

# Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2016, or tax year beginning 07/01, 2016, and ending 06/30, 20 17

# 2016

Department of the Treasury  
Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

Name of exempt organization

OPERATION SMILE, INC.

Employer identification number

54-1460147

## Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here	<input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . .	1b	<u>62641310.</u>
2a Form 990-EZ check here	<input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9) . . . . .	2b	
3a Form 1120-POL check here	<input type="checkbox"/>	b Total tax (Form 1120-POL, line 22) . . . . .	3b	
4a Form 990-PF check here	<input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a Form 8868 check here	<input type="checkbox"/>	b Balance due (Form 8868, line 3c) . . . . .	5b	

## Part II Declaration of Officer

6  I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2016 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here

Signature of officer

Date

12/18/2017

INTERIM CFO

Title

## Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only

ERO's signature

Date

12/15/2017

Check if also paid preparer

Check if self-employed

ERO's SSN or PTIN

P01498698

Firm's name (or yours if self-employed), address, and ZIP code

KPMG LLP  
1676 INTERNATIONAL DRIVE MCLEAN VA 22102

EIN 13-5565207

Phone no. 703-286-8000

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check  if self-employed PTIN

Firm's name

Firm's EIN

Firm's address

Phone no.

For Privacy Act and Paperwork Reduction Act Notice, see back of form.

Form **8453-EO** (2016)

# Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form **990**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2016

Department of the Treasury  
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.  
▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**Open to Public Inspection**

**A** For the **2016** calendar year, or tax year beginning 07/01, 2016, and ending 06/30, 2017

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization OPERATION SMILE, INC. Doing Business As			<b>D</b> Employer identification number 54-1460147
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 3641 FACULTY BLVD		<b>E</b> Telephone number (757) 321-7645	
	City or town, state or province, country, and ZIP or foreign postal code VIRGINIA BEACH, VA 23453			<b>G</b> Gross receipts \$ <u>63,394,517.</u>
	<b>F</b> Name and address of principal officer: <u>KATHLEEN S. MAGEE</u> <u>3641 FACULTY BOULEVARD VIRGINIA BEACH, VA 23453</u>			<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
<b>I</b> 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				
<b>J</b> Website: ▶ <u>HTTP://WWW.OPERATIONSMILE.ORG</u>				
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶				
<b>L</b> Year of formation: <u>1987</u>			<b>M</b> State of legal domicile: <u>VA</u>	

**Part I Summary**

<b>Activities &amp; Governance</b>	1	Briefly describe the organization's mission or most significant activities: <u>THROUGH OUR EXPERTISE IN TREATING CLEFT LIP AND CLEFT PALATE, WE CREATE SOLUTIONS THAT DELIVER SAFE SURGERY TO PEOPLE WHERE IT'S NEEDED MOST.</u>	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	3 9.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 8.
	5	Total number of individuals employed in calendar year 2016 (Part V, line 2a)	5 197.
	6	Total number of volunteers (estimate if necessary)	6 6,024.
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b 0.	

		Prior Year	Current Year
<b>Revenue</b>	8	Contributions and grants (Part VIII, line 1h)	61,055,992.
	9	Program service revenue (Part VIII, line 2g)	952,813.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	74,505.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-629,174.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	61,454,136.
<b>Expenses</b>	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	8,660,454.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	12,611,267.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	2,875,194.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>18,466,173.</u>	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	42,443,127.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	66,590,042.
19	Revenue less expenses. Subtract line 18 from line 12	-5,135,906.	
<b>Net Assets or Fund Balances</b>	20	Total assets (Part X, line 16)	44,528,886.
	21	Total liabilities (Part X, line 26)	17,445,691.
	22	Net assets or fund balances. Subtract line 21 from line 20	27,083,195.

**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.

<b>Sign Here</b>	▶ Signature of officer	Date
	▶ JIM SITI INTERIM CFO Type or print name and title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name JG WHITE	Preparer's signature 	Date 12/15/2017	Check <input type="checkbox"/> if self-employed	PTIN P01498698
	Firm's name ▶ KPMG LLP	Firm's EIN ▶ 13-5565207		Phone no. 703-286-8000	
	Firm's address ▶ 1676 INTERNATIONAL DRIVE MCLEAN, VA 22102				

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** (2016)

# Application for Automatic Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**  
▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile), click on Charities & Non-Profits, and click on e-file for *Charities and Non-Profits*.

**Automatic 6-Month Extension of Time.** Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	OPERATION SMILE, INC.	54-1460147
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	3641 FACULTY BLVD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	VIRGINIA BEACH, VA 23453	

Enter the Return Code for the return that this application is for (file a separate application for each return) . . . . . 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ERNEST ZINN

• The books are in the care of ▶ 3641 FACULTY BLVD VIRGINIA BEACH VA 23453

Telephone No. ▶ 757 3217645 Fax No. ▶

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

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

1 I request an automatic 6-month extension of time until 05/15, 2018, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year 20\_\_ or
- ▶  tax year beginning 07/01, 2016, and ending 06/30, 2017.

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III  Yes  No

**1** Briefly describe the organization's mission:

SEE SCHEDULE O

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

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

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

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

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a** (Code: ) (Expenses \$ 16,707,979. including grants of \$ 1,714,697. ) (Revenue \$ 479,174. )

ATTACHMENT 1

**4b** (Code: ) (Expenses \$ 19,173,599. including grants of \$ 2,461,586. ) (Revenue \$ 509,862. )

ATTACHMENT 2

**4c** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

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

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

**4e** Total program service expenses ▶ 35,881,578.

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> . . . . .	X	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? . . . . .	X	
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i> . . . . .		X
<b>4</b> <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i> . . . . .		X
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i> . . . . .		X
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i> . . . . .		X
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II.</i> . . . . .		X
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> . . . . .		X
<b>9</b> Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> . . . . .		X
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> . . . . .		X
<b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> . . . . .	X	
<b>b</b> Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> . . . . .		X
<b>c</b> Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> . . . . .		X
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> . . . . .		X
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> . . . . .	X	
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> . . . . .		X
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i> . . . . .	X	
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.</i> . . . . .		X
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i> . . . . .		X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?. . . . .	X	
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i> . . . . .	X	
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV.</i> . . . . .	X	
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV.</i> . . . . .	X	
<b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> (see instructions). . . . .	X	
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> . . . . .	X	
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> . . . . .		X

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i> . . . . .		X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? . . . . .		
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i> . . . . .	X	
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i> . . . . .	X	
<b>23</b> 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	
<b>24a</b> 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 25a.</i> . . . . .		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> 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>b</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
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II.</i> . . . . .		X
<b>27</b> 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
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
<b>b</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
<b>c</b> 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
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> . . . . .	X	
<b>30</b> 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
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> . . . . .		X
<b>32</b> 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
<b>33</b> 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	
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i> . . . . .		X
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .		
<b>36</b> <b>Section 501(c)(3) organizations.</b> 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
<b>37</b> 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
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> 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 or note to any line in this Part V [X]

Table with columns for line numbers (1a-14b), descriptions of questions, and Yes/No response columns. Includes entries for Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 990, Form 720, and Form 709.

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 or note to any line in this Part VI [X]

Section A. Governing Body and Management

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

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 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 4
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, address, and telephone number of the person who possesses the organization's books and records: JIM SITI 3641 FACULTY BLVD VIRGINIA BEACH, VA 23453 7573217645



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

Check if Schedule O contains a response or note to any line in this Part VII. . . . .  X

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WILLIAM P. MAGEE JR, D.D.S. M. CEO & DIRECTOR	40.00 0.	X		X				517,944.	0.	28,089.
(2) KATHLEEN S. MAGEE, M.S.W., ED. PRESIDENT & DIRECTOR	40.00 0.	X		X				0.	0.	0.
(3) KEVIN MILLER CHAIRMAN & DIRECTOR	20.00 0.	X		X				0.	0.	0.
(4) JIM SITI TREAS/DIRECTOR/INTERIM CFO	20.00 0.	X		X				0.	0.	0.
(5) SAMUEL P. FULLER, M.D. DIRECTOR	20.00 0.	X						0.	0.	0.
(6) ALEX J. MARSHALL DIRECTOR	1.00 0.	X						0.	0.	0.
(7) JERRY MOYES DIRECTOR	1.00 0.	X						0.	0.	0.
(8) WILLIAM K. WYNNE SECRETARY AND DIRECTOR	1.00 0.	X		X				0.	0.	0.
(9) TODD MAGEE DIRECTOR	1.00 0.	X						0.	0.	0.
(10) CHRISTOPHER ANDERSON DIRECTOR	1.00 0.	X						0.	0.	0.
(11) ERNEST ZINN CHIEF OPERATING OFFICER	40.00 0.			X				317,233.	0.	24,407.
(12) KIMBERLY GETZ VP OF FINANCE	40.00 0.			X				145,693.	0.	19,999.
(13) RICHARD VANDER BURG CHIEF PROGRAM STRATEGIST	40.00 0.			X				209,203.	0.	29,142.
(14) RUBEN AYALA SVP MEDICAL AFFAIRS	40.00 0.			X				201,190.	0.	26,559.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 15) KRISTIE PORCARO ----- SVP US & GLOBAL PHILANTHROPY	40.00 ----- 0.				X			185,612.	0.	24,694.
( 16) CHRISTOPHER CRUZ ----- SVP INTERNATIONAL PROGRAMS	40.00 ----- 0.				X			158,610.	0.	15,326.
( 17) LISA JARDANHAZY ----- VP GLOBAL MEDIA STRATEGY & PR	40.00 ----- 0.					X		126,138.	0.	19,964.
( 18) CHRISTOPHER BRYANT ----- SVP ENT APP & TECH	40.00 ----- 0.					X		135,399.	0.	21,830.
( 19) ADRIAN SLAGLE ----- VP STRATEGIC MARKETING	40.00 ----- 0.					X		122,454.	0.	17,893.
( 20) YVONNE WRAY ----- AVP US PHILANTHROPY	40.00 ----- 0.					X		118,507.	0.	18,254.
( 21) JESSE HINES ----- SVP LOGISTICS AND FACILITIES	40.00 ----- 0.					X		112,571.	0.	5,841.
<b>1b Sub-total</b> .....								1,391,263.	0.	128,196.
<b>c Total from continuation sheets to Part VII, Section A</b> .....								959,291.	0.	123,802.
<b>d Total (add lines 1b and 1c)</b> .....								2,350,554.	0.	251,998.

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 13

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 5		

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 16

**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII.

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>	81,526.					
	<b>b</b> Membership dues . . . . .	<b>1b</b>						
	<b>c</b> Fundraising events . . . . .	<b>1c</b>	1,709,191.					
	<b>d</b> Related organizations . . . . .	<b>1d</b>						
	<b>e</b> Government grants (contributions) . .	<b>1e</b>	4,925.					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .	<b>1f</b>	60,328,083.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$		2,528,297.					
	<b>h Total.</b> Add lines 1a-1f . . . . .			62,123,725.				
<b>Program Service Revenue</b>				<b>Business Code</b>				
	<b>2a</b> YOUTH CONFERENCES		900099	509,862.	509,862.			
	<b>b</b> MISSION ADMISSION		900099	438,950.	438,950.			
	<b>c</b> MERCHANDISE SALES		900099	40,224.	40,224.			
	<b>d</b> _____							
	<b>e</b> _____							
	<b>f</b> All other program service revenue . . . . .							
<b>g Total.</b> Add lines 2a-2f . . . . .			989,036.					
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts). . . . .			33,432.			33,432.	
	<b>4</b> Income from investment of tax-exempt bond proceeds .			0.				
	<b>5</b> Royalties . . . . .			0.				
	<b>6a</b> Gross rents . . . . .	(i) Real	6,000.					
		(ii) Personal						
		<b>b</b> Less: rental expenses . . . . .		4,074.				
		<b>c</b> Rental income or (loss) . . . . .		1,926.				
	<b>d</b> Net rental income or (loss) . . . . .			1,926.			1,926.	
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	115,206.					
		(ii) Other						
		<b>b</b> Less: cost or other basis and sales expenses . . . . .		117,047.				
		<b>c</b> Gain or (loss) . . . . .		-1,841.				
	<b>d</b> Net gain or (loss) . . . . .			-1,841.			-1,841.	
	<b>8a</b> Gross income from fundraising events (not including \$ 1,709,191. of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>	264,782.					
	<b>b</b> Less: direct expenses . . . . .	<b>b</b>	632,086.					
<b>c</b> Net income or (loss) from fundraising events . . . . .			-367,304.			-367,304.		
<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>	0.						
<b>b</b> Less: direct expenses . . . . .	<b>b</b>	0.						
<b>c</b> Net income or (loss) from gaming activities . . . . .			0.					
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>	0.						
<b>b</b> Less: cost of goods sold . . . . .	<b>b</b>	0.						
<b>c</b> Net income or (loss) from sales of inventory . . . . .			0.					
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
<b>11a</b> CURRENCY LOSS		900099	-137,670.				-137,670.	
<b>b</b> MISCELLANEOUS		900099	6.				6.	
<b>c</b> _____								
<b>d</b> All other revenue . . . . .								
<b>e Total.</b> Add lines 11a-11d . . . . .			-137,664.					
<b>12 Total revenue.</b> See instructions. . . . .			62,641,310.	989,036.			-471,451.	

**Part IX Statement of Functional Expenses**

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

Check if Schedule O contains a response or note to any line in this Part IX

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 . . . . .	157,447.	157,447.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22 . . . . .	2,752.	2,752.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 . . . . .	4,016,084.	4,016,084.		
4 Benefits paid to or for members . . . . .	0.			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	1,808,149.	737,102.	682,986.	388,061.
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 . . . . .	9,323,769.	5,294,330.	2,294,586.	1,734,853.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	626,796.	352,008.	155,160.	119,628.
9 Other employee benefits . . . . .	1,113,796.	633,202.	294,566.	186,028.
10 Payroll taxes . . . . .	840,704.	471,713.	203,446.	165,545.
11 Fees for services (non-employees):				
a Management . . . . .	0.			
b Legal . . . . .	309,033.	24,536.	283,917.	580.
c Accounting . . . . .	161,831.	45,320.	108,903.	7,608.
d Lobbying . . . . .	0.			
e Professional fundraising services. See Part IV, line 17.	2,143,355.			2,143,355.
f Investment management fees . . . . .	155.		155.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) . . . . .	3,267,502.	1,593,021.	646,863.	1,027,618.
12 Advertising and promotion . . . . .	2,753,710.	701,686.	273,008.	1,779,016.
13 Office expenses . . . . .	2,411,865.	1,410,559.	891,247.	110,059.
14 Information technology . . . . .	221,959.	134,557.	50,154.	37,248.
15 Royalties . . . . .	0.			
16 Occupancy . . . . .	754,164.	377,886.	319,566.	56,712.
17 Travel . . . . .	4,297,961.	3,754,953.	212,438.	330,570.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings . . . . .	308,988.	233,948.	32,357.	42,683.
20 Interest . . . . .	81,068.	8,841.	70,295.	1,932.
21 Payments to affiliates . . . . .	0.			
22 Depreciation, depletion, and amortization . . . . .	1,252,053.	707,510.	470,023.	74,520.
23 Insurance . . . . .	119,702.	37,039.	74,844.	7,819.
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 PUBLIC AWARENESS	20,241,194.	9,599,059.	413,193.	10,228,942.
b MISSION SUPPLIES	5,188,413.	5,188,413.		
c BAD DEBT EXPENSE	114,586.		114,586.	
d OTHER MISSION EXPENSE	321,691.	321,691.		
e All other expenses	170,179.	77,921.	68,862.	23,396.
<b>25 Total functional expenses.</b> Add lines 1 through 24e	62,008,906.	35,881,578.	7,661,155.	18,466,173.
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	27,203,258.	11,545,680.	1,734,642.	13,922,936.

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X. . . . .

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing . . . . .	2,870,657.	<b>1</b>	9,038,062.
	<b>2</b> Savings and temporary cash investments . . . . .	1,095,766.	<b>2</b>	1,214,807.
	<b>3</b> Pledges and grants receivable, net . . . . .	12,776,537.	<b>3</b>	8,749,805.
	<b>4</b> Accounts receivable, net . . . . .	312,018.	<b>4</b>	322,718.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .	0.	<b>5</b>	0.
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L . . . . .	0.	<b>6</b>	0.
	<b>7</b> Notes and loans receivable, net . . . . .	0.	<b>7</b>	0.
	<b>8</b> Inventories for sale or use . . . . .	5,199,508.	<b>8</b>	4,139,447.
	<b>9</b> Prepaid expenses and deferred charges . . . . .	1,166,230.	<b>9</b>	988,724.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D . . . . .	<b>10a</b> 26,911,845.		
	<b>b</b> Less: accumulated depreciation . . . . .	<b>10b</b> 6,834,963.	21,108,170.	<b>10c</b> 20,076,882.
	<b>11</b> Investments - publicly traded securities . . . . .	0.	<b>11</b>	0.
	<b>12</b> Investments - other securities. See Part IV, line 11 . . . . .	0.	<b>12</b>	0.
	<b>13</b> Investments - program-related. See Part IV, line 11 . . . . .	0.	<b>13</b>	0.
	<b>14</b> Intangible assets . . . . .	0.	<b>14</b>	0.
	<b>15</b> Other assets. See Part IV, line 11 . . . . .	0.	<b>15</b>	0.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	44,528,886.	<b>16</b>	44,530,445.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	7,756,389.	<b>17</b>	6,217,721.
	<b>18</b> Grants payable . . . . .	0.	<b>18</b>	0.
	<b>19</b> Deferred revenue . . . . .	303,445.	<b>19</b>	328,221.
	<b>20</b> Tax-exempt bond liabilities . . . . .	0.	<b>20</b>	0.
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .	0.	<b>21</b>	0.
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .	0.	<b>22</b>	0.
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .	7,875,626.	<b>23</b>	7,653,206.
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .	400,000.	<b>24</b>	0.
	<b>25</b> 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 . . . . .	1,110,231.	<b>25</b>	2,541,056.
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	17,445,691.	<b>26</b>	16,740,204.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	18,254,536.	<b>27</b>	17,975,100.
	<b>28</b> Temporarily restricted net assets . . . . .	8,828,659.	<b>28</b>	9,815,141.
	<b>29</b> Permanently restricted net assets . . . . .	0.	<b>29</b>	0.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
	<b>33</b> Total net assets or fund balances . . . . .	27,083,195.	<b>33</b>	27,790,241.
<b>34</b> Total liabilities and net assets/fund balances . . . . .	44,528,886.	<b>34</b>	44,530,445.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI.

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	62,641,310.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	62,008,906.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	632,404.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	27,083,195.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	74,642.
<b>6</b>	Donated services and use of facilities	<b>6</b>	0.
<b>7</b>	Investment expenses	<b>7</b>	0.
<b>8</b>	Prior period adjustments	<b>8</b>	0.
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	0.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	27,790,241.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII.

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

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		

**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.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

**Open to Public Inspection**

Name of the organization

OPERATION SMILE, INC.

Employer identification number

54-1460147

**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 12, 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 (Form 990 or 990-EZ).)
- 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 agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: \_\_\_\_\_
- 10  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.)
- 11  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12  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 in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
  - f Enter the number of supported organizations. . . . .
  - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
<b>Total</b>						

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

Schedule A (Form 990 or 990-EZ) 2016

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) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (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; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (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; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2016 (99.72%); 15 Public support percentage from 2015 Schedule A, Part II, line 14 (98.97%); 16a 33 1/3% support test - 2016 (checked); 16b 33 1/3% support test - 2015; 17a 10%-facts-and-circumstances test - 2016; 17b 10%-facts-and-circumstances test - 2015; 18 Private foundation.



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

(Complete only if you checked the box on line 10 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) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support. (Subtract line 7c from line 6.)

Section B. Total Support

Table with 7 columns: (a) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (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 2 columns: Line number, Percentage. Row 15: Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2015 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 2 columns: Line number, Percentage. Row 17: Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2015 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2016. 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 - 2015. 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 Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

Table with 3 columns: Question, Yes, No. Row 11: Has the organization accepted a gift or contribution from any of the following persons? Sub-rows 11a, 11b, 11c.

Section B. Type I Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? Row 2: Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization?

Section C. Type II Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)?

Section D. All Type III Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? Row 2: Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? Row 3: By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year?

Section E. Type III Functionally Integrated Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). Sub-rows a, b, c. Row 2: Activities Test. Answer (a) and (b) below. Sub-rows a, b. Row 3: Parent of Supported Organizations. Answer (a) and (b) below. Sub-rows a, b.

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

**1**  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

<b>Section A - Adjusted Net Income</b>		(A) Prior Year	(B) Current Year (optional)
<b>1</b> Net short-term capital gain	<b>1</b>		
<b>2</b> Recoveries of prior-year distributions	<b>2</b>		
<b>3</b> Other gross income (see instructions)	<b>3</b>		
<b>4</b> Add lines 1 through 3.	<b>4</b>		
<b>5</b> Depreciation and depletion	<b>5</b>		
<b>6</b> Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	<b>6</b>		
<b>7</b> Other expenses (see instructions)	<b>7</b>		
<b>8 Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4).	<b>8</b>		

<b>Section B - Minimum Asset Amount</b>		(A) Prior Year	(B) Current Year (optional)
<b>1</b> Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
<b>a</b> Average monthly value of securities	<b>1a</b>		
<b>b</b> Average monthly cash balances	<b>1b</b>		
<b>c</b> Fair market value of other non-exempt-use assets	<b>1c</b>		
<b>d Total</b> (add lines 1a, 1b, and 1c)	<b>1d</b>		
<b>e Discount</b> claimed for blockage or other factors (explain in detail in <b>Part VI</b> ):			
<b>2</b> Acquisition indebtedness applicable to non-exempt-use assets	<b>2</b>		
<b>3</b> Subtract line 2 from line 1d.	<b>3</b>		
<b>4</b> Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	<b>4</b>		
<b>5</b> Net value of non-exempt-use assets (subtract line 4 from line 3)	<b>5</b>		
<b>6</b> Multiply line 5 by .035.	<b>6</b>		
<b>7</b> Recoveries of prior-year distributions	<b>7</b>		
<b>8 Minimum Asset Amount</b> (add line 7 to line 6)	<b>8</b>		

<b>Section C - Distributable Amount</b>			Current Year
<b>1</b> Adjusted net income for prior year (from Section A, line 8, Column A)	<b>1</b>		
<b>2</b> Enter 85% of line 1.	<b>2</b>		
<b>3</b> Minimum asset amount for prior year (from Section B, line 8, Column A)	<b>3</b>		
<b>4</b> Enter greater of line 2 or line 3.	<b>4</b>		
<b>5</b> Income tax imposed in prior year	<b>5</b>		
<b>6 Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	<b>6</b>		

**7**  Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations** (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 <b>Total annual distributions.</b> Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required-explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2016:			
a			
b			
c From 2013. . . . .			
d From 2014. . . . .			
e From 2015. . . . .			
f <b>Total</b> of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2016 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 <b>Excess distributions carryover to 2017.</b> Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b Excess from 2013. . . .			
c Excess from 2014. . . .			
d Excess from 2015. . . .			
e Excess from 2016. . . .			

**Part VI Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

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ATTACHMENT 1

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## SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2012	2013	2014	2015	2016	TOTAL
CURRENCY GAIN/(LOSS)	17,107.	19,798.				36,905.
MISCELLANEOUS	1,690.	9,929.	4,610.	703.	6.	16,938.
<b>TOTALS</b>	<u>18,797.</u>	<u>29,727.</u>	<u>4,610.</u>	<u>703.</u>	<u>6.</u>	<u>53,843.</u>

**Schedule of Contributors**

**2016**

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

OPERATION SMILE, INC.

Employer identification number

54-1460147

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **OPERATION SMILE, INC.**

Employer identification number  
54-1460147

**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		\$ 6,166,948.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 1,592,251.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 1,303,342.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Name of organization OPERATION SMILE, INC.

Employer identification number

54-1460147

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

Name of organization OPERATION SMILE, INC.

Employer identification number  
54-1460147

**Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** 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
_____ _____ _____	_____ _____ _____

(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
_____ _____ _____	_____ _____ _____

(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
_____ _____ _____	_____ _____ _____

(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
_____ _____ _____	_____ _____ _____

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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

2016

Attach to Form 990.

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

OPERATION SMILE, INC.

54-1460147

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenue included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenue included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

Schedule D (Form 990) 2016

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
a Public exhibition
b Scholarly research
c Preservation for future generations
d Loan or exchange programs
e Other
4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Escrow and Custodial Arrangements.

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
b If "Yes," explain the arrangement in Part XIII and complete the following table:
Table with columns: Amount, 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" on 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 include: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
a Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %
The percentages on 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:

Table with 2 columns: Yes, No. Rows: 3a(i) unrelated organizations, 3a(ii) related organizations, 3b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. 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 include: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. 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)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►		

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) LINE OF CREDIT	2,400,975.	
(3) CAPITAL LEASE OBLIGATIONS	140,081.	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►		2,541,056.

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

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Total revenue reported as 62,641,310.

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Total expenses reported as 62,008,906.

Part XIII Supplemental Information.

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

SEE PAGE 5

**Part XIII** Supplemental Information *(continued)*

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SCHEDULE D, PART XI, LINE 2B

CONTRIBUTED SERVICES: \$34,883,121

SCHEDULE D, PART XI, LINE 2D

RENTAL EXPENSE: \$4,074

SCHEDULE D, PART XII, LINE 2A

CONTRIBUTED SERVICES: \$34,883,121

SCHEDULE D, PART XII, LINE 2D

RENTAL EXPENSE: \$4,074

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2016**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990.
- ▶ Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

OPERATION SMILE, INC.

Employer identification number

54-1460147

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on 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 the region	(d) Activities conducted in the region (by type) (such as, 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 the region	(f) Total expenditures for and investments in the region
(1) CENTRAL AMERICA/CARIBBEAN		2.	FUNDRAISING		26,454.
(2) CENTRAL AMERICA/CARIBBEAN			GRANTMAKING		1,302,592.
(3) CENTRAL AMERICA/CARIBBEAN		4.	PROGRAM SERVICES	EDUCATION	353,626.
(4) CENTRAL AMERICA/CARIBBEAN		2.	PROGRAM SERVICES	MISSION	824,448.
(5) EAST ASIA AND THE PACIFIC		9.	FUNDRAISING		62,377.
(6) EAST ASIA AND THE PACIFIC			GRANTMAKING		428,985.
(7) EAST ASIA AND THE PACIFIC		8.	PROGRAM SERVICES	EDUCATION	275,311.
(8) EAST ASIA AND THE PACIFIC	3.	14.	PROGRAM SERVICES	MISSION	3,324,862.
(9) EUROPE		1.	FUNDRAISING		225,118.
(10) EUROPE			GRANTMAKING		42,070.
(11) EUROPE			PROGRAM SERVICES	EDUCATION	13,660.
(12) EUROPE			PROGRAM SERVICES	MISSION	63,537.
(13) MIDDLE EAST AND NORTH AFRICA			FUNDRAISING		18,209.
(14) MIDDLE EAST AND NORTH AFRICA			GRANTMAKING		90,314.
(15) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	EDUCATION	105,651.
(16) MIDDLE EAST AND NORTH AFRICA		1.	PROGRAM SERVICES	MISSION	390,588.
(17) NORTH AMERICA		1.	FUNDRAISING		227,809.
<b>3a Sub-total</b> . . . . .	3.	42.			7,775,611.
<b>b Total from continuation sheets to Part I</b> . . . . .	4.	25.			5,717,996.
<b>c Totals (add lines 3a and 3b)</b>	7.	67.			13,493,607.

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

Schedule F (Form 990) 2016



**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2016**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990.
- ▶ Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

OPERATION SMILE, INC.

Employer identification number

54-1460147

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on 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 the region	(d) Activities conducted in the region (by type) (such as, 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 the region	(f) Total expenditures for and investments in the region
(1) NORTH AMERICA			GRANTMAKING		33,776.
(2) NORTH AMERICA			PROGRAM SERVICES	EDUCATION	145,372.
(3) NORTH AMERICA			PROGRAM SERVICES	MISSION	202,670.
(4) RUSSIA/INDEPENDENT STATES			GRANTMAKING		1,914.
(5) RUSSIA/INDEPENDENT STATES			PROGRAM SERVICES	EDUCATION	1,102.
(6) RUSSIA/INDEPENDENT STATES			PROGRAM SERVICES	MISSION	12,816.
(7) SOUTH AMERICA			FUNDRAISING		37,082.
(8) SOUTH AMERICA			GRANTMAKING		626,296.
(9) SOUTH AMERICA		2.	PROGRAM SERVICES	EDUCATION	251,720.
(10) SOUTH AMERICA		1.	PROGRAM SERVICES	MISSION	571,721.
(11) SOUTH ASIA			FUNDRAISING		11,547.
(12) SOUTH ASIA			GRANTMAKING		644,580.
(13) SOUTH ASIA		1.	PROGRAM SERVICES	EDUCATION	98,482.
(14) SOUTH ASIA		5.	PROGRAM SERVICES	MISSION	315,336.
(15) SUB-SAHARAN AFRICA			FUNDRAISING		54,131.
(16) SUB-SAHARAN AFRICA			GRANTMAKING		590,067.
(17) SUB-SAHARAN AFRICA		5.	PROGRAM SERVICES	EDUCATION	366,132.
<b>3a</b> Sub-total . . . . .					
<b>b</b> Total from continuation sheets to Part I . . . . .					
<b>c</b> Totals (add lines 3a and 3b)					

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

Schedule F (Form 990) 2016

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2016**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990.
- ▶ Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

OPERATION SMILE, INC.

Employer identification number

54-1460147

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on 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 the region	(d) Activities conducted in the region (by type) (such as, 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 the region	(f) Total expenditures for and investments in the region
(1) SUB-SAHARAN AFRICA	4.	11.	PROGRAM SERVICES	MISSION	1,753,252.
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
<b>3a</b> Sub-total . . . . .					
<b>b</b> Total from continuation sheets to Part I . . . . .					
<b>c Totals</b> (add lines 3a and 3b)					

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

Schedule F (Form 990) 2016

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			CENT. AMERICA/CARIBBEAN	CAPACITY BUILDING	116,116.	WIRE			
(2)			CENT. AMERICA/CARIBBEAN	CAPACITY BUILDING	56,520.	WIRE			
(3)			CENT. AMERICA/CARIBBEAN	CAPACITY BUILDING	370,897.	WIRE			
(4)			CENT. AMERICA/CARIBBEAN	CAPACITY BUILDING	405,438.	WIRE	923.	MEDICAL SUPP	COST
(5)			CENT. AMERICA/CARIBBEAN	MISSIONS	53,818.	WIRE			
(6)			CENT. AMERICA/CARIBBEAN	CAPACITY BUILDING			17,817.	MEDICAL EQU	COST
(7)			CENT. AMERICA/CARIBBEAN	CAPACITY BUILDING			110,370.	MEDICAL EQU	COST
(8)			CENT. AMERICA/CARIBBEAN	CAPACITY BUILDING			44,292.	MEDICAL EQU	COST
(9)			CENT. AMERICA/CARIBBEAN	CAPACITY BUILDING			20,990.	MEDICAL EQU	COST
(10)			CENT. AMERICA/CARIBBEAN	CAPACITY BUILDING			42,700.	MEDICAL EQU	COST
(11)			CENT. AMERICA/CARIBBEAN	CAPACITY BUILDING	13,215.	WIRE			
(12)			EAST ASIA/PACIFIC	CAPACITY BUILDING	41,480.	WIRE			
(13)			EAST ASIA/PACIFIC	MISSIONS	122,098.	WIRE			
(14)			EAST ASIA/PACIFIC	MISSIONS	16,844.	WIRE			
(15)			EAST ASIA/PACIFIC	CAPACITY BUILDING	8,100.	WIRE			
(16)			EAST ASIA/PACIFIC	CAPACITY BUILDING	220,429.	WIRE			

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

3 Enter total number of other organizations or entities. ▶ \_\_\_\_\_

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EUROPE/ICELAND/GREENLAND	CAPACITY BUILDING	34,950.	WIRE			
(2)			EUROPE/ICELAND/GREENLAND	CAPACITY BUILDING	5,349.	WIRE			
(3)			MIDDLE EAST/NORTH AFRICA	CAPACITY BUILDING	19,525.	WIRE			
(4)			MIDDLE EAST/NORTH AFRICA	MISSIONS	55,743.	WIRE			
(5)			MIDDLE EAST/NORTH AFRICA	CAPACITY BUILDING	10,990.	WIRE			
(6)			NORTH AMERICA	MISSIONS	30,580.	WIRE			
(7)			SOUTH AMERICA	CAPACITY BUILDING	86,341.	WIRE			
(8)			SOUTH AMERICA	MISSIONS	28,215.	WIRE			
(9)			SOUTH AMERICA	CAPACITY BUILDING	392,399.	WIRE			
(10)			SOUTH AMERICA	MISSIONS	26,536.	WIRE			
(11)			SOUTH AMERICA	CAPACITY BUILDING	18,000.	WIRE			
(12)			SOUTH AMERICA	MISSIONS	9,383.	WIRE			
(13)			SOUTH AMERICA	CAPACITY BUILDING			23,710.	MEDICAL EQU	COST
(14)			SOUTH AMERICA	CAPACITY BUILDING	9,113.	WIRE			
(15)			SOUTH AMERICA	CAPACITY BUILDING	19,700.	WIRE			
(16)			SOUTH ASIA	CAPACITY BUILDING	643,815.	WIRE			

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

3 Enter total number of other organizations or entities. ▶ \_\_\_\_\_

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	CAPACITY BUILDING	278,434.	WIRE			
(2)			SUB-SAHARAN AFRICA	MISSIONS	93,482.	WIRE			
(3)			SUB-SAHARAN AFRICA	MISSIONS	88,814.	WIRE			
(4)			SUB-SAHARAN AFRICA	MISSIONS	46,584.	WIRE			
(5)			SUB-SAHARAN AFRICA	CAPACITY BUILDING	19,755.	WIRE			
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. . . . . **27.**

3 Enter total number of other organizations or entities. . . . . **7.**

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on 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 noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) FELLOWSHIPS	SUB-SAHARAN AFRICA	2.	42,729.	WIRE			
(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 separately 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; do not file with Form 990)* . . . . .  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 separately file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990)* . . . . .  Yes  No

**Part V Supplemental Information**

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).

---

SCHEDULE F, PART I, LINE 2

OPERATION SMILE MONITORS AND REVIEWS GRANT REQUESTS FOR ALIGNMENT WITH OUR PROGRAMMATIC GOALS AND ADHERENCE TO ELIGIBILITY REQUIREMENTS. ALL GRANT RECIPIENTS SUBMIT REPORTS DETAILING THE USE OF THE GRANT FUNDS. THESE REPORTS ARE AUDITED BY OPERATION SMILE AND REVIEWED FOR TIMELINESS, CONTENT, ACCURACY, AND APPROPRIATE SUPPORTING DOCUMENTATION TO SUBSTANTIATE THE USE OF FUNDS. WE HAVE ONGOING COMMUNICATION AND FREQUENT ONSITE VISITS WITH OUR PARTNER FOUNDATIONS TO ENSURE GRANT REQUIREMENTS ARE BEING MET, APPROPRIATE DOCUMENTATION IS MAINTAINED, AND TO PROVIDE ASSISTANCE AS NEEDED.



**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" on 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.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

**Open to Public  
Inspection**

Name of the organization

OPERATION SMILE, INC.

Employer identification number

54-1460147

**Part I Fundraising Activities.** Complete if the organization answered "Yes" on 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 10 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			
<b>1</b> RUSS REID COMPANY	DR CONSUL		X	31,404,369.	1,083,272.	30,321,097.
<b>2</b> MDS COMMUNICATIONS	TELEMARKET		X	1,793,686.	688,633.	1,105,053.
<b>3</b> M AND R	EMAIL MKTG		X	975,639.	107,145.	868,494.
<b>4</b> APPCO	MARKETING		X	86,997.	254,986.	-167,989.
<b>5</b> INFOCISION	TELEMARKET		X	15,200.	9,319.	5,881.
<b>6</b>						
<b>7</b>						
<b>8</b>						
<b>9</b>						
<b>10</b>						
<b>Total</b> .....				▶ 34,275,891.	2,143,355.	32,132,536.

**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, DC, FL, GA, HI, ID, IL, IN,  
IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NH, NJ, NM, NY, NC, ND, OH,  
OK, OR, PA, RI, SC, SD, TN, UT, VA, WA, WV, WI,

**Part II Fundraising Events.** Complete if the organization answered "Yes" on 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	
		2016 LA GALA	2016 GREENWICH	7.	(add col. (a) through col. (c))	
		(event type)	(event type)	(total number)		
Revenue	1	Gross receipts . . . . .	589,887.	314,475.	810,853.	1,715,215.
	2	Less: Contributions . . . . .	527,082.	187,609.	736,043.	1,450,734.
	3	Gross income (line 1 minus line 2) . . . . .	62,805.	126,866.	74,810.	264,481.
Direct Expenses	4	Cash prizes . . . . .				
	5	Noncash prizes . . . . .				
	6	Rent/facility costs . . . . .	6,021.	5,531.	112,312.	123,864.
	7	Food and beverages . . . . .	106,951.	11,409.	231,021.	349,381.
	8	Entertainment . . . . .		20,000.	6,870.	26,870.
	9	Other direct expenses . . . . .	7,986.	3,311.	120,373.	131,670.
	10	Direct expense summary. Add lines 4 through 9 in column (d) . . . . . ▶				631,785.
	11	Net income summary. Subtract line 10 from line 3, column (d) . . . . . ▶				-367,304.

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

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

9 Enter the state(s) in which the organization conducts gaming activities: \_\_\_\_\_  
 a Is the organization licensed to conduct 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 conduct 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 conducted in:
 

a The organization's facility	<b>13a</b>	%
b An outside facility	<b>13b</b>	%

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

Director/officer       Employee       Independent contractor

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

**Part IV Supplemental Information.** 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 provide any additional information (see instructions).

SCHEDULE G, PART I - FUNDRAISING

OPERATION SMILE HAS AN AGREEMENT WITH RUSS REID COMPANY TO PROVIDE SERVICES RELATED TO ITS DIRECT RESPONSE FUNDRAISING AND PUBLIC AWARENESS CAMPAIGNS AND RESEARCH. THESE SERVICES INCLUDE PROFESSIONAL FUNDRAISING, CREATIVE SERVICES, FUNDRAISING STRATEGY DEVELOPMENT, TV PRODUCTION, MEDIA BUYING/SYNDICATION, PRINTING/PRODUCTION/MAILING, PHONE CENTER QUALITY ASSURANCE, AND CONSULATION REGARDING DIGITAL PRESENCE. PAYMENTS TO RUSS

- 11 Does the organization conduct 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 conducted in:
 

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

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

**Part IV Supplemental Information.** 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 provide any additional information (see instructions).

REID COMPANY IN THE TAX YEAR TOTALLED \$21,879,805.65 OF WHICH RUSS REID  
 RETAINED APPROXIMATELY 5%.

**SCHEDULE I  
(Form 990)**

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

OMB No. 1545-0047

**2016**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

OPERATION SMILE, INC.

Employer identification number

54-1460147

**Part I General Information on Grants and Assistance**

- 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
- 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 Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) CHILDREN'S HOSPITAL OF LOS ANGELES 4650 SUNSET BLVD, MS # 96, LOS ANGELES, CA	95-1690977	501 (C)(3)	157,448.				FELLOWSHIP EDUCATION
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

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

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) (2016)

**Part III Grants and Other Assistance to Domestic Individuals.** 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.** Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

SCHEDULE I, PART I, LINE 2

OPERATION SMILE, INC. MAKES GRANTS TO DOMESTIC ORGANIZATIONS THAT ARE  
RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS 501(C)(3) ORGANIZATIONS.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

OPERATION SMILE, INC.

**Compensation Information**

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

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

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

**Open to Public  
Inspection**

Employer identification number

54-1460147

**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 on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> First-class or charter travel  | <input 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 (such as, 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 directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

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

- |   |  |
|---|--|
| <input 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 checked="" type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

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

- a** Receive a severance payment or change-of-control payment? . . . . .
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .
- c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2016

**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 on 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 aren't listed on Form 990, Part VII.

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 WILLIAM P. MAGEE JR, D. CEO & DIRECTOR	(i)	517,944.	0.	0.	20,100.	7,989.	546,033.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 ERNEST ZINN CHIEF OPERATING OFFICER	(i)	317,233.	0.	0.	15,900.	8,507.	341,640.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 KIMBERLY GETZ VP OF FINANCE	(i)	145,693.	0.	0.	13,156.	6,843.	165,692.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 KRISTIE PORCARO SVP US & GLOBAL PHILANTHROPY	(i)	185,612.	0.	0.	16,879.	7,815.	210,306.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 RICHARD VANDER BURG CHIEF PROGRAM STRATEGIST	(i)	209,203.	0.	0.	19,845.	9,297.	238,345.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 RUBEN AYALA SVP MEDICAL AFFAIRS	(i)	201,190.	0.	0.	18,844.	7,715.	227,749.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 CHRISTOPHER BRYANT SVP ENT APP & TECH	(i)	135,399.	0.	0.	12,969.	8,861.	157,229.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 CHRISTOPHER CRUZ SVP INTERNATIONAL PROGRAMS	(i)	158,610.	0.	0.	14,415.	911.	173,936.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
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**

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

SCHEDULE J, PART I, LINE 1

FIRST CLASS TRAVEL

OPERATION SMILE, INC. POLICY ALLOWS FOR UPGRADES TO BUSINESS OR FIRST CLASS AIR TRAVEL IN LIMITED CIRCUMSTANCES FOR THE CEO, PRESIDENT, COO, AND CHIEF PROGRAM STRATEGIST, STRATEGIC INITIATIVES.

UPGRADEABLE FARES MAY ONLY BE PURCHASED IF TRAVEL IS MORE THAN 5 HOURS DOMESTICALLY, BUSINESS CLASS FARES FOR MORE THAN 8 HOURS INTERNATIONALLY FOR THESE POSITIONS ONLY. WHEN POSSIBLE, UPGRADES ARE PAID FOR WITH AIRLINE POINTS. THESE UPGRADES WERE NOT TREATED AS TAXABLE COMPENSATION TO THE RECIPIENTS.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2016**

**Open To Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

OPERATION SMILE, INC.

Employer identification number

54-1460147

**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	22 .	89,486 .	FMV
10 Securities - Closely held stock . . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other . . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial . . . . .				
17 Real estate - Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .	X	55 .	2,438,811 .	COST
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
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't 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 nonstandard contributions? . . . . .	X	
32a 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 didn't 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) (2016)

JSA

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PAGE 48

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

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**SCHEDULE O  
(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

OPERATION SMILE, INC.

**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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

**Open to Public  
Inspection**

Employer identification number

54-1460147

FORM 990 PART III LINE 1

ORGANIZATION'S MISSION

THROUGH OUR EXPERTISE IN TREATING CLEFT LIP AND CLEFT PALATE, WE CREATE SOLUTIONS THAT DELIVER SAFE SURGERY TO PEOPLE WHERE IT'S NEEDED MOST. OUR MEDICAL PROGRAMMING DELIVERS RELIEF FOR IMMEDIATE NEED AND DEVELOPS RESOURCES FOR SUSTAINABLE SOLUTIONS SO PARTNERING COUNTRIES CAN MEET ONGOING SURGICAL NEEDS BEYOND CLEFT CARE. WE ENGAGE PUBLIC-PRIVATE PARTNERSHIPS TO ADVANCE HEALTH CARE DELIVERY, TRAIN LOCAL MEDICAL PROFESSIONALS TO PROVIDE SURGICAL CARE FOR PATIENTS IN THEIR COMMUNITIES, DONATE CRUCIAL MEDICAL EQUIPMENT AND SUPPLIES, AND INCREASE ACCESS TO SURGICAL CARE THROUGH PATIENT RECRUITMENT AND ADVOCACY INITIATIVES SO THAT EVERYONE LIVING WITH CLEFT IS TREATED. OUR SERVICES ARE ALWAYS FREE OF CHARGE TO OUR PATIENTS. AS ONE OF THE LARGEST MEDICAL VOLUNTEER-BASED NONPROFITS, WE WORK SIDE-BY-SIDE WITH MILLIONS OF PEOPLE, INCLUDING DONORS, VOLUNTEERS, STUDENT LEADERS, STAFF, NATIONAL GOVERNMENTS, HEALTH SYSTEMS AND OTHER GROUPS TO IMPROVE DIGNITY AND HEALTH THROUGH SAFE SURGERY. TOGETHER WITH THESE PARTNERS, WE LEAD RESEARCH TO EXPAND OUR UNDERSTANDING OF THE CAUSES OF CLEFT CONDITIONS AND, ULTIMATELY, TO DISCOVER PREVENTATIVE TREATMENTS. WE INSPIRE COMPASSION AND LEADERSHIP TO BUILD SURGICAL CAPACITY WORLDWIDE. FOR MORE THAN THREE DECADES, WE HAVE MOBILIZED THOUSANDS OF MEDICAL VOLUNTEERS FROM A WIDE RANGE OF MEDICAL SPECIALTIES FROM MORE THAN 80 COUNTRIES. WE ARE COMMITTED TO ENDING PEOPLE'S NEEDLESS SUFFERING AND ENCOURAGE THE PUBLIC TO KNOW MORE ABOUT CLEFT CONDITIONS AND THEIR TREATMENT. WE ARE COMMITTED TO PROVING THAT

Name of the organization OPERATION SMILE, INC.	Employer identification number 54-1460147
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IT'S POSSIBLE TO CHANGE THE WORLD THROUGH KINDNESS AND GENEROSITY.

FORM 990 PART VI LINE 2

WILLIAM P. MAGEE, JR., DIRECTOR AND CEO, IS THE SPOUSE OF KATHLEEN S. MAGEE, DIRECTOR AND PRESIDENT. KRISTIE PORCARO, SVP US & GLOBAL PHILANTHROPY, IS THE DAUGHTER OF WILLIAM P. MAGEE, JR., DIRECTOR AND CEO, AND KATHLEEN S. MAGEE, DIRECTOR AND PRESIDENT. TODD MAGEE, A BOARD MEMBER IS THE SON OF WILLIAM P. MAGEE, JR., DIRECTOR AND CEO AND KATHLEEN S. MAGEE, DIRECTOR AND PRESIDENT. TODD MAGEE IS THE BROTHER OF KRISTIE PORCARO. ALEX MARSHALL, A BOARD MEMBER IS THE NEPHEW OF WILLIAM P. MAGEE, JR., DIRECTOR AND CEO AND KATHLEEN S. MAGEE, DIRECTOR AND PRESIDENT. ALEX MARSHALL IS THE COUSIN OF KRISTIE PORCARO.

FORM 990 PART VI LINE 11B

AFTER COMPLETION OF THE 990 BY OPERATION SMILE FINANCE DEPARTMENT, WITH ASSISTANCE FROM KPMG, THE COMPLETED 990 IS FORWARDED TO THE FINANCE COMMITTEE AND THE BOARD OF DIRECTORS. THE CHAIRMAN OF THE FINANCE COMMITTEE REVIEWS THE 990 AND SUPPORTING DOCUMENTATION. ALL COMMENTS ARE ADDRESSED BY THE FINANCE DEPARTMENT PRIOR TO SUBMISSION TO THE IRS.

FORM 990 PART VI LINE 12C

ANNUALLY, THE CONFLICT OF INTEREST REPORTING IS REVIEWED BY THE BOARD. ADDITIONALLY, AND ROUTINELY, THE BOARD REQUESTS ALL CONFLICTS OF INTEREST TO BE DISCLOSED AND/OR UPDATED. THE ORGANIZATION HAS AN EXTENSIVE CONFLICT OF INTEREST POLICY THAT REQUIRES ANY OFFICER, DIRECTOR, OR EMPLOYEE WITH A CONFLICT OR POTENTIAL CONFLICT OF INTEREST TO DISCLOSE

Name of the organization OPERATION SMILE, INC.	Employer identification number 54-1460147
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ALL RELEVANT INFORMATION.

FORM 990 PART VI LINE 15A

COMPENSATION FOR TOP MANAGEMENT OFFICIALS AND OTHER KEY EMPLOYEES IS DETERMINED BY COMPARING SIMILAR POSITIONS WITH COMPARABLE DUTIES AT OTHER ORGANIZATIONS AND REVIEWING THE HISTORY OF COMPENSATION FOR THAT POSITION AT OPERATION SMILE. THERE IS INDEPENDENT BOARD APPROVAL FOR THE COMPENSATION OF THESE EMPLOYEES AS NOTED IN THE MINUTES OF THE DIRECTOR MEETINGS.

FORM 990 PART VI LINE 19

GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE AT OPERATION SMILE GLOBAL HEADQUARTERS, 3641 FACULTY BOULEVARD, VIRGINIA BEACH, VA 23453. ADDITIONALLY, FINANCIAL STATEMENTS AND THE 990 ARE ALSO AVAILABLE ON OUR WEBSITE AND THE GUIDESTAR WEBSITE: WWW.OPERATIONSMILE.ORG AND WWW.GUIDESTAR.ORG.

ATTACHMENT 1

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

OPERATION SMILE PROVIDES FREE, SAFE RECONSTRUCTIVE SURGERY FOR CHILDREN AND ADULTS SUFFERING FROM CLEFTS. TREATMENT IS DELIVERED IN SOME OF THE MOST REMOTE REGIONS OF THE WORLD BY LOCAL AND INTERNATIONAL MEDICAL VOLUNTEERS DURING SURGICAL PROGRAMS, AS WELL AS THROUGH 31 OPERATION SMILE CENTERS THAT PROVIDED ON-GOING PATIENT CARE IN FISCAL YEAR 2017. IN ADDITION TO PROVIDING TREATMENT, OPERATION SMILE WORKS TO UNDERSTAND AND THEN ADDRESS

Name of the organization OPERATION SMILE, INC.	Employer identification number 54-1460147
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ATTACHMENT 1 (CONT'D)

THE BARRIERS PATIENTS FACE IN ACCESSING CARE. THE FIRST MEDICAL MISSION IN 1982 TO THE PHILIPPINES WAS THE GENESIS BY WHICH THE CO-FOUNDERS STARTED THE ORGANIZATION THAT EXISTS TODAY. OVER ITS 35 YEAR HISTORY, THE ORGANIZATION HAS PERFORMED MORE THAN 270,000 SURGERIES. DURING THE FISCAL YEAR, OPERATION SMILE HOSTED 163 MEDICAL MISSIONS IN 100 UNIQUE SITES AROUND THE WORLD INCLUDING 17 NEW SITES IN SOME OF THE POOREST REGIONS OF THE WORLD - AND PROVIDED FREE SURGICAL CARE FOR OVER 12,000 CHILDREN AND ADULTS. NEARLY 80% OF MEDICAL PROFESSIONALS VOLUNTEERING WITH OPERATION SMILE WERE FROM LOW AND MIDDLE INCOME COUNTRIES. OPERATION SMILE'S MEDICAL VOLUNTEERS PROVIDED APPROXIMATELY 414,624 HOURS OF FREE CARE FOR OPERATION SMILE'S PATIENTS. AT OUR CENTERS, OVER 81,000 SPECIALTY CONSULTATIONS WERE CONDUCTED AND 17% OF PATIENTS OPERATED ON RECEIVED THEIR SURGERY AT ONE OF THESE CENTERS. EXAMPLES OF ADDITIONAL SERVICES OFFERED AT THESE CENTERS INCLUDE POST-OPERATIVE CARE, COUNSELING, SPEECH THERAPY, DENTISTRY, ORTHODONTICS, NUTRITION AS WELL AS ONGOING TRAINING AND EDUCATION. OPERATION SMILE'S U.S. CARE NETWORK IS A REFERRAL SERVICE AVAILABLE TO FAMILIES SEEKING CARE FOR CHILDREN WITH CLEFT DEFORMITIES IN THE UNITED STATES. DURING THE FISCAL YEAR, THE U.S. CARE NETWORK RESPONDED TO 203 PEOPLE REQUESTING ASSISTANCE. ONE CHILD WHOSE DEFORMITIES WERE TOO SEVERE AND COMPLEX TO BE CARED FOR DURING AN OPERATION SMILE MISSION RECEIVED TREATMENT THROUGH OUR WORLD CARE PROGRAM. FINALLY, OPERATION SMILE PROVIDES A SIGNIFICANT NUMBER OF DENTAL SERVICES TO PATIENTS, IN ORDER TO

Name of the organization OPERATION SMILE, INC.	Employer identification number 54-1460147
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ATTACHMENT 1 (CONT'D)

ENSURE COMPREHENSIVE ORAL CARE. ELEVEN DENTAL MISSIONS WERE HELD AND OVER 31,000 DENTAL PROCEDURES PERFORMED DURING THE MISSIONS AND AT CENTERS. OPERATION SMILE CONTINUALLY ADVANCES ITS MISSION TO BUILD A SELF-SUFFICIENT GLOBAL HEALTH NETWORK FOR THE TREATMENT OF CLEFTS. WE DO THIS BY TRAINING HEALTHCARE PROVIDERS AROUND THE WORLD TO GIVE THEM THE HIGHLY-SPECIALIZED SKILLS NEEDED TO PROVIDE TREATMENT FOR THE BACKLOG OF CHILDREN ALREADY SUFFERING FROM CLEFTS, AND FOR THOSE BABIES WHO ARE BORN EVERY DAY WITH THIS TRAGIC FACIAL DEFORMITY. IN ADDITION, THE ORGANIZATION DONATES CRUCIAL MEDICAL EQUIPMENT AND SUPPLIES; DEVELOPS PUBLIC/PRIVATE PARTNERSHIPS; AND CREATES GLOBAL, IN-COUNTRY FOUNDATIONS THAT STRENGTHEN LOCAL DEVELOPMENT, RAISE FUNDS AND AWARENESS AS WELL AS COORDINATE SURGICAL PROGRAMS OPERATION SMILE HAS ALSO ESTABLISHED 36 CENTERS DESIGNED TO PROVIDE YEAR-ROUND CARE AND TRAIN MEDICAL VOLUNTEERS TO HELP INCREASE IN-COUNTRY CAPACITY. THROUGH PARTNERSHIPS WITH THE AMERICAN HEART ASSOCIATION, AS WELL AS WITH LEADING MEDICAL AND TEACHING INSTITUTIONS AND FOUNDATIONS, HEALTHCARE PROFESSIONALS FROM DEVELOPING COUNTRIES RECEIVE EVIDENCE BASED EDUCATION, HANDS ON TRAINING AND MENTORING. OPERATION SMILE ALSO SPONSORED CONFERENCES, SEMINARS WORKSHOPS, ROTATION PROGRAMS, VISITING PROFESSORSHIPS, EXCHANGES, AND SHORT AND LONG TERM FELLOWSHIPS.

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ATTACHMENT 2



Name of the organization OPERATION SMILE, INC.	Employer identification number 54-1460147
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## ATTACHMENT 2 (CONT'D)

## FORM 990, PART III - PROGRAM SERVICE, LINE 4B

PUBLIC EDUCATION AND RESEARCH: OPERATION SMILE IS DEDICATED TO RAISING AWARENESS OF THE LIFE-THREATENING ISSUE OF CLEFTS, AS WELL AS PROVIDING LASTING SOLUTIONS ALLOWING CHILDREN TO BE HEALED REGARDLESS OF FINANCIAL STANDING. OPERATION SMILE ADVOCATES FOR SAFE SURGERY AS A GLOBAL HEALTH PRIORITY THROUGH PARTNERSHIPS WITH LEADING MEDICAL INSTITUTIONS AND OTHER NONPROFIT ORGANIZATIONS AROUND THE WORLD. TO RESEARCH THE CAUSE OF CLEFTING, OPERATION SMILE ENGAGES IN PARTNERSHIPS, SO WE CAN WORK TOWARD REDUCING THE INCIDENCE OF CLEFTS. FOR EXAMPLE, OPERATION SMILE PILOTTED THE INTERNATIONAL FAMILY STUDY TO EXAMINE GENETIC CHARACTERISTICS OF CLEFTS. ADDITIONALLY, OPERATION SMILE CONDUCTS RESEARCH RELATED TO BETTER UNDERSTANDING OUR PATIENT POPULATION, THE ENVIRONMENTS WHERE WE WORK, AND THE SURGICAL BURDEN OF DISEASE RELATED TO CLEFT LIP AND PALATE. TO EDUCATE THE PUBLIC AND GLOBAL COMMUNITIES ABOUT THE ISSUES SURROUNDING CLEFTS, OPERATION SMILE CONDUCTS ONGOING COMMUNICATIONS TO CREATE A GREATER AWARENESS FOR THE GLOBAL NEED, AS WELL AS DELIVERS MESSAGES PROVIDING INFORMATION AND GUIDANCE FOR FAMILIES ON HOW TO PREVENT CLEFTS AND WHAT STEPS TO TAKE WHEN A CHILD IS BORN WITH A CLEFT. OPERATION SMILE HAS MOBILIZED THOUSANDS OF MEDICAL, COMMUNITY AND STUDENT VOLUNTEERS WORLDWIDE TO HELP US EDUCATE THE PUBLIC ABOUT HEALTH PROMOTION AND CLEFTING. 3,025 SCHOOLS, 44 COUNTRIES, 18,000 STUDENTS AND 900 EDUCATORS CHANNEL THEIR COMPASSION AND ENERGIES TO HELP OTHERS WHILE BUILDING CORE VALUES OF ADVOCACY, EDUCATION, LEADERSHIP AND SERVICE, LEARNING FIRSTHAND HOW THEY CAN CREATE AN IMPACT IN THE

Name of the organization OPERATION SMILE, INC.	Employer identification number 54-1460147
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ATTACHMENT 2 (CONT'D)

WORLD AND HELP HEAL HUMANITY.

ATTACHMENT 3FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

ETHIOPIA

RWANDA

VIETNAM

CHINA

MADAGASCAR

KENYA

BURMA

ATTACHMENT 4FORM 990, PART VI, LINE 17 - STATES

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

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

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

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

ATTACHMENT 5990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
MDS COMMUNICATION CORPORATION 545 WEST JUANITA AVENUE MESA, AZ 85710	TELEFUNDRAISING SERV	1,308,216.
RUSS REID 2 NORTH LAKE, AVE, SUITE 600	FNDR COUNSEL	971,038.

Name of the organization OPERATION SMILE, INC.	Employer identification number 54-1460147
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ATTACHMENT 5 (CONT'D)

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
PASADENA, CA 91101		
MERKLE RESPONSE SERVICES 100 JAMISON CT HAGERSTOWN, MD 21740	KEYING & CAGING	511,908.
BLACKBAUD PO BOX 930256 ATLANTA, GA 31193	CONSULTING SERVICES	403,120.
JOHN S CONNOR INC PO BOX 791384 BALTIMORE, MD 21279	FREIGHT CARRIER	374,365.

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

**2016**

**Open to Public  
Inspection**

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

▶ **Attach to Form 990.**

▶ **Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

Department of the Treasury  
Internal Revenue Service

Name of the organization

OPERATION SMILE, INC.

Employer identification number

54-1460147

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) OS HQ, LLC 3641 FACULTY BOULEVARD VIRGINIA BEACH, VA 23453	GLOBAL HQ	VA	267,038.	13,763,324.	OPERATION SM
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2016

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

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

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

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

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

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

	Yes	No
<b>1</b> 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?		
<b>a</b> Receipt of <b>(i)</b> interest, <b>(ii)</b> annuities, <b>(iii)</b> royalties, or <b>(iv)</b> rent from a controlled entity . . . . .	<b>1a</b>	X
<b>b</b> Gift, grant, or capital contribution to related organization(s) . . . . .	<b>1b</b>	X
<b>c</b> Gift, grant, or capital contribution from related organization(s) . . . . .	<b>1c</b>	X
<b>d</b> Loans or loan guarantees to or for related organization(s) . . . . .	<b>1d</b>	X
<b>e</b> Loans or loan guarantees by related organization(s) . . . . .	<b>1e</b>	X
<b>f</b> Dividends from related organization(s) . . . . .	<b>1f</b>	X
<b>g</b> Sale of assets to related organization(s) . . . . .	<b>1g</b>	X
<b>h</b> Purchase of assets from related organization(s) . . . . .	<b>1h</b>	X
<b>i</b> Exchange of assets with related organization(s) . . . . .	<b>1i</b>	X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) . . . . .	<b>1j</b>	X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) . . . . .	<b>1k</b>	X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) . . . . .	<b>1l</b>	X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) . . . . .	<b>1m</b>	X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) . . . . .	<b>1n</b>	X
<b>o</b> Sharing of paid employees with related organization(s) . . . . .	<b>1o</b>	X
<b>p</b> Reimbursement paid to related organization(s) for expenses . . . . .	<b>1p</b>	X
<b>q</b> Reimbursement paid by related organization(s) for expenses . . . . .	<b>1q</b>	X
<b>r</b> Other transfer of cash or property to related organization(s) . . . . .	<b>1r</b>	X
<b>s</b> Other transfer of cash or property from related organization(s) . . . . .	<b>1s</b>	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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 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)													

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**Part VII** **Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.

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