

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

▶ Do not enter Social Security numbers on this form as it may be made public

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013Open to Public
Inspection**A** For the 2013 calendar year, or tax year beginning **APR 1, 2013** and ending **MAR 31, 2014****B** Check if applicable

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

C Name of organization**GRAMEEN FOUNDATION USA**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

1101 15TH STREET NW

Room/suite

3RD FL

City or town, state or province, country, and ZIP or foreign postal code

WASHINGTON, DC 20005**F** Name and address of principal officer **ALEXANDER M. COUNTS**
SAME AS C ABOVE**D** Employer identification number**73-1502797****E** Telephone number**202-628-3560****G** Gross receipts \$**20,786,914.****H(a)** Is this a group returnfor subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶**I** Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ **WWW.GRAMEENFOUNDATION.ORG****K** Form of organization. ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation. **1996** **M** State of legal domicile: **OK****Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO ENABLE THE POOR, ESPECIALLY THE POOREST, TO CREATE A WORLD WITHOUT POVERTY.			
	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)	18	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	17	
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	109	
	6	Total number of volunteers (estimate if necessary)	14018	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	5,000.	
	7b	Net unrelated business taxable income from Form 990-T, line 34	-60.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	10,685,613.	16,700,665.
	9	Program service revenue (Part VIII, line 2g)	7,993,748.	3,673,256.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	179,701.	183,603.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-170,862.	-457,484.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	18,688,200.	20,100,040.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	850,231.	424,023.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	11,262,936.	12,483,540.
	16a	Professional fundraising fees (Part IX, column (A), line 11a)	0.	0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	11,653,736.	9,483,279.
Expenses	18	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	23,766,903.	22,390,842.
	19	Revenue less expenses - Subtract line 18 from line 12	-5,078,703.	-2,290,802.
	20	Total assets (Part X, line 16)	20,467,631.	17,208,690.
	21	Total liabilities (Part X, line 26)	2,677,502.	2,523,823.
Net Assets or Fund Balances	22	Net assets or fund balances - Subtract line 21 from line 20	17,790,129.	14,684,867.

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

ALEXANDER M. COUNTS, PRES. & CE
Type or print name and title**Paid**

Print/Type preparer's name

DAVID F. GRAUNG CPA

Preparer's signature

Preparer

Firm's name

GELMAN, ROSENBERG & FREED**Use Only**

Firm's address

**4550 MONTGOMERY AVE SUITE
BETHESDA, MD 20814-2930**

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

332001 10-29-13

LHA For Paperwork Reduction Act Notice, see the separate

Part III Statement of Program Service Accomplishments

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

☒ X

1 Briefly describe the organization's mission

TO ENABLE THE POOR, ESPECIALLY THE POOREST, TO CREATE A WORLD WITHOUT POVERTY.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses

Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 5,281,617. including grants of \$ 227,191.) (Revenue \$ 645,398.)FINANCIAL SERVICES -- GRAMEEN FOUNDATION (GF) PARTNERS WITH FINANCIAL INSTITUTIONS, TELECOM OPERATORS AND OTHER PROVIDERS TO CREATE AND SCALE FINANCIAL SERVICES FOR THE POOR. WE DEMONSTRATE HOW APPROPRIATELY DESIGNED FINANCIAL PRODUCTS CAN IMPROVE LIVES AND LIVELIHOODS BY REDUCING RISK, IMPROVING FINANCIAL SECURITY AND INCREASING INCOME.(FOR A DETAILED DESCRIPTION OF OUR FINANCIAL SERVICE ACCOMPLISHMENTS, PLEASE SEE SCHEDULE O)4b (Code) (Expenses \$ 8,321,425. including grants of \$ 195,632.) (Revenue \$ 3,027,858.)INFORMATION ACCESS -- GF WORKS WITH GOVERNMENT AGENCIES, THE PRIVATE SECTOR AND CIVIL SOCIETY TO DEVELOP MOBILE SOLUTIONS TO BOTH IMPROVE HEALTH OUTCOMES FOR THE POOR AND EMPOWER FARMERS WITH RELEVANT, TIMELY AND ACTIONABLE INFORMATION AND FINANCIAL SERVICES.(FOR A DETAILED DESCRIPTION OF OUR INFORMATION ACCESS ACCOMPLISHMENTS, PLEASE SEE SCHEDULE O)4c (Code) (Expenses \$ 2,949,931. including grants of \$) (Revenue \$)POVERTY TOOLS -- GF HELPS POVERTY-FOCUSED ORGANIZATIONS IMPROVE THEIR OPERATIONS AND DEEPEN THEIR IMPACT BY PROVIDING FINANCING, MOBILE-BASED MANAGEMENT AND POVERTY MEASUREMENT TOOLS, SKILLED VOLUNTEERS, AND HUMAN CAPITAL RESOURCES.(FOR A DETAILED DESCRIPTION OF OUR POVERTY TOOLS ACCOMPLISHMENTS, PLEASE SEE SCHEDULE O)

4d Other program services (Describe in Schedule O)

(Expenses \$ 1,613,253. including grants of \$ 1,200.) (Revenue \$)4e Total program service expenses 18,166,226.

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	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	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		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	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		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		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		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		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		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		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	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		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	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		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	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	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		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	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		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		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		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		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		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? If "Yes," complete Schedule J	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, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		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? If "Yes," complete Schedule L, Part III		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? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		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? If "Yes," complete Schedule L, Part IV	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	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)? If "Yes," complete Schedule R, Part V, line 2	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	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? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax Compliance

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

☒ X

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 39		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a 109		
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).	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X	
b If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O.	3b	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X	
b If "Yes," enter the name of the foreign country: SEE SCHEDULE O See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a N/A		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b N/A		
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12.	10a N/A		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.	11a N/A		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b N/A		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a N/A		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c Enter the amount of reserves on hand.	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

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

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

☒ X

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 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.	18	
b Enter the number of voting members included in line 1a, above, who are independent	17	
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
7a 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?	7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.	9	X

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	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?	10b	X
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13.	12a	X
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.	12c	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	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	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 take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	X

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **SEE SCHEDULE O**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **JOSHUA TRIPP - 202-628-3560**
1101 15TH STREET NW 3RD FLOOR, WASHINGTON, DC 20005

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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) ALEXANDER COUNTS PRESIDENT & CEO	40.00	X		X				198,135.	0.	17,347.
(2) ROBERT EICHFELD CHAIR	16.00	X		X				0.	0.	0.
(3) PETER COWHEY VICE-CHAIR	8.00	X		X				0.	0.	0.
(4) RAYMOND "SI" WHITE TREASURER	8.00	X		X				0.	0.	0.
(5) ROBERT OTTENHOFF SECRETARY	8.00	X		X				0.	0.	0.
(6) BEVERLY ARMSTRONG BOARD MEMBER	8.00	X						0.	0.	0.
(7) PETER BLADIN BOARD MEMBER	8.00	X						0.	0.	0.
(8) JENNIFER DROGULA BOARD MEMBER	8.00	X						0.	0.	0.
(9) CARLOS FONSECA BOARD MEMBER	8.00	X						0.	0.	0.
(10) VIKRAM GANDHI BOARD MEMBER	8.00	X						0.	0.	0.
(11) JIM GREENBERG BOARD MEMBER	8.00	X						0.	0.	0.
(12) RICKI TIGERT HELFER BOARD MEMBER	8.00	X						0.	0.	0.
(13) PAUL HILAL BOARD MEMBER	8.00	X						0.	0.	0.
(14) ROSANNA RAMOS-VELITA BOARD MEMBER	8.00	X						0.	0.	0.
(15) ELISABETH RHYNE BOARD MEMBER	8.00	X						0.	0.	0.
(16) DAVID RUSSELL BOARD MEMBER	8.00	X						0.	0.	0.
(17) PRADEEP SINGH BOARD MEMBER	8.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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			
(18) BARHAM VAKIL BOARD MEMBER	8.00	X						0.	0.	0.
(19) JOSHUA TRIPP COO & CFO	40.00			X				160,681.	0.	19,052.
(20) DAVID EDELSTEIN SVP, SOLUTIONS AND REGIONS	40.00			X				172,941.	0.	22,097.
(21) SHANNON MAYNARD CHIEF TALENT AND KNOWLEDGE OFFICER	40.00			X				150,320.	0.	12,154.
(22) NORM TONINA VP, ORG EFFECT. (UNTIL 11/22/13)	40.00			X				99,023.	0.	0.
(23) CAMILLA NESTOR VP, FINANCIAL SERVICES	40.00			X				145,404.	0.	19,192.
(24) JULIA SOYARS GENERAL COUNSEL & ASSISTANT SEC.	40.00			X				161,509.	0.	15,704.
(25) CHRISTOPHER TAN CEO, ASIA	40.00			X				61,154.	0.	0.
(26) ALBERTO SOLANO CEO, AMERICAS	40.00			X				113,680.	0.	6,955.
1b Sub-total								1,262,847.	0.	112,501.
c Total from continuation sheets to Part VII, Section A								1,241,489.	0.	141,733.
d Total (add lines 1b and 1c)								2,504,336.	0.	254,234.

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 **20**

	Yes	No
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		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	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
THOUGHTWORKS, INC., 200 E RANDOLPH ST, 25TH FLOOR, CHICAGO, IL 60601	SOFTWARE DEVELOPMENT SERVICES	848,371.
SOL DEVELO SP ZOO, ALEJA ZWYCIESTWA 96/98, 81-451, GDYNIA, POLAND	SOFTWARE DEVELOPMENT SERVICES	392,194.
ALTIMETRIK, 100 TOWN CENTER, SUITE 700, SOUTHFIELD, MI 48075	SOFTWARE DEVELOPMENT SERVICES	295,740.
INTERMEDIA 1825 K STREET NW, WASHINGTON, DC 20006	RESEARCH & EVALUATION SERVICES	235,172.
HEALTH MANAGEMENT & INFORMATION LAB 3960 BROADWAY, NEW YORK, NY 10032	RESEARCH & EVALUATION SERVICES	215,615.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **6**

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2013)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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			
(27) STEPHEN WARDLE <u>CEO, AFRICA</u>	40.00			X				131,518.	0.	22,307.
(28) STEVE WRIGHT <u>VP, POVERTY INSIGHTS</u>	40.00			X				132,275.	0.	20,215.
(29) HILLARY MILLER-WISE <u>VP, INFORMATION SERVICES</u>	40.00			X				132,692.	0.	14,765.
(30) STEVE ANDERSON <u>CTO (BEGAN 10/7/13)</u>	40.00			X				31,735.	0.	6,402.
(31) SANDRA WINTERS <u>VP, EXTERNAL AFFAIRS (BEGAN 12/9/13)</u>	40.00			X				0.	0.	0.
(32) GORDON LAVIGNE <u>VP, EXTERNAL AFFAIRS (UNTIL 4/5/13)</u>	40.00			X				60,219.	0.	9,316.
(33) JEFFREY TERRY <u>VP, EXTERNAL AFFAIRS (9/16-12/6/13)</u>	40.00			X				41,624.	0.	1,331.
(34) SEAN KREPP <u>UGANDA COUNTRY DIR. (UNTIL 1/10/14)</u>	40.00					X		153,115.	0.	14,649.
(35) JULIE PEACHEY <u>PHILIPPINES COUNTRY DIRECTOR</u>	40.00					X		178,271.	0.	12,202.
(36) KAREN ROMANO <u>GHANA COUNTRY DIRECTOR</u>	40.00					X		138,003.	0.	10,804.
(37) EMILY TUCKER <u>DIRECTOR, TAROWORKS</u>	40.00					X		120,864.	0.	19,153.
(38) KHULOUD ODEH <u>DIRECTOR, INFORMATION TECHNOLOGY</u>	40.00					X		121,173.	0.	10,589.
Total to Part VII, Section A, line 1c								1,241,489.		141,733.

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a			
	b	Membership dues	1b			
	c	Fundraising events	1c			
	d	Related organizations	1d			
	e	Government grants (contributions)	1e	1,438,756.		
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	15,261,909.		
	g	Noncash contributions included in lines 1a-1f \$		280,308.		
	h	Total. Add lines 1a-1f		16,700,665.		
	Program Service Revenue	Business Code				
2 a		PROGRAM FEES	900099	3,027,858.	3,022,858.	5,000.
b		MFI LOAN INTEREST	900099	437,644.	437,644.	
c		GUARANTEE FEES	900099	207,754.	207,754.	
d						
e						
f		All other program service revenue				
g		Total. Add lines 2a-2f		3,673,256.		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		101,036.		101,036.
	4	Income from investment of tax-exempt bond proceeds				
	5	Royalties				
	6 a	(i) Real	(ii) Personal			
		Gross rents				
		b Less rental expenses				
		c Rental income or (loss)				
	d	Net rental income or (loss)				
	7 a	(i) Securities	(ii) Other			
		Gross amount from sales of assets other than inventory	769,441.			
		b Less cost or other basis and sales expenses	686,874.			
		c Gain or (loss)	82,567.			
	d	Net gain or (loss)		82,567.		82,567.
	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	UNCOLLECTIBLE LOAN ALLOWANCE	900099	8,798.		8,798.	
b	EXCHANGE RATE LOSS	900099	-466,282.		-466,282.	
c						
d	All other revenue					
e	Total. Add lines 11a-11d		-457,484.			
12	Total revenue. See instructions.		20,100,040.	3,668,256.	5,000.	-273,881.

Part IX Statement of Functional Expenses

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

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

☒ X

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	424,023.	424,023.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,967,187.	1,314,371.	602,438.	50,378.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	8,070,243.	6,107,196.	1,898,606.	64,441.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	111,893.	86,143.	25,218.	532.
9 Other employee benefits	1,653,733.	1,312,533.	329,118.	12,082.
10 Payroll taxes	680,484.	503,182.	169,662.	7,640.
11 Fees for services (non-employees)				
a Management				
b Legal	25,488.	22,348.	1,783.	1,357.
c Accounting	135,445.	26,428.	109,017.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	4,652,077.	4,549,085.	94,594.	8,398.
12 Advertising and promotion	80,636.	63,083.	17,539.	14.
13 Office expenses	375,967.	252,032.	82,740.	41,195.
14 Information technology	388,495.	325,956.	60,855.	1,684.
15 Royalties				
16 Occupancy	1,019,192.	720,661.	287,663.	10,868.
17 Travel	1,468,453.	1,332,941.	123,664.	11,848.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	321,896.	250,727.	61,404.	9,765.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	49,800.	40,870.	8,557.	373.
23 Insurance	114,384.	89,151.	24,481.	752.
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 VEHICLE & EQUIPMENT	374,861.	356,698.	17,428.	735.
b COMMUNICATIONS	327,933.	281,771.	45,094.	1,068.
c OTHER EXPENSES	148,652.	107,027.	29,740.	11,885.
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	22,390,842.	18,166,226.	3,989,601.	235,015.
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 ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non interest-bearing	2,640,917.	1	2,222,521.
	2 Savings and temporary cash investments	5,044,568.	2	2,895,767.
	3 Pledges and grants receivable, net	865,517.	3	2,363,136.
	4 Accounts receivable, net	1,692,647.	4	888,378.
	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 instr) Complete Part II of Sch L		6	
	7 Notes and loans receivable, net	2,612,494.	7	1,427,626.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	258,518.	9	278,907.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 347,080.		
	b Less accumulated depreciation	10b 217,892.	10c	129,188.
	11 Investments - publicly traded securities	3,274,201.	11	3,141,116.
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11	3,759,470.	13	3,675,791.
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	176,624.	15	186,260.
16 Total assets. Add lines 1 through 15 (must equal line 34)	20,467,631.	16	17,208,690.	
Liabilities	17 Accounts payable and accrued expenses	1,883,184.	17	1,441,797.
	18 Grants payable		18	
	19 Deferred revenue	3,250.	19	246,771.
	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		23	
	24 Unsecured notes and loans payable to unrelated third parties	44,058.	24	125,855.
	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	747,010.	25	709,400.
	26 Total liabilities. Add lines 17 through 25	2,677,502.	26	2,523,823.
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	11,379,831.	27	9,545,078.
	28 Temporarily restricted net assets	6,410,298.	28	5,139,789.
	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	17,790,129.	33	14,684,867.
34 Total liabilities and net assets/fund balances	20,467,631.	34	17,208,690.	

Form 990 (2013)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	20,100,040.
2	Total expenses (must equal Part IX, column (A), line 25)	2	22,390,842.
3	Revenue less expenses Subtract line 2 from line 1	3	-2,290,802.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	17,790,129.
5	Net unrealized gains (losses) on investments	5	741,420.
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)	9	-1,555,880.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	14,684,867.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

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

Form 990 (2013)

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

GRAMEEN FOUNDATION USA

Employer identification number

73-1502797

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g ☐ Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2013

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	21,673,540.	15,666,461.	12,010,630.	10,685,613.	16,700,665.	76,736,909.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	21,673,540.	15,666,461.	12,010,630.	10,685,613.	16,700,665.	76,736,909.
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)						32,543,404.
6 Public support. Subtract line 5 from line 4						44,193,505.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	21,673,540.	15,666,461.	12,010,630.	10,685,613.	16,700,665.	76,736,909.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	115,236.	194,368.	210,605.	157,283.	101,036.	778,528.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)			9,418.	-102,933.	-457,484.	-550,999.
11 Total support. Add lines 7 through 10						76,964,438.
12 Gross receipts from related activities, etc. (see instructions)					12	19,467,519.

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	57.42 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	56.37 %
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2012. 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 - 2013. 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 - 2012. 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"/>		

Schedule A (Form 990 or 990-EZ) 2013

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed or facilities furnished in any activity that is related to the organization's tax exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. 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 - 2012. 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 ☐

Supplemental Information. 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)

EXPLANATION: OTHER INCOME EXCLUDED FROM THE TOTAL SUPPORT INCLUDES FOREIGN EXCHANGE GAIN/LOSS AND AN ALLOWANCE FOR UNCOLLECTIBLE LOANS.

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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2013

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If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II B Do not complete Part II A

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization

GRAMEEN FOUNDATION USA

Employer identification number

73-1502797

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures

▶ \$

3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955

▶ \$

2 Enter the amount of any excise tax incurred by organization managers under section 4955

▶ \$

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?

☐ Yes ☐ No

4a Was a correction made?

☐ Yes ☐ No

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities

▶ \$

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities

▶ \$

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b

▶ \$

4 Did the filing organization file Form 1120-POL for this year?

☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

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

Schedule C (Form 990 or 990-EZ) 2013

LHA

332041
11-08-13

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		0.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		0.													
c Total lobbying expenditures (add lines 1a and 1b)		0.													
d Other exempt purpose expenditures		22,390,842.													
e Total exempt purpose expenditures (add lines 1c and 1d)		22,390,842.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns		1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000			
If the amount on line 1e, column (a) or (b) is	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.													
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures					
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2013

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

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, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

GRAMEEN FOUNDATION USA

Employer identification number

73-1502797

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

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

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

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

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

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

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

9 In Part 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

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

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 9, or reported an amount on Form 990, Part X, line 21

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

☐ Yes

☐ No

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

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

	Amount
1c	
1d	
1e	
1f	

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

☐ Yes

☐ No

b If "Yes," explain the arrangement in Part 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 year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ☐ _____ %

b Permanent endowment ☐ _____ %

c Temporarily restricted endowment ☐ _____ %

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

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

(i) unrelated organizations

(ii) related organizations

	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.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		347,080.	217,892.	129,188.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				129,188.

Schedule D (Form 990) 2013

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b See Form 990, Part X, line 12

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

Part VIII Investments - Program Related.

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

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) GRAMEEN CAPITAL INDIA LTD	316,495.	END-OF-YEAR MARKET VALUE
(2) CASHPOR FINANCIAL AND		
(3) TECHNICAL SERVICES	250,027.	END-OF-YEAR MARKET VALUE
(4) GRAMEEN FOUNDATION INDIA		
(5) PRIVATE LIMITED	198,609.	END-OF-YEAR MARKET VALUE
(6) MUSONI (DTM & KENYA)	912,542.	END-OF-YEAR MARKET VALUE
(7) FAIRTRADE ACCESS FUND	685,200.	END-OF-YEAR MARKET VALUE
(8) PT RUMA	854,819.	END-OF-YEAR MARKET VALUE
(9) JUHUDI KULIMO	458,099.	END-OF-YEAR MARKET VALUE
Total (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT LIABILITY	709,400.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total (Column (b) must equal Form 990, Part X, col. (B) line 25) ▶	

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

Schedule D (Form 990) 2013

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

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

1	Total revenue, gains, and other support per audited financial statements	1	23,043,841.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	741,420.
b	Donated services and use of facilities	2b	1,589,504.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	155,393.
e	Add lines 2a through 2d	2e	2,486,317.
3	Subtract line 2e from line 1	3	20,557,524.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	-457,484.
c	Add lines 4a and 4b	4c	-457,484.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	20,100,040.

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

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

1	Total expenses and losses per audited financial statements	1	24,545,215.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	1,589,504.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	564,869.
e	Add lines 2a through 2d	2e	2,154,373.
3	Subtract line 2e from line 1	3	22,390,842.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	22,390,842.

Part XIII Supplemental Information.

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

PART X, LINE 2:

EXPLANATION: FOR THE YEARS ENDED MARCH 31, 2014 AND 2013, THE FOUNDATION HAS DOCUMENTED ITS CONSIDERATION OF FASB ASC 740-10, INCOME TAXES, THAT PROVIDES GUIDANCE FOR REPORTING UNCERTAINTY IN INCOME TAXES AND HAS DETERMINED THAT NO MATERIAL UNCERTAIN TAX POSITIONS QUALIFY FOR EITHER RECOGNITION OR DISCLOSURE IN THE FINANCIAL STATEMENTS.

THE FEDERAL FORM 990, RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX, IS SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE, GENERALLY FOR THREE YEARS AFTER IT IS FILED.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

Part XIII Supplemental Information (continued)

GRAMEEN INDIA REVENUE INCLUDED IN REVENUE ON THE COMBINED 155,393.
FINANCIAL STATEMENTS AND EXCLUDED FROM GRAMEEN FOUNDATION
USA FORM 990 REPORTING.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

UNCOLLECTIBLE LOAN RECEIVABLE ALLOWANCE REPORTED AS AN 8,798.
"OTHER ITEM" ON THE FINANCIAL STATEMENTS AND INCLUDED
IN REVENUE ON FORM 990, PART VIII, LINE 11.
FOREIGN EXCHANGE RATE LOSS REPORTED AS AN "OTHER ITEM" -466,282.
ON THE FINANCIAL STATEMENTS AND INCLUDED AS REVENUE
ON FORM 990, PART VIII, LINE 11.
TOTAL TO SCHEDULE D, PART XI, LINE 4B -457,484.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

GRAMEEN INDIA EXPENSES INCLUDED IN REVENUE ON THE COMBINED 564,869.
FINANCIAL STATEMENTS AND EXCLUDED FROM GRAMEEN FOUNDATION
USA FORM 990 REPORTING.

**SCHEDULE F
(Form 990)**Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**

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

▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No 1545-0047

2013Open to Public
Inspection

Name of the organization

GRAMEEN FOUNDATION USA

Employer identification number

73-1502797

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on

Form 990, Part IV, line 14b

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in 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
EAST ASIA AND THE PACIFIC	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		178,311.
SOUTH ASIA	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		37,580.
SUB-SAHARAN AFRICA	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		208,132.
SOUTH AMERICA	1	13	PROGRAM SERVICES	INFORMATION, CAPITAL, AND BUSINESS OPPORTUNITIES FOR THE POOR	1,225,469.
EAST ASIA AND THE PACIFIC	3	11	PROGRAM SERVICES	INFORMATION, CAPITAL, AND BUSINESS OPPORTUNITIES FOR THE POOR	2,331,822.
SOUTH ASIA	1	7	PROGRAM SERVICES	INFORMATION, CAPITAL, AND BUSINESS OPPORTUNITIES FOR THE POOR	2,334,894.
SUB-SAHARAN AFRICA	3	100	PROGRAM SERVICES	INFORMATION, CAPITAL, AND BUSINESS OPPORTUNITIES FOR THE POOR	6,680,187.
MIDDLE EAST AND NORTH AFRICA	0	0	PROGRAM SERVICES	INFORMATION, CAPITAL, AND BUSINESS OPPORTUNITIES FOR THE POOR	154,400.
3 a Sub-total	8	131			13,150,795.
b Total from continuation sheets to Part I	0	0			3,675,791.
c Totals (add lines 3a and 3b)	8	131			16,826,586.

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

Schedule F (Form 990) 2013

Part I Continuation of Activities per Region. (Schedule F (Form 990), Part I, line 3)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 region
SUB-SAHARAN AFRICA	0	0	INVESTMENTS IN REGION		1,370,641.
SOUTH AMERICA	0	0	INVESTMENTS IN REGION		685,200.
SOUTH ASIA	0	0	INVESTMENTS IN REGION		765,131.
EAST ASIA AND THE PACIFIC	0	0	INVESTMENTS IN REGION		854,819.
Totals					3,675,791.

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	SUPPORT A MICROSAVINGS INITIATIVE FOR THE POOREST OF THE POOR	169,772.	WIRE TRANSFER	0.		
		SOUTH ASIA	SUPPORT A MICROSAVINGS INITIATIVE FOR THE POOREST OF THE POOR	37,580.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	EXPAND ACCESS TO MICRO-FINANCIAL SERVICES TO RURAL POOR AREAS IN KENYA.	12,500.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	SUPPORT PRO-POOR MARKET AND BUSINESS MODELS FOR SMALLHOLDER	195,632.	WIRE TRANSFER	0.		

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

3

3 Enter total number of other organizations or entities

1

SEE PART V FOR COLUMN (D) DESCRIPTIONS

Schedule F (Form 990) 2013

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

Schedule F (Form 990) 2013

Part V **Supplemental Information**

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

PART I, LINE 2:

EXPLANATION: EACH GRANT AGREEMENT CONTAINS MULTIPLE COVENANTS REGARDING HOW THE GRANT IS TO BE USED - IN ACCORDANCE WITH THE APPROVED BUDGET, NOT TO BENEFIT ANY PRIVATE INDIVIDUAL, FOR NO NON-CHARITABLE ACTIVITIES, IN COMPLIANCE WITH ALL LOCAL LAWS, IN COMPLIANCE WITH THE FOREIGN CORRUPT PRACTICES ACT, ETC. IN ADDITION, EACH GRANTEE IS REQUIRED TO SUBMIT A DETAILED OPERATING REPORT TO GRAMEEN FOUNDATION USA WITHIN 10 DAYS AFTER THE END OF THE GRANT TERM. GRANTEES ARE REQUIRED TO MAINTAIN A FULL AND ACCURATE RECORD OF THE RECEIPTS AND DISBURSEMENTS UNDER THE GRANT AND RETAIN SUCH BOOKS AND RECORDS FOR AT LEAST FOUR YEARS AFTER COMPLETION OF THE USE OF THE GRANT. ALL GRANTEES ARE REQUIRED TO ALLOW FIELD VISITS OR AUDITS BY GRAMEEN FOUNDATION, WHICH WE CONDUCT RANDOMLY. LASTLY, MANY GRANT RECIPIENTS ARE REQUIRED TO SUBMIT QUARTERLY FINANCIAL AND OPERATIONAL PERFORMANCE REPORTS.

PART I, LINE 3:

EXPLANATION: GRAMEEN FOUNDATION USES THE ACCRUAL METHOD OF ACCOUNTING.

PART II, COLUMN (D):

REGION: EAST ASIA AND THE PACIFIC

(D) PURPOSE OF GRANT: SUPPORT A MICROSAVINGS INITIATIVE FOR THE POOREST OF THE POOR IN THE PHILIPPINES.

REGION: SOUTH ASIA

(D) PURPOSE OF GRANT: SUPPORT A MICROSAVINGS INITIATIVE FOR THE POOREST OF THE POOR IN INDIA.

Part V **Supplemental Information**

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

REGION: SUB-SAHARAN AFRICA

**(D) PURPOSE OF GRANT: SUPPORT PRO-POOR MARKET AND BUSINESS MODELS FOR
SMALLHOLDER COMMERCIALIZATION AND COMMUNITY EMPOWERMENT IN KENYA.**

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

GRAMEEN FOUNDATION USA

Employer identification number

73-1502797

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|---|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" 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 directors, trustees, and officers, including 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 type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |
- 4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:
- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.
- Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**
- 5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:
- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.
- 6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:
- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.
- 7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.
- 8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.
- 9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

X

2

X

4a

X

4b

X

4c

X

5a

X

5b

X

6a

X

6b

X

7

X

8

X

9

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

Schedule J (Form 990) 2013

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) ALEXANDER COUNTS PRESIDENT & CEO	(i)	198,135.	0.	0.	10,888.	6,459.	215,482.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) JOSHUA TRIPP COO & CFO	(i)	160,681.	0.	0.	9,241.	9,811.	179,733.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) DAVID EDELSTEIN SVP, SOLUTIONS AND REGIONS	(i)	172,941.	0.	0.	9,622.	12,475.	195,038.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) SHANNON MAYNARD CHIEF TALENT AND KNOWLEDGE OFFICER	(i)	150,320.	0.	0.	0.	12,154.	162,474.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) CAMILLA NESTOR VP, FINANCIAL SERVICES	(i)	145,404.	0.	0.	8,580.	10,612.	164,596.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) JULIA SOYARS GENERAL COUNSEL & ASSISTANT SEC.	(i)	161,509.	0.	0.	9,302.	6,402.	177,213.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) STEPHEN WARDLE CEO, AFRICA	(i)	131,518.	0.	0.	7,613.	14,694.	153,825.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) STEVE WRIGHT VP, POVERTY INSIGHTS	(i)	132,275.	0.	0.	7,801.	12,414.	152,490.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) SEAN KREPP UGANDA COUNTRY DIR, (UNTIL 1/10/14)	(i)	153,115.	0.	0.	0.	14,649.	167,764.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) JULIE PEACHEY PHILIPPINES COUNTRY DIRECTOR	(i)	178,271.	0.	0.	5,150.	7,052.	190,473.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A:

EXPLANATION: GRAMEEN FOUNDATION OCCASIONALLY HIRES EXPATRIATES OR
THIRD-COUNTRY NATIONAL EMPLOYEES TO WORK IN OUR FIELD OFFICES. FOR THESE
EMPLOYEES, GRAMEEN FOUNDATION HAS DEVELOPED A CONSISTENT BENEFITS FRAMEWORK
THAT INCLUDES TAX EQUALIZATION PAYMENTS, TRAVEL FOR DEPENDENTS TO THE POST,
AND A HOUSING ALLOWANCE. FOR THE PERIOD COVERED BY THIS FILING, SEAN KREPP
STEPHEN WARDLE, AND JULIE PEACHEY WERE "HIGHEST COMPENSATED EMPLOYEES" WHO
RECEIVED SUCH BENEFITS BECAUSE OF THEIR EXPATRIATE STATUS.

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

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

► Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open To Public Inspection

Name of the organization

GRAMEEN FOUNDATION USA

Employer identification number
73-1502797

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

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

[illegible]

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

► \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

► \$

Part II	Loans to and/or From Interested Persons.
----------------	---

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
Total						\$						

Part III	Grants or Assistance Benefiting Interested Persons.
-----------------	--

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

[illegible]

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
GRAMEEN-JAMEEL PAN-ARAB MICROFINANCE LTD	SEE BELOW	237,459.	LABOR AND PROFESSIONAL SERVICES PROVIDED BY GRAMEEN AT FMV.		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: GRAMEEN-JAMEEL PAN-ARAB MICROFINANCE LTD

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SEE BELOW

(C) AMOUNT OF TRANSACTION \$ 237,459.

(D) DESCRIPTION OF TRANSACTION: LABOR AND PROFESSIONAL SERVICES PROVIDED BY GRAMEEN AT FMV.

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCH L, PART IV, COLUMN B:

ALEX COUNTS, JAMES GREENBERG, AND PETER BLADIN (EACH OF WHOM ARE DIRECTORS OF GRAMEEN FOUNDATION USA) ARE BOARD MEMBERS OF GRAMEEN-JAMEEL MICROFINANCE LTD.

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No 1545-0047

2013

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

Name of the organization

GRAMEEN FOUNDATION USA

Employer identification number

73-1502797

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	17	121,128.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (GOLD)	X	2	287,030.	FMV
26 Other ()				
27 Other ()				
28 Other ()				

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

29

0

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Yes No

30a		X
31	X	
32a	X	
33		

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

Schedule M (Form 990) (2013)

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

SCHEDULE M, PART I, COLUMN (B):

EXPLANATION: THIS COLUMN REPRESENTS THE NUMBER OF CONTRIBUTORS

SCHEDULE M, LINE 32B:

EXPLANATION: GRAMEEN FOUNDATION HAS A BOARD APPROVED GIFT ACCEPTANCE POLICY. GRAMEEN FOUNDATION ALSO HAS A CONTRACT WITH A COMPANY TO PROCESS CAR DONATIONS. HOWEVER, GRAMEEN FOUNDATION HAS NOT YET RECEIVED OR SOLD ANY CAR DONATIONS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No 1545-0047

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Employer identification number

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

FINANCIAL SERVICES-

THROUGH OUR MICROSAVINGS INITIATIVE, WE HELPED TO CREATE MORE THAN
640,000 NEW SAVERS IN INDIA AND THE PHILIPPINES. WE ALSO PLACED \$1.9
MILLION IN LOAN GUARANTEES THROUGH OUR GROWTH GUARANTEES PROGRAM,
GENERATING \$3.9 MILLION IN LOCAL-CURRENCY FINANCING FOR MICROFINANCE
INSTITUTIONS, AND PROVIDED \$600,000 IN DIRECT FINANCING TO PROMISING,
INNOVATIVE POVERTY-FOCUSED ORGANIZATIONS THROUGH OUR PIONEER FUND.

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

INFORMATION ACCESS-

HEALTH: THROUGH OUR SOLUTIONS, BENEFICIARIES CAN LEARN WHEN AND WHERE
TO ACCESS CARE, HEALTHCARE PROVIDERS CAN LEARN HOW TO MANAGE THEIR
CASELOADS MORE EFFECTIVELY AND MINISTRIES OF HEALTH CAN ACCESS MORE
RELIABLE DATA FROM PROVIDERS. IN FY14, WE PROVIDED HEALTH ADVICE TO
14,962 PREGNANT WOMEN AND MOTHERS OF INFANTS IN SEVEN DISTRICTS OF
GHANA. SINCE 2010, MORE THAN 36,000 PEOPLE HAVE REGISTERED FOR MOBILE
MIDWIFE. 136 RURAL HEALTH FACILITIES ARE ALSO USING MOTECH TO MANAGE
CLIENT DATA.

AGRICULTURE: BY COMBINING MOBILE TECHNOLOGY SOLUTIONS WITH TRUSTED
HUMAN OPERATORS, WE ARE ABLE TO CREATE SUSTAINABLE AGRICULTURAL
IMPROVEMENTS AND INCREASED INCOMES FOR THE POOR. WE HAVE RECRUITED
1,139 COMMUNITY KNOWLEDGE WORKERS SINCE 2009 TO SERVE 293,000 POOR
FARMERS IN 22,000 VILLAGES ACROSS UGANDA WITH SPECIALIZED AGRICULTURAL
KNOWLEDGE AND ASSISTANCE. IN COLOMBIA, WE HAVE REACHED MORE THAN

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

Schedule O (Form 990 or 990-EZ) (2013)

332211
09-04-13

Name of the organization

GRAMEEN FOUNDATION USA

Employer identification number

73-1502797

14,000 FARMERS THROUGH OUR COMMUNITY KNOWLEDGE WORKERS. WE ARE ALSO WORKING WITH LOCAL GOVERNMENT TO STRENGTHEN FOOD SECURITY AND WE ARE HELPING TO BUILD CONNECTIONS BETWEEN FARMERS' ASSOCIATIONS AND BUYERS.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

POVERTY TOOLS-

BANKERS WITHOUT BORDERS, OUR VOLUNTEER INITIATIVE FOR SKILLED PROFESSIONALS, HAS PROVIDED \$3.8 MILLION WORTH OF SERVICES TO SOCIAL ENTERPRISES. TAROWORKS, A SUITE OF MOBILE PRODUCTS, IS HELPING SOCIAL ENTERPRISES THAT WORK IN RURAL, HARD-TO-REACH AREAS GET RICHER AND TIMELIER DATA ON THEIR CLIENTS, AS WELL AS MANAGE THEIR WORKFORCE. MORE THAN 205 POVERTY-FOCUSED ORGANIZATIONS AROUND THE WORLD HAVE ALSO USED OUR PROGRESS OUT OF POVERTY INDEX TO TRACK THE PROGRESS OF THEIR INTERVENTIONS. WE HAVE CREATED 54 COUNTRY-SPECIFIC PPIS TO MEASURE POVERTY LEVELS SINCE 2005.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

REGIONAL PROGRAMS -- GF SERVES THE POOR IN FOUR REGIONS: ASIA, LATIN AMERICA AND THE CARIBBEAN (LAC), MIDDLE EAST & NORTH AFRICA (MENA), AND SUB-SAHARAN AFRICA (SSA). DURING THIS REPORTING PERIOD, WE OPERATED OFFICES IN SEVEN FOREIGN COUNTRIES (DETAILED BELOW), MANAGED BY REGIONAL LEADERSHIP, PROGRAMMATIC & SUPPORT STAFF. THESE TEAMS SET OUR REGIONAL AGENDAS & CULTIVATED LOCAL PARTNERSHIPS TO MAXIMIZE THE IMPACT OF OUR PROGRAMMATIC WORK. OUR OFFICES IN ASIA ARE LOCATED IN HONG KONG, THE PHILIPPINES AND INDIA (THROUGH A WHOLLY-OWNED SUBSIDIARY, GRAMEEN FOUNDATION INDIA). OUR OFFICE IN LAC IS IN COLOMBIA. SINCE 2007, WE HAVE CONDUCTED OUR WORK IN THE MENA REGION IN PARTNERSHIP WITH GRAMEEN-JAMEEL MICROFINANCE LTD., A JOINT VENTURE BETWEEN GF AND THE

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ALJ FOUNDATION. OUR OFFICES IN SSA ARE LOCATED IN GHANA, KENYA AND
UGANDA.

EXPENSES \$ 1,247,373. INCLUDING GRANTS OF \$ 1,200. REVENUE \$ 0.

PUBLIC EDUCATION -- GRAMEEN FOUNDATION USA RAISED PUBLIC AWARENESS
ABOUT SUCCESSFUL POVERTY ALLEVIATION EFFORTS, INCLUDING THE PROVISION
OF FINANCIAL SERVICES AND AGRICULTURE AND HEALTH INFORMATION FOR THE
WORLD'S POOR.

EXPENSES \$ 365,880. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART V, LINE 4B, LIST OF FOREIGN COUNTRIES:

GHANA, COLOMBIA, UGANDA, HONG KONG,

PHILIPPINES, KENYA, INDONESIA, INDIA

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

EXPLANATION: THE DRAFT 990 WAS PREPARED BY THE OUTSIDE ACCOUNTANTS AND WAS
DISCUSSED WITH AND REVIEWED BY THE EXECUTIVE LEADERSHIP TEAM. SUBSEQUENTLY,
A DRAFT WAS PROVIDED ELECTRONICALLY TO ALL MEMBERS OF THE BOARD OF
DIRECTORS AND THE AUDIT COMMITTEE PRIOR TO FILING. MEMBERS HAD 5 BUSINESS
DAYS TO REVIEW AND PROVIDE COMMENT ON THE DRAFT. IN ADDITION, GRAMEEN
FOUNDATION USA PROVIDED THE FINAL VERSION OF THE 990 TO ALL BOARD MEMBERS
AND PROVIDED A FORUM AT THE NEXT BOARD MEETING TO DISCUSS THE DOCUMENT.

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

EXPLANATION: GRAMEEN FOUNDATION USA MAINTAINS TWO CONFLICT OF INTEREST
POLICIES: ONE FOR BOARD MEMBERS AND OFFICERS, AND ONE FOR ALL EMPLOYEES.
BOARD MEMBERS AND OFFICERS ARE REQUIRED TO FILL OUT AND SIGN A CONFLICT OF
INTEREST QUESTIONNAIRE ANNUALLY, HIGHLIGHTING ANY POTENTIAL CONFLICTS.

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ADDITIONALLY, ALL OTHER STAFF ARE EXPECTED TO MAKE POTENTIAL CONFLICTS KNOWN TO THE EXECUTIVE LEADERSHIP TEAM. UNTIL GRAMEEN APPROVES ACTIONS TO MITIGATE OR OTHERWISE RESOLVE THE CONFLICT, THE GRAMEEN STAFF OR BOARD MEMBER MUST ABSTAIN FROM PARTICIPATING IN ANY DISCUSSIONS, DELIBERATIONS, DECISIONS OR VOTING RELATED TO THE CONFLICT OF INTEREST. DISREGARDING OR FAILING TO COMPLY WITH THE CONFLICT OF INTEREST POLICY COULD LEAD TO DISCIPLINARY ACTION, UP TO AND INCLUDING TERMINATION OF EMPLOYMENT.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: THE GRAMEEN FOUNDATION USA BOARD OF DIRECTORS APPROVES THE SALARY OF THE CEO ANNUALLY AND OF EACH OFFICER UPON HIRING OR PROMOTION. MANAGEMENT PROVIDES THE BOARD WITH SALARY SURVEY INFORMATION RELATED TO COMPARABLE POSITIONS TO DETERMINE WHETHER SALARIES ARE REASONABLE. DISCUSSIONS AND DECISIONS ARE RECORDED IN THE CORPORATE MINUTES. IN SUBSEQUENT YEARS AFTER INITIAL BOARD APPROVAL, COMPENSATION ADJUSTMENTS FOR OTHER OFFICERS ARE DETERMINED BY THE CEO. THE LAST SALARY REVIEW WAS CONDUCTED IN NOVEMBER 2012.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

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

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: GRAMEEN FOUNDATION USA MAKES ITS AUDITED FINANCIALS, GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART IX, LINE 11G, OTHER FEES:

332212
09-04-13

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TRANSLATION FEES:

PROGRAM SERVICE EXPENSES 4,422.

MANAGEMENT AND GENERAL EXPENSES 92.

FUNDRAISING EXPENSES 8.

TOTAL EXPENSES 4,522.

CONTACTOR EXPENSES:

PROGRAM SERVICE EXPENSES 350,284.

MANAGEMENT AND GENERAL EXPENSES 7,284.

FUNDRAISING EXPENSES 647.

TOTAL EXPENSES 358,215.

SUBCONTRACTS:

PROGRAM SERVICE EXPENSES 1,679,076.

MANAGEMENT AND GENERAL EXPENSES 34,915.

FUNDRAISING EXPENSES 3,099.

TOTAL EXPENSES 1,717,090.

RESEARCH SERVICES:

PROGRAM SERVICE EXPENSES 213,531.

MANAGEMENT AND GENERAL EXPENSES 4,440.

FUNDRAISING EXPENSES 394.

TOTAL EXPENSES 218,365.

OTHER CONSULTING FEES:

PROGRAM SERVICE EXPENSES 2,301,772.

MANAGEMENT AND GENERAL EXPENSES 47,863.

FUNDRAISING EXPENSES 4,250.

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TOTAL EXPENSES 2,353,885.

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A 4,652,077.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

ADJUSTMENT OF INVESTMENT IN GRAMEEN INDIA FOUNDATION FROM -1,240,425.

COST TO NET BOOK VALUE.

CURRENT YEAR LOSS OF GRAMEEN INDIA FOUNDATION, INCLUDED IN -315,455.

CONSOLIDATED FINANCIAL STATEMENTS AND EXCLUDED FROM GRAMEEN

FOUNDATION USA FORM 990 REPORTING.

TOTAL TO FORM 990, PART XI, LINE 9 -1,555,880.

FORM 990, PART I, LINE 19:

EXPLANATION: ON LINE 19 OF OUR 990, GRAMEEN FOUNDATION (GF) REPORTS A LOSS OF APPROXIMATELY \$2.3M IN FY14 AND \$5.1M IN FY13. THESE "LOSSES" REFLECT A REDUCTION OF RESTRICTED ASSETS IN EACH YEAR. IT IS IMPORTANT TO NOTE THAT GF ACTUALLY INCREASED ITS UNRESTRICTED NET ASSETS OVER THE PAST TWO YEARS -- WHICH WE BELIEVE IS A MORE ACCURATE REFLECTION OF OUR ACTUAL OPERATIONAL PERFORMANCE.

THE REASON FOR THE DIFFERENCE IS DUE TO THE ACCOUNTING REQUIREMENT TO RECOGNIZE RESTRICTED DONATIONS AS REVENUE WHEN THEY ARE PLEDGED RATHER THAN WHEN THEY ARE RELEASED FROM RESTRICTION (WHICH HAPPENS WHEN THEY ARE SPENT IN ACCORDANCE WITH DONOR RESTRICTIONS). WHILE THE FORM 990 IS RIGID AND ONLY SHOWS THE TOTAL PRESENTATION, OUR AUDITED FINANCIAL STATEMENTS MORE COMPREHENSIVELY SHOW BOTH THE TOTAL PRESENTATION AND THE UNRESTRICTED PRESENTATION.

IT IS IMPORTANT TO NOTE THAT AN ONGOING ANNUAL REDUCTION IN TOTAL NET

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ASSETS IS NOT SUSTAINABLE. OUR OVERALL NET ASSET BALANCE (RESTRICTED PLUS UNRESTRICTED) WILL EVEN OUT OR TURN POSITIVE OVER THE NEXT COUPLE OF YEARS AS OUR FUNDING MIX SHIFTS TO MORE GOVERNMENT GRANTS -- AND AS WE RAISE NEW RESTRICTED GRANTS FOR FUTURE YEARS. FOR ADDITIONAL INSIGHT INTO OUR FINANCIAL PERFORMANCE, WE ENCOURAGE ALL STAKEHOLDERS TO VIEW OUR AUDITED FINANCIAL STATEMENTS WHICH ARE AVAILABLE FOR DOWNLOAD ON OUR WEBSITE.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

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

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2013

Open to Public
Inspection

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

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

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

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

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

Schedule R (Form 990) 2013

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

[illegible]

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

[illegible]

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) GRAMEEN FOUNDATION INDIA PVT LTD	B	550,000.	CASH EXPENSES AMOUNT
(2) GRAMEEN FOUNDATION INDIA PVT LTD	P	1,335.	CASH EXPENSES AMOUNT
(3) GRAMEEN FOUNDATION INDIA PVT LTD	Q	30,165.	CASH EXPENSES AMOUNT
(4)			
(5)			
(6)			

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

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

[illegible]

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

PART IV, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS CORP OR TRUST:**NAME OF RELATED ORGANIZATION:**

GRAMEEN FOUNDATION INDIA PRIVATE LIMITED

DIRECT CONTROLLING ENTITY: GRAMEEN FOUNDATION USA