

Form **990**

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

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

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		D Employer identification number	
	VISIONSPRING, INC.		31-1811558	
	Doing Business As			
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone number	
322 EIGHTH AVENUE	201	212-375-2599		
City, town, or post office, state, and ZIP code		G Gross receipts \$		
NEW YORK, NY 10001		3,036,527.		
F Name and address of principal officer: KEVIN HASSEY SAME AS C ABOVE		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No		
		If "No," attach a list. (see instructions)		
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		H(c) Group exemption number ▶		
J Website: WWW.VISIONSPRING.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: 2001 M State of legal domicile: NY		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>TO ENSURE THAT EVERYONE IN THE DEVELOPING WORLD HAS ACCESS TO AFFORDABLE EYEGLASSES.</u>
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3 Number of voting members of the governing body (Part VI, line 1a) 3 9
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 9
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 9
	6 Total number of volunteers (estimate if necessary) 6 15
	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.	

		Prior Year	Current Year
		8 Contributions and grants (Part VIII, line 1h)	1,435,428.
9 Program service revenue (Part VIII, line 2g)	0.	0.	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,272.	183.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	230,043.	396,306.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,666,743.	2,301,512.	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	414,433.	471,459.	
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)	785,903.	1,129,812.	
16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.	
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 286,284.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	480,810.	697,076.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,681,146.	2,298,347.	
19 Revenue less expenses. Subtract line 18 from line 12	-14,403.	3,165.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 1,425,344.	End of Year 1,404,442.
	21 Total liabilities (Part X, line 26)	162,743.	220,937.
	22 Net assets or fund balances. Subtract line 21 from line 20	1,262,601.	1,183,505.

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
	▶ NIRA JETHANI, DIRECTOR OF FINANCE & ADMIN. Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	GARRETT M. HIGGINS, CPA	GARRETT M. HIGGINS,	11/15/13		P00543209
	Firm's name ▶ O'CONNOR DAVIES, LLP	Firm's EIN ▶ 27-1728945			
Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022					Phone no. (212) 286-2600

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 to any question in this Part III [X]

1 Briefly describe the organization's mission: FOR MANY IN THE DEVELOPING WORLD, THE LACK OF ACCESS TO AFFORDABLE EYEGLASSES LEADS TO THE UNNECESSARY LOSS OF EDUCATIONAL AND EMPLOYMENT OPPORTUNITIES. (CONTINUED ON 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 \$ 471,459. including grants of \$ 471,459.) (Revenue \$) INDIA THE CURRENT ESTIMATE OF THE MARKET FOR EYEGLASSES IN INDIA IS APPROXIMATELY 300 MILLION PEOPLE, 75% OF WHOM ARE LIVING WITH UNCORRECTED VISION DESPITE ONLY NEEDING A PAIR OF GLASSES AND OVER HALF OF WHOM COULD HAVE THEIR VISION RESTORED WITH A PAIR OF READING GLASSES. INDIA HAS AN EXTENSIVE NETWORK OF EYE HOSPITALS, BUT VERY FEW OF THEM ADEQUATELY ADDRESS THE NEED FOR AFFORDABLE EYEGLASSES. AS VISIONSPRING BEGAN ADAPTING OUR HUB-AND-SPOKE APPROACH FOR THE INDIAN MARKET IT SOON BECAME CLEAR THAT THE MOST EFFECTIVE STRATEGY WOULD BE TO COLLABORATE WITH LOCAL EYE HOSPITALS BY LOCATING OUR OPTICAL-SHOP "HUB" AT A HOSPITAL OR SURGERY CENTER, TRANSFERRING OUR KNOWLEDGE AND EXPERTISE TO ENHANCE HOSPITAL SERVICES, AND CAPITALIZING ON THE

4b (Code:) (Expenses \$ 981,968. including grants of \$) (Revenue \$ 339,809.) EL SALVADOR BEGINNING IN EARLY 2010, THE VISIONSPRING EL SALVADOR TEAM EXPANDED ITS PRODUCT OFFERING AND SERVICES TO INCLUDE PRESCRIPTION EYEGLASSES IN THE URBAN AND PERI-URBAN AREAS OF EL SALVADOR. IN ORDER TO MORE EFFECTIVELY DISTRIBUTE OUR COMPREHENSIVE EYE CARE PRODUCTS AND SERVICES, WE OPENED OUR FIRST OPTICAL STORES IN SANTA ANA AND SAN SALVADOR IN LATE 2010. THE OPTICAL STORES STAFF AN ON-SITE OPTOMETRIST TO PERFORM REFRACTION EXAMINATIONS AND PRESCRIBE EYEGLASSES FOR A RANGE OF REFRACTIVE ERROR NEEDS. FAVORABLE MARKET RESPONSE LED VISIONSPRING TO SCALE AN ADDITIONAL URBAN OPTICAL SHOP IN SAN MIGUEL IN MARCH 2011, FOLLOWED BY TWO SATELLITE STORES IN SONSONATE AND AHUACHAP'N, WHICH LEVERAGE RESOURCES FROM THE THREE LARGER FORMAT STORES. IN 2012,

4c (Code:) (Expenses \$ 245,044. including grants of \$) (Revenue \$) PARTNERSHIP WITH BRAC AND OTHER NON-GOVERNMENT ORGANIZATIONS (NGO'S) IN 2008, VISIONSPRING PARTNERED WITH BRAC, THE WORLD'S LARGEST NGO, TO LAUNCH READING GLASSES FOR IMPROVED LIVELIHOODS PROGRAM AMONG UNDESERVED COMMUNITIES IN BANGLADESH. TODAY THERE ARE OVER 10,000 BRAC FEMALE COMMUNITY HEALTH WORKERS EDUCATING THEIR NEIGHBORS ABOUT PROPER EYE CARE, CONDUCTING VISION SCREENINGS, AND DISPENSING READING GLASSES. THROUGH THE BRAC PARTNERSHIP PROGRAM, VISIONSPRING SOLD 142,000 PAIRS OF GLASSES IN 2012 AS COMPARED TO 118,000 PAIRS OF GLASSES SOLD IN 2011.

INCORPORATING THE LESSONS LEARNED THROUGH OUR PROGRAMS IN INDIA, EL SALVADOR, AND BANGLADESH, VISIONSPRING HAS SYSTEMATIZED A PARTNERSHIP

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

4e Total program service expenses 1,698,471.

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

Input box for Schedule O response

Main table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, 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 to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include questions about voting members, family relationships, management delegation, significant changes, asset diversion, members/stockholders, and meeting documentation.

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

Table with 3 columns: Question, Yes, No. Rows include questions about local chapters, written policies, Form 990 distribution, conflict of interest policy, whistleblower policy, document retention, compensation review, and joint venture investments.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed NY
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.
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: NIRA JETHANI, DTR. FINANCE & ADMINISTRATION - 212-375-2599 322 EIGHTH AVENUE, SUITE 201, NEW YORK, NY 10001

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (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) READE FAHS CHAIRMAN	1.00	X		X				0.	0.	0.
(2) J. DAVID CHUTE DIRECTOR	1.00	X						0.	0.	0.
(3) MARYBETH DEE DIRECTOR	1.00	X						0.	0.	0.
(4) CYNTHIA LEVINE DIRECTOR	1.00	X						0.	0.	0.
(5) SETH L. ROSEN DIRECTOR UNTIL 12/15/12	1.00	X						0.	0.	0.
(6) NANCY ROSENWEIG DIRECTOR	1.00	X						0.	0.	0.
(7) SHAINOOR KHOJA DIRECTOR	1.00	X						0.	0.	0.
(8) CHARLES DEGUNZBERG DIRECTOR	1.00	X						0.	0.	0.
(9) BRIAN TRELSTAD DIRECTOR	1.00	X						0.	0.	0.
(10) P. JAMES BRADY DIRECTOR	1.00	X						0.	0.	0.
(11) DR. JORDAN KASSALOW CO-CHAIR	35.00			X				150,000.	0.	0.
(12) KEVIN HASSEY CHIEF EXECUTIVE OFFICER	40.00			X				120,000.	0.	12,362.
(13) PETER ELIASSEN CHIEF OPERATING OFFICER	40.00			X				121,000.	0.	5,027.

Part VIII Statement of Revenue

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

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 21,016.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 175,605.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 1,708,402.				
	g Noncash contributions included in lines 1a-1f: \$	14,259.				
	h Total. Add lines 1a-1f	▶ 1,905,023.				
	Program Service Revenue	2 a	Business Code			
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)	▶▶▶	183.		183.	
	4 Income from investment of tax-exempt bond proceeds	▶▶▶				
	5 Royalties	▶▶▶				
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)	▶				
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)	▶				
	8 a Gross income from fundraising events (not including \$ 21,016. of contributions reported on line 1c). See Part IV, line 18	a	5,160.			
		b Less: direct expenses	b 1,714.			
c Net income or (loss) from fundraising events		▶ 3,446.			3,446.	
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	1,073,110.				
	b Less: cost of goods sold	b 733,301.				
	c Net income or (loss) from sales of inventory	▶ 339,809.	339,809.			
Miscellaneous Revenue		Business Code				
11 a OTHER INCOME		900099	53,051.		53,051.	
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d	▶ 53,051.				
12 Total revenue. See instructions.	▶▶▶	2,301,512.	339,809.	0.	56,680.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	471,459.	471,459.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	408,389.	264,416.	47,354.	96,619.
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	586,147.	430,889.	48,494.	106,764.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	10,213.	6,173.	2,663.	1,377.
9 Other employee benefits	73,537.	51,849.	14,293.	7,395.
10 Payroll taxes	51,526.	31,146.	13,432.	6,948.
11 Fees for services (non-employees):				
a Management				
b Legal	1,533.	1,533.		
c Accounting	62,063.		62,063.	
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.)	92,432.	90,632.	101.	1,699.
12 Advertising and promotion	25,309.	19,858.	1,703.	3,748.
13 Office expenses	119,082.	87,269.	18,605.	13,208.
14 Information technology	18,905.		18,905.	
15 Royalties				
16 Occupancy	86,499.	55,168.	16,081.	15,250.
17 Travel	147,991.	112,714.	24,493.	10,784.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	9,800.			9,800.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	31,388.	19,721.	11,667.	
23 Insurance	4,668.		4,668.	
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 SUBCONTRACTORS	87,920.	48,505.	27,332.	12,083.
b MISCELLANEOUS	5,134.	2,787.	1,738.	609.
c BAD DEBT	4,352.	4,352.		
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	2,298,347.	1,698,471.	313,592.	286,284.
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 to any question in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	383,487.	1	815,754.	
	2 Savings and temporary cash investments	233,723.	2	5,322.	
	3 Pledges and grants receivable, net	397,950.	3	156,420.	
	4 Accounts receivable, net	182,435.	4	136,517.	
	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				7
	8 Inventories for sale or use	101,625.	8	108,215.	
	9 Prepaid expenses and deferred charges	9,352.	9	27,409.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 222,038.			
	b Less: accumulated depreciation	10b 86,923.	100,310.	10c	135,115.
	11 Investments - publicly traded securities				11
	12 Investments - other securities. See Part IV, line 11				12
	13 Investments - program-related. See Part IV, line 11				13
	14 Intangible assets				14
	15 Other assets. See Part IV, line 11	16,462.	15	19,690.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,425,344.	16	1,404,442.		
Liabilities	17 Accounts payable and accrued expenses	154,118.	17	201,781.	
	18 Grants payable				18
	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	8,625.	23	19,156.	
	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				25
	26 Total liabilities. Add lines 17 through 25	162,743.	26	220,937.	
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	65,357.	27	153,437.	
	28 Temporarily restricted net assets	1,197,244.	28	1,030,068.	
	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	1,262,601.	33	1,183,505.	
34 Total liabilities and net assets/fund balances	1,425,344.	34	1,404,442.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,301,512.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,298,347.
3	Revenue less expenses. Subtract line 2 from line 1	3	3,165.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,262,601.
5	Net unrealized gains (losses) on investments	5	-17.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-82,244.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,183,505.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? 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		

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization
VISIONSPRING, INC.

Employer identification number
31-1811558

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?

	Yes	No
(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?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
 - h Provide the following information about the supported organization(s).

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1,605,053.	2,274,839.	1,222,995.	1,424,249.	1,905,023.	8,432,159.
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	1,605,053.	2,274,839.	1,222,995.	1,424,249.	1,905,023.	8,432,159.
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)						2,972,132.
6 Public support. Subtract line 5 from line 4.						5,460,027.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	1,605,053.	2,274,839.	1,222,995.	1,424,249.	1,905,023.	8,432,159.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,084.	3,163.	1,435.	9,072.	183.	17,937.
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.)	16,394.	3,883.	8,263.	11,550.	53,051.	93,141.
11 Total support. Add lines 7 through 10						8,543,237.
12 Gross receipts from related activities, etc. (see instructions)					12	2,307,026.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	63.91	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	58.03	%
16a 33 1/3% support test - 2012. 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 - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

VISIONSPRING, INC.

Employer identification number

31-1811558

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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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) (2012)

Name of organization VISIONSPRING, INC.	Employer identification number 31-1811558
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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	<hr/> <hr/> <hr/> <hr/>	\$ <u>25,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<hr/> <hr/> <hr/> <hr/>	\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<hr/> <hr/> <hr/> <hr/>	\$ <u>100,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<hr/> <hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	<hr/> <hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	<hr/> <hr/> <hr/> <hr/>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization VISIONSPRING, INC.	Employer identification number 31-1811558
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<hr/> <hr/> <hr/> <hr/>	\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	<hr/> <hr/> <hr/> <hr/>	\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	<hr/> <hr/> <hr/> <hr/>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	<hr/> <hr/> <hr/> <hr/>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	<hr/> <hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	<hr/> <hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization VISIONSPRING, INC.	Employer identification number 31-1811558
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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
13		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization VISIONSPRING, INC.	Employer identification number 31-1811558
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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
19		\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21		\$ 10,339.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization VISIONSPRING, INC.	Employer identification number 31-1811558
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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
25		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26		\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29		\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization VISIONSPRING, INC.	Employer identification number 31-1811558
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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
31		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
32		\$ 25,030.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
33		\$ 51,380.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
34		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36		\$ 138,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization VISIONSPRING, INC.	Employer identification number 31-1811558
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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
37	<hr/> <hr/> <hr/> <hr/>	\$ <u>7,848.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38	<hr/> <hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39	<hr/> <hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
40	<hr/> <hr/> <hr/> <hr/>	\$ <u>175,605.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
41	<hr/> <hr/> <hr/> <hr/>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
42	<hr/> <hr/> <hr/> <hr/>	\$ <u>229,553.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization VISIONSPRING, INC.	Employer identification number 31-1811558
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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
43	<hr/> <hr/> <hr/> <hr/>	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
44	<hr/> <hr/> <hr/> <hr/>	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
45	<hr/> <hr/> <hr/> <hr/>	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
46	<hr/> <hr/> <hr/> <hr/>	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
47	<hr/> <hr/> <hr/> <hr/>	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization VISIONSPRING, INC.	Employer identification number 31-1811558
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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 VISIONSPRING, INC.	Employer identification number 31-1811558
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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)

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. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

VISIONSPRING, INC.

Employer identification number

31-1811558

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).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

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:
- | | 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					
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:
- | | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		24,209.	3,119.	21,090.
d Equipment		174,877.	68,598.	106,279.
e Other		22,952.	15,206.	7,746.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				135,115.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows 1-10.

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

Table with 2 columns: (a) Description, (b) Book value. Rows 1-10.

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

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes, rows 2-11 are blank.

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

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

1	Total revenue, gains, and other support per audited financial statements	1	3,324,188.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-17.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	1,494,152.
e	Add lines 2a through 2d	2e	1,494,135.
3	Subtract line 2e from line 1	3	1,830,053.
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	471,459.
c	Add lines 4a and 4b	4c	471,459.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	2,301,512.

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

1	Total expenses and losses per audited financial statements	1	3,231,093.
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	1,404,205.
e	Add lines 2a through 2d	2e	1,404,205.
3	Subtract line 2e from line 1	3	1,826,888.
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	471,459.
c	Add lines 4a and 4b	4c	471,459.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	2,298,347.

Part XIII Supplemental Information

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

PART X, LINE 2: THE ORGANIZATION RECOGNIZES THE EFFECT OF INCOME TAX

POSITIONS ONLY WHEN THEY ARE MORE LIKELY THAN NOT TO BE SUSTAINED.

MANAGEMENT HAS DETERMINED THAT THE ORGANIZATION HAD NO UNCERTAIN TAX

POSITIONS THAT WOULD REQUIRE FINANCIAL STATEMENT RECOGNITION. THE

ORGANIZATION IS NO LONGER SUBJECT TO EXAMINATIONS BY THE APPLICABLE TAXING

JURISDICTIONS FOR THE PERIODS PRIOR TO 2009.

Part XIII Supplemental Information (continued)

PART XI, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD REPORTED ON PART VIII, LINE 10B	733,301.
REVENUE ATTRIBUTABLE TO RELATED ORGANIZATION	760,851.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	1,494,152.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

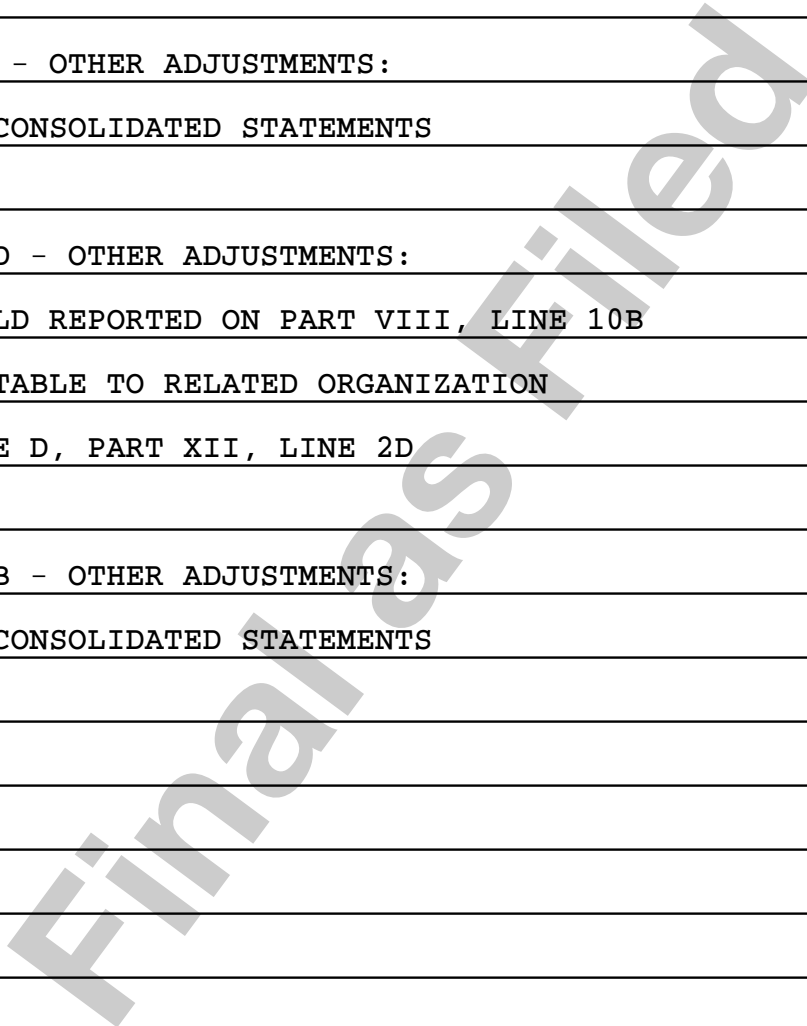
ELIMINATIONS ON CONSOLIDATED STATEMENTS	471,459.
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PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD REPORTED ON PART VIII, LINE 10B	733,301.
EXPENSES ATTRIBUTABLE TO RELATED ORGANIZATION	670,904.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	1,404,205.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

ELIMINATIONS ON CONSOLIDATED STATEMENTS	471,459.
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**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization: **VISIONSPRING, INC.** Employer identification number: **31-1811558**

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
SOUTH ASIA	0	0	GRANTS TO RECIPIENTS		471,459.
CENTRAL AMERICA AND THE CARIBBEAN	5	37	PROGRAM SERVICES	PROVIDES EYEGLASSES AND EYEWEAR PRODUCTS THROUGH OPTICAL SHOPS, AS WELL AS VISION CAMPAIGNS IN	1,476,938.
SOUTH ASIA	2	67	PROGRAM SERVICES	THROUGH PARTNERSHIPS WITH ORGANIZATIONS, THE ORGANIZATION DISPENSES READING GLASSES.	190,648.
					0.
3 a Sub-total	7	104			2,139,045.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	7	104			2,139,045.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule F (Form 990) 2012
SEE PART V FOR COLUMN (E) DESCRIPTIONS

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SOUTH ASIA - AFGHANISTAN, BANGLADESH,	TO SUPPORT THE TRAINING OF COMMUNITY HEALTH WORKERS IN INDIA AND LOCAL	471,459.	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 **1**

3 Enter total number of other organizations or entities **0**

SEE PART V FOR COLUMN (D) DESCRIPTIONS

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Final as Filed

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) 2012

Final as Filed

Part V Supplemental Information

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

SCHEDULE F, PART I, LINE 2: GRANT FUNDING IS PROVIDED TO THE VISIONSPRING OPERATIONS IN EL SALVADOR AND IN INDIA. AT THE BEGINNING OF EACH YEAR, THE PROGRAMS IN EL SALVADOR AND INDIA OUTLINE THEIR FINANCIAL NEEDS FOR THE NEXT CALENDAR YEAR AND SUBMIT GRANT REQUESTS TO THE NY OFFICE. EACH PROGRAM OFFICE IS REQUIRED TO JUSTIFY THEIR GRANTS WITH INVOICES, PROJECTIONS, AND PURPOSE. THE REQUESTS GO THROUGH THE CHIEF OPERATING OFFICER AND CHIEF EXECUTIVE OFFICER FOR REVIEW AND APPROVAL. GRANT FUNDING REQUESTS ARE THEN REVIEWED BY THE BOARD OF DIRECTORS IN CONCERT WITH ANNUAL BUDGET REVIEW AND APPROVAL PROCESS. ONCE BOARD APPROVAL IS OBTAINED, FUNDING ALLOCATIONS FOR THE NY, INDIA AND EL SALVADOR PROGRAMS ARE DEFINED AND CONSTITUTE THE GRANT RESOURCES. ALL INCOME AND EXPENSE TRANSACTIONS ARE RECORDED IN THE BOOKS AND RECORDS OF THE ORGANIZATION IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PROCEDURES.

PART I, LINE 3, COLUMN (E):

REGION: CENTRAL AMERICA AND THE CARIBBEAN

(E) SPECIFIC TYPES OF SERVICES IN REGION: PROVIDES EYEGLASSES AND EYEWEAR PRODUCTS THROUGH OPTICAL SHOPS, AS WELL AS VISION CAMPAIGNS IN RURAL AREAS OF THE COUNTRY.

PART II, COLUMN (D):

REGION: SOUTH ASIA - AFGHANISTAN, BANGLADESH,

(D) PURPOSE OF GRANT: TO SUPPORT THE TRAINING OF COMMUNITY HEALTH WORKERS IN INDIA AND LOCAL TRAVEL.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization <p align="center">VISIONSPRING, INC.</p>	Employer identification number <p align="center">31-1811558</p>
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Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | |
|---|---|
| <p>a <input type="checkbox"/> Mail solicitations</p> <p>b <input type="checkbox"/> Internet and email solicitations</p> <p>c <input type="checkbox"/> Phone solicitations</p> <p>d <input type="checkbox"/> In-person solicitations</p> | <p>e <input type="checkbox"/> Solicitation of non-government grants</p> <p>f <input type="checkbox"/> Solicitation of government grants</p> <p>g <input type="checkbox"/> Special fundraising events</p> |
|---|---|

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total				▶		

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

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		ONE MILLION LIVES CELEBR (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	26,176.			26,176.
	2 Less: Contributions	21,016.			21,016.
	3 Gross income (line 1 minus line 2)	5,160.			5,160.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	1,714.			1,714.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(1,714)
	11 Net income summary. Combine line 3, column (d), and line 10				3,446.

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

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

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

Name ► _____

Address ► _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.

c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

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

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.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

VISIONSPRING, INC.

Employer identification number

31-1811558

FORM 990, PART III, LINE 1

ORGANIZATION'S MISSION OR MOST SIGNIFICANT ACTIVITIES (CONTINUED)

FOUNDED IN 2001 BY DR. JORDAN KASSALOW, VISIONSPRING ADDRESSES A

CRITICAL NEED BY PROVIDING ACCESS TO HIGH-QUALITY, AFFORDABLE, AND

CULTURALLY APPROPRIATE OPTICAL GOODS AND SERVICES TO THOSE LIVING IN

HARD TO REACH, LOW-INCOME COMMUNITIES. SINCE 2001, VISIONSPRING HAS

GROWN INTO A GLOBALLY RECOGNIZED SOCIAL ENTERPRISE THAT HAS REACHED

MORE THAN 1,000,000 INDIVIDUALS WITH READING AND PRESCRIPTION GLASSES.

WE INCORPORATED SUCCESSFUL ELEMENTS OF THE VISION-ENTREPRENEUR MODEL

INTO A HUB-AND-SPOKE APPROACH, IN WHICH VISIONSPRING'S OPTICAL SHOPS

OPERATE AS HUBS AND VISION ENTREPRENEURS ACT LIKE SPOKES EXTENDING INTO

SURROUNDING COMMUNITIES. TESTED AND PROVEN IN EL SALVADOR, THIS

APPROACH WAS ADAPTED IN 2012 FOR REPLICATION IN INDIA.

INTEGRAL TO THIS APPROACH IS A CROSS-SUBSIDIZATION PRICING STRATEGY

THAT ADDRESSES THE PUBLIC HEALTH NEED FOR EYEGLASSES WHILE CREATING

INVESTABLE BUSINESSES. THE INCOME GENERATED THROUGH THE SALE OF

PRODUCTS WITH HIGHER MARGINS AT OUR OPTICAL SHOPS SUPPORTS

VISIONSPRING'S RESOURCE-INTENSIVE OUTREACH TO REMOTE COMMUNITIES.

VISIONSPRING RECOGNIZES THE POTENTIAL FOR DRAMATIC IMPACT ON

DEVELOPMENT BY ENGAGING THE BOP NOT AS A CONSTITUENCY TO BE SERVED, BUT

AS A VIABLE MARKET THAT CAN BE ACTIVATED THROUGH A HIGH-VOLUME AND

LOW-MARGIN APPROACH. WE HAVE DEVELOPED AND REFINED MARKET-APPROPRIATE

BUSINESSES, PIONEERING AN INNOVATIVE APPROACH TO SUSTAINABLY REACHING

THE BOP MARKET THROUGH CROSS-SUBSIDIZATION.

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization VISIONSPRING, INC.	Employer identification number 31-1811558
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ALONGSIDE MARKETS THAT CAN BENEFIT FROM A CROSS-SUBSIDIZATION APPROACH, THERE WILL ALWAYS BE REMOTE COMMUNITIES TOO IMPOVERISHED TO SUPPORT A CROSS-SUBSIDIZATION STRATEGY. TO ADDRESS THIS NEED, VISIONSPRING PARTNERED IN 2008 WITH BRAC, THE WORLD'S LARGEST NGO, TO LAUNCH THE READING GLASSES FOR IMPROVED LIVELIHOODS PROGRAM AMONG UNDERSERVED COMMUNITIES IN BANGLADESH. TODAY THERE ARE OVER 10,000 BRAC FEMALE COMMUNITY HEALTH WORKERS EDUCATING THEIR NEIGHBORS ABOUT PROPER EYE CARE, CONDUCTING VISION SCREENINGS, AND DISPENSING READING GLASSES

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

HOSPITAL'S EXISTING CUSTOMER BASE. IN ADDITION, WE ALSO HAVE INDEPENDENT OPTICAL STORES. BOTH HUBS AND INDEPENDENT OPTICAL STORES HAVE OUTREACH FROM THEIR LOCATION TO RURAL AREAS FOR PURPOSES OF SELLING GLASSES. IN 2012, INDIA VISIONSPRING SOLD 77,000 PAIRS OF GLASSES. THIS WAS AN INCREASE OF 10,000 GLASSES SOLD OVER SALES ACCOMPLISHED IN 2011.

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

VISIONSPRING EL SALVADOR SOLD 38,000 PAIRS OF GLASSES, AS COMPARED TO 23,000 PAIRS OF GLASSES SOLD IN 2011.

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

MODEL THAT ADDS VALUE TO OTHER NGOS. NGOS HAVE THE OPTION TO INCORPORATE THE SALE OF READING GLASSES INTO THEIR WORK EITHER BY WORKING WITH VISIONSPRING TO TRAIN AN ENTREPRENEUR NETWORK SIMILAR TO OUR VISION ENTREPRENEURS, OR BY UTILIZING A SIMPLIFIED ON-SITE RETAIL

Name of the organization VISIONSPRING, INC.	Employer identification number 31-1811558
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APPROACH. PARTNER ORGANIZATIONS ASSUME FULL COST OF THE TRAINING AND SUPPLIES REQUIRED TO LAUNCH THE PROGRAM ALLOWING VISIONSPRING TO BRING HIGH-QUALITY, AFFORDABLE EYE CARE SERVICES TO NEW COUNTRIES WITH MINIMAL INPUT OF ADDITIONAL RESOURCES. IN 2012, GLOBAL PARTNERSHIPS SOLD 112,000 PAIRS OF GLASSES AS COMPARED TO 49,000 PAIRS OF GLASSES SOLD IN 2011.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS INITIALLY REVIEWED BY THE ORGANIZATION'S FINANCE OFFICER WITH THE OUTSIDE ACCOUNTANTS. THE FORM 990 IS ALSO REVIEWED WITH THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS. PRIOR TO FILING THE FORM 990, A COMPLETE DRAFT COPY OF THE FORM 990 IS THEN ELECTRONICALLY PROVIDED TO THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS FOR REVIEW, DISCUSSION, AND APPROVAL. A CONFERENCE CALL WAS HELD WITH THE FINANCE COMMITTEE MEMBERSHIP TO ENSURE ALL QUESTIONS WERE ADDRESSED, AND THE FORM 990 WAS APPROVED FOR FILING. ALL BOARD DISCUSSIONS AND THE FINAL DISPOSITION OF THE FORM 990 ARE DOCUMENTED IN THE BOARD MINUTES THAT ARE RETAINED IN THE ORGANIZATION'S BOOKS AND RECORDS.

FORM 990, PART VI, SECTION B, LINE 12: THE ORGANIZATION UPDATED THEIR CONFLICT OF INTEREST POLICY IN 2013. THE POLICY COVERS ANY DIRECTOR, OFFICER OR COMMITTEE MEMBER WITH POWERS DELEGATED BY THE ORGANIZATION'S BOARD OF DIRECTORS WHO HAS A DIRECT OR INDIRECT FINANCIAL INTEREST WITH RESPECT TO A GIVEN TRANSACTION OR ARRANGEMENT. AN INTERESTED PERSON HAS A FINANCIAL INTEREST WITH RESPECT TO A GIVEN TRANSACTION OR ARRANGEMENT IF THE PERSON DIRECTLY ENGAGES IN A TRANSACTION OR ARRANGEMENT WITH THE ORGANIZATION, OR HAS, DIRECTLY OR INDIRECTLY, THROUGH BUSINESS, INVESTMENT OR FAMILY, ANY OF THE FOLLOWING:

I. AN OWNERSHIP OR INVESTMENT INTEREST IN WHICH THE ORGANIZATION HAS A

Name of the organization VISIONSPRING, INC.	Employer identification number 31-1811558
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TRANSACTION OR ARRANGEMENT

II. A COMPENSATION ARRANGEMENT WITH THE ORGANIZATION OR WITH ANY ENTITY OR INDIVIDUAL WITH WHICH THE FOUNDATION HAS A TRANSACTION OR ARRANGEMENT, OR III. A POTENTIAL OWNERSHIP OR INVESTMENT INTEREST IN, OR COMPENSATION ARRANGEMENT WITH ANY ENTITY OR INDIVIDUAL WITH WHICH THE ORGANIZATION IS NEGOTIATING A TRANSACTION OR ARRANGEMENT. COMPENSATION INCLUDES INDIRECT AND INDIRECT REMUNERATION AS WELL AS GIFTS OR FAVORS THAT ARE SUBSTANTIAL IN NATURE.

AN INTERESTED PERSON IS REQUIRED TO DISCLOSE THE EXISTENCE OF A POTENTIAL CONFLICT OF INTEREST TO THE BOARD AND MEMBERS OF COMMITTEES WITH BOARD-DELEGATED POWERS. THE INTERESTED PARTY LEAVES THE ROOM WHILE THE BOARD OR BOARD COMMITTEE REVIEWS AND DISCUSSES ALL MATERIAL FACTS, AND VOTES UPON THE EXISTENCE OF A CONFLICT OF INTEREST. A MAJORITY VOTE DETERMINES IF THERE IS A CONFLICT OF INTEREST. IN ADDITION, THE PRESIDENT OR COMMITTEE CHAIRPERSON MAY APPOINT A DISINTERESTED PERSON TO INVESTIGATE ALTERNATIVES TO THE PROPOSED TRANSACTION OR ARRANGEMENT. FOLLOWING DUE DILIGENCE, THE BOARD OR BOARD COMMITTEE WILL DECIDE IF A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT THAT DOES NOT GIVE RISE TO A CONFLICT OF INTEREST IS ATTAINABLE.

FOR ALL ACTUAL OR POTENTIAL CONFLICT OF INTEREST ISSUES, THE MINUTES OF THE BOARD AND ALL BOARD COMMITTEES CONTAIN THE NAMES OF THE INTERESTED PERSONS, NAMES OF PERSONS PRESENT FOR DISCUSSION AND VOTING, THE CONTENT OF THE DISCUSSION, THE RECORDING OF THE VOTES, AND THE ACTION TAKEN. EACH DIRECTOR, OFFICER AND MEMBER OF A BOARD COMMITTEE ANNUALLY SIGNS A STATEMENT THAT ATTESTS THAT THE INDIVIDUAL HAS RECEIVED, READ, UNDERSTOOD AND AGREES TO COMPLY WITH THE CONFLICT OF INTEREST POLICY. A COPY OF THE

Name of the organization VISIONSPRING, INC.	Employer identification number 31-1811558
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DISCLOSURE FORM IS RETAINED WITHIN THE ORGANIZATION'S BOOKS AND RECORDS.

FORM 990, PART VI, SECTION B, LINE 15: COMPENSATION DATA IS COLLECTED BY AN INDEPENDENT CONTRACTOR WHO PROVIDES THE ORGANIZATION WITH COMPARABLE DATA FOR THE CEO AND TOP MANAGEMENT OFFICIALS. THE BOARD OF DIRECTORS REVIEWS AND APPROVES ALL COMPENSATION ARRANGEMENTS FOR TOP LEADERSHIP AND KEY MANAGEMENT POSITIONS. ALL BOARD DELIBERATIONS AND DECISIONS ARE DOCUMENTED IN THE BOARD MINUTES THAT ARE KEPT ON FILE WITH THE ORGANIZATION'S BOOKS AND RECORDS. THIS PROCESS WAS LAST UNDERTAKEN IN OCTOBER 2012.

FORM 990, PART VI, SECTION C, LINE 19: THE FORM 990 IS AVAILABLE FOR PUBLIC INSPECTION AS REQUIRED UNDER SECTION 6104 OF THE INTERNAL REVENUE SERVICE CODE AS IT IS POSTED ON GUIDESTAR.ORG AND OTHER SIMILAR WEBSITES. IN ADDITION, FORMS 990 AND 1023, AS WELL AS THE FINANCIAL STATEMENTS, ARTICLES OF INCORPORATION AND BY-LAWS ARE AVAILABLE UPON WRITTEN REQUEST OF THE ORGANIZATION AT 322 EIGHTH AVENUE, SUITE 201, NEW YORK, NEW YORK, 10001, OR BY CALLING THE ORGANIZATION AT 212-375-2599.

FORM 990, PART XII, LINE 2C

SELECTION AND OVERSIGHT OF OUTSIDE AUDITORS

THE PROCESS FOR SELECTION OF THE OUTSIDE AUDITORS AND THE OVERSIGHT OF THE AUDITS AND FINANCIAL STATEMENT COMPILATION HAS NOT CHANGED FROM THE PROCESS EMPLOYED IN PRIOR YEARS.

FORM 990, PART VI, SECTION B, LINE 13

CREATION OF WHISTLEBLOWER POLICY

Name of the organization

VISIONSPRING, INC.

Employer identification number

31-1811558

IN CONTINUING THEIR DESIRE TO PROMOTE GOOD GOVERNANCE STANDARDS, THE ORGANIZATION DEVELOPED A WHISTLEBLOWER POLICY THAT WAS IMPLEMENTED IN 2013.

Final as Filed

Related Organizations and Unrelated Partnerships

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

Name of the organization **VISIONSPRING, INC.** Employer identification number **31-1811558**

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
VISIONSPRING, EL SALVADOR CALE GABRIELA MISTRAL, EDIFICIO #209 SAN SALVADOR, EL SALVADOR	PROVIDES EYEWEAR PRODUCTS THROUGH OPTICAL SHOPS AND VISION CAMPAIGNS	EL SALVADOR	1,144,349.	298,752.	VISIONSPRING, INC.

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
VISIONSPRING, INDIA	PROVIDES EYEWEAR PRODUCTS THROUGH MOBILE OPTICAL STORE OPERATIONS.	INDIA			VISIONSPRING, INC.	X	

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

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

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

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

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f 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
p Reimbursement paid to related organization(s) for expenses		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

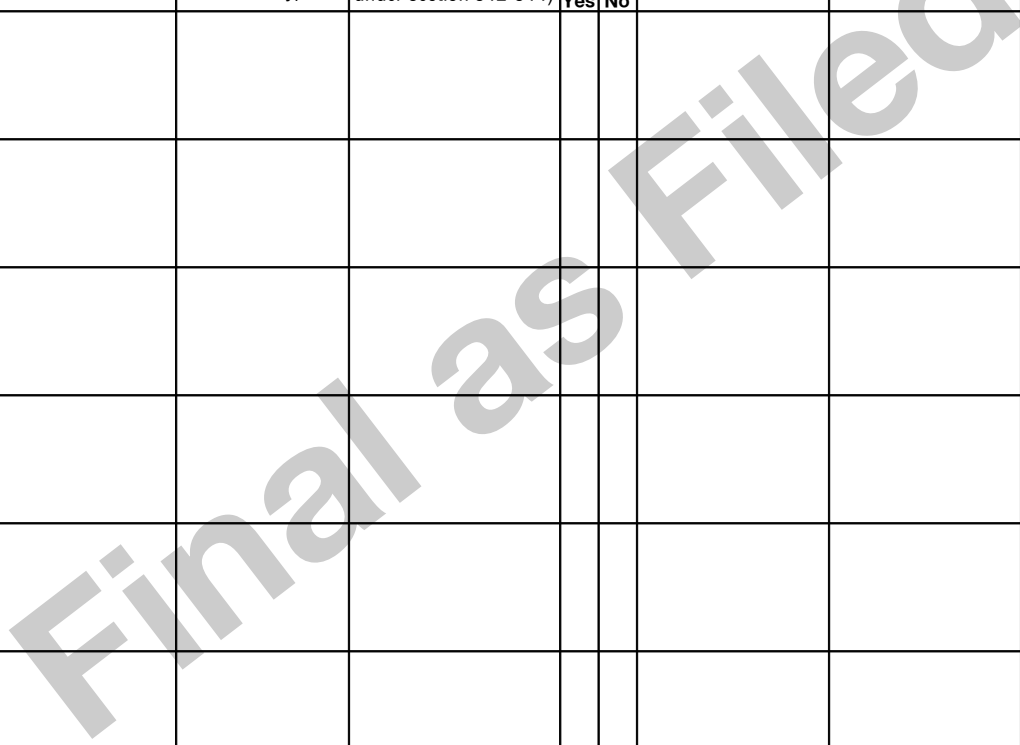
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) VISIONSPRING, INDIA	B	471,459	CASH
(2) VISIONSPRING, INDIA	M	4,923	CASH
(3) VISIONSPRING, INDIA	N	171,051	CASH
(4) VISIONSPRING, INDIA	Q	44,086	CASH
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	



Part VII Supplemental Information

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

PART I, IDENTIFICATION OF DISREGARDED ENTITIES:

NAME OF DISREGARDED ENTITY:

VISIONSPRING, EL SALVADOR

DIRECT CONTROLLING ENTITY: VISIONSPRING, INC.

Final as Filed