

Form **990**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning **OCT 1, 2013** and ending **SEP 30, 2014**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization OPTIMIST INTERNATIONAL FOUNDATION		D Employer identification number 23-7102928
	Doing Business As		E Telephone number 314-371-6000
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 1,816,434.
	4494 LINDELL BOULEVARD		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or province, country, and ZIP or foreign postal code ST. LOUIS, MO 63108		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: STEVE SKODAK SAME AS C ABOVE		H(c) Group exemption number ▶	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.OIFFOUNDATION.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1971
M State of legal domicile: MO			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	5
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	1055
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 1,227,820.	Current Year 1,173,869.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	157,294.	240,726.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,197.	4,435.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,389,311.	1,419,030.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,065,334.	919,027.
Expenses	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)	324,365.	320,836.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 129,092.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	238,313.	223,963.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,628,012.	1,463,826.
19 Revenue less expenses. Subtract line 18 from line 12	-238,701.	-44,796.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 6,614,267.	End of Year 7,047,951.
	21 Total liabilities (Part X, line 26)	3,653,305.	3,764,140.
	22 Net assets or fund balances. Subtract line 21 from line 20	2,960,962.	3,283,811.

Part II Signature Block

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

Sign Here	Signature of officer 	Date 1-20-15			
	Type or print name and title STEVE SKODAK, SECRETARY/EXECUTIVE DIRECTOR				
Paid Preparer Use Only	Print/Type preparer's name BRENT W. STEVENS	Preparer's signature 	Date 1/20/15	Check if self-employed <input type="checkbox"/>	PTIN P01291820
	Firm's name ▶ RUBINBROWN LLP	Firm's EIN ▶ 43-0765316			
	Firm's address ▶ ONE NORTH BRENTWOOD SAINT LOUIS, MO 63105		Phone no. (314) 290-3300		

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

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: SEE SCHEDULE O

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

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

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 \$ 463,214. including grants of \$ 205,943.) (Revenue \$) CHARITABLE, LITERARY, AND EDUCATIONAL PROGRAMS, WHICH INCLUDE GRANTS TO EXEMPT ORGANIZATIONS TO ASSIST WITH PUBLICATION COSTS FOR MAGAZINES AND ARTICLES (WHICH ARE DISTRIBUTED TO THE ORGANIZATION'S CONSTITUENTS), SEMINARS AND TRAINING FOR MEMBERS OF OTHER EXEMPT ORGANIZATIONS, GRANT WRITING PROGRAM, INTERNATIONAL INITIATIVES AND MATCHING GRANTS.

4b (Code:) (Expenses \$ 189,500. including grants of \$ 189,500.) (Revenue \$) ORATORICAL CONTEST SCHOLARSHIPS: AN ANNUAL SPEECH COMPETITION WITH OVER 40,000 ENTRANTS. SCHOLARSHIPS ARE AWARDED AT THE DISTRICT LEVEL IN CONTESTS LOCATED IN THE UNITED STATES.

4c (Code:) (Expenses \$ 297,750. including grants of \$ 297,750.) (Revenue \$) CLUB GRANT PROGRAMS: GRANTS FOR MEMBER CLUBS UTILIZED FOR CHARITABLE, LITERARY AND EDUCATIONAL PROGRAMS AT THE DIRECTION OF THE FOUNDATION IN CONJUNCTION WITH SUPPORT FROM THE MEMBER CLUBS.

4d Other program services (Describe in Schedule O.) (Expenses \$ 225,834. including grants of \$ 225,834.) (Revenue \$)

4e Total program service expenses 1,176,298.

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)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
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? <i>If "Yes," complete Schedule C, Part II</i>		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? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>		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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	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)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I</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? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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		
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

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

Form 990 (2013) table with columns for line numbers (1a-14b), descriptions of questions, and Yes/No checkboxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable contributions.

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

Section A. Governing Body and Management

	1a	5	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year		5		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b Enter the number of voting members included in line 1a, above, who are independent	1b	5		
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.)

	10a	10b	11a	12a	12b	12c	13	14	15a	15b	16a	16b	Yes	No
10a Did the organization have local chapters, branches, or affiliates?														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												
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?			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				X										
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?				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						X								
13 Did the organization have a written whistleblower policy?						X								
14 Did the organization have a written document retention and destruction policy?						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			X											
b Other officers or key employees of the organization												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?												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?														

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **NONE**
- 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: **CONNIE J. PELLOCK - 314-371-6000**
4494 LINDELL BOULEVARD, ST LOUIS, MO 63108

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns					
	b	Membership dues					
	c	Fundraising events					
	d	Related organizations					
	e	Government grants (contributions)					
	f	All other contributions, gifts, grants, and similar amounts not included above	1,173,869.				
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f		1,173,869.			
Program Service Revenue	Business Code						
	2 a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
g	Total. Add lines 2a-2f						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		131,449.		131,449.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a		(i) Real				
			(ii) Personal				
			Gross rents				
			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	506,681.			
			Less: cost or other basis and sales expenses	397,404.			
	c	Gain or (loss)	109,277.				
	d	Net gain or (loss)		109,277.		109,277.	
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				
		Less: direct expenses	b				
		Net income or (loss) from gaming activities					
10 a		Gross sales of inventory, less returns and allowances	a				
		Less: cost of goods sold	b				
		Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code					
11 a	MISCELLANEOUS	900099	4,435.			4,435.	
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		4,435.				
12	Total revenue. See instructions.		1,419,030.	0.	0.	245,161.	

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

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	588,693.	588,693.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	330,334.	330,334.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	130,150.	80,546.	29,935.	19,669.
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	135,318.	83,897.	29,270.	22,151.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	22,818.	14,147.	5,049.	3,622.
9 Other employee benefits	12,810.	8,089.	2,740.	1,981.
10 Payroll taxes	19,740.	12,239.	4,392.	3,109.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	13,000.		13,000.	
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.)	835.		835.	
12 Advertising and promotion				
13 Office expenses	24,115.		2,810.	21,305.
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	55,537.	24,238.	31,299.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	11,968.	7,420.	1,885.	2,663.
23 Insurance	508.			508.
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 COLLECTORS' PLATES	35,051.			35,051.
b VOLUNTEER ACTIVITIES	20,590.	20,590.		
c DONOR AWARDS	16,384.			16,384.
d BANK CHARGES	13,154.		13,154.	
e All other expenses	32,821.	6,105.	24,067.	2,649.
25 Total functional expenses. Add lines 1 through 24e	1,463,826.	1,176,298.	158,436.	129,092.
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 Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	234,251.	1	179,465.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	314,446.	3	252,395.
	4	Accounts receivable, net		4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net	614,489.	7	586,674.
	8	Inventories for sale or use	30,000.	8	30,000.
	9	Prepaid expenses and deferred charges	6,879.	9	4,498.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 298,823.		
	b	Less: accumulated depreciation	10b 268,260.	10c 30,083.	30,563.
	11	Investments - publicly traded securities	5,085,218.	11	5,665,360.
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	298,901.	15	298,996.
16	Total assets. Add lines 1 through 15 (must equal line 34)	6,614,267.	16	7,047,951.	
Liabilities	17	Accounts payable and accrued expenses	517,290.	17	575,213.
	18	Grants payable	1,303,649.	18	1,303,367.
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,832,366.	25	1,885,560.
	26	Total liabilities. Add lines 17 through 25	3,653,305.	26	3,764,140.
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	2,784.	27	-51,965.
	28	Temporarily restricted net assets	812,213.	28	1,065,835.
	29	Permanently restricted net assets	2,145,965.	29	2,269,941.
	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	2,960,962.	33	3,283,811.	
34	Total liabilities and net assets/fund balances	6,614,267.	34	7,047,951.	

Form 990 (2013)

Part XI Reconciliation of Net Assets

Check 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	1,419,030.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,463,826.
3	Revenue less expenses. Subtract line 2 from line 1	3	-44,796.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,960,962.
5	Net unrealized gains (losses) on investments	5	366,162.
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	1,483.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,283,811.

Part XII Financial Statements and Reporting

Check 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?		X
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			
2b	Were the organization's financial statements audited by an independent accountant?	X	
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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
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?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		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		

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **OPTIMIST INTERNATIONAL FOUNDATION** Employer identification number **23-7102928**

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?

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

 (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).

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2013

332021 09-25-13

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.")	1286883.	1063508.	1172700.	1227820.	1173869.	5924780.
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	1286883.	1063508.	1172700.	1227820.	1173869.	5924780.
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)						16,354.
6 Public support. Subtract line 5 from line 4						5908426.

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	1286883.	1063508.	1172700.	1227820.	1173869.	5924780.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	138,048.	160,090.	157,485.	141,325.	131,449.	728,397.
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.)	6,734.	4,237.	9,498.	4,197.	4,435.	29,101.
11 Total support. Add lines 7 through 10						6682278.
12 Gross receipts from related activities, etc. (see instructions)					12	14,911.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	88.42 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	87.77 %
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"/>		

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

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

Part IV **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).

Lined area for supplemental information.

Name of the organization OPTIMIST INTERNATIONAL FOUNDATION	Employer identification number 23-7102928
----------------------------------------------------------------------	-----------------------------------------------------

Organization type (check one):

- Filers of:** **Section:**
- Form 990 or 990-EZ 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization OPTIMIST INTERNATIONAL FOUNDATION	Employer identification number 23-7102928
------------------------------------------------------------------	-----------------------------------------------------

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>BARBARA MABEE</u> <u>4156 QUAL AVE.</u> <u>SHOW LOW, AZ 85901</u>	\$ <u>37,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<u>JANET D. OORD GRAVES</u> <u>3403 ELM KNOLL STREET</u> <u>SAN ANTONIO, TX 78230</u>	\$ <u>37,841.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	<u>OTTO BREMER FOUNDATION</u> <u>445 MINNESOTA STREET STE 2250</u> <u>ST. PAUL, MN 55101-2161</u>	\$ <u>30,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization OPTIMIST INTERNATIONAL FOUNDATION	Employer identification number 23-7102928
------------------------------------------------------------------	-----------------------------------------------------

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

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

Name of organization OPTIMIST INTERNATIONAL FOUNDATION	Employer identification number 23-7102928
------------------------------------------------------------------	-----------------------------------------------------

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

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

Name of the organization

OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number

23-7102928

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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...?, 6 Did the organization inform all grantees...?

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

Form for Part II Conservation Easements. Includes questions 1-9 regarding purpose, monitoring, and reporting of conservation easements. Includes a table for 'Held at the End of the Tax Year' with rows 2a-2d.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions 1a-1b and 2 regarding reporting of art and historical treasures.

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:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	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	2,294,118.	2,178,071.	2,249,599.	2,191,972.	2,062,697.
b Contributions	149,287.	210,232.	40,596.	176,907.	77,556.
c Net investment earnings, gains, and losses	289,237.	253,302.	191,762.	-48,625.	105,914.
d Grants or scholarships	82,584.	97,487.	53,886.	70,655.	54,195.
e Other expenditures for facilities and programs		250,000.	250,000.		
f Administrative expenses					
g End of year balance	2,650,058.	2,294,118.	2,178,071.	2,249,599.	2,191,972.

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

- a Board designated or quasi-endowment 5.70 %
- b Permanent endowment 71.90 %
- c Temporarily restricted endowment 22.40 %

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:

	Yes	No
(i) unrelated organizations	X	
(ii) related organizations		X
3b		

- (i) unrelated organizations
- (ii) related organizations

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

4 Describe in Part 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		10,993.	10,474.	519.
d Equipment		261,080.	257,786.	3,294.
e Other		26,750.		26,750.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				30,563.

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)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
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) DUE TO MEMBER CLUBS	1,465,916.
(3) GIFT ANNUITIES PAYABLE	255,639.
(4) DUE TO OPTIMIST INTERNATIONAL	164,005.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,885,560.

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	1,786,675.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	366,162.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	1,483.	
e	Add lines 2a through 2d	2e		367,645.
3	Subtract line 2e from line 1	3		1,419,030.
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		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		1,419,030.

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	1,463,826.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		0.
3	Subtract line 2e from line 1	3		1,463,826.
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		1,463,826.

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 V, LINE 4:

EXPLANATION: THE FOUNDATION'S ENDOWMENT CONSISTS OF 46 DONOR-RESTRICTED ENDOWMENTS AND A BOARD-DESIGNATED QUASI-ENDOWMENT. THE DONOR-RESTRICTED ENDOWMENTS HAVE BEEN ESTABLISHED FOR A VARIETY OF PURPOSES BY THE DONORS. THE MAJORITY OF THE DONOR-RESTRICTED ENDOWMENT FUNDS ARE INTENDED TO BE KEPT IN PERPETUITY, WITH THE EARNINGS GENERATED FROM THE INVESTED FUNDS TO BE UTILIZED FOR SCHOLARSHIPS GRANTED TO INDIVIDUALS IN THE UNITED STATES. THE BOARD-DESIGNATED QUASI-ENDOWMENT IS INTENDED TO GENERATE INVESTMENT RETURNS, WHICH ARE ALSO UTILIZED TO FUND SCHOLARSHIPS TO INDIVIDUALS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN VALUE OF CHARITABLE GIFT ANNUITIES AND SPLIT

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2013

Open to Public
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▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number
23-7102928

Part I General Information on Grants and Assistance

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

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OPTIMIST INTERNATIONAL 4494 LINDELL BLVD ST. LOUIS, MO 63108	43-0443279	501(C)(4)	176,264.	0.			CHARITABLE, LITERARY
OPTIMIST CLUB OF DANVILLE, VA 532 MAJOR CT. DANVILLE, VA 24540	54-6074624	501(C)(4)	10,000.	0.			FUND ORATORIAL CONTEST
OPTIMIST CLUB OF SHEBOYGAN, WI P.O. BOX 1231 SHEBOYGAN, WI 53082	39-6057697	501(C)(4)	7,875.	0.			BACK TO SCHOOL SUPPLIES
OPTIMIST CLUB OF WARRENSBURG, MO 16 SE 250TH RD. WARRENSBURG, MO 64093	43-6062794	501(C)(4)	9,135.	0.			HOPE FOR CHRISTMAS
OPTIMIST CLUB OF BUTLER, MO 509 COLLEGE BUTLER, MO 64730	90-0758987	501(C)(4)	9,402.	0.			CHARITABLE, LITERARY
OPTIMIST CLUB OF JENNINGS, LA PO BOX 873 JENNINGS, LA 70546	72-6031426	501(C)(4)	13,360.	0.			CHARITABLE, LITERARY

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

3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2013)

OPTIMIST INTERNATIONAL FOUNDATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OPTIMIST CLUB OF LAKE HAMILTON 244 LAWLER PLACE HOT SPRINGS, AR 71913	51-0212882	501(C)(4)	8,500.	0.			CHARITABLE, LITERARY
OPTIMIST CLUB OF MINOT, ND PO BOX 2072 MINOT, ND 58702	42-0347244	501(C)(4)	52,000.	0.			CHARITABLE, LITERARY
OPTIMIST CLUB OF PERRYVILLE, MO 1600 CHEROKEE COURT PERRYVILLE, MO 63775	43-6052355	501(C)(4)	6,475.	0.			CHARITABLE, LITERARY
OPTIMIST CLUB OF RANCHO MURIETA	68-0324227	501(C)(4)	11,500.	0.			CHARITABLE, LITERARY
OPTIMIST CLUB OF TOPEKA 1611 NW 59TH TERRACE TOPEKA, KS 66618	48-6116750	501(C)(4)	14,980.	0.			CHARITABLE, LITERARY
OPTIMIST CLUB OF DENVER 3015 S. BELLAIRE ST. DENVER, CO 80222	51-0200090	501(C)(4)	10,100.	0.			CHARITABLE, LITERARY
OPTIMIST CLUB OF PLATTE COUNTY, MO PO BOX 901397 KANSAS CITY, MO 64190	43-1689469	501(C)(4)	7,000.	0.			CHARITABLE, LITERARY

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
ORATORICAL SCHOLARSHIPS	85	1,89,500.	0.		
CCDHH SCHOLARSHIPS	29	44,634.	0.		
ESSAY CONTEST SCHOLARSHIPS	39	96,200.	0.		

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

EXPLANATION: THE FOUNDATION MONITORS THE CLUB GRANT PROGRAM ON A PERIODIC

BASIS. A FINAL PROJECT COMPLETION FORM HAS BEEN DEVELOPED BY THE

FOUNDATION AND IS PROVIDED TO EACH CLUB. THE FORM REQUIRES THE CLUBS TO

DOCUMENT THE TOTAL AMOUNTS OF AND UTILIZATION OF HOW THE GRANT FUNDS WERE

SPENT. THE COMPLETION FORMS ARE REVIEWED BY THE FOUNDATION STAFF ON A

MONTHLY BASIS, TO ENSURE THAT FUNDS WERE UTILIZED FOR THE VARIOUS

CHARITABLE, LITERARY AND EDUCATIONAL PURPOSES AS DEFINED BY THE CLUB GRANT

PROGRAM. FOR CLUBS THAT ARE DELINQUENT IN TURNING IN THE COMPLETION FORMS,

Part IV Supplemental Information

THE FOUNDATION WILL NOT AWARD ADDITIONAL GRANTS UNTIL ALL PAST DUE COMPLETION FORMS HAVE BEEN RECEIVED FROM THE CLUB. FOR GRANTS MADE TO OPTIMIST INTERNATIONAL, THE FOUNDATION MONITORS THE UTILIZATION OF THE GRANT FUNDS VIA A JOINT MEETING OF THE FOUNDATION'S BOARD OF DIRECTORS AND THE OPTIMIST INTERNATIONAL BOARD OF DIRECTORS ON AN ANNUAL BASIS. AT THE JOINT BOARD MEETING, OPTIMIST INTERNATIONAL PROVIDES A HIGH LEVEL SUMMARY OF THE PROGRAM ACTIVITIES THAT IT HAS CONDUCTED FOR THE CURRENT YEAR, AS WELL AS THE PLANNED ACTIVITIES FOR FUTURE PERIODS. SCHOLARSHIPS ARE AWARDED TO ELIGIBLE INDIVIDUALS IN THE UNITED STATES ON AN ANNUAL BASIS. THE SCHOLARSHIPS ARE AWARDED BASED ON CRITERIA ESTABLISHED BY OPTIMIST INTERNATIONAL. INDIVIDUALS SUBMIT AN APPLICATION FOR A SCHOLARSHIP, AND THE AWARDS ARE MADE ON AN ANNUAL BASIS BY THE MEMBERS OF THE OPTIMIST INTERNATIONAL DISTRICT REPRESENTATIVES ON BEHALF OF THE FOUNDATION. THE SCHOLARSHIPS AWARDED TO INDIVIDUALS ARE ONLY PAID WHEN THE INDIVIDUAL PROVIDES CERTIFICATION OF ADMISSION TO AN EDUCATIONAL INSTITUTION. THE FOUNDATION MAKES THE PAYMENT ON BEHALF OF THE STUDENT DIRECTLY TO THE EDUCATIONAL INSTITUTION.

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

2013

Open to Public
Inspection

Name of the organization

OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number
23-7102928

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

OPTIMIST INTERNATIONAL FOUNDATION WAS INCORPORATED TO SOLICIT AND
RECEIVE GIFTS OF MONEY AND PROPERTY TO BE USED FOR THE FURTHERANCE OF
THE CHARITABLE AND EDUCATIONAL EFFORTS OF OPTIMIST INTERNATIONAL.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THE OPTIMIST INTERNATIONAL FOUNDATION, INCORPORATED IN FEBRUARY 1971,
IS A FOUNDATION AND CHARITABLE CORPORATION ESTABLISHED FOR THE GENERAL
PURPOSE OF SOLICITING AND RECEIVING GIFTS, DONATIONS AND BEQUESTS OF
MONEY AND PROPERTY TO BE USED FOR THE FURTHERANCE OF THE CHARITABLE AND
EDUCATIONAL EFFORTS AND ACTIVITIES OF OPTIMIST INTERNATIONAL. THE
FOUNDATION ALSO ACTS AS A CUSTODIAN AND INVESTMENT MANAGER FOR VARIOUS
FUNDS THAT HAVE BEEN DONATED TO OR ACCUMULATED BY OPTIMIST
INTERNATIONAL CLUBS. THE FOUNDATION SUPPORTS OPTIMIST INTERNATIONAL
PROGRAMS.

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

YOUTH CLUB PROGRAMS: SCHOLARSHIPS TO SUPPORT YOUTH CLUB PROGRAMS AND
ACTIVITIES. TOTAL EXPENSES FOR THE YEAR ENDED SEPTEMBER 30, 2014,
AMOUNTED TO \$85,000, ALL OF WHICH WERE SCHOLARSHIPS MADE TO INDIVIDUALS
LIVING INSIDE THE UNITED STATES.

ESSAY CONTEST SCHOLARSHIPS PROGRAM: AN ANNUAL COMPETITION FOR HIGH
SCHOOL STUDENTS WITH OVER 25,000 ENTRANTS. SCHOLARSHIPS ARE AWARDED TO
INDIVIDUALS LIVING IN THE UNITED STATES. TOTAL EXPENSES FOR THE YEAR
ENDED SEPTEMBER 30, 2014, AMOUNTED TO \$96,200, ALL OF WHICH WERE

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

OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number
23-7102928

SCHOLARSHIPS.

COMMUNICATIONS CONTEST FOR THE DEAF AND HARD OF HEARING SCHOLARSHIPS PROGRAM (CCDHH): A PROGRAM THAT AWARDS SCHOLARSHIPS TO DISTRICT WINNERS. SCHOLARSHIPS ARE AWARDED TO EACH INDIVIDUAL WINNER AND ARE PAYABLE UPON RECEIPT OF THE CORRECT PAPERWORK FROM AN INSTITUTION OF HIGHER LEARNING. TOTAL EXPENSES FOR THE YEAR ENDED SEPTEMBER 30, 2014, AMOUNTED TO \$44,634, ALL OF WHICH WERE SCHOLARSHIPS MADE TO INDIVIDUALS.

EXPENSES \$ 225,834. INCLUDING GRANTS OF \$ 225,834. REVENUE \$ 0.

SCHEDULE R

EXPLANATION: OPTIMIST INTERNATIONAL FOUNDATION (THE FOUNDATION) IS AFFILIATED WITH OPTIMIST INTERNATIONAL (THE ORGANIZATION), WHICH IS A SEPARATE 501(C)(4) ENTITY. THE FOUNDATION AND THE ORGANIZATION HAVE SEPARATE GOVERNING BODIES AND SEPARATE OFFICERS. HOWEVER, THE FOUNDATION WAS ESTABLISHED IN PRIOR YEARS TO COLLECT CONTRIBUTIONS FROM THE GENERAL PUBLIC AND ESTABLISH PROGRAM SERVICES THAT FURTHER EXECUTE THE ORGANIZATION'S CHARITABLE AND LITERARY ACTIVITIES. THE FOUNDATION UTILIZES THE ORGANIZATION TO PROCESS PAYROLL TRANSACTIONS ON ITS BEHALF. WHILE THE FOUNDATION DOES EMPLOY FIVE INDIVIDUALS (INCLUDING THE EXECUTIVE DIRECTOR OF THE FOUNDATION), ALL REQUIRED PAYROLL FILINGS (W-2, W-3, 941) ARE FILED BY THE ORGANIZATION UNDER THE ORGANIZATION'S FEDERAL EMPLOYER IDENTIFICATION NUMBER. THE FOUNDATION REIMBURSES THE ORGANIZATION FOR 100% OF THE PAYROLL COSTS INCURRED FOR THESE FOUR EMPLOYEES, WHICH AMOUNTED TO \$320,837 FOR THE YEAR ENDED SEPTEMBER 30, 2014. TWO OF THE FOUNDATIONS FORMER EMPLOYEES ARE PARTICIPANTS IN A DEFINED BENEFIT PENSION PLAN SPONSORED BY THE ORGANIZATION. ONE OF THE

Name of the organization

OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number

23-7102928

FORMER EMPLOYEES, WHO WAS THE FORMER EXECUTIVE DIRECTOR OF THE FOUNDATION, IS CURRENTLY RECEIVING BENEFIT PAYMENTS FROM THE PLAN (THE FREQUENCY AND AMOUNT OF WHICH ARE DETERMINED ACCORDING TO THE PLAN DOCUMENT). ON AN ANNUAL BASIS, THE FOUNDATION MAKES A PAYMENT TO THE ORGANIZATION RELATED TO THE PLAN. THE AMOUNT OF THE PAYMENT FROM THE FOUNDATION TO THE ORGANIZATION IS A PRO-RATA CALCULATION OF THE TOTAL CONTRIBUTION MADE TO THE PLAN BY THE ORGANIZATION FOR THE YEAR. FOR THE YEAR ENDED SEPTEMBER 30, 2014, THIS AMOUNT WAS \$18,108. THE FOUNDATION HOLDS A LONG TERM NOTE RECEIVABLE FROM THE ORGANIZATION. DURING THE CURRENT FISCAL YEAR, TOTAL REPAYMENTS OF INTEREST AND PRINCIPAL ON THE LOAN FROM THE ORGANIZATION TO THE FOUNDATION AMOUNTED TO \$60,602. ON A PERIODIC BASIS, THE ORGANIZATION ADVANCES OPERATING FUNDS TO THE FOUNDATION.

FORM 990, PART IV, QUESTIONS 14, 15 AND 16

EXPLANATION: THE FOUNDATION HAS A RELATIONSHIP WITH AN ORGANIZATION BASED IN CANADA - THE OPTIMIST INTERNATIONAL FOUNDATION OF CANADA (CANADIAN FOUNDATION). THE CANADIAN FOUNDATION IS A SEPARATE LEGAL ENTITY, AND HAS A SEPARATE BOARD OF DIRECTORS. THERE ARE NO COMMON BOARD MEMBERS BETWEEN THE FOUNDATION AND THE CANADIAN FOUNDATION. SEVERAL YEARS AGO, THE FOUNDATION ADVANCED FUNDS TO THE CANADIAN FOUNDATION TO COVER CERTAIN OPERATING COSTS. THIS AMOUNT HAS BEEN RECORDED ON THE FOUNDATION'S FINANCIAL STATEMENTS AS A RECEIVABLE. NO FORMAL REPAYMENT AGREEMENT EXISTS, HOWEVER THE CANADIAN FOUNDATION HAS BEEN MAKING PAYMENTS TO THE FOUNDATION ON A PERIODIC BASIS TO REDUCE THE AMOUNT OF THE ADVANCE. THE TOTAL AMOUNT DUE FROM THE CANADIAN FOUNDATION AT SEPTEMBER 30, 2014 AMOUNTED TO \$16,680.

Name of the organization OPTIMIST INTERNATIONAL FOUNDATION	Employer identification number 23-7102928
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FORM 990, PART VI, SECTION A, LINE 3:

EXPLANATION: THE FOUNDATION HAS OUTSOURCED THE ACCOUNTING FUNCTION TO OPTIMIST INTERNATIONAL, WHICH IS A SEPARATE EXEMPT ORGANIZATION. THE FOUNDATION'S ACCOUNTING ACTIVITIES ARE PERFORMED BY CONNIE PELLOCK AND MICHELLE HAYES AT OPTIMIST INTERNATIONAL. UTILIZING INFORMATION PREPARED BY OPTIMIST INTERNATIONAL, THE FOUNDATION'S EXECUTIVE DIRECTOR AND THE BOARD OF DIRECTORS MONITOR THE ACCOUNTING ACTIVITY AND FINANCIAL PERFORMANCE OF THE FOUNDATION ON A PERIODIC BASIS.

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

EXPLANATION: THE ORGANIZATION DOES NOT CURRENTLY HAVE ANY FORMAL COMMITTEES OF THE BOARD OF DIRECTORS THAT HAVE THE AUTHORITY TO ACT ON BEHALF OF THE BOARD OF DIRECTORS.

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

EXPLANATION: THE FORM 990 IS REVIEWED BY MANAGEMENT AND PROVIDED TO THE BOARD OF DIRECTORS FOR REVIEW AND APPROVAL AT A REGULARLY SCHEDULED MONTHLY BOARD MEETING. AFTER REVIEW AND APPROVAL BY THE BOARD OF DIRECTORS, THE FORM 990 IS FILED WITH THE IRS BY MANAGEMENT.

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

EXPLANATION: BOARD MEMBERS ANNUALLY REVIEW A LIST OF VENDORS AND SUPPLIERS TO DETERMINE CONFLICTS OF INTEREST.

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

EXPLANATION: THE BOARD OF DIRECTORS APPROVED THE SALARY OF THE FOUNDATION'S CURRENT EXECUTIVE DIRECTOR BASED ON COMPARISONS FOR SIMILAR POSITIONS IN

Name of the organization

OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number

23-7102928

SIMILAR NOT-FOR-PROFIT ORGANIZATIONS. THE COMPARATIVE INFORMATION WAS ACCUMULATED BY THE FOUNDATION DURING THE SEARCH FOR A NEW EXECUTIVE DIRECTOR IN A PRIOR YEAR. ON AN ANNUAL BASIS, THE BOARD OF DIRECTORS REVIEWS THE EXECUTIVE DIRECTOR'S PERFORMANCE TO DETERMINE IF A CHANGE IN COMPENSATION IS WARRANTED. THE FOUNDATION DOES NOT HAVE ANY KEY EMPLOYEES OR HIGHLY COMPENSATED EMPLOYEES OTHER THAN THE EXECUTIVE DIRECTOR.

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

EXPLANATION: THE VARIOUS DOCUMENTS ARE AVAILABLE UPON WRITTEN REQUEST ADDRESSED TO THE FOUNDATION'S OFFICE.

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

CHANGE IN VALUE OF CHARITABLE GIFT ANNUITIES AND SPLIT

INTEREST AGREEMENTS

1,483.

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

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) OPTIMIST INTERNATIONAL	B	176,264.COST	
(2) OPTIMIST INTERNATIONAL	D	60,609.CARRYING VALUE	
(3) OPTIMIST INTERNATIONAL	O	296,292.COST	
(4) OPTIMIST INTERNATIONAL	N	2,614.COST	
(5)			
(6)			

