0	15,524
Deborah R Iwig Vice President and Chief Financial Officer	40			✓				227,572	0	16,943
Stuart L Myers Senior Vice President	40			✓				226,339	0	16,444
M Miriam Wardak Vice President and Chief HR Officer	40			✓				222,240	0	13,625

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Frederick E Gerber II Country Director, Iraq/Special Projects	40					✓		176,968	0	13,594
Rand F Walton Director Communications	40					✓		167,791	0	18,258
Kendra E Davenport Director, Corporate Giving	40					✓		168,974	0	6,157
Jane Hiebert-White Executive Publisher	40					✓		154,066	0	17,865
Donald E Metz Executive Editor	40					✓		160,471	0	15,345
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								2,847,780	0	201,691

	Yes	No
3		✓
4	✓	
5		✓

(A) Name and business address	(B) Description of services	(C) Compensation
Adams Hussey & Associates, 1600 Wilson Boulevard, Suite 300, Arlington, VA 22209	Direct Response Marketing Co	456,157
IPC Communications Services, Dept 77-9122, Chicago, IL 60678-9122	Print quarterly journal	341,573
Lawson Associates, 75 Rockefeller Plaza, 18th Floor, New York, NY 10019	Development Consultant	311,931
Burness Communications, 7910 Woodmont Ave, Suite 700, Bethesda, MD 20814	Communications and Promoti	298,796
Brainforest, 1932 S Halsted Street, Unit 406, Chicago, IL 60608	Annual Report, Communicati	282,137

Form **990** (2010)

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a 119,872				
	b	Membership dues	1b 0				
	c	Fundraising events	1c 1,728,598				
	d	Related organizations	1d 0				
	e	Government grants (contributions)	1e 4,906,304				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 192,851,910				
	g	Noncash contributions included in lines 1a-1f: \$	165,557,318				
	h	Total. Add lines 1a-1f	▶ 199,606,684				
Program Service Revenue		Business Code					
	2a	Subscription revenue	511120	2,082,940	2,082,940	0	0
	b						
	c						
	d						
	e						
	f	All other program service revenue	0	0	0	0	
	g	Total. Add lines 2a-2f	▶ 2,082,940				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	▶ 1,436,585	0	0	1,436,585	
	4	Income from investment of tax-exempt bond proceeds	▶ 0	0	0	0	
	5	Royalties	▶ 342,902	0	0	342,902	
		(i) Real	(ii) Personal				
	6a	Gross Rents	151,775	0			
	b	Less: rental expenses	174,676	0			
	c	Rental income or (loss)	-22,901	0			
	d	Net rental income or (loss)	▶ -22,901	0	0	-22,901	
	7a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
			16,074,183 18,495				
	b	Less: cost or other basis and sales expenses	15,573,464 0				
	c	Gain or (loss)	500,719 18,495				
	d	Net gain or (loss)	▶ 519,214	0	0	519,214	
	8a	Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c). See Part IV, line 18	a 309,500				
	b	Less: direct expenses	b 472,709				
	c	Net income or (loss) from fundraising events	▶ -163,209		0	-163,209	
	9a	Gross income from gaming activities. See Part IV, line 19	a 0				
	b	Less: direct expenses	b 0				
	c	Net income or (loss) from gaming activities	▶ 0	0	0	0	
	10a	Gross sales of inventory, less returns and allowances	a 0				
b	Less: cost of goods sold	b 0					
c	Net income or (loss) from sales of inventory	▶ 0	0	0	0		
	Miscellaneous Revenue	Business Code					
11a							
b							
c							
d	All other revenue	99,697	99,697	0	0		
e	Total. Add lines 11a-11d	▶ 99,697					
12	Total revenue. See instructions.	▶ 203,901,912	2,182,637	0	2,112,591		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	0	0		
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22	0	0		
3	Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	195,562	195,562		
4	Benefits paid to or for members	0	0		
5	Compensation of current officers, directors, trustees, and key employees	2,149,765	786,681	1,105,695	257,389
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	0	0	0
7	Other salaries and wages	12,188,887	9,463,337	1,069,400	1,656,150
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	415,719	306,314	67,154	42,251
9	Other employee benefits	1,879,063	1,441,691	210,148	227,224
10	Payroll taxes	884,089	615,419	140,810	127,860
11	Fees for services (non-employees):				
a	Management	0	0	0	0
b	Legal	181,786	137,149	17,184	27,453
c	Accounting	217,022	55,702	161,320	0
d	Lobbying	0	0	0	0
e	Professional fundraising services. See Part IV, line 17	306,105			306,105
f	Investment management fees	61,128	0	61,128	0
g	Other	3,965,583	2,109,733	117,299	1,738,551
12	Advertising and promotion	127,777	124,522	723	2,532
13	Office expenses	3,340,359	1,729,398	100,040	1,510,921
14	Information technology	1,674,398	955,190	245,738	473,470
15	Royalties	0	0	0	0
16	Occupancy	2,455,081	2,006,700	232,909	215,472
17	Travel	2,426,008	1,959,900	114,453	351,655
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19	Conferences, conventions, and meetings	529,968	512,273	7,809	9,886
20	Interest	0	0	0	0
21	Payments to affiliates	0	0	0	0
22	Depreciation, depletion, and amortization	332,030	253,852	48,776	29,402
23	Insurance	359,651	259,120	97,496	3,035
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a	Medical Equipment and Pharmaceuticals	163,756,165	163,756,165	0	0
b	Honorariums	179,531	179,531	0	0
c	Subcontracts	407,325	407,325	0	0
d	Training	2,280,435	2,272,215	5,618	2,602
e	Printing and Artwork	1,761,333	647,033	16,662	1,097,638
f	All other expenses	288,727	191,672	27,416	69,639
25	Total functional expenses. Add lines 1 through 24f	202,363,497	190,366,484	3,847,778	8,149,235
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	1,197,094	1	1,245,026
	2 Savings and temporary cash investments	2,478,050	2	5,899,689
	3 Pledges and grants receivable, net	12,760,720	3	13,430,329
	4 Accounts receivable, net	139,834	4	114,246
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), 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)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	17,262,444	8	19,922,713
	9 Prepaid expenses and deferred charges	181,773	9	201,958
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 10,393,725		
	b Less: accumulated depreciation	10b 5,947,134	10c	4,446,591
	11 Investments—publicly traded securities	21,439,591	11	16,706,515
	12 Investments—other securities. See Part IV, line 11	1,160,303	12	1,189,028
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,427,583	15	869,424
16 Total assets. Add lines 1 through 15 (must equal line 34)	62,661,669	16	64,025,519	
Liabilities	17 Accounts payable and accrued expenses	13,298,091	17	8,384,752
	18 Grants payable	0	18	0
	19 Deferred revenue	2,132,078	19	2,791,740
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	310,799	23	210,368
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities. Complete Part X of Schedule D	2,641,120	25	2,190,666
	26 Total liabilities. Add lines 17 through 25	18,382,088	26	13,577,526
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	4,916,568	27	10,096,831
	28 Temporarily restricted net assets	35,598,249	28	36,586,098
	29 Permanently restricted net assets	3,764,764	29	3,765,064
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	44,279,581	33	50,447,993
	34 Total liabilities and net assets/fund balances	62,661,669	34	64,025,519

Part XI Reconciliation of Net AssetsCheck 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	203,901,912
2	Total expenses (must equal Part IX, column (A), line 25)	2	202,363,497
3	Revenue less expenses. Subtract line 2 from line 1	3	1,538,415
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	44,279,581
5	Other changes in net assets or fund balances (explain in Schedule O)	5	4,629,997
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	50,447,993

Part XII Financial Statements and ReportingCheck 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? **2a** ☐ ☒
- b** Were the organization's financial statements audited by an independent accountant? **2b** ☒ ☐
- 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? **2c** ☒ ☐
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? **3a** ☒ ☐
- 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 **3b** ☒ ☐

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

Employer identification number

PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

53-0242962

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

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

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the 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?

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

h Provide the following information about the supported organization(s).

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	177,539,585	168,718,192	140,443,374	188,629,419	197,878,086	873,208,656
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
4 Total. Add lines 1 through 3	177,539,585	168,718,192	140,443,374	188,629,419	197,878,086	873,208,656
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)						329,053,410
6 Public support. Subtract line 5 from line 4.						544,155,246

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	177,539,585	168,718,192	140,443,374	188,629,419	197,878,086	873,208,656
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,797,549	1,800,505	1,609,971	1,249,609	1,779,487	8,237,121
9 Net income from unrelated business activities, whether or not the business is regularly carried on	-56,764	-58,857	24,130	5,339	-22,901	-109,053
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
11 Total support. Add lines 7 through 10						881,336,724
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	61.74 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	61.65 %
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.

If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%
19a 33¹/₃% support tests—2010. 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 <input type="checkbox"/>		
b 33¹/₃% support tests—2009. 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 <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

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).

Blank lined paper for writing.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Financial Statements

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

► **Attach to Form 990. ► See separate instructions.**

OMB No. 1545-0047

2010

Open to Public Inspection

Employer identification number

PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

53-0242962

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ 0

(ii) Assets included in Form 990, Part X ► \$ 1,923,064

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$ 0

b Assets included in Form 990, Part X ► \$ 0

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

- b** If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	3,985,957	4,011,386	3,939,516		
b Contributions	300	0	13,004		
c Net investment earnings, gains, and losses	504,090	-25,429	58,866		
d Grants or scholarships	0	0	0		
e Other expenditures for facilities and programs	288,768	0	0		
f Administrative expenses	0	0	0		
g End of year balance	4,201,579	3,985,957	4,011,386		

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

- a Board designated or quasi-endowment 0 %
b Permanent endowment 100 %
c Term endowment 0 %

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

	Yes	No
3a(i)		✓
3a(ii)		✓
3b		

- (i) unrelated organizations
- (ii) related organizations
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
- 4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of investment		(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a	Land	0	602,888		602,888
b	Buildings	0	4,937,693	1,935,402	3,002,291
c	Leasehold improvements	0	131,437	87,991	43,446
d	Equipment	0	4,046,592	3,261,559	785,033
e	Other	0	675,115	662,182	12,933
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					4,446,599

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

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

1. (a) Description of liability	(b) Amount	
(1) Federal income taxes	0	
(2) Gift Annuity Obligations	1,321,242	
(3) Loan Program Obligations	869,424	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►		2,190,666

2. FIN 48 (ASC 740) Footnote. In Part XIV, 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).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	203,901,912
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	202,363,497
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	1,538,415
4	Net unrealized gains (losses) on investments	4	1,182,081
5	Donated services and use of facilities	5	0
6	Investment expenses	6	0
7	Prior period adjustments	7	0
8	Other (Describe in Part XIV.)	8	3,447,916
9	Total adjustments (net). Add lines 4 through 8	9	4,629,997
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	6,168,412

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

1	Total revenue, gains, and other support per audited financial statements	1	211,994,378
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	1,182,081
b	Donated services and use of facilities	2b	2,810,391
c	Recoveries of prior year grants	2c	0
d	Other (Describe in Part XIV.)	2d	3,464,962
e	Add lines 2a through 2d	2e	7,457,434
3	Subtract line 2e from line 1	3	204,536,944
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	0
b	Other (Describe in Part XIV.)	4b	-635,032
c	Add lines 4a and 4b	4c	-635,032
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	203,901,912

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

1	Total expenses and losses per audited financial statements	1	205,795,965
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	2,810,391
b	Prior year adjustments	2b	0
c	Other losses	2c	0
d	Other (Describe in Part XIV.)	2d	0
e	Add lines 2a through 2d	2e	2,810,391
3	Subtract line 2e from line 1	3	202,985,574
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	0
b	Other (Describe in Part XIV.)	4b	-622,077
c	Add lines 4a and 4b	4c	-622,077
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	202,363,497

Part XIV Supplemental Information

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

Schedule D, Part III, Line 4 - Historical landmarks and collections donated to Project HOPE including the Carter Hall estate and multiple historical buildings in Millwood, Virginia. The buildings are located on a large piece of land and the foundation has its headquarters located on the land. Project HOPE also uses the property to provide a conference center.

Schedule D, Part V, Line 4 - Project HOPE's endowments were set-up to provide income for programmatic expenses. There is one endowment to cover the start-up expenses for a Technical Director. There is a Health Affairs endowment that provides income for special projects within this program area. There is also an endowment which has no restriction on the income. This income is used for general support of the organization.

Schedule D, Part X, Line 2 - The Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, except on activities unrelated to its exempt purpose. In addition, the Foundation qualifies for the charitable contribution deduction and has been classified as an organization that is not a private foundation. On July 1, 2009, the Foundation adopted the accounting standard on accounting for uncertainty in income taxes, which addresses the determination of whether tax benefits claimed or expected to be claimed

Part XIV - Supplemental Information (Continued)

on a tax return should be recorded in the financial statements. Under this guidance, the Foundation may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The guidance on accounting for uncertainty in income taxes also addresses de-recognition, classification, interest and penalties on income taxes, and accounting in interim periods. Management evaluated the Foundation's tax positions and concluded that the Foundation had taken no uncertain tax positions that require adjustment to the financial statements to comply with the provisions of federal, state or local tax authorities for years before 2008.

Schedule D, Part XI, Line 8 - Pension related changes other than net periodic pension cost

Schedule D, Part XII, Line 2d - Foreign currency loss (\$12,954), Pension related changes other than net periodic pension cost \$3,477,916

Schedule D, Part XII, Line 4b - Rental Expenses Conference Center (\$174,675) Gala Expenses (\$460,357)

Schedule D, Part XIII, Line 4b - Rental Expenses Conference Center (\$174,675), Foreign Currency Loss \$12,954, Gala Expenses (\$460,357)

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

Employer identification number

PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

53-0242962

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) Sch F, Stmt 1					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	35	290			170,656,602

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. Check this box if no one recipient 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)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(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 **▲**

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) Sch F, Stmt 2							
(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, 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); 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).

Schedule F, Part I, Line 2 - Project HOPE has one individual grant program for training doctors from the Shanghai Children's Medical Center. The grants are monitored at the field office in Shanghai, China. Recipients receive small grants to cover their living costs while away training. The costs are paid out as daily allowances based upon the length of the training.

Accounts and Activities Outside the United States

		Offices	Employees	Total
Region	Central America and the Caribbean	7	59	33,725,574
Activities	Program Services			
Services	Maternal and Child Healthcare, Infectious Disease			
Region	East Asia and the Pacific	6	38	4,063,773
Activities	Program Services			
Services	Chronic Disease, Health Strengthening Systems, Maternal and Child Healthcare			
Region	Europe (including Iceland and Greenland) 2		8	17,659,328
Activities	Program Services			
Services	Chronic Disease, Health Strengthening Systems, Maternal and Child Healthcare, Infectious Disease			
Region	Middle East and North Africa	1	5	25,114,519
Activities	Program Services			
Services	Health Strengthening Systems			
Region	North America (including Canada and Mexico, but not the United States)	1	2	138,411
Activities	Program Services			
Services	Chronic Disease			
Region	Russia and the newly independent States 9		90	86,987,930
Activities	Program Services			
Services	Infectious Disease			
Region	South America	1	10	178,498
Activities	Program Services			
Services	Maternal and Child Healthcare			
Region	South Asia	1	9	802,704
Activities	Program Services			
Services	Chronic Disease, Health Strengthening Systems, Maternal and Child Healthcare, Infectious Disease			
Region	Sub-Saharan Africa	7	69	1,985,865
Activities	Program Services			
Services	Infectious Disease			
	Total:	35	290	170,656,602

Grants To Individuals Located Outside US

		Recipients	Cash Grant	Non-Cash Assistance
Assistance	Fellowships	74	169,831	0
Region	East Asia and the Pacific			
Cash Disbursement	cash payment			
Non-Cash Assistance				
Valuation				
Assistance	Fellowships	4	19,880	0
Region	Sub-Saharan Africa			
Cash Disbursement	cash payment			
Non-Cash Assistance				
Valuation				
Assistance	Fellowship	1	5,701	0
Region	Central America and the Caribbean			
Cash Disbursement	cash payment			
Non-Cash Assistance				
Valuation				
Assistance	Fellowship	1	250	0
Region	Europe (including Iceland and Greenland)			
Cash Disbursement	cash payment			
Non-Cash Assistance				
Valuation				

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

2010

**Open to Public
Inspection**

Name of the organization

Employer identification number

PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

53-0242962

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 checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input checked="" type="checkbox"/> Solicitation of government grants |
| c <input checked="" type="checkbox"/> Phone solicitations | g <input checked="" 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 See Schedule G, Part IV, Statement 1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				5,292,654	306,105	4,986,549

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.

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

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 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
		Annual Gala (event type)	Other Events (event type)	0 (total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	1,976,950	17,400		1,994,350
	2 Less: Charitable contributions	1,711,198	17,400		1,728,598
	3 Gross income (line 1 minus line 2)	265,752	0		265,752
Direct Expenses	4 Cash prizes	0	0		0
	5 Noncash prizes	0	0		0
	6 Rent/facility costs	0	0		0
	7 Food and beverages	0	0		0
	8 Entertainment	0	0		0
	9 Other direct expenses	472,709	0		472,709
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶	(472,709)			
11 Net income summary. Combine line 3, column (d), and line 10 ▶	-206,957				

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

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

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

b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer

☐ Employee

☐ Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law 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 explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Fundraiser Activity Information

Name and Address	Activity	C1	Gross Receipts	C2	C3
Chapman Cubine Adams and Hussey 1600 Wilson Boulevard Suite 300 Arlington, VA 22209	Direct Mail - House, Sustainer and Prospect Fundraising	No	5,292,654	262,330	5,030,324
The Sharpe Group 8700 Trail Lake Drive Suite 222 Memphis, TN 38125	Consultant for Planned Giving Fundraising	No	0	43,775	-43,775
Total:			5,292,654	306,105	4,986,549

C1 = Fundraiser control of funds?

C2 = Amount paid to (or retained by) fundraiser

C3 = Amount paid to (or retained by) organization

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

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

2010

**Open to Public
Inspection**

PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

Employer identification number

53-0242962

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input checked="" type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

- a** Receive a severance payment or change-of-control payment from the organization or a related organization?
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		✓
4b		✓
4c		✓
5a		✓
5b		✓
6a		✓
6b		✓
7		✓
8		✓
9		

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

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

	(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	John P Howe III MD	532,109	75,000	0	7,350	11,294	625,753	0
	(i)							
	(ii)	0	0	0	0	0	0	0
2	Susan Dentzer	290,802	26,250	0	20,500	15,215	352,767	0
	(i)							
	(ii)	0	0	0	0	0	0	0
3	Anthony T Burchard	217,992	11,249	0	13,358	7,496	250,095	0
	(i)							
	(ii)	0	0	0	0	0	0	0
4	Abul Hashem	176,307	13,650	0	2,446	15,153	207,556	0
	(i)							
	(ii)	0	0	0	0	0	0	0
5	Deborah R Iwig	227,572	0	0	15,371	4,082	247,025	0
	(i)							
	(ii)	0	0	0	0	0	0	0
6	Stuart L Myers	215,839	10,500	0	14,478	4,102	244,919	0
	(i)							
	(ii)	0	0	0	0	0	0	0
7	M Miriam Wardak	208,590	13,650	0	12,627	3,134	238,001	0
	(i)							
	(ii)	0	0	0	0	0	0	0
8	Frederick E Gerber II	176,968	0	0	5,347	9,746	192,061	0
	(i)							
	(ii)	0	0	0	0	0	0	0
9	Rand F Walton	167,791	0	0	5,179	14,569	187,539	0
	(i)							
	(ii)	0	0	0	0	0	0	0
10	Kendra E Davenport	168,974	0	0	5,282	2,341	176,597	0
	(i)							
	(ii)	0	0	0	0	0	0	0
11	Jane Hiebert-White	144,066	10,000	0	4,862	14,390	173,318	0
	(i)							
	(ii)	0	0	0	0	0	0	0
12	Donald E Metz	150,471	10,000	0	10,417	6,315	177,203	0
	(i)							
	(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, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

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

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No. 1545-0047

2010

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

53-0242962

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	✓		738	Fair Market Value
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	✓	33	439,575	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	✓	55	155,562,425	Wholesale Price
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (Supplies)	✓	10	74,921	Fair Market Value
26 Other ► (.)				
27 Other ► (.)				
28 Other ► (.)				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement			29	0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		✓
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?	✓	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		✓
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.		

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

[illegible]

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

2010

**Open to Public
Inspection**

Name of the organization

Employer identification number

PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC

53-0242962

Form 990, Part VI, Section B, Line 11a - A copy of Project HOPE's final form 990 (including required schedules), to be filed with the IRS, was provided to the Board of Director's Chair of the Audit Committee. Before this review the 990 was also reviewed by all of Project HOPE's executive officers. The 990 was prepared by staff and reviewed by the organization's tax accountant. Each member of the Board of Directors receives a copy of the 990 before the form is submitted to the IRS.

Form 990, Part VI, Section B, Line 12c - At the time of hire, all staff is notified of Project HOPE's Conflict of Interest policy and have the obligation to disclose any perceived or real area of potential or actual conflict of interest. At least annually, all staff must acknowledge a re-statement of compliance. Subsequent to hire, and for the duration of their employment with Project HOPE, all employees are obligated to disclose any area of potential or actual conflict of interest. The members of the Board of Directors are also required to submit a signed conflict of interest questionnaire annually.

Form 990, Part VI, Section B, Line 15 - Project HOPE's Management Development and Compensation Committee of the Board establishes the overall compensation philosophy for the organization including the relation of base salaries and total compensation to market and the components of total compensation. Additionally, it establishes the organizational and individual performance goals for the Chief Executive Officer. Annually, the said Committee reviews the performance of the Chief Executive Officer and recommends any compensation changes. At the same frequency, the Management Development and Compensation Committee oversee all aspects of compensation provided to other executives to ensure compliance with the intermediate sanctions provisions of the Internal Revenue Code. The Committee further prepares regular reports disclosing committee actions and recommendations to the full Board of Directors in performing their duties related to the determination of officer compensation, the Management Development and Compensation Committee relies on support from an independent external compensation consultant who has been engaged by the Committee. Overall, the Committee follows standard protocols and intermediate sanctions guidelines which include the three procedural requirements for earning the presumption of reasonableness. 1. Compensation actions are approved in advance by the Management Development and Compensation committee members, none of whom have a conflict of interest with respect to the proposed actions. 2. The board or committee obtains or relies upon appropriate data as the comparability of the compensation or fair market value of the consideration, and 3. The committee documents the basis for its determination adequately and contemporaneously.

Form 990, Part VI, Section C, Line 19 - Project HOPE's governing documents and conflict of interest policies are available upon request. The annual report is available on Project HOPE's website www.projecthope.org. The financials are also available upon request.

Form 990, Part XI, Line 5 - Unrealized Gain on Investments \$1,182,081, Pension related changes other than net periodic pension cost \$3,447,916

Other Program Services Accomplishments

Activity Code	Description	Expense	Grants	Revenue
	VOLUNTEER EFFORTS - Project HOPE was founded on the willingness of doctors, nurses and other medical volunteers to travel the globe on a floating hospital ship - the SS HOPE- to provide medical care, health education and humanitarian assistance to people in need. While we now operate land-based programs in more than 35 countries, Project HOPE, in partnership with the U.S. Navy, sends medical volunteers on board ships around the world to provide medical care, health education, and humanitarian assistance. Since partnering with the U.S. Navy in early 2005 to provide tsunami relief, Project HOPE has participated in more than 25 humanitarian assistance and health education missions with nearly 1200 HOPE volunteers. These missions have provided care to more than 750,000 people, offered health education to more than 211,000 and delivered nearly \$35 million in donated medicines and medical supplies.	736,570	0	0
Total:		736,570	0	0

Name Of Foreign Country

Name

China

Hungary

Kazakhstan

Czech Republic

Bosnia-Herzegovina

Dominican Republic

Honduras

Indonesia

Kyrgyzstan

Malawi

Mozambique

Mexico

Romania

South Africa

Tajikistan

Turkmenistan

Ukraine

Namibia

Nicaragua

Peru

Poland

Russia

Thailand

Uzbekistan

Egypt

Guatemala

States Where Copy Of Return Is Filed

States

AK

AL

AR

AZ

CA

FL

GA

HI

IL

KS

KY

LA

MA

MD

ME

MI

MN

MS

NC

ND

NH

NJ

NM

NY

OH

OK

OR

PA

RI

SC

TN

UT

VA

WA

WI

WV