

Return of Organization Exempt From Income Tax

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

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning 2012, and ending

B Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C
 OPERATION HOPE, INC.
 707 WILSHIRE BLVD. #3030
 LOS ANGELES, CA 90017

D Employer Identification Number

95-4378084

E Telephone number

(213) 891-2901

G Gross receipts \$ 7,035,202.

F Name and address of principal officer:

SAME AS C ABOVE

H(a) Is this a group return for affiliates? ☐ Yes ☒ NoH(b) Are all affiliates included?
If 'No,' attach a list. (see instructions) ☐ Yes ☐ NoI Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ HTTP://WWW.OPERATIONHOPE.ORG/

H(c) Group exemption number ▶

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of Formation: 1992

M State of legal domicile: CA

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: OPERATION HOPE, INC. (HOPE) IS A NON-PROFIT, PUBLIC BENEFIT ORGANIZATION FOUNDED IN LOS ANGELES IN APRIL, 1992. HOPE IS AMERICA'S LEADING PROVIDER OF ECONOMIC TOOLS AND SERVICES. HOPE SEEKS TO BRING TRUE AND SUSTAINING "HOPE" TO THOSE LIVING IN UNDER-SERVED AREAS OF AMERICA.
	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 39
	4	Number of independent voting members of the governing body (Part VI, line 1b) 4 39
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 129
	6	Total number of volunteers (estimate if necessary) 6 3,500
	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.
Revenue	8	Contributions and grants (Part VIII, line 1h) 8,983,152. 7,000,314.
	9	Program service revenue (Part VIII, line 2g)
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) 2,342. -1,265.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 111,219. 36,153.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 9,096,713. 7,035,202.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)
	14	Benefits paid to or for members (Part IX, column (A), line 4)
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 6,577,202. 6,438,623.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,401,707.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 3,764,966. 3,955,158.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 10,342,168. 10,393,781.
	19	Revenue less expenses. Subtract line 18 from line 12 -1,245,455. -3,358,579.
Net Assets or Fund Balances	20	Total assets (Part X, line 16) 10,507,454. 8,928,886.
	21	Total liabilities (Part X, line 26) 1,801,702. 1,958,728.
	22	Net assets or fund balances. Subtract line 21 from line 20 8,705,752. 6,970,158.

Part II Signature Block

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

Sign
Here

Signature of officer

Date

JOHN BRYANT

CEO

Type or print name and title.

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if

PTIN

ELIZABETH MOORE

Elizabeth Moore

11-14-13

self-employed

P00735660

Firm's name

HUTCHINSON AND BLOODGOOD, LLP

Firm's address

550 N. BRAND BLVD 14 FLOOR
GLENDALE, CA 91203

Firm's EIN ▶ 95-0858589

Phone no. (818) 637-5000

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes☐ No

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0113L 12/18/12

Form 990 (2012)

Part III Statement of Program Service Accomplishments

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

☒

1 Briefly describe the organization's mission:

SEE SCHEDULE O2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

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

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

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

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

4 a (Code:) (Expenses \$ 4,425,397. including grants of \$) (Revenue \$)SEE SCHEDULE O4 b (Code:) (Expenses \$ 2,105,204. including grants of \$) (Revenue \$)SEE SCHEDULE O4 c (Code:) (Expenses \$ 179,980. including grants of \$) (Revenue \$)

HOPE COALITION AMERICA (HCA) IS HOPE'S EMERGENCY RESPONSE AND PREPAREDNESS DIVISION. HCA IS PART OF A STRONG NETWORK OF FIRST RESPONDERS TO DISASTERS IN THE UNITED STATES WHO ADDRESS THE IMMEDIATE FINANCIAL NEEDS OF DISASTER VICTIMS. HCA MOBILIZES IN TIMES OF DISASTERS LIKE HURRICANE KATRINA AND SUPER STORM SANDY IN HELPING INDIVIDUALS AND SMALL BUSINESSES PREPARE FOR DISASTERS AND TO RECOVER AFTER DISASTERS. THROUGH OUR DATABASE OF PROFESSIONAL HOPE CORPS VOLUNTEERS HCA IS ABLE TO PROVIDE EMERGENCY CASE MANAGEMENT TO CLIENTS FACING FINANCIAL CRISIS BY COUNSELING INDIVIDUALS ON MONEY AND CREDIT.

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

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

4 e Total program service expenses ▶ 6,710,581.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V	10	X
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI	11a X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII	11b	X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, and XII	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III	19	X
20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H	20	X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

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

BAA

Form 990 (2012)

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

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 13		
1 b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 0		
1 c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 129		
2 b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)	X	
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3 b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.		
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	X	
4 b	If 'Yes,' enter the name of the foreign country: SOUTH AFRICA See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5 b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5 c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
6 a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6 b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7 a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7 b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
7 c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7 d	If 'Yes,' indicate the number of Forms 8282 filed during the year.		
7 e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7 f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7 g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7 h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	X	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Sponsoring organizations maintaining donor advised funds.		
9 a	Did the organization make any taxable distributions under section 4966?		
9 b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10 a	Initiation fees and capital contributions included on Part VIII, line 12.		
10 b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter:		
11 a	Gross income from members or shareholders.		
11 b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12 b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13 a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13 b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13 c	Enter the amount of reserves on hand.		
14 a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14 b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.		

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

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

☒**Section A. Governing Body and Management**

	Yes	No
1 a Enter the number of voting members of the governing body at the end of the tax year. 1 a 39 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b Enter the number of voting members included in line 1a, above, who are independent 1 b 39		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Did the organization have members or stockholders?	6	X
7 a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7 a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?	7 b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8 a X	
b Each committee with authority to act on behalf of the governing body?	8 b X	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O.	9	X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA

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

☐ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

► ROCHELLE ZAWODNY 707 WILSHIRE BLVD. LOS ANGELES CA 90017 (213) 891-2905

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII. ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1 a** 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) JOHN BRYANT CEO	40 0	X		X				437,500.	0.	16,994.
(2) TIMOTHY R CHRISMAN BOARD MEMBER	0.5 0	X						0.	0.	0.
(3) CRAIG DEROY BOARD MEMBER	0.5 0	X						0.	0.	0.
(4) GEORGE W. HALIGOWSKI BOARD MEMBER	0.5 0	X						0.	0.	0.
(5) LYNN CARTER BOARD MEMBER	0.5 0	X						0.	0.	0.
(6) GREGORY A. MITCHELL BOARD MEMBER	0.5 0	X						0.	0.	0.
(7) WILLIAM HANNA BOARD MEMBER	0.5 0	X						0.	0.	0.
(8) ROBERTO R. HERENCIA BOARD MEMBER	0.5 0	X						0.	0.	0.
(9) MICHAEL AROUGHETI BOARD MEMBER	0.5 0	X						0.	0.	0.
(10) PAUL H. IRVING BOARD MEMBER	0.5 0	X						0.	0.	0.
(11) JULIUS ROBINSON BOARD MEMBER	0.5 0	X						0.	0.	0.
(12) STEPHEN RYAN, ESQ. BOARD MEMBER	0.5 0	X						0.	0.	0.
(13) DON J. MCGRATH BOARD MEMBER	0.5 0	X						0.	0.	0.
(14) CARLOS VAZQUEZ BOARD MEMBER	0.5 0	X						0.	0.	0.

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

(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) JOHN ROBINSON BOARD MEMBER	0.5 0	X						0.	0.	0.
(16) JOHN BLENKE BOARD MEMBER	0.5 0	X						0.	0.	0.
(17) JEFF FENDLER BOARD MEMBER	0.5 0	X						0.	0.	0.
(18) ARLEN W. GELBARD BOARD MEMBER	0.5 0	X						0.	0.	0.
(19) RICHARD C. HARTNACK BOARD MEMBER	0.5 0	X						0.	0.	0.
(20) SEAN CLEARY BOARD MEMBER	0.5 0	X						0.	0.	0.
(21) KRAIG T. KITCHIN BOARD MEMBER	0.5 0	X						0.	0.	0.
(22) BRIAN LONGE BOARD MEMBER	0.5 0	X						0.	0.	0.
(23) THOMAS MCINERNEY BOARD MEMBER	0.5 0	X						0.	0.	0.
(24) J. MICHAEL SHEPHERD BOARD MEMBER	0.5 0	X						0.	0.	0.
(25) WALTER J. MIX BOARD MEMBER	0.5 0	X						0.	0.	0.
1 b Sub-total								437,500.	0.	16,994.
c Total from continuation sheets to Part VII, Section A								729,739.	0.	89,148.
d Total (add lines 1b and 1c)								1,167,239.	0.	106,142.

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 **3**

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual.

	Yes	No
3		X
4	X	
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual.

5 Did any person listed on line 1a receive or accrue compensation from any **unrelated** organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person.

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

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 **0**

2012

Department of the Treasury
Internal Revenue Service

Name of the Organization

Employer Identification number

OPERATION HOPE, INC.

95-4378084

Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DAVID W. MOONEY	0.5									
BOARD MEMBER	0	X						0.	0.	0.
CELIE NIEHAUS	0.5									
BOARD MEMBER	0	X						0.	0.	0.
MICHAEL CURCIO	0.5									
BOARD MEMBER	0	X						0.	0.	0.
CRAIG HUDSON	0.5									
BOARD MEMBER	0	X						0.	0.	0.
MICHAEL P. SMITH	0.5									
BOARD MEMBER	0	X						0.	0.	0.
MARY LEE WIDENER	0.5									
BOARD MEMBER	0	X						0.	0.	0.
ANAND NALLATHAMBI	0.5									
BOARD MEMBER	0	X						0.	0.	0.
DUNCAN NIEDERAUER	0.5									
BOARD MEMBER	0	X						0.	0.	0.
DAVID SIMON	0.5									
BOARD MEMBER	0	X						0.	0.	0.
ESTHER STEARNS	0.5									
BOARD MEMBER	0	X						0.	0.	0.
JAMES WELLS III	0.5									
BOARD MEMBER	0	X						0.	0.	0.
TIMOTHY WENNES	0.5									
BOARD MEMBER	0	X						0.	0.	0.
RACHAEL DOFF	40									
EVP/CAO	0			X				96,304.	0.	18,439.
WILLIAM WALBRECHER	40									
PRESIDENT & COO	0			X				162,150.	0.	5,999.
ROCHELLE ZAWODNY	40									
SR VP/CONTROLLER	0			X				91,185.	0.	3,582.
KEVIN FLEMING	40									
SR. V.P. FIELD OPERATIONS	0				X			90,432.	0.	8,939.
MARY HAGERTY	40									
S.V.P. FINANCIAL LITERACY	0				X			92,828.	0.	24,223.
LANCE TRIGGS	40									
CHIEF OF STAFF HC	0				X			104,140.	0.	18,956.
JENA ROSCOE	40									
S.V.P. GOVERNMENT AFFAIRS	0				X			92,700.	0.	9,010.

Form 990 Cont 2012

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII. ☐

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns.....	1 a			
	b Membership dues.....	1 b			
	c Fundraising events.....	1 c			
	d Related organizations.....	1 d			
	e Government grants (contributions).....	1 e 1,781,480.			
	f All other contributions, gifts, grants, and similar amounts not included above...	1 f 5,218,834.			
	g Noncash contributions included in lns 1a-1f: \$				
	h Total. Add lines 1a-1f.....	7,000,314.			
PROGRAM SERVICE REVENUE	2 a	Business Code			
	b				
	c				
	d				
	e				
	f All other program service revenue...				
	g Total. Add lines 2a-2f.....				
	3 Investment income (including dividends, interest and other similar amounts).....	-1,265.			-1,265.
4 Income from investment of tax-exempt bond proceeds...					
5 Royalties.....					
OTHER REVENUE	6 a Gross rents.....	(i) Real (ii) Personal			
	b Less: rental expenses.....				
	c Rental income or (loss).....				
	d Net rental income or (loss).....				
	7 a Gross amount from sales of assets other than inventory.....	(i) Securities (ii) Other			
	b Less: cost or other basis and sales expenses.....				
	c Gain or (loss).....				
	d Net gain or (loss).....				
	8 a Gross income from fundraising events (not including: \$ _____ of contributions reported on line 1c). See Part IV, line 18.....	a			
	b Less: direct expenses.....	b			
	c Net income or (loss) from fundraising events.....				
	9 a Gross income from gaming activities. See Part IV, line 19.....	a			
	b Less: direct expenses.....	b			
	c Net income or (loss) from gaming activities.....				
	10 a Gross sales of inventory, less returns and allowances.....	a			
	b Less: cost of goods sold.....	b			
	c Net income or (loss) from sales of inventory.....				
	Miscellaneous Revenue		Business Code		
11 a <u>OTHER</u>		15,734.		15,734.	
b <u>BOOK SALE</u>		12,092.		12,092.	
c <u>CYBER CAFE</u>		7,377.		7,377.	
d All other revenue.....		950.		950.	
e Total. Add lines 11a-11d.....		36,153.			
12 Total revenue. See instructions.....		7,035,202.	0.	0.	34,888.

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,167,239.	800,823.	207,821.	158,595.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	4,441,764.	3,047,420.	790,836.	603,508.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	26,362.	18,087.	4,694.	3,581.
9 Other employee benefits	387,188.	265,643.	68,937.	52,608.
10 Payroll taxes	416,070.	275,793.	75,808.	64,469.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amt exceeds 10% of line 25, column (A) amt, list line 11g expenses on Sch O)				
12 Advertising and promotion				
13 Office expenses	128,871.	73,579.	38,797.	16,495.
14 Information technology				
15 Royalties				
16 Occupancy	743,925.	614,545.	84,992.	44,388.
17 Travel	277,916.	60,938.	2,301.	214,677.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	41,161.		41,161.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	710,551.	269,026.	435,289.	6,236.
23 Insurance	132,943.	69,486.	53,018.	10,439.
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 PROGRAM & EVENT EXPENSES	442,516.	440,217.		2,299.
b COMMUNICATIONS	298,321.	187,008.	52,694.	58,619.
c PROFESSIONAL FEES	283,294.	54,726.	218,782.	9,786.
d PRINTING AND PUBLICATIONS	154,768.	142,745.	3,631.	8,392.
e All other expenses	740,892.	390,545.	202,732.	147,615.
25 Total functional expenses. Add lines 1 through 24e	10,393,781.	6,710,581.	2,281,493.	1,401,707.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X. ☐

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash — non-interest-bearing		1	
	2 Savings and temporary cash investments	1,002,541.	2	698,057.
	3 Pledges and grants receivable, net	6,642,952.	3	5,492,915.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	147,034.	9	160,145.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 5,679,985.		
	b Less: accumulated depreciation	10b 3,572,156.	2,053,075.	10c 2,107,829.
	11 Investments — publicly traded securities		11	
	12 Investments — other securities. See Part IV, line 11		12	
	13 Investments — program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	661,852.	15	469,940.
16 Total assets. Add lines 1 through 15 (must equal line 34)	10,507,454.	16	8,928,886.	
LIABILITIES	17 Accounts payable and accrued expenses	697,399.	17	1,098,774.
	18 Grants payable		18	
	19 Deferred revenue	150,000.	19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	950,000.	23	859,954.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	4,303.	25	
	26 Total liabilities. Add lines 17 through 25	1,801,702.	26	1,958,728.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-132,049.	27	2,139,979.
	28 Temporarily restricted net assets	8,837,801.	28	4,830,179.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances.	8,705,752.	33	6,970,158.
	34 Total liabilities and net assets/fund balances.	10,507,454.	34	8,928,886.

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Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI. ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,035,202.
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,393,781.
3	Revenue less expenses. Subtract line 2 from line 1	3	-3,358,579.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,705,752.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O) <u>SEE SCHEDULE O</u>	9	1,622,985.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	6,970,158.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII. ☐

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
- If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No
- b** If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

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Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

OPERATION HOPE, INC.

Employer identification number

95-4378084

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

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

- 1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from related to its exempt function, 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. **Section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more supported organizations described in section 509(a)(1) or section 509(a)(2). **Section 509(a)(3)** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III – Functionally integrated d ☐ Type III – Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? **11 g (i)**
- (ii) A family member of a person described in (i) above? **11 g (ii)**
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? **11 g (iii)**

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5,432,848.	12711334.	14553432.	8,983,152.	7,000,314.	48,681,080.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge.						0.
4 Total. Add lines 1 through 3.	5,432,848.	12711334.	14553432.	8,983,152.	7,000,314.	48,681,080.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						13,579,498.
6 Public support. Subtract line 5 from line 4.						35,101,582.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	5,432,848.	12711334.	14553432.	8,983,152.	7,000,314.	48,681,080.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,057.	24,195.	19,659.	2,949.	229.	48,089.
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						0.
10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)	167,256.	116,069.	130,211.	111,219.	36,153.	560,908.
11 Total support. Add lines 7 through 10.						49,290,077.
12 Gross receipts from related activities, etc (see instructions).					12	0.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)).	14	71.21 %
15 Public support percentage from 2011 Schedule A, Part II, line 14.	15	72.80 %
16a 33-1/3% support test –2012. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.	<input checked="" type="checkbox"/>	
b 33-1/3% support test –2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test –2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.	<input type="checkbox"/>	
b 10%-facts-and-circumstances test –2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose.						
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
5 The value of services or facilities furnished by a governmental unit to the organization without charge.						
6 Total. Add lines 1 through 5.						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						
c Add lines 7a and 7b.						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)).	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17.	18	%

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

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

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

Part IV

Supplemental Information

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

[illegible]

OPERATION HOPE, INC.

95-4378084

PART II, LINE 10 - OTHER INCOME

<u>NATURE AND SOURCE</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
OTHER INCOME	\$ 36,153.	\$ 111,219.	\$ 130,211.	\$ 116,069.	\$ 167,256.
TOTAL	<u>\$ 36,153.</u>	<u>\$ 111,219.</u>	<u>\$ 130,211.</u>	<u>\$ 116,069.</u>	<u>\$ 167,256.</u>

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No. 1545-0047

2012

Name of the organization

OPERATION HOPE, INC.

Employer identification number

95-4378084

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☒ 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, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

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

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

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

Caution An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) (5 minutes). If an organization does not file Schedule B (Form 990, 990-EZ, or 990-PF), 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 Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

OPERATION HOPE, INC.

95-4378084

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	E-TRADE FINANCIAL 671 N. GLEBE RD. ARLINGTON, VA 22203	\$ 2,020,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	UNION BANK OF CALIFORNIA 445 S. FIGUEROA ST. SUITE 401 LOS ANGELES, CA 90071	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	CITIGROUP FOUNDATION 850 3RD AVE. 13TH FL NEW YORK, NY 10043	\$ 210,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	ECONOMIC DEVELOPMENT ADMINISTRATION 601 WALNUT ST. SUITE 140 PHILADELPHIA, PA 19106	\$ 562,381.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	JP MORGAN CHASE 1 CHASE MANHATTAN PLAZA 6TH FL NEW YORK, NY 10081	\$ 350,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	U.S. BANCORP 800 NICOLLET MALL 23RD FL MINNEAPOLIS, MN 55402	\$ 385,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

OPERATION HOPE, INC.

Employer identification number

95-4378084

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	CAPITAL ONE PO BOX 85508 RICHMOND, VA 23285-5508	\$ 145,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	BANK OF AMERICA 730 15TH ST. NW 10TH FL WASHINGTON, DC 20005	\$ 165,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	LPL FINANCIAL 9785 TOWNE CENTRE DRIVE SAN DIEGO, CA 92121	\$ 225,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	MASTERCARD WORLDWIDE 200 PURCHASE STREET PURCHASE, NY 10577	\$ 265,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	UPS FOUNDATION 55 GLENLAKE PKWY NE ATLANTA, GA 30328	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	WELLS FARGO FDN 90 S. 7TH STREET MINNEAPOLIS, MN 55479	\$ 636,906.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

OPERATION HOPE, INC.

95-4378084

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	CORELOGIC 4 FIRST AMERICAN WAY SANTA ANA, CA 92707	\$ 510,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	ALLSTATE 2775 SANDERS ROAD SUITE F-4 NORTHBROOK, IL 60062	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	ARES 245 PARK AVE. 44TH FL NEW YORK, NY 10167	\$ 190,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	NCRC 727 15TH ST. NW 9TH FL WASHINGTON, DC 20005	\$ 282,617.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	RCAC 3120 FREEBOARD DR. SUITE 201 WEST SACRAMENTO, CA 95691	\$ 159,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	STATE OF NEW YORK PO BOX 22119 ALBANY, NY 12201-2119	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

OPERATION HOPE, INC.

95-4378084

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
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Name of organization

OPERATION HOPE, INC.

Employer identification number

95-4378084

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)**organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ N/A
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
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

Employer identification number

OPERATION HOPE, INC.

95-4378084

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

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

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

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

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

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

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

9 In Part 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' to Form 990, Part IV, line 8.

1 a 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.

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(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 Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements Complete if the organization answered 'Yes' to Form 990, Part IV, line 10, or reported an amount on Form 990, Part X, line 21.

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

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

	Amount
c Beginning balance	1 c
d Additions during the year	1 d
e Distributions during the year	1 e
f Ending balance	1 f

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

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

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

	(a) Current	(b) Prior year	(c) Two years	(d) Three years	(e) Four years
1 a 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 in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land				
b Buildings				
c Leasehold improvements		2,150,472.	977,082.	1,173,390.
d Equipment		3,422,565.	2,521,675.	900,890.
e Other		106,948.	73,399.	33,549.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,107,829.

BAA

Schedule D (Form 990) 2012

Part VII Investments – Other Securities. See Form 990, Part X, line 12. N/A

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

Part VIII Investments – Program Related. See Form 990, Part X, line 13. N/A

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

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

(a) Description	(b) Book value
(1) IN-KIND CONTRIBUTION RECEIVABLES	469,940.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.) ..	469,940.

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.) ..	

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

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

1	Total revenue, gains, and other support per audited financial statements	1	10,859,378.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2 a	
b	Donated services and use of facilities	2 b	3,824,176.
c	Recoveries of prior year grants	2 c	
d	Other (Describe in Part XIII.)	2 d	
e	Add lines 2 a through 2 d	2 e	3,824,176.
3	Subtract line 2 e from line 1	3	7,035,202.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4 a	
b	Other (Describe in Part XIII.)	4 b	
c	Add lines 4 a and 4 b	4 c	
5	Total revenue. Add lines 3 and 4 c . (This must equal Form 990, Part I, line 12.)	5	7,035,202.

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

1	Total expenses and losses per audited financial statements	1	12,594,972.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2 a	2,201,191.
b	Prior year adjustments	2 b	
c	Other losses	2 c	
d	Other (Describe in Part XIII.)	2 d	
e	Add lines 2 a through 2 d	2 e	2,201,191.
3	Subtract line 2 e from line 1	3	10,393,781.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4 a	
b	Other (Describe in Part XIII.)	4 b	
c	Add lines 4 a and 4 b	4 c	
5	Total expenses. Add lines 3 and 4 c . (This must equal Form 990, Part I, line 18.)	5	10,393,781.

Part XIII Supplemental Information

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

PART X - FIN 48 FOOTNOTE

HOPE BELIEVES THAT IT HAS APPROPRIATE SUPPORT FOR ANY TAX POSITION TAKEN AND, AS

SUCH, DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS THAT WOULD REQUIRE RECOGNITION OR

DISCLOSURE AT DECEMBER 31, 2012.

Schedule F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

OPERATION HOPE, INC.

Employer identification number

95-4378084

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

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?... ☒ **Yes** ☐ **No**
- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) GAUTANG PROVINCE WESTERN CAPE	1	1	FINANCIAL LITERACY	BOOF PROGRAMS IN SCHOOLS	152,009.
(2) PROVINCE SOUTH AFRICA	1	1	FINANCIAL LITERACY	BOOF PROGRAMS IN SCHOOLS	151,293.
(3) JOHANNESBURG	1	2	FINANCIAL LITERACY	BOOF PROGRAMS IN SCH	163,670.
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3 a Sub-total	3	4			466,972.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)...	3	4			466,972.

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

Schedule F (Form 990) 2012

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter 0

3 Enter total number of other organizations or entities 0

BAA

Schedule F (Form 990) 2012

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

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

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926).* ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If 'Yes,' the organization may be required to file Form 3520, Annual Return To Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A).* ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471).* ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If 'Yes,' the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621).* ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If 'Yes,' the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865).* ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If 'Yes,' the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).* ☐ Yes ☒ No

Part V Supplemental Information

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

PART I - ADDITIONAL SUPPLEMENTAL INFORMATION

THE ORGANIZATION USES ITS OWN CONTROLLED MAS 90 JOB COSTS RECORDS TO MONITOR THE USE
OF FUNDS.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

OPERATION HOPE, INC.

Compensation Information

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

- **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**
► **Attach to Form 990.** ► **See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Employer identification number

95-4378084

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Yes No

1 b

2

X

4 a

X

4 b

X

4 c

X

5 a

X

5 b

X

6 a

X

6 b

X

7

X

8

X

9

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

Schedule J (Form 990) 2012

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

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

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

	(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
1	JOHN BRYANT CEO	(i) 250,000. (ii) 0.	(i) 187,500. (ii) 0.	(iii) 0. (ii) 0.	(i) 7,212. (ii) 0.	(i) 9,782. (ii) 0.	(i) 454,494. (ii) 0.	(i) 0. (ii) 0.
2	WILLIAM WALBRECHER PRESIDENT & COO	(i) 162,150. (ii) 0.	(i) 0. (ii) 0.	(iii) 0. (ii) 0.	(i) 5,175. (ii) 0.	(i) 824. (ii) 0.	(i) 168,149. (ii) 0.	(i) 0. (ii) 0.
3		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
4		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
5		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
6		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
7		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
8		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
9		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
10		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
11		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
12		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
13		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
14		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
15		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---
16		(i) --- (ii) ---	(i) --- (ii) ---	(iii) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---	(i) --- (ii) ---

Part III Supplemental Information

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

Area with horizontal dashed lines for supplemental information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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

► Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

OPERATION HOPE, INC.

Employer identification number

95-4378084

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

OPERATION HOPE, INC. (HOPE) IS A NON-PROFIT, PUBLIC BENEFIT ORGANIZATION FOUNDED IN LOS ANGELES IN APRIL, 1992. HOPE IS AMERICA'S LEADING PROVIDER OF ECONOMIC TOOLS AND SERVICES. HOPE SEEKS TO BRING TRUE AND SUSTAINING "HOPE" TO THOSE LIVING IN UNDER-SERVED AREAS OF AMERICA, REMINDING THEM ALWAYS THAT THEY ARE IMPORTANT AND NECESSARY. HOPE SEEKS TO CREATE SUSTAINABLE CHANGE WITHIN UNDER-SERVED COMMUNITIES BY CONSISTENTLY PROMOTING OPPORTUNITY, SELF-ESTEEM, SELF LOVE, OPTIMISM, AND FUTURE ASPIRATION. THROUGH A SERIES OF PUBLIC/PRIVATE PARTNERSHIPS AND STRATEGIC ALLIANCES, HOPE HAS DEVELOPED AND IMPLEMENTED PROGRAMS FOCUSED ON CONNECTING THE MINORITY COMMUNITY WITH MAINSTREAM, PRIVATE SECTOR RESOURCES, AND EMPOWERING UNDER-SERVED COMMUNITIES.

AMONG THE PROGRAMS OFFERED BY HOPE ARE FINANCIAL COUNSELING, BUSINESS TECHNICAL ASSISTANCE, AND THE FACILITATION OF FINANCING FOR INDIVIDUALS AND SMALL GROUPS, PRIMARILY FOR HOMES AND SMALL BUSINESSES.

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

THE OPERATION HOPE FINANCIAL LITERACY EMPOWERMENT CENTER IS A WORKING "ONE STOP" MODEL LOCATION FOR EMPOWERMENT. THE CENTERS PROVIDE PERSONALIZED SERVICE AND FOCUSED ATTENTION FOR THE PURPOSE OF CREATING COMMUNITY STAKEHOLDERS. BY CONVERTING RENTERS INTO HOME OWNERS AND DREAMERS INTO VIABLE BUSINESS OWNERS, INCREASING NET WORTH, AND IMPROVING THE ECONOMIC QUALITY OF LIFE FOR INDIVIDUALS AND FAMILIES IN EMERGING MARKETS, HOPE WORKS TOWARDS ITS OVERALL MISSION OF ERADICATING POVERTY.

THE HOPE CENTER IS ABLE TO ACCOMPLISH THESE OBJECTIVES BY PROVIDING INNOVATIVE EMPOWERMENT SERVICES THAT CONSIST OF ADULT FINANCIAL LITERACY WORKSHOPS, MONEY MANAGEMENT, BUDGETING COUNSELING, MORTGAGE AND BUSINESS LENDING COUNSELING,

Name of the organization

OPERATION HOPE, INC.

Employer identification number

95-4378084

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

INVESTMENT AND RETIREMENT PLANNING, HOME BUYER DOWN PAYMENT ASSISTANCE MATCHING GRANTS, SMALL BUSINESS TECHNICAL ASSISTANCE, AND POST FUNDING COUNSELING. OPERATION HOPE HAS 10 HOPE CENTER LOCATIONS INCLUSIVE OF A VIRTUAL HOPE CENTER IN POWAY, CALIFORNIA.

PROGRAMS OFFERED:

OFINANCIAL LITERACY WORKSHOPS

OFORECLOSURE PREVENTION COUNSELING

OMONEY MANAGEMENT COUNSELING

OHOMEOWNERSHIP COUNSELING

OSMALL BUSINESS COUNSELING

OLOAN MODIFICATION SERVICES

OCOMPUTER AND INTERNET ACCESS

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

THE BANKING ON OUR FUTURE (BOOF) PROGRAM IS A GLOBAL DELIVERY SYSTEM FOR FINANCIAL EDUCATION FOR YOUTH AGES 9-18 AT NO COST TO SCHOOL DISTRICTS AND COMMUNITY BASED ORGANIZATIONS WITH A FOCUS ON URBAN, UNDER-SERVED COMMUNITIES. THE PROGRAM CONSISTS OF FIVE MODULES: I. A COURSE IN DIGNITY, II. BASICS OF BANKING AND FINANCIAL SERVICES, III. CHECKING & SAVINGS ACCOUNTS, IV. THE POWER OF CREDIT, AND V. BASIC INVESTMENTS, THAT ARE TAUGHT BY VOLUNTEER HOPE CORPS MEMBERS WHO ARE TRAINED TO BREAK DOWN THEIR KNOWLEDGE OF BANKING AND CREDIT INTO TERMS THAT YOUTH CAN UNDERSTAND AND UTILIZE IMMEDIATELY. IN ADDITION TO FINANCIAL EDUCATION, THE STUDENTS ARE LEFT WITH A MESSAGE OF EMPOWERMENT, A MESSAGE OF RESPONSIBILITY, AND MOST IMPORTANT, A MESSAGE OF HOPE.

Name of the organization

OPERATION HOPE, INC.

Employer identification number

95-4378084

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

THE PRIMARY UNIQUE ELEMENT OF BOOF IS THAT IT MAKES YOUNG ADULTS THINK DIFFERENTLY ABOUT THEMSELVES AND THEIR FUTURE AND UNDERSTAND WHY LEARNING ABOUT DIGNITY AND THE LANGUAGE OF MONEY CAN HELP THEM DESIGN AND ACHIEVE THEIR DREAMS.

THE BOOF PROGRAM CURRENTLY OPERATES IN 71 UNITED STATES CITIES AND 4 PROVINCES IN SOUTH AFRICA.

BOOF IS THE RECIPIENT OF THE 11TH JOHN SHERMAN AWARD FOR FINANCIAL EDUCATION GIVEN BY THE UNITED STATES TREASURY DEPARTMENT IN THE HISTORY OF THE UNITED STATES.

HOPE BUSINESS IN A BOX ACADEMIES, THROUGH OUR NATIONAL AMERICA 2020 INITIATIVE, IS OPERATION HOPE'S NEW FLAGSHIP INTERVENTION PROGRAM TO CRUSH THE HIGH SCHOOL DROP-OUT RATE AND UNLOCK THE ENTREPRENEURIAL ENERGY RESIDING DORMANT AMONG THE 30 MILLION MIDDLE AND HIGH SCHOOL STUDENTS ACROSS AMERICA BY THE YEAR 2020. AMERICA 2020 IS A NATIONAL CAMPAIGN DESIGNED TO EXECUTE THE 5117 GOALS BY DECEMBER 31, 2020 THAT ANY COMPANY, MUNICIPALITY, FINANCIAL INSTITUTION, SCHOOL DISTRICT, MAN, WOMAN, YOUTH, ADULT, OF ALL RACES, ALL AGES, CAN JOIN AS LONG AS THEY ARE PASSIONATE ABOUT MAKING A COMMITMENT TO CHANGE AND WILLING TO JOIN HOPE IN MAKING IT HAPPEN.

THE GOAL OF AMERICA 2020 IS TO ENGINEER AND MEASURE INTERVENTION STRATEGIES THAT CONNECT EDUCATION TO OPPORTUNITY AND TO ASPIRE AND EMPOWER YOUTH WHO WILL BE OUR NATION'S NEXT GENERATION OF JOB CREATORS AND BUSINESS BUILDERS SO COMMUNITIES CAN IGNITE AND SUSTAIN LONG-TERM ECONOMIC ENERGY.

THE HOPE BUSINESS IN A BOX YOUTH ENTREPRENEURSHIP-TRAINING PROGRAM IS DELIVERED IN ELEMENTARY, MIDDLE, AND HIGH SCHOOL CLASSROOMS BY VOLUNTEERS FROM THE LOCAL BUSINESS

Name of the organization

OPERATION HOPE, INC.

Employer identification number

95-4378084

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

COMMUNITY, COLLEGES, AND UNIVERSITIES.

THE INITIATIVE IS IMPLEMENTED BY INTRODUCING THREE KEY INTERVENTIONS TO STUDENTS, AGES 10 TO 18, ATTENDING SCHOOLS IN LOW-TO-MODERATE INCOME COMMUNITIES: BANKING ON OUR FUTURE FINANCIAL DIGNITY, YOUTH ENTREPRENEURSHIP TRAINING PROGRAM, AND BUSINESS ROLE MODEL EMPOWERMENT PROGRAM.

THE GOALS BY THE YEAR 2020 ARE TO INCREASE THE NATIONAL PERCENTAGE OF ROLE MODELS OF 5% TO 20%, EDUCATE 5,000,000 YOUTH IN BASIC FINANCIAL LITERACY, AND PROVIDE AN OPPORTUNITY FOR ONE MILLION YOUTH TO START THEIR OWN BUSINESS.

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

THE 990 IS REVIEWED BY THE FOLLOWING GROUPS, IN THIS ORDER, FOR APPROVAL.

1. CONTROLLER

2. PRESIDENT AND CAO

3. CEO

4. THE BOARD OF DIRECTORS' APPROVED AUDIT COMMITTEE MEMBERS

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

HOPE HAS A VOLUNTARY BOARD THAT CONTRIBUTES THEIR TIME TO ADVANCE THE PROGRAMS THROUGH THEIR TIME, TALENT, AND TREASURE. ANY TIME A CONFLICT OF INTEREST ARISES, IT IS HANDLED ON A CASE BY CASE BASIS.

FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS - CEO, TOP MANAGEMENT

REVIEW OF COMPENSATION IS PERFORMED BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS FOR THE CEO, PRESIDENT AND COO. CEO HAS A CONTRACT THAT IS REVIEWED AND RENEWED ON A PERIODIC BASIS BY THE COMPENSATION COMMITTEE OF THE ORGANIZATION. THE CONTRACT STIPULATES ANNUAL INCREASES BASED ON THE CURRENT CPI. A YEAR AGO HOPE DID AN OUTSIDE INDEPENDENT SALARY SURVEY TO CONFIRM RANGE OF SALARIES FOR THE

Name of the organization

OPERATION HOPE, INC.

Employer identification number

95-4378084

FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS - CEO, TOP MANAGEMENT (CONTI
ORGANIZATION.

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS - OFFICERS & KEY EMPLOYEE

REVIEW OF COMPENSATION IS PERFORMED BY THE COMPENSATION COMMITTEE OF THE BOARD OF
DIRECTORS FOR THE CEO, PRESIDENT AND COO. CEO HAS A CONTRACT THAT IS RENEWED BY THE
COMPENSATION COMMITTEE ON A PERIODIC BASIS. THE CONTRACT STIPULATES ANNUAL
INCREASES BASED ON THE CURRENT CPI. KEY EMPLOYEE COMPENSATION IS DECIDED AND
APPROVED BY THE CEO AND PRESIDENT. HOPE PERFORMS AN OUTSIDE INDEPENDENT SALARY
SURVEY TO CONFIRM RANGE OF SALARIES FOR THE ORGANIZATION.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

DOCUMENTS ARE PROVIDED PER REQUESTS FROM INTERESTED PARTIES. FORM 990 IS ACCESSIBLE
VIA GUIDESTAR.

OPERATION HOPE, INC.

95-4378084

**FORM 990, PART XI, LINE 9
OTHER CHANGES IN NET ASSETS OR FUND BALANCES**

EXCESS OF IN-KIND REVENUES OVER IN-KIND EXPENSES.....	\$ 1,622,985.
TOTAL	<u>\$ 1,622,985.</u>

SCHEDULE R
(Form 990)

OMB No. 1545-0047

Related Organizations and Unrelated Partnerships

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public
Inspection

Name of the organization

OPERATION HOPE, INC.

Employer identification number

95-4378084

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) HOPE ADVISORS LLC 707 WILSHIRE BLVD #3030 LOS ANGELES, CA 90017 20-8380765	CONSULTING	CA	0.	0.	OPERATION HOPE, INC.
(2) -----					
(3) -----					

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate 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) _____												

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

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

(2) _____									

(3) _____									

Part V Transactions With Related Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
b Gift, grant, or capital contribution to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
c Gift, grant, or capital contribution from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
d Loans or loan guarantees to or for related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
e Loans or loan guarantees by related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
f Dividends from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
g Sale of assets to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
h Purchase of assets from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
i Exchange of assets with related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
j Lease of facilities, equipment, or other assets to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
k Lease of facilities, equipment, or other assets from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
l Performance of services or membership or fundraising solicitations for related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
m Performance of services or membership or fundraising solicitations by related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
o Sharing of paid employees with related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
p Reimbursement paid to related organization(s) for expenses	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
q Reimbursement paid by related organization(s) for expenses	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
r Other transfer of cash or property to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
s Other transfer of cash or property from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

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

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

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered 'Yes' to 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, unre- lated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate 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) -----													

Part VII Supplemental Information

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

Depreciation and Amortization
(Including Information on Listed Property)**2012**Attachment
Sequence No. **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

OPERATION HOPE, INC.

Business or activity to which this form relates

Identifying number

95-4378084**FORM 990/990-PF****Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions).	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions.	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7.	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562.	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs).	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11.	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	710,551.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B – Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C – Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions.	22	710,551.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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FORM 990/990-PF

FURNITURE AND FIXTURES

11	EXEC OFFICE FURN	12/31/99	5,177	5,177	S/L	7	
12	OFFICER FURNITURE/PLUMBERS	1/11/01	1,270	1,270	S/L	7	0
42	ATMOSPHERE OOC FURNITURE	11/20/06	22,720	19,774	S/L	7	2,946
66	ATMOSPHERE - OOC FURNITUR	1/23/07	1,511	870	S/L	10	151
67	ATMOSPHERE - CONF ROOM FU	1/23/07	5,844	4,375	S/L	7	835
68	OFFICE FURNITURE	4/20/07	4,228	2,869	S/L	7	604
69	SUPERIOR CARPET & DESIGN	4/20/07	18,248	12,683	S/L	7	2,607
70	SUPERIOR CARPET & DESIGN	4/20/07	2,443	1,658	S/L	7	349
71	SIMPLE LINE FURNITURE	4/30/07	2,090	1,420	S/L	7	299
110	OOC ATLANTA OFFICE FURN	3/31/10	10,883	3,654	S/L	7	1,436
111	OOC ATLANTA OFFICE FURN	5/31/10	883	200	S/L	7	126
112	OOC ATLANTA ATMSPHR FURN	5/31/10	10,000	2,262	S/L	7	1,429
113	OOC ATLANTA ATMSPHR FURN	5/31/10	8,000	1,810	S/L	7	1,143
114	OOC ATLANTA- NFL OFFICE	6/29/10	2,027	435	S/L	7	290
115	OOC ATLANTA ATMSPHR FURN	7/15/10	4,318	927	S/L	7	617
116	OOC ATLANTA ATMSPHR FURN	7/15/10	5,280	1,131	S/L	7	754
117	OOC ATLANTA- NFL OFFICE	8/20/10	2,027	387	S/L	7	290

IMPROVEMENTS

1	LHI LIVINGSTON ASSOC. ARC	7/05/02		2,011							2,011	2,011	S/L	5		0
2	ELRO SIGNS	7/04/05		6,763							6,763	4,394	S/L	10		676
3	ELRO SIGNS	4/01/05		2,395							2,395	1,620	S/L	10		240

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4	LEO A DALY COMPANY	12/20/02		833							833		S/L	5		0
5	LEO A DALY COMPANY	12/30/03		27,696							27,696		S/L	5		0
6	KFOURY CONST	12/31/04		224,214							224,214		S/L	5		0
7	ELRO SIGNS	4/01/05		14,320							14,320		S/L	10		1,432
8	LEO A DALY	4/01/05		3,558							3,558		S/L	10		356
9	THE STAUBACH CO	4/30/05		30,000							30,000		S/L	10		3,000
10	KFOURY CONSTRUCTION GROUP	4/30/05		7,353							7,353		S/L	10		735
39	BROADWAY-CORP OFFICE EXPA	11/30/06		4,594							4,594		S/L	10		459
40	EQUIPMENT (PHONE, FAX, WI	8/01/06		31,419							31,419		S/L	10		3,142
41	CORP OFFICE FURNITURE (CA	8/01/06		113,961							113,961		S/L	10		11,396
46	STANHOPE CO, - CORP OFFI	1/31/07		1,389							1,389		S/L	10		139
47	BROADWAY - CORP OFFICE	2/28/07		7,987							7,987		S/L	10		799
48	STANHOPE CO. - CORP OFFI	3/06/07		1,389							1,389		S/L	10		139
49	SUPERIOR CARPET - LA BREA	4/12/07		17,543							17,543		S/L	10		676
50	SOUTH PAINTING - LA BREA	4/18/07		2,850							2,850		S/L	10		285
51	ELNO SIGNS - LA BREA	8/28/07		2,417							2,417		S/L	10		242
52	WESTERN CONST - LA BREA	7/30/07		3,400							3,400		S/L	10		340
53	ELRO SIGNS - LA BREA	7/30/07		10,330							10,330		S/L	10		1,033
54	ACC CONSTRU - HC NY	1/29/07		21,931							21,931		S/L	10		2,193
55	ACC CONSTRU - HC NY	2/02/07		100,000							100,000		S/L	10		10,000
56	ACC CONSTRU - HC NY	3/14/07		232,351							232,351		S/L	10		23,235
57	ACC CONSTRU - HC NY	3/28/07		50,000							50,000		S/L	10		5,000
58	SPACESMITH - HC NY	3/30/07		22,012							22,012		S/L	10		2,201
59	ACC CONSTRU - HC NY	4/19/07		30,119							30,119		S/L	10		3,012
60	LOCKS IN THE CITY	4/19/07		4,652							4,652		S/L	10		465
61	ACC CONSTRU - HC NY	5/31/07		32,624							32,624		S/L	10		3,262
62	SPACESMITH - HC NY	6/30/07		948							948		S/L	10		95

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63	ELRO SIGNS - HC NY	8/31/07		26,000							26,000	10,059	S/L	10		2,600	
64	ACC CONSTRUCTION - HC NY	12/06/07		15,000							15,000	6,125	S/L	10		1,500	
65	ACC CONSTRUCTION - HC NY	3/02/07		228,025							228,025	105,214	S/L	10		22,803	
88	HC NY FURNI (CA NAT BK)	4/07/07		19,900							19,900	9,453	S/L	10		1,990	
89	HC LA BREA (PHONESYSTEM)	11/01/07		5,796							5,796	5,796	S/L	5		0	
92	ELRO SIGNS - LHI LA BREA	12/30/08		1,191							1,191	357	S/L	10		119	
93	LHI - HC NY	6/30/08		23,094							23,094	8,082	S/L	10		2,309	
99	LHI - HC LA BREA RETAINER	2/25/09		1,000							1,000	283	S/L	10		100	
100	LHI - HC LA BREA HANDICAP	10/15/09		3,101							3,101	698	S/L	10		310	
101	LHI - HC NY	VARIOUS		17,378							17,378	4,345	S/L	10		1,738	
108	LHI -OOC ATLA ELRO SIGNS	6/30/10		1,530							1,530	230	S/L	10		153	
109	LHI -OOC ATLA EBENEZR	8/20/10		100,000							100,000	13,333	S/L	10		10,000	
134	LHI - HC NY	6/30/11		6,991							6,991	350	S/L	10		699	
138	LHI - HC ATLANTA	6/30/12		661,280							661,280		S/L	10		31,979	
TOTAL IMPROVEMENTS				2,121,345		0	0	0	0	0	2,121,345	797,558					150,852
MACHINERY AND EQUIPMENT																	
13	COMPUTER	12/31/01		24,445							24,445	24,445	S/L	5		0	
14	COMPUTER-PRINTER	12/31/02		6,740							6,740	6,740	S/L	5		0	
15	COMPUTERS	5/29/03		1,224							1,224	1,224	S/L	5		0	
16	COMPUTERS	12/31/04		376,593							376,593	376,593	S/L	3		0	
17	DELL COMPUTERS	4/30/05		9,400							9,400	9,400	S/L	5		0	
18	DELL COMPUTERS BOOF DC	8/20/05		3,532							3,532	3,532	S/L	5		0	
19	DELL SERVER FOR HCA	10/04/05		3,675							3,675	3,675	S/L	5		0	
20	DELL NETWORK SERVERS & UP	11/01/05		31,583							31,583	32,583	S/L	5		0	
21	DELL 687945028000081	11/01/05		4,100							4,100	4,100	S/L	5		0	

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22	DELL ACT 5016195114003	12/01/05		5,706							5,706			S/L	5	0
23	DELL ACT 5016195114004	12/01/05		4,517							4,517			S/L	5	0
24	DELL ORDER 116486459	12/01/05		540							540			S/L	5	0
25	DELL ORDER 602223994	12/01/05		4,632							4,632			S/L	5	0
26	DELL ORDER 602224075	12/01/05		1,695							1,695			S/L	5	0
27	DELL ORDER 667174660	12/01/05		4,083							4,083			S/L	5	0
28	MICROSOFT INKIND SOFTWARE	12/01/05		152,895							152,895			S/L	5	0
29	EDA05 1625-702-05	12/31/03		1,692							1,692			S/L	5	0
30	EDA05 1625-703-05	12/31/03		1,692							1,692			S/L	5	0
31	COMPUTERS	12/31/03		129							129			S/L	5	0
32	FRYS ELECTRONICS	5/31/03		3,125							3,125			S/L	5	0
33	ANDY SOUSA LA NOTEBOOK	10/13/03		1,685							1,685			S/L	5	0
34	NOTEBOOK	10/16/03		1,562							1,562			S/L	5	0
35	SCOTT STEELE REPLACEMENT	12/03/03		1,772							1,772			S/L	5	0
36	COMP-HOWARD KOHN	12/03/03		1,179							1,179			S/L	5	0
37	COMP-R AMAYA	12/03/03		1,783							1,783			S/L	5	0
38	COMP-S WILCOX	12/03/03		1,783							1,783			S/L	5	0
43	DELL ORDER (2 LAPTOPS)	2/28/06		6,188							6,188			S/L	5	0
44	SOL MEDIA PROGRAM DEVELOP	4/04/06		24,680							24,680			S/L	5	0
45	QQUEST	9/19/06		3,885							3,885			S/L	5	0
72	SOL MEDIA	1/18/07		25,680							25,680			S/L	5	0
73	SOL MEDIA 2ND PHASE	2/28/07		17,880							17,880			S/L	5	76
74	DELL (JB LAPTOP)	10/28/07		3,196							3,196			S/L	5	480
75	DELL (STACY LAPTOP)	10/28/07		2,572							2,572			S/L	3	479
76	DELL (SERVER)	10/28/07		4,875							4,875			S/L	3	0
77	JOHN BRYANT SONY WORKBOOK	12/17/07		5,245							5,245			S/L	5	962
78	NX TECHNOLOGY WEBSITE DEV	12/31/07		8,500							8,500			S/L	5	1,058

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79	NX TECHNOLOGU ECOMMERCE D	12/31/07		6,500							6,500	5,808	S/L	5		692
80	NX TECHNOLOGY DATA MIGRA	12/31/07		1,680							1,680	1,372	S/L	5		308
81	MICR HARDWARE/SOFT LICENS	12/03/07		844,893							844,893	869,113	S/L	3		0
82	NX TECHNOLOGY PHASE II	9/18/07		3,210							3,210	2,782	S/L	5		428
83	NX TECHNOLOGY PHASE II	9/18/07		3,210							3,210	2,782	S/L	5		428
84	DELL 20 COMPSETUPS HC NY	10/15/07		27,700							27,700	27,700	S/L	5		0
85	UNIT DESIGN (BOOF)	1/12/07		3,800							3,800	3,800	S/L	5		0
86	NX TECHNOLOGY PHASE II	9/18/07		3,210							3,210	2,782	S/L	5		428
87	BAYTREE LEASING(NORTEL)	2/01/07		24,009							24,009	11,805	S/L	10		2,401
90	DELL (JB LAPTOP)	8/31/07		3,539							3,539	3,127	S/L	5		412
91	NX TECHNOLOGY HOME PAGE	10/31/07		3,780							3,780	3,213	S/L	5		567
94	COMPUTERS/SFTWRE-CORP	6/30/08		16,354							16,354	16,354	S/L	5		0
95	COMPUTERS/SFTWRE-HCA	6/30/08		30,035							30,035	30,035	S/L	5		0
96	COMPUTERS/SFTWRE-PWY	6/30/08		8,745							8,745	8,745	S/L	5		0
97	COMPUTERS/SFTWRE-BFN	6/30/08		816							816	701	S/L	5		115
98	COMPUTERS/SFTWRE-HGI	6/30/08		12,000							12,000	11,709	S/L	5		291
102	LEASE RIGHTS - HC NAT	4/01/09		5,116							5,116	5,115	S/L	3		1
103	LEASE RIGHTS - HC LA BREA	4/01/09		5,796							5,796	5,313	S/L	3		483
104	COMPUTERS/SFTWRE-CORP	1/01/09		4,703							4,703	2,823	S/L	5		941
105	COMPUTERS/SFTWRE-HCA	1/01/09		4,450							4,450	2,670	S/L	5		890
106	COMPUTERS/SFTWRE-NAT	1/06/09		4,550							4,550	2,730	S/L	5		910
107	COMPUTERS/SFTWRE-NAT	VARIOUS		15,238							15,238	13,698	S/L	3		1,540
118	EPICENTER WEBSITE DEV	2/19/10		39,500							39,500	25,139	S/L	3		13,167
119	MACBOOK PRO (JB COMPUTER)	8/24/10		12,357							12,357	5,492	S/L	3		4,119
120	EPICENTER WEBSITE DEV	12/01/10		50,000							50,000	19,056	S/L	3		16,667
121	BOOF CE CURRICULUM	7/30/10		3,574							3,574	2,471	S/L	3		1,103
122	HTI CONSULTING CE CURRICU	9/10/10		7,300							7,300	3,244	S/L	3		2,433

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123	HTI CONSULTING CE CURRICU	11/30/10		20,023							20,023	7,230	S/L	3		6,674	
124	DELL 20 COMPTR SET UP-HC	9/30/10		9,294							9,294	3,873	S/L	3		3,098	
125	EPICENTER (BOOF WEBSITE)	3/18/10		31,275							31,275	19,244	S/L	3		10,425	
126	GALLUP EVALUATION	4/30/10		62,500							62,500	36,722	S/L	3		20,833	
127	EPICENTER (BOOF WEBSITE)	5/19/10		7,700							7,700	4,064	S/L	3		2,567	
128	EPICENTER (BOOF WEBSITE)	6/30/10		2,275							2,275	1,137	S/L	3		758	
129	EPICENTER (BOOF WEBSITE)	7/30/10		788							788	372	S/L	3		263	
130	GALLUP EVALUATION	7/30/10		62,500							62,500	29,514	S/L	3		20,833	
131	GALLUP EVALUATION	10/21/10		62,500							62,500	24,305	S/L	3		20,833	
132	EPICENTER RD CC	10/31/10		3,063							3,063	1,191	S/L	3		1,021	
133	UNIT COLLECTIVE 5 MK CURR	10/22/10		3,250							3,250	1,264	S/L	3		1,083	
135	CORP OFFICE COMPUTERS	6/30/11		102,874							102,874	19,224	S/L	3		34,291	
136	COMPUTERS (BOOF)	6/30/11		3,000							3,000	500	S/L	3		1,000	
137	COMPUTERS/SFTWRE-BFN	6/30/11		72,500							72,500	12,083	S/L	3		24,167	
139	CORP OFFICE COMPUTERS	6/30/12		12,000							12,000		S/L	3		2,000	
140	COMPUTERS - BOOF	6/30/12		41,000							41,000		S/L	3		7,222	
141	COMPUTERS - HC ATLANTA	6/30/12		54,091							54,091		S/L	3		3,867	
142	MICROSOFT INKIND SOFTWARE	12/31/11		1,000,527							1,000,527		S/L	3		333,509	
TOTAL MACHINERY AND EQUIPME				3,451,688		0	0	0	0	0	3,451,688	2,003,145					545,823
TOTAL DEPRECIATION				5,679,982		0	0	0	0	0	5,679,982	2,861,605					710,551
GRAND TOTAL DEPRECIATION				5,679,982		0	0	0	0	0	5,679,982	2,861,605					710,551