

Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning , 2011, and ending , 20

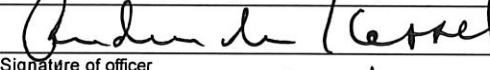
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WILLIAM J. CLINTON FOUNDATION		D Employer identification number 31-1580204
	Doing Business As		E Telephone number (501) 748-0471
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1200 PRESIDENT CLINTON AVENUE		G Gross receipts \$ 72,959,034.
	City or town, state or country, and ZIP + 4 LITTLE ROCK, AR 72201		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)
F Name and address of principal officer: ANDREW KESSEL 1200 PRESIDENT CLINTON AVE LITTLE ROCK, AR 72201		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.CLINTONFOUNDATION.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: 1997 M State of legal domicile: AR	


Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE WILLIAM J. CLINTON FOUNDATION WORKS TO STRENGTHEN THE CAPACITY OF PEOPLE IN THE U.S. AND THROUGHOUT THE WORLD TO MEET THE CHALLENGES OF GLOBAL INTERDEPENDENCE.		
	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	3.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	2.
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	282.
	6 Total number of volunteers (estimate if necessary)	6	350.
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	963,190.
b Net unrelated business taxable income from Form 990-T, line 34	7b	-34,437.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	136,869,303.	65,232,759.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,506,856.	399,737.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	52,088.	68,305.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,450,013.	1,619,752.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	139,878,260.	67,320,553.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	73,668,652.	10,011,225.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	16,139,239.	18,382,051.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,897,791.	201,000.	183,000.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	33,109,240.	31,709,273.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	123,118,131.	60,285,549.
19 Revenue less expenses. Subtract line 18 from line 12	16,760,129.	7,035,004.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	189,254,960.	197,890,114.
	22 Net assets or fund balances. Subtract line 21 from line 20.	8,243,949.	10,261,131.
		181,011,011.	187,628,983.

Part II Signature Block

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

Sign Here	 Signature of officer	Date 11/16/15
	Andrew W. Kessel, CFO Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name Michael Wolfe	Preparer's signature 	Date 11/16/2015	Check if self-employed <input type="checkbox"/>	PTIN P01888810
	Firm's name ▶ BKD, LLP	EIN ▶			
	Firm's address ▶ P.O. BOX 3667 LITTLE ROCK, AR 72203-3667	Phone no. ▶ 501-372-1040			

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

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2010)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ATTACHMENT 1

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

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

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 14,453,832. including grants of \$ 2,128,692.) (Revenue \$ 185,827.)

CLINTON PRESIDENTIAL CENTER SEE SCHEDULE O FOR FURTHER DETAILS

4b (Code:) (Expenses \$ 11,664,031. including grants of \$ 0.) (Revenue \$ 0.)

THE CLINTON CLIMATE INITIATIVE SEE SCHEDULE O FOR FURTHER DETAILS

4c (Code:) (Expenses \$ 6,240,000. including grants of \$ 1,581,096.) (Revenue \$ 0.)

CLINTON GIUSTRA SUSTAINABLE GROWTH INITIATIVE SEE SCHEDULE O FOR FURTHER DETAILS

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

(Expenses \$ 21,871,309. including grants of \$ 6,301,437.) (Revenue \$ 2,117,222.)

4e Total program service expenses 54,229,172.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, annual gross receipts, deductible contributions, and sponsoring organizations.

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

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

Section A. Governing Body and Management

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

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

Table with 4 columns: Question, Line Number, Yes, No. Rows include questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 2
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ANDREW KESSEL 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201 501-748-0471

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

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

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ATTACHMENT 3										
(1) BRUCE R LINDSEY CEO/CHAIR	45.00	X	X					287,503.	0	32,102.
(2) TERENCE MCAULIFFE DIRECTOR	2.00	X						0	0	0
(3) CHELSEA V. CLINTON VICE CHAIR (APPOINTED 5/9/11)	2.00	X						0	0	0
(4) JAMES RUTHERFORD DIRECTOR (UNTIL 4/29/11)	2.00	X						0	0	0
(5) ANDREW KESSEL CFO	45.00			X				162,118.	0	26,691.
(6) STEPHANIE S STREETT EXECUTIVE DIRECTOR	50.00			X				123,729.	0	24,110.
(7) LAURA A GRAHAM COO	45.00			X				135,776.	0	0
(8) RALPH ISKAROS IT DIRECTOR	50.00					X		129,000.	0	19,506.
(9) SCOTT TAITEL COO OF CGSGI	50.00					X		125,912.	0	19,105.
(10) MARK DUNKELMAN SENIOR FELLOW	50.00					X		131,500.	0	23,103.
(11) VALERIE ALEXANDER MARKETING DIRECTOR	50.00					X		134,700.	0	23,017.
(12) THERESE SHERIDAN HR DIRECTOR	45.00					X		128,743.	0	21,313.
(13)										
(14)										

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	190,969.					
	b Membership dues	1b						
	c Fundraising events	1c	12,589,400.					
	d Related organizations	1d	10,230,652.					
	e Government grants (contributions) . .	1e	3,064,911.					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	39,156,827.					
	g Noncash contributions included in lines 1a-1f: \$		213,671.					
	h Total. Add lines 1a-1f			65,232,759.				
	Program Service Revenue	Business Code						
2a <u>CDI INCOME</u>			900099	40,110.	40,110.			
b <u>LIBRARY ADMISSIONS</u>			900099	157,531.	157,531.			
c <u>ACOUSTIGUIDE INCOME</u>			900099	28,296.	28,296.			
d <u>CGSGI INCOME</u>			900099	173,800.	173,800.			
e _____								
f All other program service revenue								
g Total. Add lines 2a-2f				399,737.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			68,423.			68,423.	
	4 Income from investment of tax-exempt bond proceeds . . .			0				
	5 Royalties			0				
	6a Gross rents	(i) Real	(ii) Personal					
		b Less: rental expenses . . .						
		c Rental income or (loss) . .						
		d Net rental income or (loss)			0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		b Less: cost or other basis and sales expenses				118.		
		c Gain or (loss)				-118.		
		d Net gain or (loss)			-118.	-118.		
	8a Gross income from fundraising events (not including \$ <u>12,589,400.</u> of contributions reported on line 1c). See Part IV, line 18	a		3,252,600.				
	b Less: direct expenses	b		4,673,268.				
	c Net income or (loss) from fundraising events			-1,420,668.			-1,420,668.	
	9a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses	b							
c Net income or (loss) from gaming activities			0					
10a Gross sales of inventory, less returns and allowances	a		1,923,785.					
	b Less: cost of goods sold	b	965,095.					
	c Net income or (loss) from sales of inventory.		ATCH . 5 .	963,190.		963,190.		
Miscellaneous Revenue			Business Code					
11a <u>PRESIDENTIAL CENTER REVENUE</u>		900099	1,138,822.	1,138,822.				
b <u>SPEECH REVENUE</u>		900099	978,464.	978,464.				
c <u>PROGRAM INVESTMENTS</u>		900099	-61,343.	-61,343.				
d All other revenue		900099	21,287.	21,287.				
e Total. Add lines 11a-11d			2,077,230.					
12 Total revenue. See instructions			67,320,553.	2,476,849.	963,190.	-1,352,245.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	7,879,568.	7,879,568.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	2,131,657.	2,131,657.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	792,029.	147,839.	644,190.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages	13,105,600.	12,331,714.	196,410.	577,476.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	619,132.	581,908.	9,893.	27,331.
9 Other employee benefits	2,236,191.	2,043,105.	97,595.	95,491.
10 Payroll taxes	1,629,099.	1,468,806.	92,194.	68,099.
11 Fees for services (non-employees):				
a Management	0			
b Legal	101,483.		101,483.	
c Accounting	360,473.	41,427.	319,046.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	183,000.			183,000.
f Investment management fees	0			
g Other	4,216,186.	4,081,629.	82,505.	52,052.
12 Advertising and promotion	863,584.	836,089.	9,704.	17,791.
13 Office expenses	1,053,889.	904,042.	61,366.	88,481.
14 Information technology	806,270.	683,162.	43,450.	79,658.
15 Royalties	0			
16 Occupancy	1,810,061.	1,665,033.	54,791.	90,237.
17 Travel	5,034,467.	4,633,955.	100,197.	300,315.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	19,700.	18,249.	512.	939.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	4,255,203.	4,251,435.	1,330.	2,438.
23 Insurance	1,054,695.	906,463.	148,232.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PARTNER EXPENSES -----	1,261,683.	1,261,683.		
b OTHER PROGRAM EXPENSES -----	5,158,372.	5,158,304.	24.	44.
c OTHER FUNDRAISING EXPENSES -----	314,439.			314,439.
d -----				
e All other expenses -----	5,398,768.	3,203,104.	2,195,664.	
25 Total functional expenses. Add lines 1 through 24e	60,285,549.	54,229,172.	4,158,586.	1,897,791.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0	1	0
	2 Savings and temporary cash investments	62,130,588.	2	66,674,712.
	3 Pledges and grants receivable, net	8,966,200.	3	15,321,589.
	4 Accounts receivable, net	1,173,276.	4	370,614.
	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	1,055,874.	8	805,084.
	9 Prepaid expenses and deferred charges	507,541.	9	63,060.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 138,975,986.		
	b Less: accumulated depreciation	10b 26,961,027.	114,775,851.	10c 112,014,959.
	11 Investments - publicly traded securities	468,304.	11	474,991.
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	177,326.	13	2,165,105.
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	189,254,960.	16	197,890,114.	
Liabilities	17 Accounts payable and accrued expenses	1,317,774.	17	2,329,116.
	18 Grants payable	0	18	0
	19 Deferred revenue	1,596,931.	19	438,673.
	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	167,581.	23	104,234.
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	5,161,663.	25	7,389,108.
	26 Total liabilities. Add lines 17 through 25	8,243,949.	26	10,261,131.
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	162,717,464.	27	159,276,096.
	28 Temporarily restricted net assets	18,043,547.	28	28,102,887.
	29 Permanently restricted net assets	250,000.	29	250,000.
	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	181,011,011.	33	187,628,983.	
34 Total liabilities and net assets/fund balances	189,254,960.	34	197,890,114.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	67,320,553.
2	Total expenses (must equal Part IX, column (A), line 25)	2	60,285,549.
3	Revenue less expenses. Subtract line 2 from line 1	3	7,035,004.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	181,011,011.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-417,032.
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	187,628,983.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	X	

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

2011

Open to Public Inspection

Name of the organization WILLIAM J. CLINTON FOUNDATION	Employer identification number 31-1580204
--	---

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?

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
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									

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

Schedule A (Form 990 or 990-EZ) 2011

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

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f); 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities, whether or not the business is regularly carried on; 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) - ATCH- 1; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) - 82.48%; 15 Public support percentage from 2010 Schedule A, Part II, line 14 - 79.73%; 16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization - [X]; 16b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization - []; 17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization - []; 17b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization - []; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions - [].

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2011, 2010. Row 15: Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2010 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2011, 2010. Row 17: Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2010 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

19b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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

Part IV Supplemental Information. 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).

UNUSUAL GRANTS

SCHEDULE A, PART II, SECTION A, LINE 1

2007: \$34,743,141
 2008: \$82,740,318
 2009: \$115,397,489
 2010: NONE
 2011: NONE

=====

TOTAL: \$232,880,948

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
INVENTORY SALES	1,207,765.	1,025,628.	1,847,883.	706,998.		4,788,274.
MISCELLANEOUS	547,841.	320,049.	384,201.	77,199.	21,287.	1,350,577.
FUNDRAISING REVENUE		111,475.	3,542,000.	730,865.	3,252,600.	7,636,940.
SPEECH REVENUE				1,134,443.	978,464.	2,112,907.
PRESIDENTIAL CENTER REVENUE					1,138,822.	1,138,822.
PARTNERSHIP REVENUE				-118,740.	-61,343.	-180,083.
LIST RENTAL	8,998.					8,998.
TOTALS	<u>1,764,604.</u>	<u>1,457,152.</u>	<u>5,774,084.</u>	<u>2,530,765.</u>	<u>5,329,830.</u>	<u>16,856,435.</u>

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization WILLIAM J. CLINTON FOUNDATION	Employer identification number 31-1580204
--	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(03) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **WILLIAM J. CLINTON FOUNDATION**

Employer identification number

31-1580204

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 8,019,633.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 3,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 1,830,505.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 1,750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 1,339,390.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	----- ----- -----	\$ 10,230,652.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **WILLIAM J. CLINTON FOUNDATION**

Employer identification number

31-1580204

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	----- ----- -----	\$ 4,245,972.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	----- ----- -----	\$ 4,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WILLIAM J. CLINTON FOUNDATION

Employer identification number

31-1580204

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization **WILLIAM J. CLINTON FOUNDATION**

Employer identification number
31-1580204

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization

WILLIAM J. CLINTON FOUNDATION

Employer identification number

31-1580204

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

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

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

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

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

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

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

Schedule D (Form 990) 2011

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a Board designated or quasi-endowment %
b Permanent endowment 93.0000 %
c Temporarily restricted endowment 7.0000 %

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

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

- (i) unrelated organizations
(ii) related organizations

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

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

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

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

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

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) Book value	
(1) Federal income taxes		
(2) FUNDS DUE TO RELATED ORGS., NET	7,389,108.	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	7,389,108.	

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	67,320,553.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	60,285,549.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	7,035,004.
4	Net unrealized gains (losses) on investments	4	-3,375.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	61,343.
9	Total adjustments (net). Add lines 4 through 8	9	57,968.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	7,092,972.

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	259,388,310.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-3,375.
b	Donated services and use of facilities	2b	478,119.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	186,429,304.
e	Add lines 2a through 2d	2e	186,904,048.
3	Subtract line 2e from line 1	3	72,484,262.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	-5,163,709.
c	Add lines 4a and 4b	4c	-5,163,709.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	67,320,553.

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

1	Total expenses and losses per audited financial statements	1	254,949,711.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	478,119.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	197,336,043.
e	Add lines 2a through 2d	2e	197,814,162.
3	Subtract line 2e from line 1	3	57,135,549.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	3,150,000.
c	Add lines 4a and 4b	4c	3,150,000.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	60,285,549.

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.

SEE PAGE 5

Part XIV Supplemental Information (continued)

INTENDED USES OF ENDOWMENT FUNDS

FORM 990, SCHEDULE D, PART V, LINE 4

THE INTENDED USE OF THE ENDOWMENT FUND IS TO SUPPORT BRINGING SPEAKERS TO THE CLINTON PRESIDENTIAL CENTER.

FIN 48 DISCLOSURE

FORM 990, SCHEDULE D, PART X, LINE 2

THE FOUNDATION FILES TAX RETURNS IN THE U.S. FEDERAL JURISDICTION. WITH A FEW EXCEPTIONS, THE ORGANIZATION IS NO LONGER SUBJECT TO U.S. FEDERAL EXAMINATIONS BY TAX AUTHORITIES FOR YEARS BEFORE 2008.

RECONCILIATION OF CHANGE IN NET ASSETS

FORM 990, SCHEDULE D, PART XI, LINE 8

PARTNERSHIP REVENUE	\$61,343
---------------------	----------

REVENUE RECONCILIATION

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

RELATED ORGANIZATION REVENUE	\$189,579,304
------------------------------	---------------

INTERCOMPANY GRANTS NETTED ON FINANCIAL STATEMENTS	(3,150,000)
--	-------------

=====

TOTAL	\$186,429,304
-------	---------------

Part XIV Supplemental Information (continued)

REVENUE RECONCILIATION

FORM 990, SCHEDULE D, PART XII, LINE 4B

COST OF GOODS SOLD	\$(429,098)
FUNDRAISING EXPENSES	(4,673,268)
PARTNERSHIP REVENUE	(61,343)
=====	
TOTAL	\$(5,163,709)

EXPENSE RECONCILIATION

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

RELATED ORGANIZATIONS EXPENSES	\$191,758,677
FUNDRAISING EXPENSES	4,673,268
PROVISION FOR UNCOLLECTIBLE PLEDGES	475,000
COST OF GOODS SOLD	429,098
=====	
TOTAL	\$197,336,043

EXPENSE RECONCILIATION

FORM 990, SCHEDULE D, PART XIII, LINE 4B

INTERCOMPANY GRANTS NETTED ON FINANCIAL STATEMENTS	\$3,150,000
--	-------------

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

WILLIAM J. CLINTON FOUNDATION

31-1580204

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN	1.	2.	PROGRAM SERVICES	CLIMATE, ECON DVLPMNT	2,226,000.
(2) EAST ASIA AND THE PACIFIC	5.	9.	PROGRAM SERVICES	CLIMATE	3,053,000.
(3) EUROPE	2.	5.	PROGRAM SERVICES	CLIMATE	292,000.
(4) MIDDLE EAST AND NORTH AFRICA	1.	1.	PROGRAM SERVICES	CLIMATE	33,000.
(5) NORTH AMERICA	1.	2.	PROGRAM SERVICES	CLIMATE	76,921.
(6) SOUTH AMERICA	5.	10.	PROGRAM SERVICES	CLIMATE, ECON DVLPMNT	5,805,000.
(7) SOUTH ASIA		2.	PROGRAM SERVICES	CLIMATE	128,000.
(8) SUB-SAHARAN AFRICA	5.	36.	PROGRAM SERVICES	CLIMATE, ECON DVLPMNT	2,735,000.
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	20.	67.			14,348,921.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	20.	67.			14,348,921.

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

Schedule F (Form 990) 2011

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)			SOUTH AMERICA	PROGRAM SERV	76,868.	BANK WIRE		NA	NA
(2)			SOUTH AMERICA	PROGRAM SERV	22,959.	BANK WIRE		NA	NA
(3)			SOUTH AMERICA	PROGRAM SERV	671,689.	BANK WIRE		NA	NA
(4)			SOUTH AMERICA	PROGRAM SERV	194,044.	BANK WIRE		NA	NA
(5)			CENT. AMERICA/CARIBBEAN	PROGRAM SERV	500,000.	BANK WIRE		NA	NA
(6)			SOUTH AMERICA	PROGRAM SERV	99,447.	BANK WIRE		NA	NA
(7)			SOUTH AMERICA	PROGRAM SERV	516,088.	BANK WIRE		NA	NA
(8)			SOUTH AMERICA	PROGRAM SERV	50,562.	BANK WIRE		NA	NA
(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 8 .

3 Enter total number of other organizations or entities

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

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

Part IV Foreign Forms

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

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

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

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

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

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

Part V Supplemental Information

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

MONITORING PROCEDURES FOR USE OF GRANT FUNDS

FORM 990, SCHEDULE F, PART I, LINE 2

THE ORGANIZATION REQUIRES A FINAL REPORT FROM ALL GRANT RECIPIENTS
DETAILING THE USE OF GRANT FUNDS. THE RELEVANT GROUP INITIATIVE WITHIN
THE FOUNDATION REVIEWS THESE REPORTS FOR PROPER USE OF GRANT FUNDS AND
CONTINUED FUNDING.

GRANT ACCOUNTING METHOD

FORM 990, SCHEDULE F, PART I, LINE 3, COLUMN (F)

EXPENDITURES ARE REPORTED ON AN ACCRUAL-BASIS CONSISTENT WITH THE
ORGANIZATION'S FINANCIAL STATEMENTS.

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

2011

**Open to Public
Inspection**

Name of the organization

WILLIAM J. CLINTON FOUNDATION

Employer identification number

31-1580204

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** Mail solicitations
- b** Internet and email solicitations
- c** Phone solicitations
- d** In-person solicitations
- e** Solicitation of non-government grants
- f** Solicitation of government grants
- g** Special fundraising events

2a Did the organization have a written or oral agreement with any individual (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 AMERICAN MARKETING & COMMUNICATIONS CORP	DIRECT MARKETING		X	525,000.	75,000.	450,000.
2 M&R STRATEGIES	EMAIL MARKETING		X	1,250,000.	108,000.	1,142,000.
3						
4						
5						
6						
7						
8						
9						
10						
Total				1,775,000.	183,000.	1,592,000.

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

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

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	
		MILLENNIUM (event type)	DECADE OF DIFF (event type)	1. (total number)	(add col. (a) through col. (c))	
Revenue	1	Gross receipts	496,000.	13,335,000.	2,011,000.	15,842,000.
	2	Less: Charitable contributions	427,400.	10,151,000.	2,011,000.	12,589,400.
	3	Gross income (line 1 minus line 2)	68,600.	3,184,000.	0	3,252,600.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	159,458.	707,000.		866,458.
	7	Food and beverages				
	8	Entertainment	25,713.	1,346,000.		1,371,713.
	9	Other direct expenses	62,291.	2,372,806.		2,435,097.
	10	Direct expense summary. Add lines 4 through 9 in column (d) ▶				(4,673,268.)
	11	Net income summary. Combine line 3, column (d), and line 10 ▶				-1,420,668.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))	
Revenue	1	Gross revenue				
Direct Expenses	2	Cash prizes				
	3	Noncash prizes				
	4	Rent/facility costs				
	5	Other direct expenses				
	6	Volunteer labor	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	
	7	Direct expense summary. Add lines 2 through 5 in column (d) ▶				()
	8	Net gaming income summary. Combine line 1, column d, and line 7 ▶				

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

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

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

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

Name ▶ _____

Address ▶ _____

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

HIGHEST PAID FUNDRAISERS

FORM 990, SCHEDULE G, PART I, LINE 2B

AMERICAN MARKETING

400 N. WASHINGTON ST. #300, ALEXANDRIA, VA 22314

M&R STRATEGIES

2120 L STREET, NW, SUITE 400, WASHINGTON, DC 20037

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

WILLIAM J. CLINTON FOUNDATION

Employer identification number

31-1580204

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. 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 and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	ALLIANCE FOR A HEALTHIER GENERATION 1200 NW NAITO PARKWAY, SUITE 220	27-2028308	501(C)(3)	2,374,669.		N/A	N/A	CHILDHOOD OBESITY
(2)	CITY OF LITTLE ROCK 500 WEST MARKHAM LITTLE ROCK, AR 72201	71-6014465	GOVERNMENT	2,104,899.		N/A	N/A	PRESIDENTIAL CENTER
(3)	HENDRIX COLLEGE 1600 WASHINGTON AVE CONWAY, AR 72032	71-0236897	501(C)(3)	250,000.		N/A	N/A	EDUCATION
(4)	CLINTON HEALTH ACCESS INITIATIVE 383 DORCHESTER AVE, BOSTON, MA 02127	27-1414646	501(C)(3)	3,150,000.		N/A	N/A	GENERAL SUPPORT
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 4
- 3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2011)

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

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

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

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS IN THE U.S.

FORM 990, SCHEDULE I, PART I

THE ORGANIZATION REQUIRES A FINAL REPORT FROM ALL GRANT RECIPIENTS

DETAILYNG THE USE OF GRANT FUNDS. THE RELEVANT GROUP INITIATIVE WITHIN

THE FOUNDATION REVIEWS THESE REPORTS FOR PROPER USE OF GRANT FUNDS AND

CONTINUED FUNDING.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

WILLIAM J. CLINTON FOUNDATION

Employer identification number

31-1580204

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

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

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

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

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

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

- a** Receive a severance payment or change-of-control payment? **4a** **4a**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** **4b**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** **4c**
- 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? **5a** **5a**
- b** Any related organization? **5b** **5b**
- 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? **6a** **6a**
- b** Any related organization? **6b** **6b**
- 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 **7** **7**

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 **8** **8**

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

	Yes	No
1b		
2		
4a		<input checked="" type="checkbox"/>
4b		<input checked="" type="checkbox"/>
4c		<input checked="" type="checkbox"/>
5a		<input checked="" type="checkbox"/>
5b		<input checked="" type="checkbox"/>
6a		<input checked="" type="checkbox"/>
6b		<input checked="" type="checkbox"/>
7	<input checked="" type="checkbox"/>	
8		<input checked="" type="checkbox"/>
9		<input checked="" type="checkbox"/>

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

Schedule J (Form 990) 2011

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 BRUCE R LINDSEY	(i)	287,503.	0	0	17,472.	14,630.	319,605.	0
	(ii)	0	0	0	0	0	0	0
2 ANDREW KESSEL	(i)	159,118.	3,000.	0	9,637.	17,054.	188,809.	0
	(ii)	0	0	0	0	0	0	0
3 MARK DUNKELMAN	(i)	129,500.	2,000.	0	7,770.	15,333.	154,603.	0
	(ii)	0	0	0	0	0	0	0
4 VALERIE ALEXANDER	(i)	131,700.	3,000.	0	7,430.	15,587.	157,717.	0
	(ii)	0	0	0	0	0	0	0
5 THERESE SHERIDAN	(i)	125,743.	3,000.	0	7,800.	13,513.	150,056.	0
	(ii)	0	0	0	0	0	0	0
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

BONUS COMPENSATION

FORM 990, SCHEDULE J, PART I, LINE 7

THE AMOUNTS INCLUDED ON PART II, B(II), REPRESENTS BONUSES THAT WERE INCLUDED IN THE 2011 W-2.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-0047

2011

Open To Public Inspection

Name of the organization

WILLIAM J. CLINTON FOUNDATION

Employer identification number

31-1580204

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
	(1)									
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										

Total ▶ \$ _____

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

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

Schedule L (Form 990 or 990-EZ) 2011

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) FONDO ACCESO SAS	B. LINDSEY - DIRECTOR	826,019.	PROGRAM RELATED INVESTMENT		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

BUSINESS TRANSACTIONS WITH INTERESTED PERSONS

FORM 990, SCHEDULE L, PART IV

NO DIRECTORS OF FONDO ACCESO ARE PAID OR RECEIVE ANY SHARE OF PROFITS.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

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**Open To Public
Inspection**

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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	5.	213,671.	STOCK MARKET QUOTE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2011)

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.

COLUMN B

FORM 990, SCHEDULE M, PART I, COLUMN B

COLUMN B REPRESENTS THE NUMBER OF CONTRIBUTIONS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

WILLIAM J. CLINTON FOUNDATION

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.**

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**Open to Public
Inspection**

Employer identification number

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AMENDED RETURN

FORM 990, PAGE 1, ITEM B

THE FOUNDATION IS VOLUNTARILY AMENDING THE FORM 990 FOR 2011.

EXPLANATION OF CHANGES REPORTED ON AMENDED FORM 990

=====

CHANGES TO PART VIII, AND SCHEDULE A, "GOVERNMENT GRANTS
(CONTRIBUTIONS)": THE FORM 990, AS AMENDED, LISTS THE AMOUNT OF
GOVERNMENT GRANTS AND CONTRIBUTIONS RECEIVED BY THE FOUNDATION AT PART
VIII, LINE 1E. IN THE ORIGINAL FORM 990, LINE 1E WAS LEFT BLANK AND THE
AMOUNT HAD BEEN INCLUDED ON THE NEXT LINE OF THE RETURN, AT PART VIII,
LINE 1F. THE CHANGE TO PART VIII, LINE 1E, HAS RESULTED IN CORRESPONDING
CHANGES TO PART VIII, LINE 1F, AND SCHEDULE A, PART II, LINES 5 AND 14.

CHANGES TO PART I, PART IV, PART VI, PART VIII, PART XI, SCHEDULE D,
SCHEDULE F, SCHEDULE O, AND SCHEDULE R RELATING TO RELATED ENTITIES:
THE FORM 990, AS AMENDED, LISTS ACCESO FUND LLC, FONDO ACCESO SAS, CIUDAD
VERDE AMARILO TRIADA FRAILEJON III, AND HAITI DEVELOPMENT FUND LLC AS
RELATED ENTITIES, AND INCLUDES ADDITIONAL INFORMATION RELATING TO THESE
ENTITIES, WHICH IS SHOWN ON PART VI, LINES 16A AND 16B; PART VIII, LINE
11, PART X, LINES 11 AND 13; SCHEDULE D, PART XI, LINES 1, 3, 4, 8 AND 9,
PART XII, LINE 4B, AND PART XIV; SCHEDULE F, PART IV, LINES 1, 3 AND 5;
AND SCHEDULE R, PARTS III, IV AND V, LINE 2. IN ADDITION, A PORTION OF
THE DECREASE IN PART I, LINES 11, 12, AND 19, AND A PORTION OF THE LOSS

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REPORTED ON PART XI, LINE 3, ARE ATTRIBUTABLE TO THESE ADJUSTMENTS. ALSO, THE AMOUNT SHOWN ON PART XI, LINE 5, FOR "OTHER CHANGES IN NET ASSETS OR FUND BALANCES" HAS BEEN CHANGED IN PART AS A RESULT OF THESE ADJUSTMENTS, AS SET OUT IN THE ADDITIONAL EXPLANATION ON SCHEDULE O. ON SCHEDULE R, PART I, ONE ENTITY HAS BEEN ADDED AS A DISREGARDED ENTITY. THIS CHANGE IS ALSO REFLECTED IN PART IV, LINE 33.

CHANGES TO PART I, PART VIII, PART IX, PART XI, SCHEDULE B, SCHEDULE D, SCHEDULE I AND SCHEDULE R RELATING TO TRANSACTIONS WITH RELATED ENTITIES:

THE AMENDED FORM 990 INCLUDES ADDITIONAL TRANSACTIONS WITH TWO RELATED U.S. ORGANIZATIONS, THE CLINTON GLOBAL INITIATIVE ("CGI") AND THE CLINTON HEALTH ACCESS INITIATIVE ("CHAI"), ON SCHEDULE R, PART V, LINE 2. GRANTS MADE TO CHAI HAVE BEEN MOVED TO PART IX, LINE 1, FROM PART XI, LINE 5, AND A CORRESPONDING CHANGE HAS BEEN MADE TO PART I, LINE 13. GRANTS RECEIVED FROM CGI HAVE BEEN MOVED TO PART VIII, LINE 1D FROM PART XI, LINE 5, WITH CORRESPONDING CHANGES TO PART I, LINE 8, AND PART VIII LINES 1H AND 12 ALSO THE AMOUNT SHOWN ON PART XI, LINE 5, FOR "OTHER CHANGES IN NET ASSETS OR FUND BALANCES" HAS BEEN CHANGED IN PART AS A RESULT OF THE ADJUSTMENTS TO PART IX, LINE 1, AS SET OUT IN THE ADDITIONAL EXPLANATION ON SCHEDULE O; AND CHANGES HAVE BEEN MADE TO SCHEDULE B; SCHEDULE D, PARTS XII, XIII, AND XIV; AND SCHEDULE I, PART II. A PORTION OF THE INCREASE IN EXPENSES REPORTED ON PART XI, LINE 2, AND A PORTION OF THE LOSS REPORTED ON PART XI, LINE 3, ARE ATTRIBUTABLE TO THE CHANGE IN THE PRESENTATION OF GRANTS MADE TO CHAI. ALSO AS A RESULT OF THESE

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CHANGES, THE AMOUNTS SHOWN ON PART I, LINES 18 AND 19; PART IX, LINE 25;
AND SCHEDULE D, PART XI, LINES 2, 3 AND 10 HAVE BEEN CHANGED.

ADDITIONAL CHANGES TO PART III (STATEMENT OF PROGRAM SERVICE
ACCOMPLISHMENTS):

CHANGES HAVE BEEN MADE TO PART III, LINES 4A AND 4D TO REFLECT
ADJUSTMENTS FOR REVENUES ASSOCIATED WITH THE CLINTON PRESIDENTIAL CENTER
AND TO REVENUES AND EXPENSES FOR OTHER PROGRAM SERVICES.

CHANGES TO PART V (STATEMENTS REGARDING OTHER IRS FILINGS AND TAX
COMPLIANCE) AND RELATED SCHEDULE O:

A CHANGE HAS BEEN MADE TO PART V, LINE 1A, RELATING TO THE AMOUNT SHOWN
ON THE FOUNDATION'S FORM 1096, CONCERNING THE TOTAL NUMBER OF U.S.
INFORMATION RETURNS FILED BY THE FOUNDATION.

PART V, LINE 4B, INSTRUCTS THAT THE NAMES OF FOREIGN COUNTRIES IN WHICH
THE FOUNDATION HAS AN INTEREST IN, OR SIGNATURE OR OTHER AUTHORITY OVER,
A FINANCIAL ACCOUNT SHOULD BE LISTED ON SCHEDULE O. CHANGES HAVE BEEN
MADE TO THE LIST AS SET OUT ON SCHEDULE O TO MAKE THE LIST CONSISTENT
WITH THE FOREIGN COUNTRIES THAT HAVE BEEN REPORTED ON THE FOUNDATION'S
FOREIGN BANK ACCOUNT REPORT (FBAR) FORMS TD F 90-22.1.

CHANGE TO PART VI (GOVERNANCE, MANAGEMENT, AND DISCLOSURE):

PART VI, SECTION C, LINE 18, HAS BEEN CHANGED TO REFLECT THAT THE
FOUNDATION'S FORMS 1023, 990, AND 990-T, AS APPLICABLE, WERE AVAILABLE

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UPON REQUEST FOR PUBLIC INSPECTION.

CHANGES TO PART VII, SECTION B (COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES, HIGHEST COMPENSATED EMPLOYEES, AND INDEPENDENT CONTRACTORS):

AN ADDITIONAL DIRECTOR HAS BEEN LISTED ON PART VII, SECTION A. TITLES AND TERMS OF SERVICE FOR CERTAIN DIRECTORS WERE CLARIFIED AS WELL. PART VII, SECTION B, CALLS FOR INFORMATION REGARDING THE "FIVE HIGHEST INDEPENDENT CONTRACTORS THAT RECEIVED MORE THAN \$100,000 OF COMPENSATION FROM THE ORGANIZATION." THIS LIST HAS BEEN REVISED TO EXCLUDE CORPORATIONS FROM THE LIST OF INDEPENDENT CONTRACTORS AND TO INCLUDE INDEPENDENT CONTRACTORS WHO NOW QUALIFY FOR THE LIST. CORRESPONDING CHANGES HAVE BEEN MADE TO PART VII, SECTION B, LINES 1 AND 2, AND TO SCHEDULE O.

ADDITIONAL CHANGES TO PART VIII (STATEMENT OF REVENUES) AND RELATED CHANGES TO PART I, PART XI, SCHEDULE A, AND SCHEDULE D:

THE FORM 990 AS ORIGINALLY FILED REPORTED PAYMENTS FOR SPEECHES AS DONATIONS IN PART VIII, LINE 1F. THESE AMOUNTS HAVE BEEN RECLASSIFIED AS "OTHER" INCOME, AND A SPECIFIC LINE TO REFLECT REVENUE FROM SPEECHES HAS BEEN ADDED ON PART VIII, LINE 11; AND RELATED CHANGES HAVE BEEN MADE TO PART I, LINES 8 AND 11; AND SCHEDULE A, PART II, LINES 1 AND 10.

CHANGES HAVE BEEN MADE BOTH TO CLARIFY THE PRESENTATION AND TO CORRECT CERTAIN AMOUNTS SET OUT IN PART VIII, LINES 2A - 2G (PROGRAM SERVICE

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REVENUE), LINES 6A - 6C (GROSS RENT), LINE 7A - 7D (GROSS REVENUE FROM SALE OF ASSETS OTHER THAN INVENTORY), LINES 10A - 10C (GROSS SALES / COST OF GOODS SOLD), AND LINES 11A - 11E (MISCELLANEOUS INCOME). CORRESPONDING CHANGES HAVE BEEN MADE TO PART I, LINES 7A, 8, 10, 11, 12; PART III, 4A; SCHEDULE A, PART II, LINES 1, 5, 6, 8, 11, 12.

ADDITIONAL CHANGES TO PART IX (STATEMENT OF FUNCTIONAL EXPENSES): RECLASSIFICATIONS HAVE BEEN MADE TO MORE CLEARLY REFLECT OFFICERS' COMPENSATION ON PART IX, LINES 5, 7, 8, AND 9; NO CHANGE IS BEING MADE TO THE AGGREGATE REPORTING FOR OFFICERS' COMPENSATION.

ON THE AMENDED RETURN, THE EXPENSE FOR DONATED SERVICES REPORTED ON SCHEDULE D, PART XII, LINE 2B, CORRESPONDS TO THE REVENUE REPORTED FOR DONATED SERVICES ON SCHEDULE D, PART XIII, LINE 2A. AN ADJUSTMENT HAS BEEN MADE ON THE ATTACHED AMENDED FORM 990 TO SCHEDULE D, PART XIII, LINE 2A, AND A CORRESPONDING CHANGE HAS BEEN MADE TO PART IX, LINE 24E.

A CHANGE HAS ALSO BEEN MADE TO ADJUST THE PRESENTATION OF THE PROVISION FOR UNCOLLECTIBLE PLEDGES. ADJUSTMENTS HAVE BEEN MADE ON THE ATTACHED AMENDED FORM 990 TO PART IX, MOVING AMOUNTS FROM WHAT WAS LISTED ON LINE 24B TO PART XI, LINE 5, THEREBY CHANGING LINES 24E AND 25; PART I LINE 17 AND SCHEDULE O AS A RESULT OF THIS CHANGE.

ADDITIONAL CHANGES TO PART X (BALANCE SHEET):

A RECLASSIFICATION WAS MADE TO MOVE A GRANT RECEIVABLE FROM LINE 4 TO

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LINE 3.

AMENDED RETURN CONTINUED

FORM 990, PAGE 1, ITEM B

ADDITIONAL CHANGES TO SCHEDULE A (PUBLIC CHARITY STATUS AND PUBLIC SUPPORT):

CERTAIN CHANGES TO SCHEDULE B HAVE RESULTED IN A CORRESPONDING CHANGE TO SCHEDULE A, PART II, LINES 1, 5, 6, 11, 14, AND 15; AND TO THE NON-PUBLIC PORTION OF THE BREAKDOWN ON SCHEDULE A, PART II, LINE 5. PART IV HAS BEEN UPDATED TO PROVIDE INFORMATION ABOUT GRANTS EXCLUDED FROM PART II, SECTION A, LINE 2.

CHANGES TO SCHEDULE B (SCHEDULE OF CONTRIBUTORS):

THE AMENDED FORM 990, REFLECTS CHANGES TO SCHEDULE B. DONORS TO THE CLINTON FOUNDATION ARE PUBLICLY DISCLOSED ON THE FOUNDATION'S WEBSITE. INFORMATION REPORTING CERTAIN AGGREGATE CASH AND NON-CASH DONATIONS HAS BEEN DELETED AS IT NOT REQUIRED TO BE REPORTED ON SCHEDULE B.

ADDITIONAL CHANGES TO SCHEDULE D (SUPPLEMENTAL FINANCIAL STATEMENTS):

SCHEDULE D, PART V, LINES 2B AND 2C, HAVE BEEN CHANGED TO REFLECT ALLOCATION OF ENDOWMENT FUNDS.

SCHEDULE D, PARTS XI, XII, AND XIII, CALL FOR CERTAIN RECONCILIATIONS BETWEEN THE FOUNDATION'S AUDITED FINANCIALS AND INFORMATION REPORTED ON THE FORM 990. THE ATTACHED AMENDED FORM 990 REFLECTS THE RECONCILIATIONS

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FROM THE CONSOLIDATED TOTALS IN THE FINANCIAL STATEMENTS.

SCHEDULE D, PART X, LINE 2, CALLS FOR A RECITATION IN SCHEDULE D, PART XIV, OF "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)." THE FORM 990 AS FILED DID NOT INCLUDE THIS RECITATION, WHICH HAS BEEN INCLUDED IN THE ATTACHED AMENDED FORM 990. THIS CHANGE IS ALSO REFLECTED IN PART IV, LINE 11F.

ADDITIONAL CHANGES TO SCHEDULE F (STATEMENT OF ACTIVITY OUTSIDE THE UNITED STATES):

SCHEDULE F, PART II, LINE 1 HAS BEEN AMENDED TO REFLECT UPDATED INFORMATION ON GRANTS.

CHANGES TO SCHEDULE G (SUPPLEMENTAL INFORMATION REGARDING FUNDRAISING OR GAMING ACTIVITIES):

SCHEDULE G, PART I, LINES 1F AND 3, AND PART IV HAVE BEEN ADJUSTED FOR ACCURACY.

CHANGES TO SCHEDULE J (COMPENSATION INFORMATION):

THE AMENDED FORM 990 NO LONGER REFLECTS PAYMENT FOR TRAVEL FOR COMPANIONS ON SCHEDULE J, PART I, LINES 1A AND 2 (WHICH IS CONSISTENT WITH THE NOTE ON THE FORM 990 AS ORIGINALLY FILED THAT STATED THAT THERE WERE NO SUCH PAYMENTS IN 2011).

SCHEDULE J, PART 1, LINE 3, NOW REFLECTS USE OF A COMPENSATION STUDY PERFORMED IN 2011.

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SCHEDULE J, PART III, NO LONGER INCLUDES EXPLANATIONS THAT RELATED TO COMPANION TRAVEL, AND PART I, LINE 7 AND PART III ADD INFORMATION RELATING TO THE REPORTING OF BONUSES.

ADDITION OF SCHEDULE L (TRANSACTIONS WITH INTERESTED PERSONS):
SCHEDULE L HAS BEEN ADDED TO PROVIDE ADDITIONAL INFORMATION ON OVERLAPPING BOARD MEMBERSHIP OF FONDO ACCESO SAS. SCHEDULE L, PARTS IV AND V NOW REFLECT THIS ADDITIONAL INFORMATION AND NOTE THAT NO DIRECTORS OF FONDO ACCESO SAS ARE PAID OR RECEIVE ANY SHARE OF THE PROFITS. THIS CHANGE IS ALSO REFLECTED IN PART IV, LINE 28C.

ADDITIONAL CHANGES TO SCHEDULE M (NONCASH CONTRIBUTIONS):
SCHEDULE M, PART II, ADDS THE EXPLANATION THAT THE INFORMATION ON SCHEDULE M, PART I, COLUMN B, REPORTS NON-CASH CONTRIBUTIONS BASED ON THE NUMBER OF CONTRIBUTIONS AND NOT THE NUMBER OF ITEMS.

ADDITIONAL CHANGES TO SCHEDULE O (SUPPLEMENTAL INFORMATION):
A NOTE HAS BEEN ADDED FROM PART IX, LINE 18, CONCERNING ENTERTAINMENT EXPENSES.

SIGNIFICANT CHANGES IN PROGRAM SERVICES
FORM 990, PART III, LINES 3
REVENUE FOR THE CLINTON GLOBAL INITIATIVE (CGI) FOR THE 2010 PROGRAM YEAR WAS RECEIVED BY THE CLINTON FOUNDATION DBA CGI, AS THE RESULT OF THE LATENESS WITH WHICH CGI RECEIVED APPROVAL OF ITS 501(C)(3) DESIGNATION. IN 2011 ALL REVENUE FOR CGI IS REFLECTED IN THEIR 990. ADDITIONALLY, AN

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UNUSUALLY HIGH AND NONRECURRING NUMBER OF DONATIONS WERE RECEIVED DURING 2010 FOR HAITI EARTHQUAKE RELIEF. THE SUM OF THESE TWO CHANGES IS REFLECTED IN THE DROP IN CONTRIBUTION REVENUE BY THE CLINTON FOUNDATION IN 2011.

PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III, LINES 4A - 4D

ABOUT THE CLINTON FOUNDATION

BUILDING ON A LIFETIME OF PUBLIC SERVICE, PRESIDENT BILL CLINTON ESTABLISHED THE WILLIAM J. CLINTON FOUNDATION WITH THE MISSION TO IMPROVE GLOBAL HEALTH, STRENGTHEN ECONOMIES, PROMOTE HEALTHIER CHILDHOODS, AND PROTECT THE ENVIRONMENT BY FOSTERING PARTNERSHIPS AMONG GOVERNMENTS, BUSINESSES, NONGOVERNMENTAL ORGANIZATIONS (NGOS), AND PRIVATE CITIZENS.

PRESIDENT CLINTON'S VISION AND LEADERSHIP HAVE RESULTED IN 4.5 MILLION PEOPLE BENEFITING FROM LIFESAVING HIV/AIDS TREATMENT; MORE THAN 14,000 U.S. SCHOOLS BUILDING HEALTHIER LEARNING ENVIRONMENTS; MORE THAN 26,000 MICRO-ENTREPRENEURS, SMALL BUSINESS OWNERS, AND SMALLHOLDER FARMERS IMPROVING THEIR LIVELIHOODS AND COMMUNITIES; AND MORE THAN 2 MILLION TONS OF GREENHOUSE GASES CUT OR ABATED IN SOME OF THE WORLD'S LARGEST CITIES. AND PRESIDENT CLINTON HAS REDEFINED THE WAY WE THINK ABOUT GIVING AND PHILANTHROPY THROUGH HIS CLINTON GLOBAL INITIATIVE, WHOSE MEMBERS HAVE MADE MORE THAN 2,100 COMMITMENTS THAT HAVE ALREADY IMPROVED THE LIVES OF NEARLY 400 MILLION PEOPLE IN MORE THAN 180 COUNTRIES.

SEPARATE INITIATIVES ADDRESS TARGETED CHALLENGES WITHIN THE FOUNDATION'S

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FOUR AREAS OF FOCUS. WHILE EACH HAS A UNIQUE MISSION, THEY ALL REFLECT PRESIDENT CLINTON'S FOUNDING VISION: TO IMPLEMENT SUSTAINABLE SOLUTIONS THAT IMPROVE ACCESS WORLDWIDE TO INVESTMENT, OPPORTUNITY, AND LIFESAVING SERVICES, AND TO ENSURE PEOPLE AND COMMUNITIES CAN ULTIMATELY TAKE CONTROL OF THEIR OWN FUTURES.

2011 INITIATIVE ACTIVITY

THE CLINTON CLIMATE INITIATIVE (CCI) IS IMPLEMENTING PROGRAMS THAT CREATE AND ADVANCE SOLUTIONS TO THE CORE PROBLEMS DRIVING CLIMATE CHANGE. IN ADDITION TO ADDRESSING CLIMATE CHANGE, CCI'S PROGRAMS ARE ALSO HELPING TO REDUCE OUR RELIANCE ON OIL, THUS SAVING MONEY FOR INDIVIDUALS AND GOVERNMENTS, CREATING JOBS, AND GROWING ECONOMIES. IN PARTNERSHIP WITH THE C40 CLIMATE LEADERSHIP GROUP (C40), CCI FOCUSES ON HELPING LARGE CITIES REDUCE THEIR CARBON EMISSIONS. IN 2011, CCI AND THE C40 FORMED A CLOSER ALLIANCE, POSITIONING THE COMBINED EFFORTS AS ONE OF THE PREEMINENT CLIMATE ACTION ORGANIZATIONS IN THE WORLD, AND EXPANDED THEIR NETWORK OF CITIES THAT ARE IMPLEMENTING SUSTAINABLE CLIMATE-RELATED POLICIES AND PROGRAMS TO 58 CITIES WORLDWIDE. IN JUNE 2011, C40-CCI LAUNCHED THE HYBRID & ELECTRIC BUS TEST PROGRAM IN FOUR LATIN AMERICAN CITIES - BOGOTA, CURITIBA, RIO DE JANEIRO, AND SAO PAULO - TO REDUCE THE CARBON FOOTPRINT OF PUBLIC TRANSPORTATION IN LATIN AMERICA AND DEVELOP A MARKET FOR FUEL-EFFICIENT, LOW-CARBON BUSES. OTHER CCI PROGRAMS AIM TO INCREASE ENERGY EFFICIENCY THROUGH BUILDING RETROFITS; TO INCREASE ACCESS TO CLEAN ENERGY TECHNOLOGY AND DEPLOY IT AT THE GOVERNMENT, CORPORATE, AND HOMEOWNER LEVELS; AND TO REVERSE DEFORESTATION BY PRESERVING AND

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GROWING FORESTS. THROUGH CCI'S BUILDING RETROFIT PROGRAM, THE HOME ENERGY AFFORDABILITY LOAN (HEAL) IN ARKANSAS HAS COMPLETED 650 RESIDENTIAL AUDITS AND 175 RETROFITS. IN 2011, CCI WAS INVITED BY THE WHITE HOUSE TO ASSIST IN THE DEVELOPMENT OF THE BETTER BUILDINGS CHALLENGE, LAUNCHED BY PRESIDENT OBAMA IN FEBRUARY 2011 WITH A GOAL OF MAKING AMERICAN BUILDINGS 30 PERCENT MORE ENERGY EFFICIENT BY 2020. AS PART OF THE CHALLENGE, CCI HAS ALSO HELPED TO ADVANCE THE AFL-CIO'S COMMITMENT TO MOBILIZE PENSION FUNDS TO INVEST IN MAKING U.S. INFRASTRUCTURE, INCLUDING BUILDINGS, MORE ENERGY EFFICIENT. IN AN EFFORT TO REVERSE DEFORESTATION, CCI IS WORKING ON 10 SUSTAINABLE FOREST MANAGEMENT PROJECTS, ENCOMPASSING 644,000 HECTARES OF LAND, WHICH WILL BENEFIT MORE THAN 353,000 PEOPLE. ALSO DURING 2011, CCI'S SECOND CAMBODIAN PROJECT IN SIEM REAP PROVINCE WORKED TO LEGALIZE 35 SMALL COMMUNITY FOREST SITES UNDER THE NATIONAL LAW IN PREPARATION FOR SALE OF CARBON, AND THE REVENUES FROM THESE SALES ARE THEN USED FOR LOCAL COMMUNITY LIVELIHOOD PROJECTS - ALSO BEING PILOTED BY CCI. ADDITIONALLY, CCI'S CLEAN ENERGY PROGRAM WORKED TO ADVISE GOVERNMENTS AND TO COORDINATE WITH BOTH THE SOLAR AND FINANCE INDUSTRIES IN INDIA, SOUTH AFRICA, AUSTRALIA, MOROCCO, CHINA, THE NETHERLANDS, AND MALAYSIA IN 2011.

THE ALLIANCE FOR A HEALTHIER GENERATION, A PARTNERSHIP BETWEEN THE CLINTON FOUNDATION AND THE AMERICAN HEART ASSOCIATION, IS LEADING THE CHARGE AGAINST THE CHILDHOOD OBESITY EPIDEMIC BY ENGAGING DIRECTLY WITH INDUSTRY LEADERS, EDUCATORS, PARENTS, DOCTORS, AND KIDS THEMSELVES. THE GOAL OF THE ALLIANCE IS TO REDUCE THE NATIONWIDE PREVALENCE OF CHILDHOOD

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OBESITY BY 2015. IN 2011, THE ALLIANCE'S HEALTHY SCHOOLS PROGRAM REACHED ENROLLMENT WITH 14,000 SCHOOLS ACROSS ALL 50 STATES AND LAUNCHED A NEW PROGRAM INCREASING PHYSICALLY ACTIVE AFTERSCHOOL PROGRAMS IN SCHOOLS AND COMMUNITIES, FOLLOWING THE ALLIANCE'S HEALTHY OUT-OF-SCHOOL TIME FRAMEWORK. IN 2011, THE ALLIANCE ALSO LAUNCHED A NEW MULTI-INDUSTRY VOLUNTARY AGREEMENT, WHICH BROUGHT TOGETHER 70 COMPANIES INCLUDING LEADING FOOD MANUFACTURERS, GROUP PURCHASING ORGANIZATIONS, AND TECHNOLOGY COMPANIES TO HELP SCHOOLS ACROSS AMERICA SERVE HEALTHIER MEALS AT MORE AFFORDABLE PRICES. AS A RESULT, THESE AGREEMENTS ARE PROVIDING MORE THAN 30 MILLION STUDENTS WITH ACCESS TO HEALTHIER MEALS. ADDITIONALLY, IN 2011 THE ALLIANCE CREATED THE HEALTHIER GENERATION BENEFIT, WHICH IS PROVIDING 2.4 MILLION CHILDREN WITH ACCESS TO HEALTH CARE BENEFITS FOR OBESITY.

PROGRAM SERVICE ACCOMPLISHMENTS CONTINUED

FORM 990, PART III, LINES 4A - 4D

THE CLINTON ECONOMIC OPPORTUNITY INITIATIVE (CEO) WORKS TO ACCELERATE ECONOMIC PROGRESS IN UNDERSERVED COMMUNITIES IN THE UNITED STATES BY PROMOTING ENTREPRENEURSHIP AND ADVANCING BUSINESS-TO-BUSINESS PUBLIC SERVICE. THROUGH PROGRAMS THAT PROVIDE ENTREPRENEURS WITH SUPPORT, IDEAS, AND TOOLS THAT CAN HELP THEM SUCCESS IN THE MARKETPLACE, CEO AIMS TO EMPOWER GROWING BUSINESSES, CREATE JOBS, GENERATE WEALTH, AND PROMOTE LASTING ECONOMIC DEVELOPMENT. DURING 2011, CEO SCALED-UP THE ENTREPRENEUR MENTORING PROGRAM (EMP) AND BEGAN INTEGRATING VETERAN SMALL BUSINESS OWNERS AS MENTEES. IN 2011, 92 PERCENT OF BUSINESSES INVOLVED IN THE EMP CREDITED THE PROGRAM FOR HELPING THEIR BUSINESS OVERCOME THE RECESSION,

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AND 83 PERCENT OF EMP MENTEES ACHIEVED THE GOALS THEY SET WITH THEIR MENTORS. BY 2011, THROUGH CEO'S CONSULTING PROGRAM, BUSINESS OWNERS HAVE PROVIDED MORE THAN 75,000 HOURS OF PRO BONO CONSULTING SERVICES, WORTH MORE THAN \$15 MILLION.

THE CLINTON DEVELOPMENT INITIATIVE (CDI) WORKS TO GIVE SMALLHOLDER FARMERS IN RWANDA AND MALAWI THE TOOLS THEY NEED TO INCREASE THEIR HARVESTS AND INCOMES AND SUPPORT THEIR FAMILIES AND COMMUNITIES. IN CLOSE COLLABORATION WITH FARMERS AND NONGOVERNMENTAL ORGANIZATIONS AND AT THE INVITATION OF THE GOVERNMENTS OF MALAWI AND RWANDA, THESE PROGRAMS PROVIDE ACCESS TO BETTER FARMING INPUTS AND MORE STABLE MARKETS - AND ENSURE THAT COMMUNITIES CAN ULTIMATELY SUSTAIN THEMSELVES. CDI IN MALAWI IS SUPPORTED FINANCIALLY BY THE SALIDA CAPITAL FOUNDATION, AND THE CLINTON HUNTER DEVELOPMENT INITIATIVE (CHDI) IN RWANDA IS A PARTNERSHIP BETWEEN THE CLINTON FOUNDATION AND THE HUNTER FOUNDATION. IN 2011, CDI EXPANDED THE ANCHOR FARM'S OUTREACH TO 10,500 SMALLHOLDER FARMERS. THROUGH THE ANCHOR FARM PROJECT, SMALLHOLDER FARMERS HAVE EXPERIENCED A 150 PERCENT INCREASE IN YIELDS, A 167 PERCENT INCREASE IN SOY SALES, AND A 567 PERCENT INCREASE IN PROFITABILITY SINCE THE PROGRAM BEGAN IN 2008. AS PART OF THE TREES OF HOPE PROJECT IN MALAWI, IN 2011 CDI HELPED ESTABLISH 200 COMMUNITY NURSERIES. SINCE 2007, 2,000 SMALLHOLDER FARMERS HAVE PLANTED MORE THAN 2 MILLION TREES, SEQUESTERING 200,000 OF CO2, HELPING REVERSE DEFORESTATION IN MALAWI. IN RWANDA, CHDI EXPANDED ITS CASSAVA-GROWING PROGRAM IN THE EASTERN PROVINCE BY 5,000 FAMILIES IN 2011. CHDI ALSO ADVANCED TWO MAJOR AGRIBUSINESSES, SOYCO LTD AND RWANDAN

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FARMERS COFFEE COMPANY (RFCC). CHDI AND RFCC CONTINUED PROGRESS ON A COFFEE ROASTING AND PACKAGING FACILITY IN 2011, WHICH WILL IMPROVE INCOMES FOR UP TO 50,000 LOCAL COFFEE FARMERS. AND SOYCO WILL BE A LARGE SOY-PROCESSING FACTORY THAT WILL PRODUCE COOKING OIL TO SUPPLY THE RWANDAN MARKETS AND PROVIDE AN EXPORT OPPORTUNITY. SOYCO IS CONTRACTING WITH AN ESTIMATED 30,000 LOCAL FARMERS TO GROW SOYBEANS AND THE FACTORY WILL CREATE 120 JOBS.

THE CLINTON GIUSTRA SUSTAINABLE GROWTH INITIATIVE (CGSGI) WAS LAUNCHED IN 2007 BY PRESIDENT CLINTON AND PHILANTHROPIST FRANK GIUSTRA AND SEEKS TO NARROW THE WEALTH GAP IN THE DEVELOPING WORLD BY EMPOWERING INDIVIDUALS WITH THE SKILLS, ACCESS, AND OPPORTUNITIES NEEDED TO SUSTAIN A LIVELIHOOD. AN INNOVATIVE PARTNERSHIP AMONG THE CLINTON FOUNDATION, THE PRIVATE SECTOR, GOVERNMENTS, LOCAL COMMUNITIES, AND OTHER NGOS, CGSGI FOCUSES ON ALLEVIATING POVERTY THROUGH MARKET-DRIVEN DEVELOPMENT THAT CREATES JOBS AND INCREASES INCOMES AND ON STRENGTHENING FACTORS THAT ENABLE ECONOMIC GROWTH SUCH AS HEALTH, AGRICULTURE, AND EDUCATION. CGSGI IS PROVIDING VOCATIONAL TRAINING PROGRAMS TO UNDERSERVED COMMUNITIES IN COLOMBIA AS A RESOURCE FOR BREAKING THE POVERTY CYCLE. IN 2011 CGSGI, IN PARTNERSHIP WITH SHAKRIA'S PIES DESCALZOS FOUNDATION, PROVIDED OPPORTUNITIES FOR YOUNG PEOPLE IN UNDERSERVED NEIGHBORHOODS TO RECEIVE VOCATIONAL TRAINING, AND AWARDED 261 DIPLOMAS TO PROGRAM GRADUATES. IN PARTNERSHIP WITH THE NATIONAL LEARNING SERVICE OF COLOMBIA AND THE COLOMBIAN CHAMBER OF CONSTRUCTION, CGSGI HAS CREATED THE COUNTRY'S FIRST TRANSPORTABLE CONSTRUCTION TRAINING AND CERTIFICATION FACILITY, AND HAS

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CERTIFIED 3,191 PEOPLE AND TRAINED 2,093 PEOPLE. ADDITIONALLY, AS PART OF CGSGI'S INCOME-GENERATION PROGRAMS IN COLOMBIA IN 2011, MORE THAN 561 MICROENTERPRISES CREATED 4,000 JOBS. CGSGI HAS ALSO ESTABLISHED TWO \$20 MILLION INVESTMENT FUNDS - ONE IN COLOMBIA AND ONE IN HAITI - TO HELP CLOSE THE FINANCING GAP FOR SMALL- AND MEDIUM-SIZED ENTERPRISES. TO STRENGTHEN ECONOMIC OPPORTUNITIES THROUGH HEALTH IN 2011, CGSGI'S CHILD NUTRITION PROGRAM IN COLOMBIA REACHED 3.2 MILLION MEALS, WHICH WERE PROVIDED TO PRIMARY SCHOOL STUDENTS IN PIES DESCALZOS SCHOOLS, AND CGSGI'S CATARACTS PROGRAM PROVIDED 33,000 CATARACT SURGERIES TO UNDERSERVED POPULATIONS IN PERU.

SINCE 2009, THE CLINTON FOUNDATION IN HAITI HAS BEEN FOCUSING ON PRIVATE SECTOR INVESTMENT AND JOB CREATION IN ORDER TO CREATE LONG-TERM, SUSTAINABLE ECONOMIC DEVELOPMENT. AFTER THE DEVASTATING EARTHQUAKE IN 2010, PRESIDENT CLINTON FORMED THE CLINTON FOUNDATION HAITI FUND AND RAISED \$16.4 MILLION FROM INDIVIDUAL DONORS FOR IMMEDIATE EARTHQUAKE RELIEF EFFORTS. SINCE 2010, THE CLINTON FOUNDATION HAS SPENT A TOTAL OF \$28 MILLION IN HAITI, INCLUDING RELIEF FUNDS, AS WELL AS PROJECTS FOCUSED ON RESTORING HAITI'S COMMUNITIES, SUSTAINABLE DEVELOPMENT, AND CAPACITY BUILDING. IN 2011, THE CLINTON FOUNDATION, WORKING CLOSELY WITH THE HAITIAN GOVERNMENT, REFOCUSED ITS EFFORTS ON HAITI'S LONG-TERM RECOVERY AND DEVELOPMENT OBJECTIVES. DURING 2011, THE CLINTON FOUNDATION FACILITATED NUMEROUS PROJECTS AND INVESTMENTS IN THE PRIORITY AREAS OF AGRICULTURE, APPAREL AND MANUFACTURING, TOURISM, ARTISANS, ENERGY, AND SMALL AND MEDIUM BUSINESS DEVELOPMENT. THE FOUNDATION FACILITATED THE

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SIGNING OF A \$40 MILLION DEVELOPMENT AGREEMENT BETWEEN MARRIOTT AND THE DIGICEL GROUP TO BUILD A 174-ROOM MARRIOTT HOTEL IN PORT-AU-PRINCE, WHICH WILL CREATE 175 NEW JOBS. ADDITIONALLY, THE FOUNDATION HAS COORDINATED 30 INVESTOR MISSIONS TO HAITI AND CO-HOSTED THE SECOND HAITI INVESTORS CONFERENCE TO FOSTER ECONOMIC DEVELOPMENT IN THE COUNTRY, AND HAS DONATED \$500,000 TO THE GOVERNMENT OF HAITI FOR CAPACITY BUILDING PROGRAMS. THE CLINTON FOUNDATION HAS ALSO FACILITATED INVESTMENTS ACROSS AGRICULTURAL AND RETAIL SECTORS, AND HAS NEW INVESTMENTS IN ARTISANS FROM LARGE INTERNATIONAL RETAILERS SUCH AS ANTHROPOLOGIE, ABC HOME, WEST ELM, MACY'S, BREUNINGERS, URBAN ZEN AND DONNA KARAN. FINALLY, IN 2011, THE CLINTON FOUNDATION DONATED \$1.25 FOR AN EDUCATION GRANT FOR HAITI'S "BACK TO SCHOOL INITIATIVE." THIS GRANT WILL PROVIDE SUBSIDIZED SCHOOL FEES FOR 400,000 STUDENTS ACROSS THE COUNTRY.

THE CLINTON PRESIDENTIAL CENTER, LOCATED IN LITTLE ROCK, ARKANSAS, IS COMMITTED TO SUPPORTING THE WORK OF THE CLINTON FOUNDATION AND SERVING THE COMMUNITY BY PROVIDING A FIRST-CLASS VENUE FOR EXHIBITS, EVENTS, AND EDUCATIONAL PROGRAMS. THE CENTER HAS WELCOMED 2.4 MILLION VISITORS FROM AROUND THE WORLD AND VOLUNTEERS HAVE DEDICATED MORE THAN 350,000 HOURS AT THE CENTER. IN ADDITION TO SERVING AS A MAJOR TOURIST ATTRACTION, THE CENTER HAS DRIVEN ECONOMIC DEVELOPMENT THROUGHOUT THE CITY AND THE STATE BY INITIATING MORE THAN \$2.5 BILLION IN REVITALIZATION AND REINVESTMENT IN THE COMMUNITY. IN 2011, THE CLINTON PRESIDENTIAL CENTER DEDICATED NEW ATTRACTIONS IN DOWNTOWN LITTLE ROCK, INCLUDING THE CLINTON PRESIDENTIAL PARK BRIDGE AND BILL CLARK WETLANDS. IN OCTOBER 2011, THE CENTER

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COMMEMORATED THE 20TH ANNIVERSARY OF GOVERNOR CLINTON'S ANNOUNCEMENT TO RUN FOR PRESIDENT, AND CELEBRATED WITH PEOPLE WHO HELPED SHAPE THE CAMPAIGN, THE PRESIDENCY, AND THE ONGOING WORK OF THE FOUNDATION.

FOREIGN FINANCIAL ACCOUNTS

FORM 990, PART V, LINE 4B

AUSTRALIA

CAMBODIA

CHINA

COLOMBIA

DOMINICAN REPUBLIC

DR CONGO

INDIA

INDONESIA

KENYA

MALAWI

PERU

RWANDA

TANZANIA

UKRAINE

UNITED KINGDOM

VIETNAM

DOCUMENTATION OF COMMITTEE MEETINGS

FORM 990, PART VI, SECTION A, LINE 8B

THERE ARE NO COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE GOVERNING

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BODY; THEREFORE, THE MEETINGS ARE NOT CONTEMPORANEOUSLY DOCUMENTED.

FORM 990 REVIEW PROCESS

FORM 990, PART VI, SECTION B, LINE 11B

A COPY OF FORM 990 IS CIRCULATED TO THE BOARD, AMONG THE VARIOUS OFFICERS, AND AMONG THE VARIOUS INITIATIVE HEADS FOR REVIEW PRIOR TO FILING.

CONFLICT OF INTEREST POLICY MONITORING PROCEDURES

FORM 990, PART VI, SECTION B, LINE 12C

THE ORGANIZATION REGULARLY AND CONSISTENTLY MONITORS COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY BY REQUIRING DIRECTORS, OFFICERS, AND KEY EMPLOYEES TO DISCLOSE ANY POTENTIAL CONFLICTS ANNUALLY. THE ANNUAL DISCLOSURES ARE REVIEWED BY COUNSEL AND IF ANY POTENTIAL CONFLICT EXISTS, IT WOULD BE EXAMINED AND APPROPRIATE ACTION WOULD BE TAKEN.

COMPENSATION DETERMINATION PROCEDURES

FORM 990, PART VI, SECTION B, LINE 15A & 15B

BEGINNING IN 2011, THE ORGANIZATION BEGAN AN ANNUAL COMPENSATION STUDY THAT REVIEWS THREE SURVEYS TO DETERMINE THE REASONABLENESS OF ALL STAFF COMPENSATION INCLUDING TOP MANAGEMENT. TOP MANAGEMENT'S SALARIES ARE REVIEWED BY THE BOARD ANNUALLY.

AVAILABILITY OF GOVERNING DOCUMENTS

FORM 990, PART VI, SECTION C, LINE 19

THE ORGANIZATION MAKES ITS AUDITED FINANCIAL STATEMENTS AND ANNUAL REPORT

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AVAILABLE ON THEIR WEBSITE. ALL OTHER GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST.

ENTERTAINMENT EXPENSES
FROM 990, PART IX, LINE 18
PART IX, LINE 18 WAS ZERO BECAUSE NO AMOUNT WAS PAID FOR TRAVEL OR ENTERTAINMENT EXPENSES FOR ANY FEDERAL, STATE, OR LOCAL PUBLIC OFFICIAL THAT MEETS THE THRESHOLD FOR REPORTING ON THIS LINE.

RECONCILIATION OF NET ASSETS
FORM 990, PART XI, LINE 5

PROVISION FOR UNCOLLECTIBLE PLEDGES	\$(475,000)
NET UNREALIZED LOSSES ON INVESTMENTS	(3,375)
PARTNERSHIP REVENUE	61,343
=====	
TOTAL	\$(417,032)

RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT
FORM 990, PART XII, LINE 2C
THE ORGANIZATION'S BOARD, AS A WHOLE (INSTEAD OF A COMMITTEE), ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT.

FUNDRAISING EXPENSES
FORM 990, SCHEDULE G, PART I
ALL FUNDRAISING AGREEMENTS ENTERED INTO BY THE ORGANIZATION STATE THAT

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FUNDRAISING EXPENSES WILL BE INVOICED SEPARATELY FROM FUNDRAISING FEES.

BELOW ARE THE AMOUNTS PAID TO EACH PROFESSIONAL FUNDRAISER FOR FUNDRAISING EXPENSES.

AMERICAN MARKETING & COMMUNICATIONS CORP \$75,000

M&R STRATEGIES \$108,000

ATTACHMENT 1

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

PRESIDENT CLINTON ESTABLISHED THE WILLIAM J. CLINTON FOUNDATION WITH THE DUAL MISSIONS OF CONSTRUCTING & ENDOWING THE CLINTON PRESIDENTIAL CENTER & PARK IN LITTLE ROCK, ARKANSAS & CONTINUING THE WORK OF HIS PRESIDENCY TO STRENGTHEN THE CAPACITY OF PEOPLE IN THE UNITED STATES & THROUGHOUT THE WORLD TO MEET THE CHALLENGES OF GLOBAL INTERDEPENDENCE. TO ADVANCE THE MISSION, THE FOUNDATION HAS DEVELOPED PROGRAMS & PARTNERSHIPS IN THE FOLLOWING AREAS:

- ECONOMIC EMPOWERMENT
- HEALTH SECURITY WITH AN EMPHASIS ON HIV/AIDS
- RACIAL, ETHNIC, & RELIGIOUS RECONCILIATION
- LEADERSHIP DEVELOPMENT & CITIZEN SERVICE

ATTACHMENT 2

FORM 990, PART VI, LINE 17 - STATES

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

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ATTACHMENT 3

FORM 990, PART VII, COLUMN B - ESTIMATED AVERAGE PER WEEK

NAME AND TITLE	HOURS DEVOTED FOR RELATED ORGANIZATION
BRUCE R LINDSEY CEO/CHAIR	5.00
JAMES RUTHERFORD DIRECTOR (UNTIL 4/29/11)	0
ANDREW KESSEL CFO	5.00
LAURA A GRAHAM COO	5.00
THERESE SHERIDAN HR DIRECTOR	5.00

ATTACHMENT 4

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

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
BKD, LLP P.O. BOX 3667 LITTLE ROCK, AR 72203	ACCOUNTING	241,962.
MCCULLAGH & COMPANY 1201 CALIFORNIA STREET #801 SAN FRANCISCO, CA 94109	FUNDRAISING SUPPORT	180,000.
TOTAL COMPENSATION		<u>421,962.</u>

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ATTACHMENT 5

FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

GROSS SALES LESS RETURNS AND ALLOWANCES	1,923,785.
INVENTORY AT BEGINNING OF YEAR	
PURCHASES	965,095.
SALARIES AND WAGES	
OTHER COSTS	
SUBTOTAL	<u>965,095.</u>
MINUS ENDING INVENTORY	
COST OF GOODS SOLD	<u><u>965,095.</u></u>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

WILLIAM J. CLINTON FOUNDATION

Employer identification number

31-1580204

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) CLINTON FOUNDATION HONG KONG 16/F, TAK SHING HOUSE THEATER HONG KONG, HK	CF PROGRAMS	HK	0	0	WJC FDN
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) WILLIAM J CLINTON FOUNDATION UK 610 PRESIDENT CLINTON AVE 2ND LITTLE ROCK, AR 72201	FUNDRAISING	UK			WJC FDN	X	
(2) CLINTON GLOBAL INITIATIVE 27-1551550 1200 PRESIDENT CLINTON AVE LITTLE ROCK, AR 72201	INITIATIVE	AR	501(C)(3)	11B	WJC FDN	X	
(3) CLINTON HEALTH ACCESS INITIATIVE 27-1414646 383 DORCHESTER AVE BOSTON, MA 02127	HEALTH	AR	501(C)(3)	9	WJC FDN	X	
(4) CLINTON FOUNDATION INSALINGSSTIFTELSE TORNGREN MAGNELL VAST TRADGARD STOCKHOLM, SW	FUNDRAISING	SW			WJC FDN	X	
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2011

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ACCESO FUND LLC. 27-2075171 1271 AVE OF AMER, NY, NY 10020	PROGRAM INVESTMNT	DE	N/A	RELATED	12,041.	701,003.		X		X		50.0000
(2) HAITI DVLPMNT FUND 45-3819678 1271 AVE OF AMER, NY, NY 10020	PROGRAM INVESTMNT	DE	N/A	RELATED	0	266,572.		X		X		50.0000
(3) CIUDAD VERDE AMARILO TRIADA FR CALLE 67 NO. 7-37 PISO 3	PROGRAM INVESTMNT		N/A	RELATED	1,220.	1,158,598.		X		X		30.1300
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) FONDO ACCESO SAS CALLE 93A NO. 14-17 OF 707 BOGOTA, CO	PROGRAM INVESTMNT	CO	N/A	C CORP.	0	0	
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

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

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

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) CLINTON HEALTH ACCESS INITIATIVE	B	3,150,000.	AMT. PAID
(2) ACCESO FUND LLC	B	775,000.	AMT. PAID
(3) HAITI DEVELOPMENT FUND	B	307,500.	AMT. PAID
(4) CLINTON GLOBAL INITIATIVE	C	10,230,652.	AMT. RECEIVED
(5) CLINTON HEALTH ACCESS INITIATIVE	D	3,815,555.	YEAR END BAL.
(6) CLINTON HEALTH ACCESS INITIATIVE	O	101,961.	AMT. PAID

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

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

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

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) CLINTON GLOBAL INITIATIVE	P	450,000.	AMT. RECEIVED
(2) CLINTON FOUNDATION INSALINGSSTIFTELSE	R	5,345,971.	AMT. ACCRUED
(3)			
(4)			
(5)			
(6)			

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

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

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

Part VII **Supplemental Information**

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

AMENDED RETURN

Form **990-T**

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No. 1545-0687

2011

Department of the Treasury
Internal Revenue Service

For calendar year 2011 or other tax year beginning _____, 2011, and
ending _____, 20____. ▶ See separate instructions.

Open to Public Inspection for
501(c)(3) Organizations Only

<p>A <input type="checkbox"/> Check box if address changed</p> <p>B Exempt under section</p> <table style="width:100%;"> <tr> <td><input checked="" type="checkbox"/> 501(C)(3)</td> <td><input type="checkbox"/> 220(e)</td> </tr> <tr> <td><input type="checkbox"/> 408(e)</td> <td><input type="checkbox"/> 530(a)</td> </tr> <tr> <td><input type="checkbox"/> 408A</td> <td><input type="checkbox"/> 529(a)</td> </tr> </table> <p>C Book value of all assets at end of year 197,890,114.</p>	<input checked="" type="checkbox"/> 501(C)(3)	<input type="checkbox"/> 220(e)	<input type="checkbox"/> 408(e)	<input type="checkbox"/> 530(a)	<input type="checkbox"/> 408A	<input type="checkbox"/> 529(a)	Print or Type	<p>Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) WILLIAM J. CLINTON FOUNDATION</p> <p>Number, street, and room or suite no. If a P.O. box, see instructions. 1200 PRESIDENT CLINTON AVENUE</p> <p>City or town, state, and ZIP code LITTLE ROCK, AR 72201</p> <p>F Group exemption number (See instructions.) ▶</p> <p>G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>	<p>D Employer identification number (Employees' trust, see instructions.) 31-1580204</p> <p>E Unrelated business activity codes (See instructions.) 722320</p>
<input checked="" type="checkbox"/> 501(C)(3)	<input type="checkbox"/> 220(e)								
<input type="checkbox"/> 408(e)	<input type="checkbox"/> 530(a)								
<input type="checkbox"/> 408A	<input type="checkbox"/> 529(a)								

H Describe the organization's primary unrelated business activity. ▶ **RENTAL CATERING BUSINESS**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ **ANDREW KESSEL** Telephone number ▶ **501-748-0471**

			(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales <u>963,190.</u>					
b Less returns and allowances	c Balance ▶	1c	963,190.		
2 Cost of goods sold (Schedule A, line 7)		2	269,908.		
3 Gross profit. Subtract line 2 from line 1c		3	693,282.		693,282.
4a Capital gain net income (attach Schedule D)		4a			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)		4b			
c Capital loss deduction for trusts		4c			
5 Income (loss) from partnerships and S corporations (attach statement)		5			
6 Rent income (Schedule C)		6			
7 Unrelated debt-financed income (Schedule E)		7			
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)		8			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)		9			
10 Exploited exempt activity income (Schedule I)		10			
11 Advertising income (Schedule J)		11			
12 Other income (See instructions; attach schedule.)		12			
13 Total. Combine lines 3 through 12		13	693,282.		693,282.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	386,184.
16 Repairs and maintenance	16	5,083.
17 Bad debts	17	654.
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	38,932.
20 Charitable contributions (See instructions for limitation rules.)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	
22b	22b	
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	102,903.
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule) ATTACHMENT 1	28	193,963.
29 Total deductions. Add lines 14 through 28	29	727,719.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	-34,437.
31 Net operating loss deduction (limited to the amount on line 30)	31	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	-34,437.
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions.)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	-34,437.

Bill, Hillary & Chelsea Clinton Foundation
EIN: 31-1580204
Tax Year Ended: December 31, 2011
Tax Form: Form 990-T (Amended)

Attachment to 2011 amended Form 990-T

This amended Form 990-T, *Exempt Organization Business Income Tax Return*, is being filed to transmit to the Internal Revenue Service a Form 8865, *Return of U.S. Persons With Respect to Certain Foreign Partnerships*, and a Form 926, *Return by a U.S. Transferor of Property to a Foreign Corporation*.

The Foundation is also revising Part I, *Unrelated Trade or Business Income*, and Part II, *Deductions Not Taken Elsewhere*, to reflect an adjustment of its reportable gross receipts and expenses from unrelated business income, as a result of a further review of the unrelated business income and expense allocations. There is no change to the Foundation's unrelated business taxable income as reported on the original Form 990-T filed for 2011.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here [] See instructions and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
(1) \$ [] (2) \$ [] (3) \$ []
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750), \$ []
(2) Additional 3% tax (not more than \$100,000) \$ []
c Income tax on the amount on line 34 35c
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: [] Tax rate schedule or [] Schedule D (Form 1041), 36
37 Proxy tax. See instructions 37
38 Alternative minimum tax 38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies. 39

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a
b Other credits (see instructions) 40b
c General business credit. Attach Form 3800 (see instructions) 40c
d Credit for prior year minimum tax (attach Form 8801 or 8827) 40d
e Total credits. Add lines 40a through 40d 40e
41 Subtract line 40e from line 39. 41
42 Other taxes. Check if from: [] Form 4255 [] Form 8611 [] Form 8697 [] Form 8866 [] Other (attach schedule) 42
43 Total tax. Add lines 41 and 42 43
44 a Payments: A 2010 overpayment credited to 2011 44a
b 2011 estimated tax payments 44b
c Tax deposited with Form 8868 44c
d Foreign organizations: Tax paid or withheld at source (see instructions) 44d
e Backup withholding (see instructions) 44e
f Credit for small employer health insurance premiums (Attach Form 8941) 44f
g Other credits and payments: [] Form 2439 [] Form 4136 [] Other Total 44g
45 Total payments. Add lines 44a through 44g. 45
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached. 46
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 47
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48
49 Enter the amount of line 48 you want: Credited to 2012 estimated tax [] Refunded [] 49

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here SEE ATTACHED Yes No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. Yes No
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation FIFO

1 Inventory at beginning of year 1
2 Purchases 2
3 Cost of labor 3
4 a Additional section 263A costs (attach schedule) 4a
b Other costs (attach schedule) 4b
5 Total. Add lines 1 through 4b 5
6 Inventory at end of year 6
7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2. 7
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer [Signature] Date 11/16/15 Title CFO
May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name MICHAEL WOLFE Preparer's signature [Signature] Date 11/16/2015 Check [] if self-employed PTIN P01888810
Firm's name BKD, LLP Firm's EIN 44-0160260
Firm's address P.O. BOX 3667 Phone no. 501-372-1040

LITTLE ROCK, AR 72203-3667

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

Table with 1 column for description of property, rows (1) through (4).

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income. Rows (1) through (4) and a Total row.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A).

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B).

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 5 columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3. Deductions directly connected with or allocable to debt-financed property, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions. Includes a Totals row and instructions for entering data on page 1.

Total dividends-received deductions included in column 8

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

Table for Exempt Controlled Organizations with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income, 4. Total of specified payments made, 5. Part of column 4 that is included in the controlling organization's gross income, 6. Deductions directly connected with income in column 5. Rows (1) through (4).

Nonexempt Controlled Organizations

Table for Nonexempt Controlled Organizations with 5 columns: 7. Taxable Income, 8. Net unrelated income, 9. Total of specified payments made, 10. Part of column 9 that is included in the controlling organization's gross income, 11. Deductions directly connected with income in column 10. Includes a Totals row and instructions for adding columns.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals ▶	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B).

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals ▶	Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).				Enter here and on page 1, Part II, line 26.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) . . . ▶						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).				Enter here and on page 1, Part II, line 27.
Totals , Part II (lines 1-5) . . . ▶						

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1) ATCH 2			%
(2)			%
(3)			%
(4)			%
Total . Enter here and on page 1, Part II, line 14. ▶			

ATTACHMENT 1

FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS

ADVERTISING	36,873.
OFFICE EXPENSES	42,249.
OCCUPANCY	33,868.
INFORMATION TECHNOLOGY	3,560.
TRAVEL	58.
EVENT EXPENSES	65,214.
MISCELLANEOUS EXPENSES	12,141.
 PART II - LINE 28 - OTHER DEDUCTIONS	 <u>193,963.</u>

ATTACHMENT 2SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
BRUCE R LINDSEY 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	CEO/CHAIR	0	0
ANDREW KESSEL 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	CFO	0	0
STEPHANIE S STREETT 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	EXECUTIVE DIRECTOR	0	0
LAURA A GRAHAM 55 WEST 125TH STREET NEW YORK, NY 10027	COO	0	0
TERRENCE MCAULIFFE 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	DIRECTOR	0	0
CHELSEA V. CLINTON 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	VICE CHAIR (APPOINTED 5/9/11)	0	0
RALPH ISKAROS 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	IT DIRECTOR	0	0
SCOTT TAITEL 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	COO OF CGSGI	0	0
MARK DUNKELMAN 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	SENIOR FELLOW	0	0
VALERIE ALEXANDER 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	MARKETING DIRECTOR	0	0

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
THERESE SHERIDAN 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	HR DIRECTOR	0	0
JAMES RUTHERFORD 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	DIRECTOR (UNTIL 4/29/11)	0	0
TOTAL COMPENSATION			<u>0</u>

FEDERAL FOOTNOTES

FORM 990-T
RENTAL CATERING BUSINESS NET OPERATING LOSS (NON-SRLY)

CARRYOVER GENERATED YE 12/31/2011	\$34,437
TOTAL UTILIZATION	NONE

CARRIED FORWARD TO 12/31/2012	\$34,437
	=====

FEDERAL FOOTNOTES

FORM 990-T, PART V, LINE 1
INTEREST IN OR A SIGNATURE OR OTHER AUTHORITY OVER A FINANCIAL
ACCOUNT IN A FOREIGN COUNTRY.

AUSTRALIA, CAMBODIA, CHINA, COLOMBIA, DOMINICAN REPUBLIC, DR CONGO,
INDIA, INDONESIA, KENYA, MALAWI, PERU, RWANDA, TANZANIA, UNITED
KINGDOM, UKRAINE, VIETNAM.