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ARMANINO LLP

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Return of Organization Exempt From Income Tax

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

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990 and its instructions is at www.irs.gov/form990.

Open to Public Inspection

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

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization FOUNDATION FOR NATIONAL PROGRESS		D Employer identification number 94-2282759
	Doing Business As MOTHER JONES MAGAZINE		E Telephone number 415-321-1700
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 13,753,319.
	222 SUTTER STREET	600	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94108-4457		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
F Name and address of principal officer: MADELEINE BUCKINGHAM SAME AS C ABOVE		H(c) Group exemption number ▶	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.MOTHERJONES.COM			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1975 M State of legal domicile: CA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: A NEWS ORGANIZATION THAT SPECIALIZES IN INVESTIGATIVE, POLITICAL & SOCIAL JUSTICE REPORTING.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	26
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	19
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	113
	6 Total number of volunteers (estimate if necessary)	6	2
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	2,495,122.
b Net unrelated business taxable income from Form 990-T, line 34	7b	-121,265.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	2,821,111.	6,259,779.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,238,271.	6,263,435.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	15,970.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	400,577.	997,099.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,459,959.	13,536,283.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16 a Professional fundraising fees (Part IX, column (A), line 11e)	3,364,430.	7,541,730.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 813,817.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,204,348.	5,938,658.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,568,778.	13,480,388.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	-108,819.	55,895.
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	1,977,249.	2,566,685.
	22 Net assets or fund balances. Subtract line 21 from line 20	3,120,840.	3,654,381.
		-1,143,591.	-1,087,696.

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 MADELEINE BUCKINGHAM, PRESIDENT/CEO	Date
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name LYNN HENLEY	Preparer's signature <i>Lynn Henley</i>	Date 2-12-15	Check if self-employed <input type="checkbox"/>	PTIN P00356034
	Firm's name ▶ ARMANINO LLP	Firm's EIN ▶ 94-6214841	Phone no. 925-790-2600		
	Firm's address ▶ 12657 ALCOSTA BOULEVARD, SUITE 500 SAN RAMON, CA 94583-4600				

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



Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
FIRST PUBLISHED IN 1976 BY THE NONPROFIT FOUNDATION FOR NATIONAL PROGRESS, MOTHER JONES' MISSION IS TO PRODUCE REVELATORY JOURNALISM THAT IN ITS POWER AND REACH INFORMS AND INSPIRES A MORE JUST AND DEMOCRATIC WORLD. THIS NONPROFIT NEWS ORGANIZATION SPECIALIZES IN

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 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 \$ 8,232,599. including grants of \$) (Revenue \$ 1,594,169.)
INVESTIGATIVE REPORTING (BELTWAY, DARK MONEY, ELECTIONS):

THESE ARE PERILOUS TIMES: A FALTERING GLOBAL ECONOMY, AN AMERICAN POLITICAL SYSTEM HELD HOSTAGE BY A REVANCHIST RIGHTWING, CONTINUING ATTACKS ON CIVIL LIBERTIES AND CIVIL RIGHTS, OVERWEENING RELIANCE ON MILITARY FORCE AROUND THE GLOBE, AND THE PAINFUL EVIDENCE THAT SCIENTISTS' PREDICTIONS ABOUT CLIMATE CHANGE ARE COMING TO FRUITION. CRISIS, THOUGH, ALSO BRINGS MOMENTS OF HOPE AND OPPORTUNITY FOR CHANGE, WHETHER THE GLOBAL RISE OF POPULAR MOVEMENTS FOR DEMOCRACY AND AGAINST AUSTERITY, THE RESURGENCE OF ACTIVISM IN THE UNITED STATES TO PROTECT REPRODUCTIVE RIGHTS, INNOVATIVE RESPONSES TO A NEW, VOLATILE CLIMATE, OR THE DRIVE TO ADD A CONSTITUTIONAL AMENDMENT THAT WOULD END THE ERA

4b (Code:) (Expenses \$ 284,653. including grants of \$) (Revenue \$ 44,653.)
BEN BAGDIKIAN FELLOWSHIP PROGRAM:

SINCE 1980, MOTHER JONES HAS PLACED SUCH EMPHASIS ON CREATING OPPORTUNITIES FOR ASPIRING JOURNALISTS THROUGH THE BEN BAGDIKIAN FELLOWSHIP PROGRAM. THE PROGRAM IS NAMED IN RECOGNITION OF BAGDIKIAN'S MANY CONTRIBUTIONS TO JOURNALISM--AS AN INVESTIGATIVE REPORTER FOR THE WASHINGTON POST WHO HELPED BREAK THE PENTAGON PAPERS STORY; AS A MEDIA CRITIC WHO PUT THE PROBLEM OF MEDIA CONSOLIDATION ON THE PUBLIC AGENDA; AND AS AN EDUCATOR WHO HELPED GUIDE THE JOURNALISM PROGRAM AT THE UNIVERSITY OF CALIFORNIA, BERKELEY INTO THE DIGITAL ERA. BEN'S PROFESSIONAL RECORD, PERSONAL INTEGRITY, AND COMMITMENT TO SOCIAL JUSTICE INSPIRED US TO NAME MOTHER JONES' INTERNSHIP PROGRAM IN HIS

4c (Code:) (Expenses \$ 894,569. including grants of \$) (Revenue \$ 221,538.)
THE CLIMATE DESK:

CLIMATE DESK IS A JOURNALISTIC COLLABORATION FORMED IN 2009 TO CONFRONT THE DECLINE OF CLIMATE CHANGE AND ENVIRONMENTAL REPORTING. ITS GOAL IS TO INCREASE THE COVERAGE OF AND EXPLORE THE IMPACT--HUMAN, ENVIRONMENTAL, ECONOMIC, AND POLITICAL--OF OUR CHANGING CLIMATE. THROUGH CLIMATE DESK, PARTICIPATING MEDIA ORGANIZATIONS, INCLUDING MOTHER JONES, THE ATLANTIC, THE CENTER FOR INVESTIGATIVE REPORTING, THE GUARDIAN, GRIST, THE HUFFINGTON POST, SLATE, AND WIRED, HAVE FILLED A MUCH NEEDED VOID IN ENVIRONMENTAL REPORTING BY REGULARLY PRODUCING AND SHARING CONTENT THAT EXPLORES CLIMATE CHANGE IN NEW AND ENGAGING WAYS. THESE OUTLETS SHARE A SIMPLE GOAL: TO TELL THE STORY OF CLIMATE CHANGE

4d Other program services (Describe in Schedule O.)
(Expenses \$ 1,684,216. including grants of \$) (Revenue \$ 708,307.)

4e Total program service expenses 11,096,037.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?		
	Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, sub-questions (1a-14b), and Yes/No columns. Contains various tax compliance questions and their corresponding answers.

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a 26 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent 1b 19		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **AK, AR, CA, CT, FL, GA, HI, IL, KS, KY, LA, ME**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **MADELEINE BUCKINGHAM, PRESIDENT/CEO - 415-321-1700**
222 SUTTER STREET, SUITE 600, SAN FRANCISCO, CA 94108

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ADAM HOCHSCHILD BOARD MEMBER	5.00	X						0.	0.	0.
(2) ANDRE CAROTHERS BOARD MEMBER	5.00	X						0.	0.	0.
(3) ARRAN BARDIGE BOARD MEMBER	5.00	X						0.	0.	0.
(4) CAROLYN MUGAR BOARD MEMBER	5.00	X						0.	0.	0.
(5) DAVE GLASSCO BOARD MEMBER	5.00	X						0.	0.	0.
(6) DIANE FILIPPI BOARD MEMBER	5.00	X						0.	0.	0.
(7) ERIK HANISCH BOARD MEMBER	5.00	X						0.	0.	0.
(8) HARRIET BARLOW BOARD MEMBER	5.00	X						0.	0.	0.
(9) HARRIETT LEVIN BALKIND BOARD MEMBER	5.00	X						0.	0.	0.
(10) JANE BUTCHER BOARD MEMBER	5.00	X						0.	0.	0.
(11) JON PAGELER BOARD MEMBER	5.00	X						0.	0.	0.
(12) JUDY WISE BOARD MEMBER	5.00	X						0.	0.	0.
(13) KEN PELLETIER BOARD MEMBER	5.00	X						0.	0.	0.
(14) KEVIN SIMMONS BOARD MEMBER	5.00	X						0.	0.	0.
(15) KIM KELLER BOARD MEMBER	5.00	X						0.	0.	0.
(16) NAN SCHAFFER BOARD MEMBER	5.00	X						0.	0.	0.
(17) PHIL STRAUS BOARD MEMBER - CHAIR	5.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) RICHARD MELCHER BOARD MEMBER	5.00	X					0.	0.	0.	
(19) SARA FRANKEL BOARD MEMBER - SECRETARY	5.00	X					0.	0.	0.	
(20) MONIKA BAUERLEIN EDITOR-IN-CHIEF	37.50	X	X				171,773.	0.	21,557.	
(21) MADELEINE BUCKINGHAM CEO/PRESIDENT	37.50	X	X				172,648.	0.	23,873.	
(22) CLARA JEFFERY EDITOR-IN-CHIEF	37.50	X	X				171,656.	0.	21,557.	
(23) STEVE KATZ PUBLISHER/VICE PRESIDENT	37.50	X	X				169,630.	0.	27,026.	
(24) TIM MURPHY REPORTER	37.50	X					48,206.	0.	5,495.	
(25) MADDIE OATMAN RESEARCH EDITOR	37.50	X					49,307.	0.	5,492.	
(26) KATE SHEPPARD (UNTIL 8/2013) REPORTER	37.50	X					34,875.	0.	6,321.	
1b Sub-total							818,095.	0.	111,321.	
c Total from continuation sheets to Part VII, Section A							824,932.	0.	88,907.	
d Total (add lines 1b and 1c)							1,643,027.	0.	200,228.	

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 **12**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
EXECUTIVE MAILING SERVICE 7855 W. 111TH STREET, PALOS HILLS, IL 60465	MAILING SERVICE	281,814.
QUAD GRAPHICS PO BOX 644840, PITTSBURGH, PA 15264-4840	GRAPHICS	259,529.
BALLANTINE CORPORATION 1700 ROUTE 23 NORTH, WAYNE, NJ 07470	DIRECT MAIL	253,965.
ICN PO BOX 370, BRISTOL, PA 19007-0370	FULFILLMENT SERVICE	218,901.
TELEFUND, INC PO BOX 2366, DENVER, CO 80201-2366	TELEMARKETING	149,362.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **7**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns					
	b	Membership dues					
	c	Fundraising events	72,447.				
	d	Related organizations					
	e	Government grants (contributions)					
	f	All other contributions, gifts, grants, and similar amounts not included above	6,187,332.				
	g	Noncash contributions included in lines 1a-1f: \$	802,022.				
h Total. Add lines 1a-1f			6,259,779.				
Program Service Revenue			Business Code				
	2 a	PROGRAM REVENUE	511120	4,224,736.	4,224,736.		
	b	ADVERTISING	541800	1,949,227.		1,949,227.	
	c	SPONSORED PROJECTS	900099	86,471.	86,471.		
	d	OTHER REVENUE	900099	3,001.	3,001.		
	e						
	f	All other program service revenue					
g Total. Add lines 2a-2f			6,263,435.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,168.		1,168.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties		248,273.		248,273.	
	6 a	Gross rents	(i) Real	51,942.			
		Less: rental expenses	(ii) Personal	67,397.			
		Rental income or (loss)		-15,455.			
		Net rental income or (loss)			-15,455.		-15,455.
	7 a	Gross amount from sales of assets other than inventory	(i) Securities				
		Less: cost or other basis and sales expenses	(ii) Other		14,802.		
		Gain or (loss)			14,802.		
		Net gain or (loss)			14,802.		14,802.
	8 a	Gross income from fundraising events (not including \$ 72,447. of contributions reported on line 1c). See Part IV, line 18	a	368,025.			
		Less: direct expenses	b	149,639.			
		Net income or (loss) from fundraising events			218,386.		218,386.
	9 a	Gross income from gaming activities. See Part IV, line 19	a				
Less: direct expenses		b					
Net income or (loss) from gaming activities							
10 a	Gross sales of inventory, less returns and allowances	a					
	Less: cost of goods sold	b					
	Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11 a	ACME REVENUE	900000	545,895.		545,895.		
b							
c							
d	All other revenue						
e Total. Add lines 11a-11d				545,895.			
12 Total revenue. See instructions.			13,536,283.	4,314,208.	2,495,122.	467,174.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
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				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,067,045.	597,715.	351,209.	118,121.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	46,437.			46,437.
7 Other salaries and wages	4,792,151.	4,053,322.	396,492.	342,337.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	178,109.	120,858.	45,598.	11,653.
9 Other employee benefits	973,211.	683,795.	198,303.	91,113.
10 Payroll taxes	484,777.	339,056.	111,281.	34,440.
11 Fees for services (non-employees):				
a Management				
b Legal	81,812.	75,496.	4,991.	1,325.
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	923,684.	705,417.	188,407.	29,860.
12 Advertising and promotion	179,251.	162,592.	15,162.	1,497.
13 Office expenses	1,392,528.	1,300,025.	50,525.	41,978.
14 Information technology	109,529.	91,956.	6,085.	11,488.
15 Royalties				
16 Occupancy	554,015.	472,008.	50,662.	31,345.
17 Travel	275,335.	191,612.	40,145.	43,578.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	51,527.	36,243.	13,422.	1,862.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	73,301.	52,286.	16,606.	4,409.
23 Insurance	52,715.	48,683.	3,186.	846.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>DONOR/MEMBER COMMUNICAT</u>	810,496.	810,496.		
b <u>PROGRAM</u>	337,750.	337,750.		
c <u>FULFILLMENT</u>	311,282.	311,282.		
d <u>MANUSCRIPTS/ARTWORK</u>	245,597.	245,597.		
e All other expenses	539,836.	459,848.	78,460.	1,528.
25 Total functional expenses. Add lines 1 through 24e	13,480,388.	11,096,037.	1,570,534.	813,817.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1
	2	Savings and temporary cash investments	755,101.	2 1,137,259.
	3	Pledges and grants receivable, net	0.	3 200,000.
	4	Accounts receivable, net	884,775.	4 868,431.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6
	7	Notes and loans receivable, net		7
	8	Inventories for sale or use		8
	9	Prepaid expenses and deferred charges	132,545.	9 129,051.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,057,410.	
	b	Less: accumulated depreciation	10b 879,697.	10c 177,713.
	11	Investments - publicly traded securities		11
	12	Investments - other securities. See Part IV, line 11		12
	13	Investments - program-related. See Part IV, line 11		13
	14	Intangible assets		14
	15	Other assets. See Part IV, line 11	42,070.	15 54,231.
16	Total assets. Add lines 1 through 15 (must equal line 34)	1,977,249.	16 2,566,685.	
Liabilities	17	Accounts payable and accrued expenses	1,234,533.	17 1,830,487.
	18	Grants payable		18
	19	Deferred revenue	1,694,189.	19 1,575,947.
	20	Tax-exempt bond liabilities		20
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22
	23	Secured mortgages and notes payable to unrelated third parties		23
	24	Unsecured notes and loans payable to unrelated third parties		24
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	192,118.	25 247,947.
	26	Total liabilities. Add lines 17 through 25	3,120,840.	26 3,654,381.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27	Unrestricted net assets	-2,152,018.	27 -1,627,976.
	28	Temporarily restricted net assets	1,008,427.	28 540,280.
	29	Permanently restricted net assets		29
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30
	31	Paid-in or capital surplus, or land, building, or equipment fund		31
	32	Retained earnings, endowment, accumulated income, or other funds		32
33	Total net assets or fund balances	-1,143,591.	33 -1,087,696.	
34	Total liabilities and net assets/fund balances	1,977,249.	34 2,566,685.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	13,536,283.
2	Total expenses (must equal Part IX, column (A), line 25)	2	13,480,388.
3	Revenue less expenses. Subtract line 2 from line 1	3	55,895.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-1,143,591.
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	-1,087,696.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
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?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
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		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4,774,824.	4,725,235.	4,236,141.	5,184,690.	9,080,890.	28,001,780.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	3,456,262.	3,818,087.	3,975,737.	4,485,181.	7,235,059.	22,970,326.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	8,231,086.	8,543,322.	8,211,878.	9,669,871.	16,315,949.	50,972,106.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	2,578,625.	2,753,096.	2,325,964.	2,501,404.	2,760,808.	12,919,897.
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	689,720.	198,644.	87,946.	400,813.	10,090.	1,387,213.
c Add lines 7a and 7b	3,268,345.	2,951,740.	2,413,910.	2,902,217.	2,770,898.	14,307,110.
8 Public support. (Subtract line 7c from line 6.)						36,664,996.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	8,231,086.	8,543,322.	8,211,878.	9,669,871.	16,315,949.	50,972,106.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	280,265.	375,466.	392,964.	351,709.	429,541.	1,829,945.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	280,265.	375,466.	392,964.	351,709.	429,541.	1,829,945.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	228,691.	365,113.				593,804.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	8,740,042.	9,283,901.	8,604,842.	10,021,580.	16,745,490.	53,395,855.

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	68.67 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	63.58 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	3.43 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	3.82 %

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

SCHEDULE A, PART III

EXPLANATION: THE ORGANIZATION CHANGED ITS FISCAL YEAR END FROM DECEMBER 31 TO JUNE 30. THE PRIOR 2013 FORM 990 REFLECTED THE SIX-MONTH PERIOD FROM JANUARY 1, 2013 THROUGH JUNE 30, 2013. THE 2013 COLUMN IN SCHEDULE A REFLECTS THE SUPPORT INFORMATION BOTH THE SHORT YEAR ENDED JUNE 30, 2013 AND THE FULL YEAR ENDED JUNE 30, 2014 (BOTH 2013 TAX YEARS.)

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2013

Open to Public Inspection

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

Name of the organization **FOUNDATION FOR NATIONAL PROGRESS** Employer identification number **94-2282759**

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

- Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
- 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
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- Number of states where property subject to conservation easement is located ▶ _____
- Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 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)?
- 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.

- 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.
- 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	▶ \$ _____
- If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

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

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

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

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

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

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

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

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		277,984.	226,563.	51,421.
d Equipment		212,561.	177,477.	35,084.
e Other		566,865.	475,657.	91,208.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				177,713.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT	247,947.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ 247,947.	

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

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

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

1	Total revenue, gains, and other support per audited financial statements	1	13,753,319.
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.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	13,753,319.
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	-217,036.
c	Add lines 4a and 4b	4c	-217,036.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	13,536,283.

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

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

1	Total expenses and losses per audited financial statements	1	13,697,424.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	217,036.
e	Add lines 2a through 2d	2e	217,036.
3	Subtract line 2e from line 1	3	13,480,388.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	13,480,388.

Part XIII Supplemental Information.

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

PART X, LINE 2:

EXPLANATION: THE FOUNDATION HAS EVALUATED ITS CURRENT TAX POSITIONS AND HAS CONCLUDED THAT AS OF JUNE 30, 2014, THE FOUNDATION DOES NOT HAVE ANY SIGNIFICANT UNCERTAIN TAX POSITIONS FOR WHICH A RESERVE WOULD BE NECESSARY.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

RENTAL EXPENSES	-67,397.
SPECIAL EVENTS EXPENSES	-149,639.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	-217,036.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities
Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

OMB No. 1545-0047

2013

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

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

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

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

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
TELEFUND - PO BOX 2366, DENVER, CO 80201-2366	TELEMARKETING		X	154,280.	147,918.	6,362.
ARIA - 717 WEST ST, GERMAIN STREET, ST. CLOUD, MN 56301	TELEMARKETING		X	335.	1,255.	-920.
OMP - 1133 19TH STREET, NW, SUITE 300, WASHINGTON, DC	CONSULTANT		X	0.	88,678.	-88,678.
Total				154,615.	237,851.	-83,236.

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

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		SAN FRANCISCO (event type)	NEW YORK (event type)	NONE (total number)	
Revenue	1	Gross receipts	399,859.	40,613.	440,472.
	2	Less: Contributions	72,447.		72,447.
	3	Gross income (line 1 minus line 2)	327,412.	40,613.	368,025.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	28,997.	7,571.	36,568.
	7	Food and beverages	58,195.	5,200.	63,395.
	8	Entertainment			
	9	Other direct expenses	46,497.	3,179.	49,676.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			149,639.
11	Net income summary. Subtract line 10 from line 3, column (d)			218,386.	

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

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

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

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: OMP

(I) ADDRESS OF FUNDRAISER: _____

1133 19TH STREET, NW, SUITE 300, WASHINGTON, DC 20036-4502

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2013

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

▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?</p>	2									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p>										
<p>a Receive a severance payment or change-of-control payment?</p>	4a	X								
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	4b	X								
<p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4c	X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p>										
<p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p>										
<p>a The organization?</p>	5a	X								
<p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5b	X								
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p>										
<p>a The organization?</p>	6a	X								
<p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6b	X								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	X								
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9									

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

Schedule J (Form 990) 2013

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
JAY HARRIS	FORMER PRES. OF THE	0.	MR. HARRIS		X
DYLAN DISALVIO	SON OF FOUNDATION P	46,437.	DYLAN DISAL		X

Part V Supplemental Information

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

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

(A) NAME OF PERSON: JAY HARRIS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FORMER PRES. OF THE FOUNDATION AND CURRENT PUBLISHER OF AMERICAN PROSPECT

(D) DESCRIPTION OF TRANSACTION: MR. HARRIS IS A CLIENT OF ACME

PUBLISHING SERVICES, THE FOUNDATION'S PROFESSIONAL SERVICES GROUP.

(A) NAME OF PERSON: DYLAN DISALVIO

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SON OF FOUNDATION PRESIDENT/CEO

(D) DESCRIPTION OF TRANSACTION: DYLAN DISALVIO, SON OF MADELEINE

BUCKINGHAM, PRESIDENT/CEO, IS EMPLOYED BY THE FOUNDATION FOR SALES OF

ADVERTISING. DISALVIO RECEIVED COMPENSATION OF \$46,437.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization: **FOUNDATION FOR NATIONAL PROGRESS** Employer identification number: **94-2282759**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	5	802,022.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ()				
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?		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?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		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.		

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

Schedule M (Form 990) (2013)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

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

INVESTIGATIVE, POLITICAL, SOCIAL JUSTICE, AND ENVIRONMENTAL REPORTING,
DIRECTLY REACHING AN AVERAGE OF NEARLY 6 MILLION PEOPLE EACH MONTH.
MOTHER JONES ALSO REACHES MILLIONS MORE THROUGH PICKUP OF OUR STORIES
BY OTHER MEDIA AND ADVOCACY ORGANIZATIONS AND SHARING THROUGH SOCIAL
MEDIA.

FORM 990, PART III, ITEM 1

EXPLANATION: FIRST PUBLISHED IN 1976 BY THE NONPROFIT FOUNDATION FOR
NATIONAL PROGRESS, MOTHER JONES' MISSION IS TO PRODUCE REVELATORY
JOURNALISM THAT IN ITS POWER AND REACH INFORMS AND INSPIRES A MORE JUST
AND DEMOCRATIC WORLD. THIS NONPROFIT NEWS ORGANIZATION SPECIALIZES IN
INVESTIGATIVE, POLITICAL, SOCIAL JUSTICE, AND ENVIRONMENTAL REPORTING,
DIRECTLY REACHING AN AVERAGE OF NEARLY 6 MILLION PEOPLE EACH MONTH.
MOTHER JONES ALSO REACHES MILLIONS MORE THROUGH PICKUP OF OUR STORIES
BY OTHER MEDIA AND ADVOCACY ORGANIZATIONS AND SHARING THROUGH SOCIAL
MEDIA.

MOTHER JONES DRAWS STRENGTH FROM ITS ORIGINS IN THE UNIQUELY AMERICAN
TRADITIONS OF INDEPENDENT MUCKRAKING JOURNALISM, AND OF HOMEGROWN
PROGRESSIVE VALUES. TO MAKE THE PIVOT TO THE NEW DIGITAL WORLD OF
JOURNALISM, THE ORGANIZATION HAS INVESTED DEEPLY IN THE MOST PROMISING
INNOVATIONS IN JOURNALISTIC PRACTICE AND CULTURE—WHETHER THAT INVOLVES
ADOPTION OF NEW TECHNOLOGIES THAT AUGMENT OUR ABILITY TO TELL
COMPELLING STORIES OR DIGITAL STRATEGIES THAT HELP US REACH NEW
AUDIENCES; LEADERSHIP IN DEVELOPING NEW INITIATIVES IN ORGANIZATIONAL

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

AND JOURNALISTIC COLLABORATION; OR ENCOURAGING A WORK CULTURE OF
EXPERIMENTATION AND FORWARD LOOKING CHANGE.

MOTHER JONES HAS BEEN A LEADER IN SHOWING HOW INVESTIGATIVE REPORTING
CAN COMBINE SCOOPS AND VIRAL SENSITIVITY TO CREATE JOURNALISM WITH BOTH
SUBSTANCE AND MASS APPEAL. OVER THE PAST FIVE YEARS, WE'VE PILOTED THIS
STRATEGY AND HAVE HAD TREMENDOUS SUCCESS WITH BREAKOUT STORIES, ON
REPRODUCTIVE RIGHTS, GUN VIOLENCE AND OF COURSE THE 47 PERCENT.

MOTHER JONES' GROWING IMPACT WAS BEST CAPTURED BY THE PEN AMERICA
CENTER IN THE FALL OF 2013, AS IT HONORED MOTHER JONES CO-EDITORS,
MONIKA BAUERLEIN AND CLARA JEFFREY FOR EXCELLENCE IN MAGAZINE EDITING.
MOTHER JONES, THE PEN CENTER JUDGES STATED, "HAS BEEN TRANSFORMED FROM
WHAT WAS A RESPECTED-IF UNDER-THE-RADAR-INDIE PUBLICATION INTO AN
INTERNATIONALLY RECOGNIZED, POWERHOUSE GENERAL-INTEREST PERIODICAL
INFLUENCING EVERYTHING FROM THE GUN-CONTROL DEBATE TO PRESIDENTIAL
CAMPAIGNS."

ITS "SMART, FEARLESS JOURNALISM" TAGLINE, THE JUDGES SAID, IS "A
CHALLENGE THAT ANY EDITOR OR WRITER COMMITTED TO SCRUPULOUS REPORTING
AND COMPELLING STORYTELLING COULD DO WELL TO LEARN FROM."

IN 2014, MOTHER JONES WAS NOMINATED FOR NEARLY 40 TOP INDUSTRY AWARDS,
WITH 15 NOTABLE WINS, INCLUDING THE PRESTIGIOUS ONLINE NEWS ASSOCIATION
AWARD AND TWO NATIONAL PRESS CLUB AWARDS.

BEYOND A FOCUS ON DAILY REPORTING, BROAD REACH AND SUSTAINED IMPACT,
MOTHER JONES IS COMMITTED TO TRAINING THE NEXT GENERATION OF

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

INVESTIGATIVE JOURNALISTS. WE ARE HOME TO ONE OF THE LARGEST AND MOST AMBITIOUS PAID INTERNSHIP AND FELLOWSHIP PROGRAMS IN THE INDEPENDENT MEDIA WORLD, THE BEN BAGDIKIAN FELLOWSHIP PROGRAM. THE BEN BAGDIKIAN PROGRAM IS UNMATCHED IN THE INDUSTRY AS A QUALITY EXPERIENCE FOCUSED ON REAL-WORLD SKILLS. ITS GRADUATES HAVE GONE ON TO POSITIONS ACROSS THE JOURNALISM WORLD, FROM WIRED AND SLATE TO THE NEW YORK TIMES AND WASHINGTON POST.

ONE OF THE MORE TROUBLING CONSEQUENCES OF THE SHIFT IN MEDIA PRIORITIES IS THE EROSION OF TRAINING AND GROWTH OPPORTUNITIES FOR THE NEXT GENERATION OF REPORTERS. OUR PROGRAM IS THE ONE PLACE WHERE YOUNG AND ASPIRING JOURNALISTS CAN GET IN-THE-FIELD EXPERIENCE, NURTURE THE SOCIAL AND PROFESSIONAL NETWORKS THAT WILL ENABLE THEM TO BREAK INTO REPORTING, AND DEEPEN THEIR COMMITMENT AND PASSION FOR LEARNING THE TRADE.

MOTHER JONES' REPORTING, COMBINED WITH KEY INVESTMENTS IN STAFFING, TECHNOLOGY, AND INFRASTRUCTURE OVER THE PAST FEW YEARS, HAS DRIVEN DRAMATIC GROWTH IN AUDIENCE: IN 2014, PAGE VIEWS REACHED AN ALL-TIME HIGH OF 167 MILLION, A 46 PERCENT INCREASE OVER THEN RECORD-BREAKING 2012. FURTHERMORE WE BUILT AN AUDIENCE OF MORE THAN 2.7 MILLION FOLLOWERS ON SOCIAL PLATFORMS BY INCREASING FACEBOOK LIKES 260 PERCENT AND TWITTER FOLLOWERS 60 PERCENT. SOCIAL MEDIA SITES ARE SHAPING A MUCH LARGER, MUCH YOUNGER, ENGAGED AND TECH SAVVY AUDIENCE FOR MOTHER JONES' REPORTING-THE AVERAGE AGE FOR OUR SOCIAL MEDIA AUDIENCE IS 38, COMPARED TO 58 FOR OUR PRINT AUDIENCE.

JUST AS IMPORTANTLY, OUR NEWLY ORGANIZED PUBLIC AFFAIRS DEPARTMENT

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WORKS HARD TO MAKE SURE THAT OUR STORIES REACH WELL BEYOND THE CHOIR.

MOTHER JONES' PUBLIC AFFAIRS TEAM MAXIMIZES THE IMPACT OF MOTHER JONES' REPORTING BY DEVELOPING NEW OPPORTUNITIES FOR ENGAGEMENT WITH, AND EDUCATION OF, OUR READERS AND BROADER COMMUNITY OF INTEREST, AS WELL AS, STRENGTHENING THE ORGANIZATION'S REPUTATION AMONG KEY CIRCLES OF INFLUENTIALS.

ALTHOUGH MOTHER JONES BECAME A HOUSEHOLD NAME DURING THE 2012 PRESIDENTIAL ELECTION THANKS TO THE GLOBAL REACH AND ELECTION CONSEQUENCES OF ITS COVERAGE OF THE MITT ROMNEY/47 PERCENT STORY, EACH YEAR MOTHER JONES COVERS MUCH MORE THAN ELECTIONS-FROM THE PERNICIOUS INFLUENCE OF "DARK MONEY" ON POLITICS TO LOCAL FOOD AND AGRICULTURE; FROM THE FIGHT TO PROTECT WOMEN'S RIGHTS TO THE CRITICAL ISSUE OF CLIMATE CHANGE; AND FROM THE EPIDEMIC OF GUN VIOLENCE IN AMERICA TO THE THREATS POSED TO OUR DEMOCRACY BY THE RISE OF THE NATIONAL SURVEILLANCE STATE.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:
OF MONEY AS SPEECH AND CORPORATIONS AS PERSONS.

JOURNALISM, AS WELL, IS IN A STATE OF FLUX. THE ORGANIZATIONS THAT WILL SURVIVE AND FLOURISH ARE THOSE THAT CAN CARRY ON THE BEST PRACTICES AND VALUES OF AN INDEPENDENT PRESS IN A DEMOCRATIC SOCIETY WHILE ALSO INCORPORATING THOUGHTFUL RISK-TAKING, INNOVATION, AND FLEXIBILITY. ORGANIZATIONAL SUCCESS, THOUGH, IS ONLY PART OF THE PROJECT, BECAUSE AS THE PHILOSOPHER ONCE SAID, THE POINT IS NOT MERELY TO INTERPRET THE

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WORLD: IT IS TO CHANGE IT. THAT'S THE ROLE THAT ACCURATE, INTELLIGENT, AND ENGAGED JOURNALISM IS CALLED UPON TO PLAY, AND IS WHY MOTHER JONES WAS FOUNDED 39 YEARS AGO. THAT'S WHAT WE DID WITH THE 47 PERCENT STORY DURING THE 2012 ELECTION. IT REMAINS OUR MISSION TODAY.

SINCE WE LAUNCHED OUR EXPANDED 14-PERSON WASHINGTON DC BUREAU IN 2007 UNDER THE LEADERSHIP OF BUREAU CHIEF DAVID CORN, IT HAS CARVED OUT AN IMPORTANT AND EFFECTIVE NICHE IN THE BELTWAY JOURNALISM SCENE. IT STANDS WITH ONE FOOT DEEP INSIDE "THE VILLAGE" (AS DC HAS COME TO BE CALLED BY PROGRESSIVE BLOGGERS) BUT ALSO WITH ONE FOOT FIRMLY ON THE OUTSIDE LOOKING IN. IT'S THAT "INSIDE/OUTSIDE" STANCE THAT HELPS KEEP MOJO'S DC COVERAGE FRESH, FREE FROM THE HERD MENTALITY AND ADDICTION TO ACCESS THAT GOVERNS SO MUCH OF WHAT PASSES FOR COVERAGE OF THE NATIONAL POLITICAL SCENE THESE DAYS. TO NAME JUST A FEW OF OUR INVESTIGATIVE PROJECTS IN 2013, WE EXPOSED WHERE OUR MILITARY BUDGET IS GOING, HOW WEALTHY INTERESTS GET THEIR WAY IN WASHINGTON, WHAT CITIZENS UNITED HAS DONE TO OUR PRESIDENTIAL ELECTIONS AND TO CONGRESSIONAL RACES, THE ROLE UNREGULATED MONEY HAS COME TO PLAY IN STATE AND LOCAL ELECTIONS, THE COMPLETELY UNREGULATED PRIVATE FINANCING OF THE POLITICAL SPHERE--OR "DARK MONEY, A TERM COINED BY MOTHER JONES--ON JUDICIAL ELECTIONS AND DECISION-MAKING.

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

WHILE THERE ARE A NUMBER OF GENERAL JOURNALISM AND REPORTING INTERNSHIPS AVAILABLE FOR STUDENTS OR RECENT COLLEGE GRADUATES, ONLY MOTHER JONES PUTS SUCH AN EMPHASIS ON INVESTIGATIVE REPORTING. AMONG

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THE LARGEST TRAINING PROGRAMS IN THE INDEPENDENT MEDIA COMMUNITY, THE BEN BAGDIKIAN FELLOWSHIP PROGRAM GIVES ASPIRING JOURNALISTS INTENSIVE TRAINING IN WHAT IT TAKES TO PUBLISH OUTSTANDING, INDEPENDENT JOURNALISM, TO MEET DEADLINES, AND TO WORK AS PART OF A PROFESSIONAL TEAM.

THE BEN BAGDIKIAN FELLOWSHIP PROGRAM IS A RARE OPPORTUNITY FOR NEW JOURNALISTS TO WORK ALONGSIDE SOME OF THE TOP REPORTERS AND JOURNALISTS IN THE BUSINESS, AND TO LEARN THE INNER WORKINGS OF MULTIMEDIA NATIONAL REPORTING WITH A SPECIAL FOCUS ON INVESTIGATIVE JOURNALISM. DEPENDING ON FUNDING AVAILABILITY, THE PROGRAM ALSO OFFERS INTERNSHIPS FOR THOSE INTERESTED IN ART AND PHOTOGRAPHY, NONPROFIT PUBLIC AFFAIRS AND SOCIAL MEDIA, AND THE BUSINESS AND TECHNOLOGY SIDE OF PUBLISHING. GRADUATES LEAVE WITH PRACTICAL KNOWLEDGE, WORK THAT THEY CAN BE PROUD OF, AND A NETWORK OF FRIENDS AND COLLEAGUES THAT WILL LAST A LIFETIME.

MOTHER JONES' TRAINING PROGRAM IS AN ESSENTIAL IF ALSO UNRECOGNIZED ELEMENT OF AMERICAN JOURNALISM'S INFRASTRUCTURE. OF THE NEARLY 800 INTERNS AND FELLOWS WHO HAVE PASSED THROUGH MOTHER JONES' INTERNSHIP PROGRAM SINCE 1980, MORE THAN HALF MOVED ON TO A CAREER IN JOURNALISM OR THE MEDIA AT SOME OF THE NATION'S MOST PRESTIGIOUS MEDIA OUTLETS. GRADUATES OF THE PROGRAM WORK THROUGHOUT THE NATIONAL MEDIA WORLD AT OUTLETS RANGING FROM THE NEW YORK TIMES AND THE WALL STREET JOURNAL TO NATIONAL PUBLIC RADIO AND SALON.COM.

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

BETTER THAN IT'S EVER BEEN TOLD BEFORE AT A TIME WHEN IT IS NEEDED MORE THAN EVER.

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EACH WEEK VIDEO-JOURNALIST JAMES WEST AND ASSOCIATE PRODUCER TIM MCDONNELL PRODUCE AT LEAST ONE, AND USUALLY MORE THAN ONE, VIDEO-JOURNALISM REPORTS ON CLIMATE ISSUES, MANY WITH A SOLUTIONS-ORIENTED FOCUS. IN THE PAST YEAR THEY HAVE EXPLORED THE POTENTIAL BENEFIT OF 3D PRINTING ON CLIMATE CHANGE, MET THE KENTUCKY NUNS WHO OPPOSE THE BLUEGRASS PIPELINE, EXAMINED CHINA'S CARBON TAX AND WHETHER IT WOULD ENCOURAGE THE U.S. TO ADOPT ONE OF ITS OWN, AND PRODUCED SEVERAL INTERACTIVE FEATURES HIGHLIGHTING SOLUTIONS-BASED TOPICS INCLUDING WAYS TO MAKE NEW YORK SAFER FOR THE NEXT MAJOR HURRICANE AND HOW NEW YORK'S ROOFSCAPES ARE COUNTERACTING CLIMATE CHANGE.

BETWEEN MOTHER JONES AND OUR PARTNER SITES, THE CLIMATE DESK HAS PUBLISHED THOUSANDS OF STORIES TOTALING TENS OF MILLIONS OF PAGEVIEWS. THE CLIMATE DESK SOCIAL NETWORK HAS ALSO EXPANDED DRAMATICALLY, REACHING OVER 150,000 FANS ACROSS FACEBOOK, TWITTER, AND YOUTUBE, INCREASING OVER 300% SINCE 2013.

AT MOTHER JONES, WE'VE LEARNED THAT PRESENTING CONTENT IN A VARIETY OF PLATFORMS AND IN COLLABORATION WITH OTHERS ALLOWS US TO REACH MORE PEOPLE AND AMPLIFY THE IMPACT OF THE MESSAGE. BEYOND THE CONSISTENT CONTENT THE CLIMATE DESK TEAM GENERATES FOR THE HOME SITE AND ITS PARTNERS, CLIMATE DESK HAS DEVELOPED A NUMBER OF NEW WAYS TO GET THE WORD OUT ON CLIMATE CHANGE:

LAUNCHED IN THE FALL OF 2012, CLIMATE DESK LIVE ("CDL") BRINGS THE REPORTING OF CLIMATE DESK TO LIFE THROUGH A BRIEFINGS SERIES HOSTED BY AWARD-WINNING SCIENCE WRITER AND CLIMATE DESK CORRESPONDENT CHRIS MOONEY. CDL'S BRIEFINGS HAVE BROUGHT TOGETHER STANDING-ROOM ONLY

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AUDIENCES AND GENERATED ATTENTION IN THE BELTWAY AND THE NATIONAL MEDIA. IN THE PAST YEAR, THE SERIES HAS HOSTED OVER NINE LIVE EVENTS FEATURING LEADERS DISCUSSING CLIMATE CHANGE FROM A DIVERSE SET OF PERSPECTIVES, WITH TOPICS RANGING FROM THE AFTERMATH OF SUPERSTORM SANDY TO HOW THE US NAVY IS LEADING THE GREEN ENERGY REVOLUTION TO WHETHER THE KEYSTONE PIPELINE IS THE ENVIRONMENTAL FIGHT OF OUR TIME, AND MORE. PANELISTS HAVE INCLUDED AWARD-WINNING AUTHORS, MEMBERS OF CONGRESS, FORMER GOVERNORS, CLIMATE SCIENTISTS AND METEOROLOGISTS, POLICY LEADERS, MEMBERS OF THE MILITARY, AND CLIMATE JOURNALISTS.

THE PURPOSE OF THE NEWSMAKER BRIEFING SERIES IS TO HIGHLIGHT IMPORTANT THINKERS, LEADERS, AND CREATIVE CHANGE AGENTS IN THE CLIMATE CHANGE FIELD, AND TO EDUCATE INFLUENTIAL MEDIA, POLICY, AND ADVOCACY LEADERS IN CURRENT CLIMATE CHANGE ISSUES. THE TARGET AUDIENCE FOR THE NEWSMAKER BRIEFING IS INTENDED TO BE WASHINGTON-BASED JOURNALISTS, POLICYMAKERS, POLICY ANALYSTS, AND DECISION MAKERS IN THE FIELD OF CLIMATE CHANGE.

FORM 990, PART VI, SECTION A, LINE 6:

EXPLANATION: AS PER THE FOUNDATION FOR NATIONAL PROGRESS' DBA MOTHER JONES MAGAZINE'S BYLAWS, THIS CORPORATION SHALL HAVE POWERS TO THE FULL EXTENT ALLOWED BY LAW. ALL POWERS AND ACTIVITIES OF THIS CORPORATION SHALL BE EXERCISED AND MANAGED BY THE BOARD OF DIRECTORS OF THIS CORPORATION DIRECTLY OR, IF DELEGATED, UNDER THE ULTIMATE DIRECTION OF THE BOARD.

FORM 990, PART VI, SECTION A, LINE 7A:

EXPLANATION: AS PER THE FOUNDATION FOR NATIONAL PROGRESS' DBA MOTHER JONES MAGAZINE'S BYLAWS, THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN TEN (10) NOR MORE THAN THIRTY (30), WITH THE EXACT NUMBER OF AUTHORIZED DIRECTORS TO

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BE FIXED FROM TIME TO TIME BY RESOLUTION AND THE BOARD OF DIRECTORS.

AT ALL TIMES, NOT MORE THAN 49% OF THE DIRECTORS OF THIS CORPORATION MAY BE INTERESTED PERSONS. AN INTERESTED PERSON MEANS EITHER:

(A) ANY PERSON CURRENTLY BEING COMPENSATED BY THIS CORPORATION FOR SERVICES RENDERED TO IT WITHIN THE PREVIOUS TWELVE MONTHS, WHETHER A FULL-TIME OR PART-TIME EMPLOYEE, INDEPENDENT CONTRACTOR, OR OTHERWISE, EXCLUDING ANY REASONABLE COMPENSATION PAID TO A DIRECTOR IN HIS OR HER CAPACITY AS A DIRECTOR;

OR

(B) ANY BROTHER, SISTER, ANCESTOR, DESCENDANT, SPOUSE, BROTHER-IN-LAW, SISTER-IN-LAW, SON-IN-LAW, DAUGHTER-IN-LAW, MOTHER-IN-LAW, OR FATHER-IN-LAW, OF ANY SUCH PERSON.

SELECTION AND TERM OF OFFICE OF DIRECTORS

THE DIRECTORS OF THIS CORPORATION SHALL BE SELECTED AND SET FORTH BELOW. EACH DIRECTOR, HOWEVER SELECTED, SHALL HOLD OFFICE UNTIL A SUCCESSOR HAS BEEN SELECTED. DIRECTORS MAY BE SELECTED TO SERVE ANY NUMBER OF CONSECUTIVE TERMS.

FOUR (4) OR FIVE (5) OF THE DIRECTORS SHALL BE DESIGNATED AS FOLLOWS: THOSE INDIVIDUALS EMPLOYED BY THIS CORPORATION AS PUBLISHER AND EDITOR(S)-IN-CHIEF ARE DESIGNATED TO SERVE AS DIRECTORS DURING THE RESPECTIVE TERMS OF THEIR EMPLOYMENT. TWO (2) DIRECTORS SHALL BE DESIGNATED

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BY A MAJORITY VOTE OF THOSE EMPLOYEES OF THIS CORPORATION, EXCLUDING THE PUBLISHER AND EDITOR(S)-IN-CHIEF WHO HAVE RECEIVED SALARIES FOR AT LEAST FOUR-FIFTHS (4/5) TIME FOR AT LEAST THIRTY (30) DAYS PRIOR TO THE DATE OF DESIGNATION. EACH EMPLOYEE-DESIGNATED DIRECTOR SHALL BE DESIGNATED FOR A TERM OF ONE (1) YEAR.

THE REMAINDER OF THE DIRECTORS SHALL BE ELECTED BY THE DIRECTORS THEN IN OFFICE. NONE OF THE ELECTED DIRECTORS MAY BE AN "INTERESTED PERSON," AS DEFINED ABOVE. EACH DIRECTOR SHALL BE ELECTED TO A TERM OF THREE (3) YEARS.

VACANCIES

A VACANCY SHALL BE DEEMED TO EXIST ON THE BOARD IN THE EVENT THAT THE ACTUAL NUMBER OF DIRECTORS IS LESS THAN THE AUTHORIZED NUMBER FOR ANY REASON. A VACANCY SHALL BE DEEMED TO EXIST IF ANY EMPLOYEE-DESIGNATED DIRECTOR IS SEPARATED FROM EMPLOYMENT WITH THIS CORPORATION. VACANCIES SHALL BE FILLED, FOR THE UNEXPIRED PORTION OF THE TERM, IN THE SAME MANNER AS THE SEAT BEING VACATED.

RESIGNATION AND REMOVAL

RESIGNATIONS SHALL BE EFFECTIVE UPON RECEIPT IN WRITING BY THE SECRETARY OR PRESIDENT OF THIS CORPORATION, UNLESS A LATER EFFECTIVE DATE IS SPECIFIED IN THE RESIGNATION. ANY DIRECTOR MAY BE REMOVED AT ANY TIME, WITH OR WITHOUT CAUSE IN THE SAME MANNER AS SUCH DIRECTOR WAS DESIGNATED OR ELECTED. ANY DIRECTOR WHO FAILS TO ATTEND TWO CONSECUTIVE BOARD MEETINGS SHALL BE REMOVED FROM THE BOARD UNLESS THE BOARD CONCLUDES THAT THE DIRECTOR WAS ABSENT FOR REASONS THAT JUSTIFY A WAIVER OF THIS PROVISION.

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

EXPLANATION: THE BOARD OF DIRECTORS OF THE FOUNDATION FOR NATIONAL PROGRESS, DBA MOTHER JONES MAGAZINE, APPROVED THE FORMATION OF A FINANCIAL AUDIT COMMITTEE AND A FINANCE COMMITTEE IN KEEPING WITH THE CORPORATION'S BYLAWS THAT STATE: THE BOARD OF DIRECTORS MAY, BY RESOLUTION ADOPTED BY A MAJORITY OF THE DIRECTORS THEN IN OFFICE, CREATE ANY NUMBER OF BOARD COMMITTEES, EACH CONSISTING OF TWO OR MORE DIRECTORS, TO SERVE AT THE PLEASURE OF THE BOARD. APPOINTMENTS TO ANY BOARD COMMITTEE SHALL BE MADE BY ANY METHOD DETERMINED BY A MAJORITY VOTE OF THE DIRECTORS THEN IN OFFICE. BOARD COMMITTEES MAY BE GIVEN ALL THE AUTHORITY OF THE BOARD, EXCEPT FOR THE POWER TO: (A) SET THE NUMBER OF DIRECTORS WITHIN A RANGE SPECIFIED IN THESE BYLAWS; (B) FILL VACANCIES ON THE BOARD OF DIRECTORS OR ON ANY BOARD COMMITTEE; (C) ELECT DIRECTORS OR REMOVE ANY DIRECTOR WITHOUT CAUSE; (D) FIX COMPENSATION OF DIRECTORS FOR SERVING ON THE BOARD OR ANY BOARD COMMITTEE; (E) AMEND OR REPEAL THESE BYLAWS OR ADOPT NEW BYLAWS; (F) ADOPT AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THIS CORPORATION; (G) AMEND OR REPEAL ANY RESOLUTION OF THE BOARD OF DIRECTORS WHICH BY ITS EXPRESS TERMS IS NOT SO AMENABLE OR REPEALABLE; (H) CREATE ANY OTHER BOARD COMMITTEES OR APPOINT THE MEMBERS OF ANY BOARD COMMITTEES; OR (I) APPROVE ANY MERGER, REORGANIZATION, VOLUNTARY DISSOLUTION, OR DISPOSITION OF SUBSTANTIALLY ALL OF THE ASSETS OF THIS CORPORATION. AS SUCH, THE FINANCIAL AUDIT COMMITTEE AND FINANCE COMMITTEE APPROVE THE FORM 990 PRIOR TO FILING; A COMPLETE COPY OF THE FORM 990 IS DISTRIBUTED TO THE ENTIRE BOARD OF DIRECTORS PRIOR TO FILING.

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

EXPLANATION: AS PER THE CORPORATION'S CONFLICT OF INTEREST POLICY, AND TO

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ENSURE THAT THE FOUNDATION OPERATES IN A MANNER CONSISTENT WITH ITS EDUCATIONAL PURPOSES AND THAT IT DOES NOT ENGAGE IN ACTIVITIES THAT COULD JEOPARDIZE ITS STATUS AS AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX, PERIOD REVIEWS SHALL BE CONDUCTED BY THE DEPARTMENT SUPERVISOR (RELEVANT TO THE TRANSACTION OR ARRANGEMENT), PUBLISHER, CEO, CFO, AND BOARD OF DIRECTOR'S AUDIT COMMITTEE. THE PERIODIC REVIEWS SHALL, AT A MINIMUM, OCCUR ANNUALLY AND SHALL INCLUDE THE FOLLOWING SUBJECTS:

* WHETHER COMPENSATION ARRANGEMENTS AND BENEFITS ARE REASONABLE AND ARE AS THE RESULT OF ARM'S-LENGTH BARGAINING.

* WHETHER ACQUISITIONS OF SERVICES RESULT IN INUREMENT OR IMPERMISSIBLE PRIVATE BENEFIT.

* WHETHER TRANSACTIONS AND ARRANGEMENTS WITH VENDORS AND OTHER ORGANIZATIONS CONFORM TO WRITTEN POLICIES, ARE PROPERLY RECORDED, REFLECT REASONABLE PAYMENTS FOR GOODS AND SERVICES, FURTHER THE FOUNDATION'S EDUCATIONAL PURPOSES, AND DO NOT RESULT IN INUREMENT OR IMPERMISSIBLE PRIVATE BENEFIT.

* WHETHER AGREEMENTS WITH EMPLOYEES AND THIRD-PARTY PAYORS FURTHER THE FOUNDATION'S EDUCATIONAL PURPOSES AND DO NOT RESULT IN INUREMENT OR IMPERMISSIBLE PRIVATE BENEFIT.

IN CONDUCTING THESE PERIODIC REVIEWS, THE FOUNDATION MAY, BUT NEED NOT, USE OUTSIDE ADVISORS. IF OUTSIDE EXPERTS ARE USED, THEIR USE SHALL NOT RELIEVE THE FOUNDATION OF ITS RESPONSIBILITY FOR ENSURING THAT PERIODIC REVIEWS ARE CONDUCTED.

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

EXPLANATION: THE CEO'S SALARY AND PERFORMANCE IS REVIEWED ANNUALLY BY AN ELECTED PERFORMANCE REVIEW/COMPENSATION COMMITTEE AS PART OF THE BOARD OF

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DIRECTORS. THIS WAS LAST PERFORMED AND RELAYED TO THE CEO IN FEBRUARY 2013 PERTAINING TO 2012 PERFORMANCE. THE CEO'S SALARY IS ADJUSTED ACCORDING TO A COLA EACH YEAR BASED ON THE BAY AREA CPI. ANY ADDITIONAL WAGE INCREASE IS BASED ON MERIT AND APPROVED BY THE BOARD OF DIRECTORS.

THE CFO'S SALARY AND PERFORMANCE IS REVIEWED ANNUALLY BY THE CEO WITH INPUT FROM MEMBERS OF THE SENIOR MANAGEMENT TEAM. THIS WAS LAST PERFORMED AND RELAYED TO THE CFO IN FEBRUARY 2013 PERTAINING TO 2012 PERFORMANCE. THE CFO'S SALARY IS ADJUSTED ACCORDING TO A COLA EACH YEAR BASED ON THE BAY AREA CPI. ANY ADDITIONAL WAGE INCREASE IS BASED ON MERIT AND APPROVED BY THE CEO.

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

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

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

EXPLANATION: THE FOUNDATION FOR NATIONAL PROGRESS PROVIDES A COPY OF FORMS 990 AND 990-T FOR PUBLIC INSPECTION ON REQUEST (DISTRIBUTED EITHER THROUGH THE U.S. POSTAL OFFICE OR AS A PDF DOCUMENT ATTACHED TO AN EMAIL).

ADDITIONALLY, THE FOUNDATION FOR NATIONAL PROGRESS PROVIDES GUIDESTAR (A PUBLIC NONPROFIT TRACKING WEB SITE) A COPY OF FORMS 990 AND 990-T FOR PUBLIC INSPECTION.

FURTHER, THE FOUNDATION'S WEBSITE, MOTHERJONES.COM, PUBLISHES THE FOUNDATION'S MOST CURRENT ANNUAL AUDITED FINANCIAL STATEMENTS FOR PUBLIC INSPECTION.

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FORM 990, PART XII, LINE 2C

EXPLANATION: THE PROCESS HAS NOT CHANGED FROM PRIOR YEAR.

Multiple horizontal lines for providing additional explanation.

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

For calendar year 2013 or other tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

2013

Department of the Treasury
Internal Revenue Service

▶ Information about Form 990-T and its instructions is available at www.irs.gov/form990t.

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Open to Public Inspection for 501(c)(3) Organizations Only

<p>A <input type="checkbox"/> Check box if address changed</p> <p>B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)</p> <p>C Book value of all assets at end of year 1,977,249.</p>	<p>Print or Type</p>	<p>Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) FOUNDATION FOR NATIONAL PROGRESS</p> <p>Number, street, and room or suite no. If a P.O. box, see instructions. 222 SUTTER STREET, NO. 600</p> <p>City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94108-4457</p> <p>F Group exemption number (See instructions.) ▶</p> <p>G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>	<p>D Employer identification number (Employees' trust, see instructions.) 94-2282759</p> <p>E Unrelated business activity codes (See instructions.) 541800 541900</p>
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H Describe the organization's primary unrelated business activity. ▶ **ADVERTISING**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? ▶ Yes No
 If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ **MADELEINE BUCKINGHAM, PRESIDENT/CE** Telephone number ▶ **415-321-1700**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales			
b Less returns and allowances c Balance ▶	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4 a Capital gain net income (attach Form 8949 and Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11 1,949,227.	2,068,723.	-119,496.
12 Other income (See instructions; attach schedule.) STATEMENT 1	12 545,451.		545,451.
13 Total. Combine lines 3 through 12	13 2,494,678.	2,068,723.	425,955.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)			
15 Salaries and wages			468,016.
16 Repairs and maintenance			
17 Bad debts			
18 Interest (attach schedule)			
19 Taxes and licenses			
20 Charitable contributions (See instructions for limitation rules.)			
21 Depreciation (attach Form 4562)	21		
22 Less depreciation claimed on Schedule A and elsewhere on return	22a		22b
23 Depletion			
24 Contributions to deferred compensation plans			
25 Employee benefit programs			
26 Excess exempt expenses (Schedule I)			
27 Excess readership costs (Schedule J)			
28 Other deductions (attach schedule) SEE STATEMENT 2			79,204.
29 Total deductions. Add lines 14 through 28			547,220.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13			-121,265.
31 Net operating loss deduction (limited to the amount on line 30) SEE STATEMENT 3			
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30			-121,265.
33 Specific deduction (Generally \$1,000, but see instructions for exceptions.)			1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32			-121,265.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and: a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____ b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____ c Income tax on the amount on line 34	35c	0.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	36	
37 Proxy tax. See instructions	37	
38 Alternative minimum tax	38	
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies	39	0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a	
b Other credits (see instructions)	40b	
c General business credit. Attach Form 3800	40c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d	
e Total credits. Add lines 40a through 40d	40e	
41 Subtract line 40e from line 39	41	0.
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	42	
43 Total tax. Add lines 41 and 42	43	0.
44a Payments: A 2012 overpayment credited to 2013	44a	
b 2013 estimated tax payments	44b	
c Tax deposited with Form 8868	44c	
d Foreign organizations: Tax paid or withheld at source (see instructions)	44d	
e Backup withholding (see instructions)	44e	
f Credit for small employer health insurance premiums (Attach Form 8941)	44f	
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	44g	
45 Total payments. Add lines 44a through 44g	45	
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	46	
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47	0.
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48	0.
49 Enter the amount of line 48 you want: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	49	

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2013 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here _____	Yes	No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year <input type="checkbox"/> \$ _____		X

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (att. schedule)	4a				
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5				

Sign Here

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 taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer: LYNN HENLEY Date: _____ Title: **PRESIDENT / CEO**

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

Paid Preparer Use Only

Print/Type preparer's name: **LYNN HENLEY** Preparer's signature: _____ Date: _____ Check if self-employed PTIN: **P00356034**
 Firm's name: **ARMANINO LLP** Firm's EIN: **94-6214841**
 Firm's address: **12657 ALCOSTA BOULEVARD, SUITE 500 SAN RAMON, CA 94583-4600** Phone no.: **925-790-2600**

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **0.**

(b) **Total deductions.** Enter here and on page 1, Part I, line 8, column (B) **0.**

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)			
(2)			
(3)			
(4)			

4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		

Totals Enter here and on page 1, Part I, line 7, column (A) **0.** Enter here and on page 1, Part I, line 7, column (B) **0.**

Total dividends-received deductions included in column 8 **0.**

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A) **0.**

Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B) **0.**

Totals **0.** **0.**

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1) MOTHER JONES	1,949,227.	2,068,723.	-119,496.			
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	1,949,227.	2,068,723.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total . Enter here and on page 1, Part II, line 14			0.

FORM 990-T	OTHER INCOME	STATEMENT	1
DESCRIPTION		AMOUNT	
ACME		545,451.	
TOTAL TO FORM 990-T, PAGE 1, LINE 12		545,451.	

FORM 990-T	OTHER DEDUCTIONS	STATEMENT	2
DESCRIPTION		AMOUNT	
OTHER EXPENSES		37,789.	
CONSULTANTS AND CONTRACTORS		23,435.	
RENT		17,980.	
TOTAL TO FORM 990-T, PAGE 1, LINE 28		79,204.	

FORM 990-T	NET OPERATING LOSS DEDUCTION			STATEMENT	3
TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR	
12/31/12	64,973.	0.	64,973.	64,973.	
NOL CARRYOVER AVAILABLE THIS YEAR			64,973.	64,973.	