

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)

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning 7/01, 2011, and ending 6/30, 2012

<p>B Check if applicable:</p> <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	<p>C</p> <p>OPERATION CALIFORNIA, INC. DBA: OPERATION USA 7421 BEVERLY BLVD PH LOS ANGELES, CA 90036</p> <p>F Name and address of principal officer: SAME AS C ABOVE</p>	<p>D Employer Identification Number 95-3504080</p> <p>E Telephone number 323-413-2353</p> <p>G Gross receipts \$ <u>3,112,508.</u></p> <p>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 checked="" type="checkbox"/> No If 'No,' attach a list. (see instructions)</p> <p>H(c) Group exemption number ▶</p>
<p>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</p>		
<p>J Website: ▶ <u>HTTP://WWW.OPUSA.ORG/</u></p>		
<p>K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶</p>		<p>L Year of Formation: <u>1979</u> M State of legal domicile: <u>CA</u></p>

Part I Summary			
	1 Briefly describe the organization's mission or most significant activities: <u>IT HELPS COMMUNITIES TO ALLEVIATE THE EFFECTS OF DISASTERS, DISEASE AND ENDEMIC POVERTY THROUGHOUT THE WORLD BY PROVIDING PRIVATELY-FUNDED RELIEF, RECONSTRUCTION AND DEVELOPMENT AID.</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a)	3	22
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	21
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	12
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	7b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
			Prior Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	13,085,793.	3,056,794.
	9 Program service revenue (Part VIII, line 2g)		
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,676.	506.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		55,208.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,087,469.	3,112,508.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	14,308,532.	2,999,387.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	726,541.	619,941.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>171,702.</u>		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	792,217.	577,076.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	15,827,290.	4,196,404.
19 Revenue less expenses. Subtract line 18 from line 12	-2,739,821.	-1,083,896.	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	5,737,934.	4,640,444.
	21 Total liabilities (Part X, line 26)	45,821.	32,227.
22 Net assets or fund balances. Subtract line 21 from line 20	5,692,113.	4,608,217.	

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	
	▶ RICHARD WALDEN Type or print name and title.		EXECUTIVE DIRECTOR
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	M A ZLOTORYNSKI	M A ZLOTORYNSKI	
	Firm's name ▶ STARR JUDSON & CO. LLP, CPAS	Check <input type="checkbox"/> if self-employed PTIN P00023520	
Firm's address ▶ 12520 MAGNOLIA BLVD., STE 300 VALLEY VILLAGE, CA 91607-2351	Firm's EIN ▶ 95-4833824		Phone no. 818-761-3092

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. []

1 Briefly describe the organization's mission:

IT HELPS COMMUNITIES TO ALLEVIATE THE EFFECTS OF DISASTERS, DISEASE AND ENDEMIC POVERTY THROUGHOUT THE WORLD BY PROVIDING PRIVATELY-FUNDED RELIEF, RECONSTRUCTION AND DEVELOPMENT AID.

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

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

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

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

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

4a (Code: []) (Expenses \$ 3,728,731. including grants of \$) (Revenue \$)

THE ORGANIZATION WAS INSTRUMENTAL IN PROVIDING MEDICAL AND OTHER SUPPLIES FOR PEOPLE IN NEED IN THE FOLLOWING GEOGRAPHIC AREAS:

CARIBBEAN; NORTH AMERICA; CENTRAL AND SOUTH AMERICA; ASIA; AFRICA;

4b (Code: []) (Expenses \$ including grants of \$) (Revenue \$)

OTHER PROGRAM SERVICES PROVIDED TOWARD COMMUNITY DEVELOPMENT AND DISASTER RELIEF.

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

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

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

4e Total program service expenses ▶ 3,728,731.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

BAA

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a	22	
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b	21	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O.		X

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

	Yes	No
10a		X
b		
10b		
11a	X	
b		
11a		
b		
12a	X	
b	X	
c	X	
13	X	
14	X	
15		
a	X	
b	X	
16a		X
b		
16b		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► SEE SCHEDULE O
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 - Own website
 - Another's website
 - Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 - TIM STARKS 7421 BEVERLY BLVD PH LOS ANGELES CA 90036 323-413-2353

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

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

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

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

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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) RICHARD W. WALDEN PRES/EXDIR/COO	40	X		X			151,750.	0.	10,947.	
(2) DAVID BRUBAKER VICE CHAIR	0	X					0.	0.	0.	
(3) JULIE ANDREWS EDWARDS MEMBER	0	X					0.	0.	0.	
(4) JONATHAN ESTRIN MEMBER	0	X					0.	0.	0.	
(5) JEFF FRANKLIN MEMBER	0	X					0.	0.	0.	
(6) STANLEY FRILECK, MD MEMBER	0	X					0.	0.	0.	
(7) DREW HAGEN MEMBER	0	X					0.	0.	0.	
(8) LOUIS J. IGNARRO, PHD MEMBER	0	X					0.	0.	0.	
(9) BOB L. JOHNSON TREASURER	0	X					0.	0.	0.	
(10) GARY LARSEN COCHR, PROG COMM	0	X					0.	0.	0.	
(11) MICHAEL MAHDESAN CHAIRMAN	0	X					0.	0.	0.	
(12) MARIA MOHIUDDIN VERJEE MEMBER	0	X					0.	0.	0.	
(13) TOM MOORE SEC OF BOARD	0	X					0.	0.	0.	
(14) JACK SHAKELY MEMBER	0	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) DEREK SHEARER MEMBER	0	X					0.	0.	0.	
(16) LORIN J. STEVENSON MEMBER	0	X					0.	0.	0.	
(17) L. LELAND WHITNEY MEMBER	0	X					0.	0.	0.	
(18) JULIE YANNATTA MEMBER	0	X					0.	0.	0.	
(19) RICK ALLEN MEMBER	0	X					0.	0.	0.	
(20) ROSARIO DAWSON MEMBER	0	X					0.	0.	0.	
(21) PETER GREENBERG MEMBER	0	X					0.	0.	0.	
(22) -----										
(23) -----										
(24) -----										
(25) -----										
1b Sub-total							151,750.	0.	10,947.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							151,750.	0.	10,947.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

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

Section B. Independent Contractors

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

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns.....	1a				
	b Membership dues.....	1b				
	c Fundraising events.....	1c				
	d Related organizations.....	1d				
	e Government grants (contributions)....	1e				
	f All other contributions, gifts, grants, and similar amounts not included above....	1f	3,056,794.			
	g Noncash contributions included in lns 1a-1f: \$		1,661,276.			
	h Total. Add lines 1a-1f.....		3,056,794.			
PROGRAM SERVICE REVENUE	Business Code					
	2a					
	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).....		506.	506.		
	4 Income from investment of tax-exempt bond proceeds.....					
	5 Royalties.....					
	6a Gross rents.....	(i) Real				
		(ii) Personal				
		b Less: rental expenses.....				
		c Rental income or (loss).....				
	d Net rental income or (loss).....					
	7a 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).....					
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18.....	a				
		b Less: direct expenses.....	b			
c Net income or (loss) from fundraising events.....						
9a Gross income from gaming activities. See Part IV, line 19.....	a					
	b Less: direct expenses.....	b				
	c Net income or (loss) from gaming activities.....					
10a Gross sales of inventory, less returns and allowances.....	a					
	b Less: cost of goods sold.....	b				
	c Net income or (loss) from sales of inventory.....					
Miscellaneous Revenue		Business Code				
11a <u>INSURANCE RECOVERY</u>		900099	53,290.	53,290.		
b <u>REFUNDS</u>		900099	1,918.	1,918.		
c						
d All other revenue.....						
e Total. Add lines 11a-11d.....			55,208.			
12 Total revenue. See instructions.....			3,112,508.	55,714.	0.	0.

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) but are not required to complete columns (B), (C), and (D).

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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.	464,993.	464,993.		
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.	2,534,394.	2,534,394.		
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	165,000.	123,750.	8,250.	33,000.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0.	0.	0.	0.
7 Other salaries and wages.	407,820.	260,039.	94,858.	52,923.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions).	10,931.	5,684.	3,935.	1,312.
9 Other employee benefits.				
10 Payroll taxes.	36,190.	18,819.	13,028.	4,343.
11 Fees for services (non-employees):				
a Management.				
b Legal.				
c Accounting.	32,277.		32,277.	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other.	37,487.			37,487.
12 Advertising and promotion.	10,125.	5,265.	3,645.	1,215.
13 Office expenses.				
14 Information technology.				
15 Royalties.				
16 Occupancy.	66,306.	34,479.	23,870.	7,957.
17 Travel.	59,218.	59,218.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	2,966.	1,542.	1,068.	356.
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	8,501.	4,421.	3,060.	1,020.
23 Insurance.	48,014.	24,967.	17,285.	5,762.
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 <u>OUTSIDE SERVICE</u>	62,068.	32,275.	22,344.	7,449.
b <u>FREIGHT & TRANSPORTATION</u>	58,437.	58,437.		
c <u>HEALTH INSURANCE</u>	41,308.	21,480.	14,871.	4,957.
d <u>PROFESSIONAL & CONSULTANT</u>	39,894.	20,745.	14,362.	4,787.
e All other expenses.	110,475.	58,223.	43,118.	9,134.
25 Total functional expenses. Add lines 1 through 24e.	4,196,404.	3,728,731.	295,971.	171,702.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
ASSETS	1	Cash — non-interest-bearing	1,918,546.	1	1,047,575.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	53,290.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	3,439,454.	8	3,175,325.
	9	Prepaid expenses and deferred charges	21,475.	9	16,597.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 426,567.		
	b	Less: accumulated depreciation	10b 84,710.	350,359.	10c 341,857.
	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	8,100.	15	5,800.
16	Total assets. Add lines 1 through 15 (must equal line 34)	5,737,934.	16	4,640,444.	
LIABILITIES	17	Accounts payable and accrued expenses	45,821.	17	32,227.
	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	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D ..		25	
	26	Total liabilities. Add lines 17 through 25	45,821.	26	32,227.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.				
	27	Unrestricted net assets	3,051,812.	27	976,482.
	28	Temporarily restricted net assets	2,640,301.	28	3,631,735.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, 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	5,692,113.	33	4,608,217.	
34	Total liabilities and net assets/fund balances	5,737,934.	34	4,640,444.	

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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	3,112,508.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,196,404.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,083,896.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,692,113.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	4,608,217.

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?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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
b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

BAA

Form 990 (2011)

SCHEDULE A (Form 990 or 990-EZ)

Public Charity Status and Public Support

2011

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

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization OPERATION CALIFORNIA, INC. DBA: OPERATION USA

Employer identification number 95-3504080

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 [X] 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 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 - Other
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

Table with 2 columns: Yes, No. Rows for 11g(i), 11g(ii), 11g(iii).

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

Table with columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization listed in your governing document?, (v) Did you notify the organization in column (i) of your support?, (vi) Is the organization organized in the U.S., (vii) Amount of support. Rows (A) through (E) and Total.

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

Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)						
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.						
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).						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4.						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						
9 Net income from unrelated business activities, 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.)						
11 Total support. Add lines 7 through 10.						
12 Gross receipts from related activities, etc (see instructions).					12	
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 2011 (line 6, column (f) divided by line 11, column (f)).	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14.	15	%
16a 33-1/3% support test – 2011. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 33-1/3% support test – 2010. 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 – 2011. 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 – 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶ <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)	22266604.	14069712.	22672339.	13085793.	2,156,794.	74,251,242.
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.						0.
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge.						0.
6 Total. Add lines 1 through 5.	22266604.	14069712.	22672339.	13085793.	2,156,794.	74,251,242.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.	0.	0.	0.	0.	0.	0.
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.	0.	0.	0.	0.	0.	0.
c Add lines 7a and 7b.	0.	0.	0.	0.	0.	0.
8 Public support (Subtract line 7c from line 6.)						74,251,242.

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.	22266604.	14069712.	22672339.	13085793.	2,156,794.	74,251,242.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.	126,373.	46,939.	8,531.	1,676.		183,519.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						0.
c Add lines 10a and 10b.	126,373.	46,939.	8,531.	1,676.	0.	183,519.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
13 Total support. (Add lns 9, 10c, 11, and 12.)	22392977.	14116651.	22680870.	13087469.	2,156,794.	74,434,761.

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 2011 (line 8, column (f) divided by line 13, column (f)).	15	99.75 %
16 Public support percentage from 2010 Schedule A, Part III, line 15.	16	99.59 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)).	17	0.25 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17.	18	0.41 %

19a 33-1/3% support tests — 2011. 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 — 2010. 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

2011

Name of the organization **OPERATION CALIFORNIA, INC.**
DBA: OPERATION USA

Employer identification number
95-3504080

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Form 990-PF

Section:

- 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

OPERATION CALIFORNIA, INC.

Employer identification number

95-3504080

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HONEYWELL CORPORATION ----- 101 COLUMBIA ROAD ----- MORRISTOWN, NJ 07962 -----	\$ 105,631.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	KAISER PERMANENTE ----- ONE KAISER PLAZA ----- OAKLAND, CA 94612 -----	\$ 1,147,023.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	CEIL & MICHAEL E PULITZER FDN ----- POB 23368 ----- SAINT LOUIS, MO 63156 -----	\$ 598,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	CARDINAL HEALTH ----- 7000 CARDINAL PLACE ----- DUBLIN, OH 43017 -----	\$ 288,272.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	VESTIS NEW YORK, LLC ----- PO BOX 30283 ----- AUSTIN, TX 78755 -----	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	SCORE AMERICAN SOCCER COMPANY ----- 726 E ANAHEIM STREET ----- WILMINGTON, CA 90744 -----	\$ 113,967.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

OPERATION CALIFORNIA, INC.

Employer identification number

95-3504080

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
2	MEDICAL SUPPLIES	\$ 1,147,023.	VARIOUS
4	MEDICAL SUPPLIES	\$ 288,272.	VARIOUS
6	CLOTHING	\$ 113,967.	VARIOUS
		\$	
		\$	
		\$	

BAA

Name of organization
OPERATION CALIFORNIA, INC.

Employer identification number
95-3504080

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 cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ N/A
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Department of the Treasury Internal Revenue Service

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

Open to Public Inspection

Name of the organization

Employer identification number

OPERATION CALIFORNIA, INC. DBA: OPERATION USA

95-3504080

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include Total number at end of year, Aggregate contributions, Aggregate grants, Aggregate value, and questions about donor advisement.

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

Form for Conservation Easements including checkboxes for preservation purposes, a table for held at the end of the tax year (2a-2d), and questions about monitoring and expenses.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

Form for Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets, including questions about reporting and amounts.

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 XIV.
- 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 XIV and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1 c |
| d Additions during the year | 1 d |
| e Distributions during the year | 1 e |
| f Ending balance | 1 f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If 'Yes,' explain the arrangement in Part XIV.

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 XIV 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				
d Equipment		416,850.	74,704.	342,146.
e Other		9,717.	10,006.	-289.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				341,857.

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

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

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

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

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

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

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

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

2 FIN 48 (ASC 740) Footnote. In Part XIV, 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).

**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

2011

**Open to Public
Inspection**

Name of the organization

OPERATION CALIFORNIA, INC.

Employer identification number

95-3504080

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.

PART V

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
(1)				DISASTER RELIEF AND	
(2) SOUTH AMERICA		1	PROGRAM SERVICE	COMMUNITY DEVELOPMENT	73,511.
(3)				DISASTER RELIEF AND	
(4) CENTRAL AMERICA		1	PROGRAM SERVICE	COMMUNITY DEVELOPMENT	243,273.
(5)				DISASTER RELIEF AND	
(6) CARIBBEAN-HAITI			PROGRAM SERVICE	COMMUNITY DEVELOPMENT	329,851.
(7)				DISASTER RELIEF AND	
(8) AFRICA			PROGRAM SERVICE	COMMUNITY DEVELOPMENT	1,519,712.
(9)				DISASTER RELIEF AND	
(10) SOUTH ASIA			PROGRAM SERVICE	COMMUNITY DEVELOPMENT	164,018.
(11)				DISASTER RELIEF AND	
(12) ASIA-CHINA NORTH			PROGRAM SERVICE	COMMUNITY DEVELOPMENT	105,645.
(13) AMERICA-MEXICO			PROGRAM SERVICE	DISASTER RELIEF AND	159,252.
(14)					
(15)					
(16)					
(17)					
3a Sub-total.....		2			2,595,262.
b Total from continuation sheets to Part I.....					
c Totals (add lines 3a and 3b)...	0	2			2,595,262.

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

Schedule F (Form 990) 2011

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. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			AFRICA	DISASTER RELIEF	593,236.	WIRE TRANSFER	926,476.	MEDICAL SUPPLIE	DONOR PROVID
(2)				COMMUNITY DEVELOPMT					
(3)			ASIA-CHINA	DISASTER REL	105,645.	WIRE TRANSFER		CLOTHING	DONOR PROVID
(4)			CARIBBEAN-HAITI	DISASTER RELIEF	199,409.	WIRE TRANSFER	130,442.	MEDICAL SUPPLIE	DONOR PROVID
(5)				COMMUNITY DEVELOPMT					
(6)			CENTRAL AMERICA	DISASTER RELIEF		WIRE TRANSFER	243,273.	MEDICAL SUPPLIE	DONOR PROVID
(7)				COMMUNITY DEVELOPMT					
(8)			NORTH AM-MEXICO	DISASTER RELIEF	15,336.	WIRE TRANSFER	143,916.	MEDICAL SUPPLIE	DONOR PROVID
(9)				COMMUNITY DEVELOPMT					
(10)			SOUTH AMERICA	DISASTER RELIEF		WIRE TRANSFER	73,511.	MEDICAL SUPPLIE	DONOR PROVID
(11)				COMMUNITY DEVELOPMT					
(12)			SOUTH ASIA	DISASTER RELIEF	115,619.	WIRE TRANSFER	48,399.	MEDICAL SUPPLIE	DONOR PROVID
(13)				COMMUNITY DEVELOPMT					
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter 4

3 Enter total number of other organizations or entities 3

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

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

Part IV Foreign Forms

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

Part V

Supplemental Information

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

PART I, LINE 2 - GRANTMAKERS EXPLANATION FOR MONITORING USE OF FUNDS OUTSIDE US

OPERATION USA REQUIRES GRANT AND ASSISTANCE RECIPIENTS TO PERIODICALLY SEND IN PROGRESS REPORTS, FINANCIAL STATEMENTS FOR PROJECT UPDATES AND DEVELOPMENT. THE ORGANIZATION ALSO SENDS FIELD DELEGATIONS TO PERIODICALLY INSPECT AND FOLLOW UP WITH PROJECT DEVELOPMENT, REVIEW PROGRESS AND MONITOR RESULTS.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

OPERATION CALIFORNIA, INC.

Employer identification number

95-3504080

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
<u>(1) ACCESS FAMILY CARE</u> <u>4301 DONITHAN DR</u> <u>NEOSHO, MO 64850</u>			<u>14,737.</u>	<u>0.</u>			
<u>(2) AGENDA FOR CHILDREN</u> <u>PO BOX 51837</u> <u>NEW ORLEANS, LA 70151</u>			<u>10,000.</u>	<u>0.</u>			
<u>(3) BRIGHT FUTURES CONNECTIONS</u> <u>3901 E 32ND ST</u> <u>JOPLIN, MO 64804</u>			<u>20,000.</u>	<u>0.</u>			
<u>(4) COMMUNITY HEALTH ALLIANCE</u> <u>1855 NORTH FAIR OAKS AVENUE</u> <u>PASADENA, CA 91103</u>			<u>0.</u>	<u>24,667.</u>	<u>DONOR PROVIDED</u>	<u>MEDICAL SUPPLIES</u>	
<u>(5) EXOTIC FELINE BREEDING COMPOU</u> <u>3718 60TH STREET WEST</u> <u>ROSAMOND, CA 93560</u>			<u>0.</u>	<u>7,176.</u>	<u>DONOR PROVIDED</u>	<u>MEDICAL SUPPLIES</u>	
<u>(6) HABITAT FOR HUMANITY</u> <u>1120 35TH STREET</u> <u>TUSCALOOSA, AL 35401</u>			<u>0.</u>	<u>151,156.</u>	<u>DONOR PROVIDED</u>	<u>SHELTER</u>	
<u>(7) HARBOR COMMUNITY CLINIC</u> <u>593 WEST 6TH STREET</u> <u>SAN PEDRO, CA 90731</u>			<u>0.</u>	<u>20,335.</u>	<u>DONOR PROVIDED</u>	<u>MEDICAL EQUIPMENT & SUPPLIES</u>	
<u>(8) HERALD CHRISTIAN HEALTH CENTE</u> <u>923 SOUTH SAN GABRIEL BL</u> <u>SAN GABRIEL, CA 91776</u>			<u>0.</u>	<u>7,747.</u>	<u>DONOR PROVIDED</u>	<u>MEDICAL SUPPLIES</u>	

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

3 Enter total number of other organizations listed in the line 1 table 14

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

TEEA3901L 06/01/11

Schedule I (Form 990) (2011)

Continuation Sheet for Schedule I (Form 990)

▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

2011

Name of the organization: **OPERATION CALIFORNIA, INC.** Continuation Page **1** of **1**
 Employer identification number: **95-3504080**

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
KHEIR CLINIC 14627 SOUTH WESTERN AVENUE GARDENA, CA 90249				13,698.	DONOR PROVIDED	MEDICAL SUPPLIES	
KIDS COME FIRST COMMUNITY CLI 1501 SOUTH BON VIEW AVE ONTARIO, CA 91761				11,042.	DONOR PROVIDED	MEDICAL SUPPLIES	
MERCY HOUSE TRANSITIONAL SHEL PO BOX 1905 SANTA ANA, CA 92702				5,105.	DONOR PROVIDED	CLOTHING	
MIDNIGHT MISSION CLINIC 601 SOUTH SAN PEDRO ST LOS ANGELES, CA 90014				28,149.	DONOR PROVIDED	MEDICAL SUPPLIES & EQUIPMENT	
SABAN FREE CLINIC 8405 BEVERLY BOULEVARD LOS ANGELES, CA 90048				6,862.	DONOR PROVIDED	MEDICAL SUPPLIES	
TEAM RUBICON, INC 1030 WEST HILLCREST BLVD INGLEWOOD, CA 90301				7,000.	DONOR PROVIDED	CLOTHING & MEDICAL SUPPLIES	
UNIVERSAL HEALTH FOUNDATION 2020 EAST 1ST STREET LOS ANGELES, CA 90033				37,173.	DONOR PROVIDED	MEDICAL SUPPLIES & EQUIPMENT	
WALDEN HOUSE 1355 SOUTH HILL STREET LOS ANGELES, CA 90015				90,601.	DONOR PROVIDED	MEDICAL SUPPLIES & EQUIPMENT	
WORLD HARVEST 1014 VENICE BOULEVARD LOS ANGELES, CA 90015				9,545.	DONOR PROVIDED	MEDICAL SUPPLIES	

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

OPERATION CALIFORNIA, INC.

Compensation Information

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

Employer identification number

95-3504080

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2011

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
1 RICHARD W. WALDEN	(i) 151,750.	(ii) 0.	(iii) 0.	(C) 3,998.	(D) 6,949.	(E) 162,697.	(F) 0.
2	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
3	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
4	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
5	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
6	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
7	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
8	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
9	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
10	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
11	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
12	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
13	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
14	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
15	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----
16	(i) -----	(ii) -----	(iii) -----	(C) -----	(D) -----	(E) -----	(F) -----

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organizations answered 'Yes'
on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Name of the organization: **OPERATION CALIFORNIA, INC.
DBA: OPERATION USA**

Employer identification number
95-3504080

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art – Works of art				
2 Art – Historical treasures				
3 Art – Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		113,967.	DONOR PROVIDED
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities – Publicly traded				
10 Securities – Closely held stock				
11 Securities – Partnership, LLC, or trust interests				
12 Securities – Miscellaneous				
13 Qualified conservation contribution – Historic structures				
14 Qualified conservation contribution – Other				
15 Real estate – Residential				
16 Real estate – Commercial				
17 Real estate – Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies	X	10	1,499,366.	DONOR PROVIDED
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>HYGEN/NUTRI</u>)		1	15,221.	DONOR PROVIDED
26 Other ▶ (<u>MISC</u>)		8	4,867.	DONOR PROVIDED
27 Other ▶ (<u>SHELTER</u>)		4	27,855.	DONOR PROVIDED
28 Other ▶ ()				

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

29

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

	Yes	No
30a		X
31		X
32a		X

b If 'Yes,' describe the arrangement in Part II.

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

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

b If 'Yes,' describe in Part II.

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

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

Schedule M (Form 990) 2011

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.

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization **OPERATION CALIFORNIA, INC.**
DBA: OPERATION USA

Employer identification number
95-3504080

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

THE ORGANIZATION PROVIDES A COPY OF THE 990 EITHER IN ELECTRONIC FORM OR HARD COPY
TO THE MEMBERS OF THE GOVERNING BODY AT THEIR OPTION PRIOR TO FILING THE RETURN.

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

AT QUARTERLY BOARD MEETINGS WHERE THE SUBJECT IS ADDRESSED AND DOCUMENTED IN THE
MINUTES.

FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS FOR CEO, EXEC. DIR., OR TOP M

THE BOARD ANNUALLY REVIEWS AND APPROVES THE COMPENSATION OF CEO, OFFICER AND KEY
EMPLOYEES, REFERRING TO DATA MADE AVAILABLE BY INTERACTION SURVEY OF CEOS.

FORM 990, PART VI, LINE 17 - LIST OF STATES WHICH THIS RETURN IS FILED

CA CT NJ NY PA MA SC NC MO CO AZ WA OR FL OH MD WV

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

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND
FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON INDIVIDUAL REQUESTS.

OPERATION CALIFORNIA, INC.
DBA: OPERATION USA

95-3504080

NOTE TO FORM 990 PART III

THE ORGANIZATION COLLECTS AND DISTRIBUTES DONATED SUPPLIES FOR THE RELIEF OF REFUGEES AND THE VICTIMS OF NATURAL DISASTERS AROUND THE WORLD AS INDICATED HEREIN. IN ADDITION, THE ORGANIZATION GRANTS FUNDS TO LOCAL AND NATIONAL DISASTER RECOVERY PROGRAMS AND HAS IMPLEMENTED DISASTER PREPAREDNESS AND HAZARD MITIGATION PROGRAMS FOR COMMUNITY MEDICAL CLINICS.

2011 FEDERAL BOOK DEPRECIATION SCHEDULE
OPERATION CALIFORNIA, INC.
DBA: OPERATION USA

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
FORM 990/990-PF																
FURNITURE AND FIXTURES																
8	OFFICE FURNITURE	5/22/06		9,717					9,717		9,717	7,117	S/L MQ	7	.14290	1,389
TOTAL FURNITURE AND FIXTURE																
				9,717		0	0	0	9,717	0	9,717	7,117				1,389
LINDSAY:DRI EQUIP & SUPP																
36	DIASTER RESPONSE INITIATI	12/31/08		317,031					317,031							0
37	DIASTER RESPONSE INITIATI	12/15/08		11,846					11,846							0
38	DIASTER RESPONSE INITIATI	3/10/09		8,440					8,440							0
TOTAL LINDSAY:DRI EQUIP & SUP																
				337,317		0	0	0	337,317	0	337,317	0				0
MACHINERY AND EQUIPMENT																
1	FORKLIFT BATTERIES	7/23/93		386					386			386	S/L HY	7		0
2	PALLET COVERS	7/23/93		100					100			100	S/L HY	7		0
3	FORKLIFT	6/30/00		4,871					4,871			4,523	S/L HY	7		0
4	DIGITAL CAMERA	2/21/05		995					995			995	S/L HY	5		0
6	LAPTOP	4/25/06		1,087					1,087			1,087	S/L MQ	5		0
9	FORKLIFT	8/18/05		23,174					23,174			19,451	S/L MQ	7	.14290	3,312
12	COMPUTER EQUIPMENT	4/25/06		2,031					2,031			2,031	S/L MQ	5		0
13	COMPUTER EQUIPMENT	4/25/06		2,207					2,207			2,207	S/L MQ	5		0
14	COMPUTER EQUIPMENT	4/25/06		649					649			649	S/L MQ	5		0
15	COMPUTER EQUIPMENT	4/25/06		1,301					1,301			1,301	S/L MQ	5		0
16	COMPUTER EQUIPMENT	4/25/06		1,074					1,074			1,074	S/L MQ	5		0
17	COMPUTER EQUIPMENT	4/25/06		855					855			855	S/L MQ	5		0

2011 FEDERAL BOOK DEPRECIATION SCHEDULE

OPERATION CALIFORNIA, INC.
DBA: OPERATION USA

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179 BONUS/SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAGE/BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
18	COMPUTER EQUIPMENT	4/25/06		729							729		S/L	MQ	5	0
20	COMPUTER EQUIPMENT	4/25/06		2,445							2,445		S/L	MQ	5	0
21	COMPUTER EQUIPMENT	2/13/06		5,183							5,183		S/L	MQ	5	0
22	COMPUTER EQUIPMENT	5/22/06		3,257							3,257		S/L	MQ	5	0
28	JAMICA'S LAPTOP	6/24/08		2,791							2,791		S/L	S/L	5	558
29	CAMERA & ACCESS WAREHOUSE	12/17/07		380							380		S/L	S/L	5	76
30	COMPUTER PARTS WAREHOUSE	12/17/07		488							488		S/L	S/L	5	98
31	EQUIPMENT	2/13/08		969							969		S/L	S/L	5	194
32	2 SCANNERS	3/13/09		988							988		S/L	S/L	5	198
33	RW LAPTOP HOME OFFICE	3/26/09		1,148							1,148		S/L	S/L	5	230
34	LAPTOP	8/12/09		794							794		S/L	S/L	5	159
35	LAPTOP	3/25/10		1,374							1,374		S/L	S/L	5	275
	TOTAL MACHINERY AND EQUIPME			59,276		0	0	0	0	0	59,276					5,100
	MISCELLANEOUS															
5	SOFTWARE	1/30/06		3,248							3,248		S/L	MQ	5	0
7	SOFTWARE	3/23/06		2,009							2,009		S/L	MQ	5	0
24	DATABASE SYSTEM	1/26/07		15,000							15,000		S/L	HY	5	1,500
	TOTAL MISCELLANEOUS			20,257		0	0	0	0	0	20,257					1,500
	TOTAL DEPRECIATION			426,567		0	0	0	0	0	426,567					7,989
	GRAND TOTAL DEPRECIATION			426,567		0	0	0	0	0	426,567					7,989