Form

CT-12F

For Foreign Charities

Charitable Activities Section
Oregon Department of Justice

1515 SW 5th Avenue, Suite 410
Portland, OR 97201-5451
Email: charitable.activities@doj.state.or.us
Website: http://www.doj.state.or.us
VOICE (971) 673-1880
TTY (800) 735-2900
FAX (971) 673-1882

For Accounting Periods Beginning in:

2012

Section I. General Information

1. Registration # 24130

Three Angels Broadcasting Inc

PO Box 220

West Frankfort, IL 62896

Phone 618-627-4651 Fax 618-627-4678

Period Beginning 1/1/2012 Period Ending 12/31/2012

Cross Through Incorrect Items and Correct Here:
(See instructions for change of name or accounting period.)

RECEIVED
AUG 19 2013
DEPARTMENT OF JUSTICE
PORTLAND LEGAL

Registration #:

Organization Name:

Address:

City, State, Zip:

Phone: Fax:
Email:

Amended Report? ☐

Period Beginning: / / Period Ending: / /

2. Did a certified public accountant audit your financial records? - If yes, attach a copy of the auditor's report, financial statements, accompanying notes, schedules, or other documents supplementing the report or financial statements. ☑ Yes ☐ No

3. Is the organization a party to a contract involving person-to-person, advertising, vending machine or telephone fund-raising in Oregon? ☐ Yes ☑ No
If yes, write the name of the fund-raising firm(s) who conducts the campaign(s):_____

4. Has the organization or any of its officers, directors, trustees, or key employees ever signed a voluntary agreement with any government agency, such as a state attorney general, secretary of state, or local district attorney, or been a party to legal action in any court regarding charitable solicitation, administration, management, or fiduciary practices? If yes, attach explanation of each such agreement or action. See instructions ☐ Yes ☑ No

5. During this reporting period, did the organization amend its articles of incorporation, bylaws, or trust documents, OR did the organization receive a determination letter from the Internal Revenue Service relating to its tax-exempt status? ☐ Yes ☑ No
If yes, attach a copy of the amended document or letter.

6. Is the organization ceasing operations in Oregon and is this the final report? (If yes, see instructions on how to close your registration.) ☐ Yes ☑ No

7. Provide contact information for the person responsible for retaining the organization's records.

Name	Position	Phone	Mailing Address & Email Address
Brian Hamilton	Treasurer	618-627-4651	PO Box 220 West Frankfort IL 62896 brian.hamilton@3abn.org

8. List of Officers, Directors, Trustees and Key Employees – List each person who held one of these positions at any time during the year even if they did not receive compensation. Attach additional sheets if necessary. If an attached IRS form includes substantially the same compensation information, the phrase "See IRS Form" may be entered in lieu of completing that section.

(A) Name, mailing address, daytime phone number and email address	(B) Title & average weekly hours devoted to position	(C) Compensation (enter $0 if position unpaid)
Name: Address: Phone: ( ) Email:		
Name: Address: Phone: ( ) Email:		
Name: Address: Phone: ( ) Email:		

See IRS Form

Form Continued on Reverse Side

Section II. Fee Calculation

9. Total Oregon Revenue 9. $778,572.00
(If Oregon revenue is unknown or cannot be reasonably estimated, write the total revenue from Line 12 (current year) on Form 990; Line 9 on Form 990-EZ; or Part I, Line 12a on Form 990-PF.) **(If estimated, or if organization claims no Oregon revenue, attach explanation.)**

10. Revenue Fee 10. $170.00
(See chart below. Minimum fee is $10, even if total revenue is a negative amount.) The revenue fee is determined by the amount on line 9.

Amount on Line 9			Revenue Fee
$0	-	$24,999	$10
$25,000	-	$49,999	$25
$50,000	-	$99,999	$45
$100,000	-	$249,999	$75
$250,000	-	$499,999	$100
$500,000	-	$749,999	$135
$750,000	-	$999,999	$170
$1,000,000	or	more	$200

11. Oregon Net Assets or Fund Balances at the End of the Reporting Period 11. $102,957.93
(If the Oregon amount is unknown, write the total net assets or fund balances from Line 22 (end of year) on Form 990; Line 21 on Form 990-EZ; or Part III, Line 6 on Form 990-PF.)

12. Oregon Net Fixed Assets Used to Conduct Charitable Activities . 12. $102,957.93
(If the Oregon amount is unknown, write $0.)

13. Amount Subject to Net Assets or Fund Balances Fee..... 13. $0.00
(Line 11 minus line 12. If less than $50,000, write $0.)

14. Net Assets or Fund Balances Fee 14. $0.00
(Line 13 multiplied by .0001. If the fee is less than $5, enter $0. **Not to exceed $1,000.** Round cents to the nearest whole dollar.)

15. Are you filing this report late? ☐ Yes ☑ No 15. $0.00
(If yes, the late fee is a minimum of $20. You may owe more depending on how late the report is. See Instruction 15 for additional information or contact the Charitable Activities Section at (971) 673-1880 to obtain late fee amount.)

16. Total Amount Due 16. $170.00
(Add Lines 10, 14, and 15. Make check payable to the Oregon Department of Justice.)

17. Attach a copy of the organization's federal 990 or other return and all supporting schedules and attachments that were filed with the IRS with the exception that Form 990 & 990EZ filers do not need to attach a copy of their Schedule B. Also, if the organization did not file with the IRS or filed a 990-N, but had Total Revenue of $25,000 or more, or Net Assets or Fund Balances of $50,000 or more, see the instructions as the organization may be required to complete certain IRS Forms for Oregon purposes only. If the attached return was not filed with the IRS, then mark any such return as "For Oregon Purposes Only." If your organization files IRS Form 990-N (e-Postcard) please attach a copy or confirmation of its filing.

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including all accompanying forms, schedules, and attachments, and to the best of my knowledge and belief, it is true, correct, and complete.

⇒ Brian Hemi — Signature of officer | 8-13-2013 — Date | Treasurer — Title

Paid Preparer's Use Only

⇒ Preparer's signature | Date | Phone

Preparer's name | Address

Book Value of Oregon Assets FY 2012

FA No	Equip	Location	Amount
2765	Downlink	Brookings, OR	8,907.90
2766	Downlink	Canyonville OR	10,472.26
2768	Downlink	Chirstmas Valley OR	19,051.00
2772	Downlink	Florence OR	19,076.00
2773	Downlink	Glide, OR	6,947.12
2775	Downlink	John Day OR	19,051.00
2776	Downlink	Lake View OR	19,452.65
		Total	102,957.93

Oregon Revenue 778,572

Form **8879-EO**

Department of the Treasury
Internal Revenue Service

IRS *e-file* Signature Authorization for an Exempt Organization

For calendar year 2012, or fiscal year beginning _____, 2012, and ending _____, ____.

► **Do not send to the IRS. Keep for your records.**

OMB No. 1545-1878

2012

Name of exempt organization: THREE ANGELS BROADCASTING NETWORK INC

Employer identification number: 37-1179056

Name and title of officer: BRIAN HAMILTON Treasurer

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a, 2a, 3a, 4a,** or **5a,** below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b,** or **5b,** whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ►	[X]	**b Total revenue,** if any (Form 990, Part VIII, column (A), line 12)	**1b** 28,476,776.
2a Form 990-EZ check here ►	[ ]	**b Total revenue,** if any (Form 990-EZ, line 9)	**2b**
3a Form 1120-POL check here ►	[ ]	**b Total tax** (Form 1120-POL, line 22)	**3b**
4a Form 990-PF check here ►	[ ]	**b Tax based on investment income** (Form 990-PF, Part VI, line 5)	**4b**
5a Form 8868 check here ►	[ ]	**b Balance Due** (Form 8868, Part I, line 3c or Part II, line 8c)	**5b**

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS **(a)** an acknowledgement of receipt or reason for rejection of the transmission, **(b)** the reason for any delay in processing the return or refund, and **(c)** the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

[X] I authorize GRAY HUNTER STENN LLP (**ERO firm name**) to enter my PIN 79056 (**Enter five numbers, but do not enter all zeros**) as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

[ ] As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ► _____ Date ► 7-25-2013

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN ..... 37187711111 (**do not enter all zeros**)

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub 4163,** Modernized e-File (MeF) Information for Authorized IRS *e-file* Providers for Business Returns.

ERO's signature ► _____ Date ► _____

ERO Must Retain This Form – See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So

BAA For Paperwork Reduction Act Notice, see instructions.

Form **8879-EO**

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DEPARTMENT OF JUSTICE
PORTLAND LEGAL

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

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

B Check if applicable:
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

C
THREE ANGELS BROADCASTING NETWORK INC
3391 CHARLEY GOOD RD, P O BOX 220
WEST FRANKFORT, IL 62896

YOUR COPY

D Employer Identification Number: 37-1179056

E Telephone number: 618-627-4651

G Gross receipts $ 28,609,742.

F Name and address of principal officer: JAMES W GILLEY
Same As C Above

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If 'No,' attach a list. (see instructions)

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( )◄ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ► 3abn.org

H(c) Group exemption number ►

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ►

L Year of Formation: 1985

M State of legal domicile: IL

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: THE MISSION OF 3ABN IS TO PROCLAIM THE GOSPEL OF SALVATION THROUGH JESUS CHRIST, AND HERALD HIS SOON RETURN. WE DO THIS THROUGH THE MEDIUM OF TELEVISION, RADIO, AND INTERNET. IT IS ALSO OUR MISSION TO CONTINUE THE HEALING MINISTRY OF JESUS CHRIST THROUGH HEALTH AND

2 Check this box ► [ ] 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	11
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	7
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	166
6	Total number of volunteers (estimate if necessary)	6	14
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.

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			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	13,051,472.	27,070,368.
	9	Program service revenue (Part VIII, line 2g)	1,706,698.	1,718,154.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	26,573.	4,778.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-1,578,433.	-316,524.
	12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,206,310.	28,476,776.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	675,555.	609,655.
	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)	4,877,338.	4,843,712.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		
	b	Total fundraising expenses (Part IX, column (D), line 25) ►		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	9,747,704.	10,077,384.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	15,300,597.	15,530,751.
	19	Revenue less expenses. Subtract line 18 from line 12	-2,094,287.	12,946,025.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	70,148,451.	97,799,008.
	21	Total liabilities (Part X, line 26)	56,399,089.	71,103,621.
	22	Net assets or fund balances. Subtract line 21 from line 20	13,749,362.	26,695,387.

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

► BRIAN HAMILTON — Treasurer
Type or print name and title.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
[redacted]	Self-Prepared			[redacted]

Firm's name ► [redacted]
Firm's address ► [redacted]
Firm's EIN ► [redacted]
Phone no. [redacted]

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:

See Schedule O

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

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 $ 11,791,369. including grants of $ 609,655.) (Revenue $ 28,476,776.)

PRODUCTION AND DISTRIBUTION OF RELIGIOUS PROGRAMMING FOR ELECTRONIC DISTRIBUTION (TELEVESION, RADIO, AND INTERNET) THROUGHOUT THE WORLD.

4b (Code: _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

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 ► 11,791,369.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

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

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	1a	908		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	166		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file.* (see instructions)				
3a Did the organization have unrelated business gross income of $1,000 or more during the year?			3a	X
b If 'Yes' has it filed a Form 990-T for this year? *If 'No,' provide an explanation in Schedule O.*			3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a	X
b If 'Yes,' enter the name of the foreign country: ►				
See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b	X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?			5c	
6a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a X	
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b X	
7 Organizations that may receive deductible contributions under section 170(c).				
a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a X	
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?			7b X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c X	
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7d	1		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h X	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	
9 Sponsoring organizations maintaining donor advised funds.				
a Did the organization make any taxable distributions under section 4966?			9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?			9b	
10 Section 501(c)(7) organizations. Enter:				
a Initiation fees and capital contributions included on Part VIII, line 12	10a			
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11 Section 501(c)(12) organizations. Enter:				
a Gross income from members or shareholders	11a			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a **Section 4947(a)(1) non - exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a	
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.				
a Is the organization licensed to issue qualified health plans in more than one state?			13a	
Note. See the instructions for additional information the organization must report on Schedule O.				
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c Enter the amount of reserves on hand	13c			
14a Did the organization receive any payments for indoor tanning services during the tax year?			14a	X
b If 'Yes,' has it filed a Form 720 to report these payments? *If 'No,' provide an explanation in Schedule O.*			14b	

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	11		
b Enter the number of voting members included in line 1a, above, who are independent	1b	7		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	2			X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3			X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6 Did the organization have members or stockholders?	6			X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?	7b			X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?	8a		X	
b Each committee with authority to act on behalf of the governing body?	8b		X	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O*	9			X

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

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

Section C. Disclosure

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

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 [X] Upon request [ ] Other *(explain in Schedule O)*

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

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

► BRIAN HAMILTON 3391 CHARLEY GOOD RD, PO BOX 220, WEST FRANKFORT IL 62896 618-627-4651

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) MOSES PRIMO	40									
Key Employee	0				X			63,297.	0.	0.
(2) DR WALTER THOMPSON	0.5									
Trustee	0	X						0.	0.	0.
(3) KENNETH DENSLOW	0.5									
Trustee	0	X						0.	0.	0.
(4) BRUCE FJARLI	0.5									
Trustee	0	X						0.	0.	0.
(5) PAM RHODES	0.5									
Trustee	0	X						0.	0.	0.
(6) ELLSWORTH MCKEE	0.5									
Trustee	0	X						0.	0.	0.
(7) MAX TREVINO	0.5									
Trustee	0	X						0.	0.	0.
(8) CARMELITA TROY	0.5									
Trustee	0	X						0.	0.	0.
(9) JAMES W GILLEY	40									
CHAIRMAN,PRES	0		X	X				69,725.	0.	0.
(10) DANNY SHELTON	40									
Trustee	0		X					74,522.	0.	0.
(11) C.A. MURRAY	40									
Trustee	0		X					53,661.	0.	0.
(12) MOLLIE STEENSON	40									
VP & SECRETARY	0		X	X				66,904.	0.	0.
(13) BRIAN HAMILTON	40									
Treasurer	0			X				66,186.	0.	0.
(14)										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1 b Sub-total ►								394,295.	0.	0.
c Total from continuation sheets to Part VII, Section A ►								0.	0.	0.
d Total (add lines 1b and 1c) ►								394,295.	0.	0.

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 ► 0

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*	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? *If 'Yes' complete Schedule J for such individual*	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? *If 'Yes,' complete Schedule J for such person*	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
BLUE CROSS BLUE SHIELD PO BOX 1186 CHICAGO, IL 60690-1186	HEALTHCARE COST	1,217,358.
INTELSAT CORPORATION PO BOX 7247-8912 PHILADELPHIA, PA 19170-8912	SATELLITE AIRTIME	560,125.
AMERICAN EXPRESS CORPORATE PO BOX 650448 DALLAS, TX 75265-0448	SUPPLIES, EQUIPMENT	563,127.
SMITH & BUTTERFIELD PO BOX 3446 EVANSVILLE, IN 47733-3446	PRINTING	379,741.
R.R. SATELLITE COMMUNICIATIONS 4 HAGOREN STREET OMER, 84965 Israel	SATELLITE AIRTIME	1,293,100.

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 ► 5

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e	315,038.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	26,755,330.			
	g Noncash contributions included in lns 1a-1f: $ 192,644.					
	h Total. Add lines 1a-1f ►		27,070,368.			
PROGRAM SERVICE REVENUE		Business Code				
	2a PROGRAM DISTRIBUTION	900099	1,718,154.	1,718,154.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ►		1,718,154.			
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts) ►		2,676.	2,676.		
	4 Income from investment of tax-exempt bond proceeds ►					
	5 Royalties ►		9,480.	9,480.		
		(i) Real / (ii) Personal				
	6a Gross rents	105,323.				
	b Less: rental expenses	15,927.				
	c Rental income or (loss)	89,396.				
	d Net rental income or (loss) ►		89,396.	89,396.		
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory	98,076. / 3,000.				
	b Less: cost or other basis and sales expenses	98,281. / 693.				
	c Gain or (loss)	-205. / 2,307.				
	d Net gain or (loss) ►		2,102.	2,102.		
	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	1,421.				
	b Less: cost of goods sold b	18,065.				
	c Net income or (loss) from sales of inventory ►		-16,644.	-16,644.		
	Miscellaneous Revenue	Business Code				
	11a OTHER INCOME		39,420.	39,420.		
	b SPLIT INTEREST AGREEMENTS		-438,176.	-438,176.		
	c					
	d All other revenue					
	e Total. Add lines 11a-11d ►		-398,756.			
	12 Total revenue. See instructions ►		28,476,776.	1,406,408.	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).

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	34,408.	34,408.		
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	575,247.	575,247.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	394,295.	137,819.	256,476.	0.
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	2,917,460.	2,380,301.	537,159.	
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	1,276,066.	1,069,587.	206,479.	
10 Payroll taxes	255,891.	195,178.	60,713.	
11 Fees for services (non-employees):				
a Management				
b Legal	322,477.		322,477.	
c Accounting	71,264.		71,264.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amt exceeds 10% of line 25, column (A) amt, list line 11g expenses on Sch O)				
12 Advertising and promotion	324,134.	252,996.	71,138.	
13 Office expenses	1,130,887.	738,201.	392,686.	
14 Information technology				
15 Royalties				
16 Occupancy	5,197,300.	4,774,125.	423,175.	
17 Travel	713,806.	466,890.	246,916.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	33,522.		33,522.	
20 Interest	21,554.		21,554.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,015,492.	1,015,492.		
23 Insurance	415,166.		415,166.	
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	831,782.	151,125.	680,657.	
b				
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	15,530,751.	11,791,369.	3,739,382.	0.
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	292,367.	1	166,467.
	2	Savings and temporary cash investments	210,500.	2	212,011.
	3	Pledges and grants receivable, net	445,611.	3	417,245.
	4	Accounts receivable, net	801,928.	4	910,016.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	7,725.	5	926.
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net	104,450.	7	130,495.
	8	Inventories for sale or use	3,270,527.	8	3,193,860.
	9	Prepaid expenses and deferred charges	171,521.	9	189,522.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a 34,280,248.			
	b	Less: accumulated depreciation — 10b 25,849,505.	8,345,364.	10c	8,430,743.
	11	Investments – publicly traded securities	2,687,227.	11	2,699,722.
	12	Investments – other securities. See Part IV, line 11		12	22,925,000.
	13	Investments – program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	53,811,231.	15	58,523,001.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	70,148,451.	16	97,799,008.
LIABILITIES	17	Accounts payable and accrued expenses	1,103,478.	17	2,038,656.
	18	Grants payable		18	
	19	Deferred revenue	625,850.	19	10,500.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	26,057.
	24	Unsecured notes and loans payable to unrelated third parties	20,000.	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.	54,649,761.	25	69,028,408.
	26	**Total liabilities.** Add lines 17 through 25	56,399,089.	26	71,103,621.
NET ASSETS OR FUND BALANCES		**Organizations that follow SFAS 117 (ASC 958), check here ► ☒ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	8,921,842.	27	8,145,133.
	28	Temporarily restricted net assets	4,827,520.	28	18,550,254.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ► ☐ 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	13,749,362.	33	26,695,387.
	34	Total liabilities and net assets/fund balances	70,148,451.	34	97,799,008.

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	28,476,776.
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,530,751.
3	Revenue less expenses. Subtract line 2 from line 1	3	12,946,025.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13,749,362.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	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	26,695,387.

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: ☐ Cash ☒ Accrual ☐ Other _____			
	If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
	☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
	☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		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	3b		

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	Employer identification number
THREE ANGELS BROADCASTING NETWORK INC	37-1179056

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 – Non-functionally integrated

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

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

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

		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?	**11 g (i)**		
(ii) A family member of a person described in (i) above?	**11 g (ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11 g (iii)**		

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

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

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

Schedule **A** (Form 990 or 990-EZ) 2012

TEEA0401L 08/09/12

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.')						
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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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** ► ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2011 Schedule A, Part II, line 14 15 %

16a **33-1/3% support test – 2012.** If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

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 ► ☐

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 ► ☐

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 ► ☐

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 ► ☐

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

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

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants.')	14591460.	13261885.	14394680.	13011535.	26755330.	82,014,890.
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	1,349,346.	1,280,285.	1,801,022.	1,762,914.	1,826,398.	8,019,965.
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				39,937.	315,039.	354,976.
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	15940806.	14542170.	16195702.	14814386.	28896767.	90,389,831.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	1,127,407.	600,404.	494,878.	535,892.	594,400.	3,352,981.
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	708,734.	591,789.	1,498,033.	664,818.	42,534.	3,505,908.
c Add lines 7a and 7b	1,836,141.	1,192,193.	1,992,911.	1,200,710.	636,934.	6,858,889.
8 **Public support** (Subtract line 7c from line 6.)						83,530,942.

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	15940806.	14542170.	16195702.	14814386.	28896767.	90,389,831.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	97,469.	40,483.	36,535.	97,112.	49,873.	321,472.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b	97,469.	40,483.	36,535.	97,112.	49,873.	321,472.
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.)	16038275.	14582653.	16232237.	14911498.	28946640.	90,711,303.

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	92.08 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	89.15 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	0.35 %
18 Investment income percentage from **2011** Schedule A, Part III, line 17	18	0.43 %

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

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

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

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

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: THREE ANGELS BROADCASTING NETWORK INC

Employer identification number: 37-1179056

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? ☐ Yes ☐ 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? ☐ Yes ☐ 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)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

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.

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

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

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

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

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

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

	(a) Current	(b) Prior year	(c) Two years	(d) Three years	(e) Four years
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ► _____ %
b Permanent endowment ► _____ %
c Temporarily restricted endowment ► _____ %

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

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

		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
1 a Land		613,060.		613,060.
b Buildings		7,680,979.	2,701,521.	4,979,458.
c Leasehold improvements				
d Equipment		25,986,209.	23,147,984.	2,838,225.
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				8,430,743.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other UNITRUST PROPERTY HELD FOR SA	22,925,000.	End of Year Market Value
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990, Part X, column (B) line 12.)* ►	22,925,000.	

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

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

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

(a) Description	(b) Book value
(1) CHARITABLE GIFT ANNUITIES	13,512,482.
(2) DEPOSITS	280,324.
(3) REVOCABLE TRUSTS	44,730,195.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, column (B), line 15.)* ►	58,523,001.

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ANNUITY LIABILITY	13,373,334.
(3) REVOCABLE TRUST LIABILITY	44,730,196.
(4) TRADE DEPOSITS	3,000.
(5) UNITRUST LIABILITY	10,921,878.
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, column (B) line 25.)* ►	69,028,408.

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 ☐

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	28,510,769.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.) See Part XIII	2d	33,993.	
e	Add lines 2a through 2d		2e	33,993.
3	Subtract line 2e from line 1		3	28,476,776.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12.)*		5	28,476,776.

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

1	Total expenses and losses per audited financial statements		1	15,564,744.
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.) See Part XIII	2d	33,993.	
e	Add lines 2a through 2d		2e	33,993.
3	Subtract line 2e from line 1		3	15,530,751.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*		5	15,530,751.

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.

Schedule D, Part XI, Line 2d
Other Revenue Included In F/S But Not Included On Form 990

990 PART VIII LINE 10B	$	18,065.
990 PART VIII LINE 6B, RENTAL EXP		15,928.
Total	$	33,993.

Schedule D, Part XII, Line 2d
Other Expenses And Losses Per Audited F/S

990 PART VIII LINE 10B,	$	18,065.
990 PART VIII LINE 6B, RENTAL EXP		15,928.
Total	$	33,993.

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: THREE ANGELS BROADCASTING NETWORK INC

Employer identification number: 37-1179056

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?... [X] Yes [ ] No

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) EAST ASIA & PACIFIC	1	5	TV BROADCASTING		115,908.
(2) RUSSIA	1	30	TV PROG PRODUCTION		452,964.
(3) SUB-SAHARAN AFRICA	1	3	RADIO & TV BROADCASTING		6,375.
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3 a Sub-total	3	38			575,247.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	3	38			575,247.

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

Schedule F (Form 990) 2012

TEEA3501L 12/17/12

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			PHILLIPINES	OPERATING	115,908.	WIRE TRANSFER			
(2)			RUSSIA	OPERATING	452,964.	WIRE TRANSFER			
(3)			UGANDA	OPERATING	6,375.	WIRE TRANSFER			
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

3 Enter total number of other organizations or entities ► 0

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

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

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☐ Yes ☒ No

2 Did the organization have an interest in a foreign trust during the tax year? *If 'Yes,' the organization may be required to file Form 3520, Annual Return To Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* ☐ Yes ☒ No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* ☐ Yes ☒ No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If 'Yes,' the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* ☐ Yes ☒ No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If 'Yes,' the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* ☐ Yes ☒ No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If 'Yes,' the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* ☐ Yes ☒ No

Part V Supplemental Information

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

Part I - Additional Supplemental Information

FINANCIAL REPORTS AND/OR RECEIPTS ARE REQUIRED TO SUBSTANTIATE OPERATING COSTS. FOR LARGER GRANTS, FINANCIAL ACTIVITIES ARE REQUIRED TO BE REVIEWED BY AN INDEPENDENT AUDITING FIRM AND A REPORT SENT DIRECTLY TO THREE ANGELS BROADCASTING MANAMGEMENT.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: THREE ANGELS BROADCASTING NETWORK INC

Employer identification number: 37-1179056

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? ..... [X] Yes [ ] No

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) TRUE STEP MINISTRIES 12467 S CLOVERDALE ROAD KUNA, ID 83634	84-1374437		24,000.	0.			OPERATING GRANT
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							

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

3 Enter total number of other organizations listed in the line 1 table ..... ► 0

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

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Part IV - Additional Supplemental Information

FINANCIAL REPORTS AND/OR RECEIPTS ARE REQUIRED TO SUBSTANTIATE OPERATING COSTS FOR LARGER GRANTS.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: THREE ANGELS BROADCASTING NETWORK INC

Employer identification number: 37-1179056

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

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

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? Yes	(d) Corrected? No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

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

Part II Loans to and/or From Interested Persons.

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

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization? To	(d) From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	(g) No	(h) Approved by board or committee? Yes	(h) No	(i) Written agreement? Yes	(i) No
(1) DANNY SHELTON												
(2)	FOUNDER	PERSONAL		X	926.	926.		X	X			X
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total ► $						926.						

Part III Grants or Assistance Benefiting Interested Persons.

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

	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of Assistance	(e) Purpose of assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

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

Part IV Business Transactions Involving Interested Persons.
Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
(1) DLS PUBLISHING	3ABN FOUNDER	153,304.	PURCHASE OF MUSIC CD		X
(2) MOIPTV - MOSES PRIMO	KEY EMPLOYEE	101,480.	INTERNET STREAMING SER		X
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information
Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

► Attach to Form 990.

OMB No. 1545-0047

2012

Open To Public Inspection

Name of the organization: THREE ANGELS BROADCASTING NETWORK INC

Employer identification number: 37-1179056

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art – Works of art				
2 Art – Historical treasures				
3 Art – Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles	X	3	41,152.	SALES PROCEEDS
7 Boats and planes				
8 Intellectual property				
9 Securities – Publicly traded	X	3	11,076.	MARKET VALUE
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	X	1	69,667.	SALES PROCEEDS
16 Real estate – Commercial				
17 Real estate – Other	X	1	13,428,777.	
18 Collectibles	X	133	70,749.	SALES PROCEEDS
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ( )				
26 Other ► ( )				
27 Other ► ( )				
28 Other ► ( )				

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

		Yes	No
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?	30a		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?	31		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
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) 2012

TEEA4601L 12/10/12

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

SCHEDULE O
(Form 990 or 990-EZ)

epartment of the Treasury
nternal 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: THREE ANGELS BROADCASTING NETWORK INC

Employer identification number: 37-1179056

Form 990, Part III, Line 1 - Organization Mission

THE MISSION OF 3ABN IS TO PROCLAIM THE GOSPEL OF SALVATION THROUGH JESUS CHRIST, AND HERALD HIS SOON RETURN. WE DO THIS THROUGH THE MEDIUM OF TELEVISION, RADIO, AND INTERNET. IT IS ALSO OUR MISSION TO CONTINUE THE HEALING MINISTRY OF JESUS CHRIST THROUGH HEALTH AND RECOVERY PROGRAMS THAT TEACH PEOPLE A BETTER WAY OF LIFE.

Form 990, Part VI, Line 11b - Form 990 Review Process

THE 990 INFORMATIONAL RETURN AND SUPPORTING SCHEDULES ARE REVIEWED BY THE BOARD OF TRUSTEES AT THE FIRST BOARD MEETING FOLLOWING THE FILING OF THE RETURN.

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

ALL BOARD MEMBERS AND OFFICERS ARE REQUIRED TO REVIEW 3ABN'S CONFLICT OF INTEREST POLICY AND SIGN A COMPLIANCE STATEMENT. ANY ACTUAL OR POTENTIAL CONFLICT OF INTEREST IS TO BE DISCLOSED AND THE BOARD MUST MAKE A DECISION CONCERNING THE CONFLICT.

Form 990, Part VI, Line 15a - Compensation Review & Approval Process - CEO, Top Management

ALL OFFICER REMUNERATION IS SET BY ACTION OF THE BOARD OF TRUSTEES AND FALLS WITHIN THE REMUNERATION GUIDELINES OF THE NORTH AMERICAN DIVISION OF SEVENTH-DAY ADVENTISTS. ONCE EACH YEAR ALL OTHER EMPLOYEE WAGES AND BENEFITS ARE REVIEWED BY THE BOARD.

Form 990, Part VI, Line 15b - Compensation Review & Approval Process - Officers & Key Employees

ALL OFFICER REMUNERATION IS SET BY ACTION OF THE BOARD OF TRUSTEES AND FALLS WITHIN THE REMUNERATION GUIDELINES OF THE NORTH AMERICAN DIVISION OF SEVENTH-DAY ADVENTISTS. ONCE EACH YEAR ALL OTHER EMPLOYEE WAGES AND BENEFITS ARE REVEIWED BY THE BOARD.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

THE 3ABN ANNUAL AUDITED FINANCIAL STATEMENTS, 990 INFORMATIONAL RETURN, SUPPORTING SCHEDULES AND GOVERNING DOCUMENTS ARE PROVIDED TO ALL WHO MAKE A WRITTEN REQUEST.

THREE ANGELS BROADCASTING NETWORK, INC.

FINANCIAL STATEMENTS

AND SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012

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GRAY HUNTER STENN LLP
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS
CERTIFIED PUBLIC ACCOUNTANTS
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MARION, ILLINOIS
QUINCY, ILLINOIS

OAK BROOK, ILLINOIS
SYCAMORE, ILLINOIS

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Three Angels Broadcasting Network, Inc.

We have audited the accompanying financial statements of Three Angels Broadcasting Network, Inc. (a nonprofit organization) which comprise the statement of financial position as of December 31, 2012, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Basis for Qualified Opinion

As discussed in Note 14 to the financial statements, the Organization does not report its investment in Three Angels T.V. and Radio Broadcast Network (Russia). All payments made to this branch are expensed when paid. In our opinion, accounting principles generally accepted in the United States of America require the branch be accounted for on a consolidated basis. The effects of that departure on the financial statements are not reasonably determinable.

The Organization's financial statements do not disclose a presentation of summarized financial data for 3ABN Philippines, Inc. This information is not available to the Organization. In our opinion, disclosure of this information is required to conform with accounting principles generally accepted in the United States of America.

In connection with the recording of real estate revocable trusts, the fair values of the trusts were based on internal estimates performed by the Organization. We were unable to obtain sufficient evidential matter in connection with the estimates of fair value.

Qualified Opinion

In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraphs, the financial statements referred to above present fairly, in all material respects, the financial position of Three Angels Broadcasting Network, Inc. as of December 31, 2012, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other-Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedule of Program Service Expenses and Schedule of Supporting Service Expenses on pages 14 and 15 respectively, are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraphs, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Gray Hunter Stenn LLP

Marion, Illinois
July 11, 2013

THREE ANGELS BROADCASTING NETWORK, INC.
STATEMENT OF FINANCIAL POSITION
DECEMBER 31, 2012

ASSETS

Current Assets		
Cash	$	-
Contributions receivable		415,934.73
Contributions receivable - bequests		1,310.20
Accounts receivable, net of allowance for uncollectible accounts of $130,463.29		437,810.61
Investments		169,798.95
Employee advances		4,843.22
Notes receivable		2,187.03
Deposits		357.50
Inventory		293,499.14
Prepaid expenses		189,164.49
Charitable gift annuities		723,554.50
Beneficial interest in charitable remainder unitrust		20,296.83
Assets held for sale		2,702,360.58
Total Current Assets	$	4,961,117.78
Non-Current Assets		
Cash restricted to investment in capital assets	$	378,477.48
Notes receivable		128,307.59
Investments		25,454,923.51
Deposits		280,323.75
Revocable trusts		44,730,195.41
Charitable gift annuities		12,788,927.60
Beneficial interest in charitable remainder unitrust		447,991.57
Assets held for sale		198,000.00
Property and equipment, less accumulated depreciation		8,430,742.99
Total Non-Current Assets	$	92,837,889.90
Total Assets	$	97,799,007.68

LIABILITIES AND NET ASSETS

Current Liabilities		
Accounts payable	$	874,632.89
Due to cash trust fund		764,470.87
Accrued wages and vacation pay		228,725.11
Accrued sales and payroll taxes		4,717.28
Accrued real estate tax		145,424.04
Deferred revenue		10,500.00
Current portion of long-term debt		5,909.26
Funds due to other ministries		20,685.49
Charitable gift annuities		723,554.50
Liabilities under unitrust agreements		169,798.95
Total Current Liabilities	$	2,948,418.39
Long-term Liabilities		
Long-term debt	$	20,147.90
Refundable advances		44,730,195.41
Charitable gift annuities		12,649,779.50
Liabilities under unitrust agreements		10,752,079.43
Other long-term liabilities		3,000.00
Total Long-term Liabilities	$	68,155,202.24
Total Liabilities	$	71,103,620.63
Net Assets		
Unrestricted	$	8,145,133.27
Temporarily restricted		18,550,253.78
Total Net Assets	$	26,695,387.05
Total Liabilities and Net Assets	$	97,799,007.68

See accompanying notes.

THREE ANGELS BROADCASTING NETWORK, INC.
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED DECEMBER 31, 2012

	Unrestricted	Temporarily Restricted	Total
Revenues and Other Support			
Contributions	$ 10,231,602.65	$ 2,307,908.16	$ 12,539,510.81
Charitable gift annuities	781,152.86	-	781,152.86
Unitrust contributions	-	13,479,512.88	13,479,512.88
Airtime and production fees	1,718,154.01	-	1,718,154.01
Sales of satellite equipment	1,449.28	-	1,449.28
Rental income	105,323.65	-	105,323.65
Investment income	2,675.77	-	2,675.77
Insurance proceeds	15,241.24	-	15,241.24
Gain (loss) on disposal of assets	(42,539.97)	-	(42,539.97)
Net unrealized and realized gains and (losses) on investments	(368.00)	-	(368.00)
Change in value of split-interest agreements	(548,486.92)	110,310.73	(438,176.19)
Other	348,833.15	-	348,833.15
Net assets released from restrictions	2,146,464.71	(2,146,464.71)	-
Total Revenues and Other Support	$ 14,759,502.43	$ 13,751,267.06	$ 28,510,769.49
Expenses			
Program service			
Television and radio broadcasting	$ 11,788,295.47	$ -	$ 11,788,295.47
Supporting service			
Management and general	3,776,449.12	-	3,776,449.12
Total Expenses	$ 15,564,744.59	$ -	$ 15,564,744.59
Change in Net Assets	$ (805,242.16)	$ 13,751,267.06	$ 12,946,024.90
Transfer to Unrestricted Net Assets	28,533.85	(28,533.85)	-
Net assets, beginning of year	8,921,841.58	4,827,520.57	13,749,362.15
Net assets, end of year	$ 8,145,133.27	$ 18,550,253.78	$ 26,695,387.05

See accompanying notes.

THREE ANGELS BROADCASTING NETWORK, INC.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2012

Cash Flows from Operating Activities:		
Cash received from contributions	$	13,249,970.61
Cash received from airtime and production fees		1,016,159.01
Cash received from sales		1,449.28
Rental receipts		106,823.65
Interest received		2,675.77
Other receipts		364,074.39
Cash paid to employees and suppliers		(3,671,233.61)
Cash paid for program service		(10,069,701.37)
Interest paid		(20,747.53)
Cash paid for school subsidy		(76,302.65)
Cash paid for rental and miscellaneous expense		(46,473.54)
Net Cash Provided by Operating Activities	$	856,694.01
Cash Flows from Investing Activities:		
Purchases of property and equipment	$	(1,084,313.42)
Purchases of assets held for sale		(7,168.37)
Proceeds from sales of property and equipment		3,000.00
Purchases of gift annuity assets		(1,726,725.25)
Proceeds from sale of gift annuity assets		450,000.00
Proceeds from sales of investments		178,671.51
Proceeds from assets held for sale		192,644.24
Net change in notes receivable		(26,044.88)
Transfer of restricted contributions to restricted cash		(487,325.08)
Release of restricted cash for designated purposes		149,021.40
Release of restricted cash for non-designated purposes		462,693.60
Net Cash Used by Investing Activities	$	(1,895,546.25)
Cash Flows from Financing Activities:		
Repayment of borrowings from revocable trusts	$	(314,530.00)
Borrowings from revocable trusts		840,000.00
Proceeds from new loans		28,880.39
Repayment of loans		(2,823.23)
Contributions restricted for investment in equipment		487,325.08
Net Cash Provided by Financing Activities	$	1,038,852.24
Net decrease in cash and cash equivalents	$	-
Cash and cash equivalents at December 31, 2011		-
Cash and cash equivalents at December 31, 2012	$	-
Reconciliation of Decrease in Net Assets to Net Cash Provided by Operating Activities:		
Increase in net assets	$	12,946,024.90
Adjustments to reconcile increase in net assets to net cash provided by operating activities:		
Depreciation		1,015,491.40
Gain on disposal of fixed assets		(2,306.71)
Write-down of assets held for sale		44,846.68
Provision for bad debts		900.00
Bad debt recoveries		(5,449.67)
Change in value of split-interest agreements		438,176.19
Contributions restricted to investment in equipment		(487,325.08)
Net unrealized and realized gains and losses on investments		368.00
Donated assets		(23,207,649.41)
Increase in accounts receivable		(227,967.17)
Decrease in employee advances		6,302.59
Increase in contribution receivable		(4,693.76)
Decrease in contribution receivable - bequests		29,229.03
Decrease in inventory		14,557.91
Decrease in deposits		1,869.50
Increase in prepaid expense		(18,043.72)
Increase in accounts payable		453,906.79
Decrease in funds due to other ministries		(24,499.86)
Decrease in accrued wages, taxes and other		(21,306.58)
Increase in accrued real estate tax		1,608.00
Decrease in deferred revenue		(467,078.16)
Decrease in notes payable		(20,000.00)
Increase in unitrust gift liability		9,444,160.75
Increase in charitable gift annuity liability		945,572.39
Net Cash Provided by Operating Activities	$	856,694.01

THREE ANGELS BROADCASTING NETWORK, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

1. SIGNIFICANT ACCOUNTING POLICIES

a. Nature and purpose of operations. Three Angels Broadcasting Network, Inc. is an Illinois nonprofit corporation chartered March 26, 1985. Its purpose is exclusively religious in nature and includes, but is not limited to, the development, planning, promotion, production, and direction in cooperation with various Seventh-day Adventist organizations, all types of Seventh-day Adventist programming for electronic transmission for television, radio, and other media broadcasting throughout the world.

The Organization's primary funding sources are individual and corporate contributions.

b. Principles of presentation. These financial statements are intended to present the financial position, results of operations and cash flows of Three Angels Broadcasting Network, Inc. in conformity with U.S. generally accepted accounting principles.

c. Use of estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

d. Property, equipment and depreciation. Three Angels Broadcasting Network, Inc. reports gifts of land, buildings and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent of explicit donor stipulations about how long those long-lived assets must be maintained, the Organization reports expirations of donor restrictions when the donated assets are placed in service. The Organization's policy is to capitalize fixed assets with a cost of $1,000.00 or more. Purchased fixed assets are carried at cost. Donated fixed assets are carried at fair market value as of the contribution date. Depreciation is computed using the straight-line method over the assets' estimated useful lives. Maintenance and repairs are charged to operations when incurred. Betterments and renewals are capitalized.

e. Cash and cash equivalents. For purposes of reporting cash flows, cash and cash equivalents include unrestricted cash on hand, unrestricted cash in banks, and unrestricted cash invested in money market funds.

f. Tax status. The Internal Revenue Service has determined that Three Angels Broadcasting Network, Inc. is an exempt organization within the meaning of Section 501(c)(3) of the Internal

Revenue Code. The Organization files information returns in the federal jurisdiction and Illinois. The federal and state information returns prior to 2010 are closed.

g. Inventories. Inventories are stated at the lower of cost or market, determined by the FIFO method. Inventory on hand includes programming items, literature, and various promotional items. Shipping costs on inventory are included in cost of goods sold.

h. Accounts receivable. Accounts receivable are recorded at their net realizable values. The Organization provides an allowance for uncollectible accounts. The allowance for accounts receivable is based upon management's assessment of the collectability of specific customer accounts and the aging of the accounts receivable. The aging of the accounts receivable is reviewed on an annual basis for accounts deemed to be uncollectible.

i. Restricted support. The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are classified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

2. PROPERTY AND EQUIPMENT

Fixed assets and accumulated depreciation at December 31, 2012 are summarized as follows:

Land	$ 613,060.41
Land improvements	548,828.44
Buildings	6,406,570.10
Houses	725,580.07
Downlink equipment	9,082,226.81
Broadcast and office equipment	14,788,895.47
Vehicles	1,931,214.36
Construction in progress	183,872.11
Total	$ 34,280,247.77
Accumulated Depreciation	(25,849,504.78)
Fixed Assets - Net	$ 8,430,742.99

Depreciation expense for the year ended December 31, 2012 was $1,015,491.40.

3. INVESTMENTS

The following investments consist of money market accounts, United States government securities, mutual funds, equities, and real estate.

Fair values of the investments were provided by dealer or bank quotes, or appraisals. Fair values and unrealized gains (losses) are summarized as follows:

Investments held for charitable trusts:	Book Value	Fair Value	Gross Unrealized Gain	Gross Unrealized Loss
Money market accounts	$ 42,139.72	$ 42,139.72	$ -	$ -
Government securities	51,880.50	51,629.50		251.00
Mutual funds	2,195,868.97	2,312,533.07	116,664.10	
Equities	-	293,420.17	293,420.17	-
Real Estate	22,925,000.00	22,925,000.00	-	-
Total Investments	$ 25,214,889.19	$ 25,624,722.46	$ 410,084.27	$ 251.00

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Accounting standards establish a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities that are traded in an active exchange market, as well as U.S. Treasury securities.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments. This category generally includes certain U.S. Government and agency mortgage-backed debt securities and corporate debt securities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category generally includes certain private debt and equity investments.

The fair value hierarchy of investments accounted for at fair value on a recurring basis at December 31, 2012 is as follows:

	12/31/12	Level 1	Level 2	Level 3
Money market accounts	$ 42,139.72	$ 42,139.72	$ -	$ -
Government securities	51,629.50	51,629.50	-	-
Mutual funds	2,312,533.07	2,312,533.07	-	-
Equities	293,420.17	293,420.17	-	-
Real Estate	22,925,000.00	-	-	22,925,000.00
Total	$ 25,624,722.46	$ 2,699,722.46	$ -	$ 22,925,000.00

During 2012, a representative of Three Angels Broadcasting Network, Inc. accepted the appointment as trustee for the David Lawrence Adderley Charitable Remainder Unitrust. The trust holds real estate with an appraised value of $22,925,000.00. There were no gains or losses or changes in value of this asset in 2012. Three Angels Broadcasting Network, Inc. is the beneficiary of this unitrust agreement. This real estate was appraised using the Sales Comparison approach.

The following schedule summarizes the investment return and its classification in the statement of activities for the year ending December 31, 2012:

Operating investments:	Unrestricted	Temporarily Restricted	Total
Interest income	$ 2,675.77	-	$ 2,675.77
Net realized and unrealized gains (losses)	(368.00)	-	(368.00)
Total Investment Return	$ 2,307.77	$ -	$ 2,307.77

Investment return on assets held for charitable trusts is included in the change in value of split interest agreements on the Statement of Activities.

4. LEASED PROPERTY

Three Angels Broadcasting Network, Inc. leases transponder services, and various parcels of land, for the establishment of downlink installations under operating leases expiring in various years through 2022.

Minimum future rental payments under non-cancelable operating leases having remaining terms in excess of one year as of December 31, 2012 for each of the next five years and in the aggregate are:

2013	$ 2,090,401.69
2014	1,031,673.81
2015	213,075.97
2016	111,760.88
2017 and beyond	167,730.91
Total minimum future rental payments	$ 3,614,643.26

Total minimum future rental payments have not been reduced by $91,000.00 of sub-lease rentals to be received in the future under non-cancelable sub-leases.

Rental expense for the year ended December 31, 2012 was approximately $3,945,933.97. These costs are included in various expense categories.

5. LONG-TERM DEBT

Following is a summary of long-term debt at December 31, 2012:

0.9% note payable to Honda Financial in monthly installments of $492.43 through June, 2017, secured by a Honda Odyssey.	$ 26,057.16
Less: Current maturities included in current liabilities	5,909.26
Long-Term Portion of Debt	$ 20,147.90

Interest expense for notes payable during the year ended December 31, 2012 was $155.97.

Following are maturities of long-term debt for each of the next 4 years:

2013	$ 5,909.26
2014	5,909.16
2015	5,909.16
2016	5,909.16
2017	2,420.42
	$ 26,057.16

6. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are available for the following purposes at December 31, 2012:

Capital assets	$ 1,826,430.40
Operations	158,432.27
Special projects and other	1,394,258.63
Charitable unitrusts	15,171,132.48
Total	$ 18,550,253.78

7. RELEASE OF TEMPORARILY RESTRICTED NET ASSETS

Net assets were released from restrictions by incurring expenses satisfying the restricted purposes or by occurrence of other events specified by donors.

Purpose restrictions accomplished:	
Capital Assets	$ 149,021.40
Operations	1,306,386.06
Special projects and other	293,868.11
Transponder fees	346,453.51
Maturity of a charitable remainder unitrust	50,735.63
Total net assets released from restrictions	$ 2,146,464.71

8. DONATED ASSETS

During the year ended December 31, 2012, the Organization received donated assets valued at $282,649.41. The assets received are recorded at fair market value and are included in contribution revenue.

The Organization also received real estate in a charitable remainder unitrust valued at $ 22,925,000.00 of which $ 13,428,777.25 is included in unitrust contributions.

9. ADVERTISING COSTS

Advertising costs are charged to operations when incurred. Advertising costs for the year ended December 31, 2012 were $71,137.36.

10. SPLIT-INTEREST AGREEMENTS

Three Angels Broadcasting Network, Inc. is the beneficiary of several irrevocable charitable remainder unitrust agreements under which the assets funding the trusts were transferred to the Organization. Under these agreements, the Organization is to pay certain amounts for specified periods of time to the donors. The assets received are recorded at fair market value in the financial statements. The liabilities under unitrust agreements are recorded at the present value of expected future cash flows to be paid to the donors. Discount rates range from 5.0% to 7.4% in calculating the present value of the liabilities under unitrust agreements. The present value calculations are based upon single or joint life expectancy as applicable.

The Organization is the beneficiary of two charitable remainder unitrusts under which a third party maintains control of the trust assets. Under these agreements, the Organization will receive their portion of the trust assets upon the death of the donors. The beneficial interest in the charitable remainder unitrusts has been recorded, at the present value of the estimated future distributions, in the financial statements.

The Organization is the beneficiary of several revocable cash trust and property trust agreements. Assets received under revocable trust agreements are recorded as assets and refundable advances at fair value when received. Contribution revenue for the assets received is recognized when the agreements become irrevocable or when the assets are distributed to the Organization for its unconditional use. It is the Organization's policy, upon revocation, to remit the amounts deposited, plus any accrued, unpaid, or capitalized interest on the account, including situations where the account value has decreased below the amounts deposited.

The Organization is the beneficiary of several charitable gift annuities under which the assets funding the agreements were transferred to the Organization. Under these agreements the Organization is to pay fixed amounts for specified periods of time to the donors. The assets received are recorded at fair market value in the financial statements. The annuity liabilities are recorded at the present value of expected future cash flows to be paid to the annuity beneficiaries. Various discount rates are used in calculating the present values of the annuity liabilities. Present value calculations on some annuities are based upon single life expectancy, while others are based upon double life expectancy.

By Board action December 5, 2007, the Organization internally assigned company owned buildings and real estate with a historical cost of $7,387,380.00 to the annuities asset account.

California requires gift annuity assets be maintained in separate reserve funds adequate to meet future payments under outstanding California annuity agreements. The Organization has separately invested funds sufficient to meet the California reserve requirements. A summary of gift annuity assets at December 31, 2012 is as follows:

Level 1 Inputs:	Cost	Fair Value
California	$ 4,069,453.48	$ 4,125,664.30
All other states	9,112,300.59	9,386,817.80
Total	$13,181,754.07	$13,512,482.10

California requires that 50% of the required reserves be maintained in specified governmental fixed income investments. The remaining 50% can be invested in securities traded on the New York and American Stock Exchanges, regional exchanges, and NASDAQ.

11. CONTRIBUTIONS RECEIVABLE

Contributions receivable represent December 31, 2012 contributions received in January, 2013.

12. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Organization's financial instruments, none of which are held for trading purposes, include cash, investments, accounts receivable, contributions receivable, notes receivable, charitable gift annuities, accounts payable, notes payable, funds due to other ministries, accrued expenses, and liabilities under unitrust agreements. The Organization estimates that the fair values of all financial instruments at December 31, 2012, other than investments which are recorded at fair value, do not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying statement of financial position. The estimates, however, are not necessarily indicative of the amounts that the Organization could realize in a current market exchange.

13. RELATED PARTY TRANSACTIONS

The Organization regularly engages in transactions with various related parties. Following is a summary of related party transactions for the year ending December 31, 2012:

	Due From	Due To	Sales To	Purchases From	Contributions To	Contributions From
Employee advances	$ 4,843.22	$ -	$ -	$ -	$ -	$ -
Cash trusts	-	764,470.87	-	-	-	-
Operating cash	764,470.87	-	-	-	-	-
Three Angels T.V. and Radio Broadcast (Russia)	-	-	-	-	452,964.14	-
3ABN Phillippines, Inc. (Phillipines)	-	-	-	-	115,907.49	-
DLS Publishing, Inc.	-	-	-	153,303.90	-	-
MOIPTV	-	-	5,120.00	101,480.00	-	-
Board Directors	-	-	-	-	-	390,339.99
Total	$ 769,314.09	$ 764,470.87	$ 5,120.00	$ 254,783.90	$ 568,871.63	$ 390,339.99

3ABN Philippines, Inc. (Philippines) is a separate legal entity. Three Angels Broadcasting Network, Inc. exercises control over this entity by providing the majority of their revenue. See Note 14 regarding Three Angels T.V. and Radio Broadcast Network (Russia).

14. BRANCH

The Organization established a branch of Three Angels Broadcasting Network, Inc. in Nizhny Novgorod, Russia. The official name of the branch is Three Angels TV & Radio Broadcasting Network. The branch is not a separate legal entity, and acts on behalf, by order, and under the responsibility of the Organization. The Organization pays for the majority of operating costs and capital improvements of the branch. All of these costs are expensed as incurred by the Organization. Transactions of the branch are not included in these financial statements.

15. CONCENTRATION OF CREDIT RISK

Three Angels Broadcasting Network, Inc. maintains cash balances at several banks. Beginning December 31, 2010, and running through December 31, 2012, all noninterest-bearing transaction accounts are fully insured, regardless of the balance of the account, at all FDIC insured institutions. MMDA and NOW accounts are not eligible for this unlimited insurance coverage, regardless of the interest rate, even if no interest is paid on the account. Other interest bearing accounts, including MMDA and NOW accounts, are insured by the FDIC up to $250,000.00. At December 31, 2012, the Organization did not have any uninsured cash balances. Subsequent to December 31, 2012, deposits held in noninterest-bearing transaction accounts are now aggregated with any interest-bearing deposits the owner may hold in the same ownership category, and the combined total is insured up to at least $250,000.00.

16. DONOR RESTRICTED FUNDS

The Organization has not maintained an appropriate amount of cash and cash equivalents to comply with donor imposed restrictions. As of December 31, 2012, remaining contributions designated for long-term purposes, or received with donor imposed restrictions limiting their use to special projects totaled $1,651,430.40. The Organization's cash balance as of December 31, 2012, which has been reclassified to Cash Restricted to Investment in Capital Assets in the Statement of Financial Position, totals $378,477.48. This shortfall of $1,272,952.92 resulted from the Organization's use of these funds for current operations.

17. SUBSEQUENT EVENTS

The date to which events occurring after December 31, 2012, the date of the most recent Statement of Financial Position, have been evaluated for possible adjustment to the financial statements or disclosure is July 11, 2013, which is the date on which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

THREE ANGELS BROADCASTING NETWORK, INC.
SCHEDULE OF PROGRAM SERVICE EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2012

Television and Radio Broadcasting Expenses

Airtime	$ 2,912,241.09
Auto	65,856.68
Broadcast services	203,335.19
Contract labor	105,932.67
Cost of goods sold and given away - Satellite equipment	18,065.62
Cost of goods given away - Other	567,974.17
Depreciation	1,015,491.40
Downlink	1,236,688.54
Dues and subscriptions	2,581.03
Music production	73,026.49
Newsletter	252,996.06
Postage	425,093.23
Registration	78,098.94
Special projects	570,000.51
Supplies - broadcasting	85,363.59
Telephone	310,526.53
Travel and entertainment	401,033.85
Utilities	230,563.69
Wages and benefits	3,233,426.19
Total Television and Radio Broadcasting Expenses	$ 11,788,295.47

THREE ANGELS BROADCASTING NETWORK, INC.
SCHEDULE OF SUPPORTING SERVICE EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2012

Management and General Expenses		
Advertising and promotion	$	71,137.36
Auto		38,136.04
Bad debts		900.00
Bank and credit card fees		86,469.36
Camp meeting		27,172.83
Contract labor		11,506.00
Insurance		415,166.27
Interest		20,747.53
Love gifts		4,402.60
Miscellaneous		41,376.15
Postage		46,056.21
Professional fees		393,741.01
Rental		5,097.39
Repair and maintenance - Buildings		79,043.72
Repair and maintenance - Equipment		207,651.60
School subsidy		76,302.65
Special projects		39,654.31
Supplies - office		208,887.25
Taxes - real estate		147,309.69
Travel and entertainment		208,779.52
Trust promotion		36,625.07
Wages and benefits		1,610,286.56
Total Management and General Expenses	$	3,776,449.12