

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

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.

A For the 2014 calendar year, or tax year beginning and ending

B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization NEW PROFIT INC. Doing business as		D Employer identification number 04-3396766
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 200 CLARENDON STREET, 29TH FLOOR		E Telephone number 617-912-8800
	City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02116		G Gross receipts \$ 24,413,299.
	F Name and address of principal officer: GAIL FRANCK SAME AS C ABOVE		H(a) Is this a group return for subordinates? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> H(b) Are all subordinates included? Yes <input type="checkbox"/> No <input type="checkbox"/> If "No," attach a list. (see instructions)
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶

J Website: WWW.NEWPROFIT.ORG

K Form of organization: Corporation Trust Association Other ▶ **L Year of formation:** 1997 **M State of legal domicile:** MA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PLEASE REFER TO OUR WEBSITE (WWW.NEWPROFIT.ORG) FOR DESCRIPTIONS OF OUR MISSION, PROGRAMS AND		
	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	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	74
	6 Total number of volunteers (estimate if necessary)	6	16
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 42,164,797.	Current Year 24,357,429.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-64,849.	1,990.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	17,657.	53,880.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	42,117,605.	24,413,299.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	15,907,599.	16,121,975.
	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)	7,223,720.	8,285,252.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,008,608.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,984,757.	5,137,293.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	27,116,076.	29,544,520.	
19 Revenue less expenses. Subtract line 18 from line 12	15,001,529.	-5,131,221.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 44,724,628.	End of Year 39,166,571.
	21 Total liabilities (Part X, line 26)	3,660,385.	3,907,286.
	22 Net assets or fund balances. Subtract line 21 from line 20	41,064,243.	35,259,285.

Part II Signature Block

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

Sign Here	Signature of officer		Date		
	GAIL FRANCK, CFO				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MATTHEW HUTT, CPA	MATTHEW HUTT, CPA	10/06/15		P01070603
	Firm's name ▶ ALEXANDER, ARONSON, FINNING & CO., P.C.	Firm's EIN ▶ 04-2571780	Phone no. 508-366-9100		
	Firm's address ▶ 21 EAST MAIN STREET WESTBORO, MA 01581				

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: NEW PROFIT INC. IS A NONPROFIT SOCIAL INNOVATION ORGANIZATION AND VENTURE PHILANTHROPY FUND SEEKING TO INCREASE SOCIAL MOBILITY FOR FAMILIES AND COMMUNITIES BY ACCELERATING THE BEST IDEAS ACROSS THE NATION. THE ORGANIZATION COLLABORATES WITH A DIVERSE GROUP OF

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 \$ 6,887,179. including grants of \$ 4,260,735.) (Revenue \$) THROUGH ITS PORTFOLIO INVESTMENT PROGRAM- INNOVATION FUND, NEW PROFIT INVESTS FINANCIAL AND INTELLECTUAL CAPITAL IN A PORTFOLIO OF SOCIAL ENTREPRENEUR-LED ORGANIZATIONS (DESCRIBED AS PORTFOLIO ORGANIZATIONS) AND HELPS THEM TO GROW THEIR ORGANIZATIONS, INCREASE THE SCALE AND QUALITY OF THEIR IMPACT, EXPAND THEIR NETWORKS, AND TRANSFORM THEIR FIELDS. THE PORTFOLIO INVESTMENT TEAM SUPPORTS THESE ORGANIZATIONS IN NAVIGATING CHALLENGES AND TRACKING THEIR PROGRESS IN FIVE MAJOR AREAS-IMPACT AND INNOVATION, GROWTH, LEADERSHIP AND GOVERNANCE, ORGANIZATIONAL STRATEGY, AND METRICS. A STRATEGIC PARTNERSHIP WITH DELOITTE ENABLES NEW PROFIT TO PROVIDE ADDITIONAL SUPPORT TO SOCIAL ENTREPRENEURS AND THEIR ORGANIZATIONS, INCLUDING STRATEGIC GROWTH PLANNING AND EXECUTIVE COACHING.

4b (Code:) (Expenses \$ 4,745,373. including grants of \$ 2,408,000.) (Revenue \$) THE REIMAGINE LEARNING FUND (LAUNCHED IN 2013) IS WORKING TO TRANSFORM THE WAY LEARNING HAPPENS IN AMERICA SO ALL STUDENTS, INCLUDING THOSE WHO MAY BE MARGINALIZED OR DISENGAGED BECAUSE OF LEARNING AND ATTENTION OR SOCIAL EMOTIONAL ISSUES, CAN ACHIEVE ACADEMIC AND LIFE SUCCESS. THE FUND AIMS TO SUPPORT SCHOOLS AND COMMUNITIES IN THE CREATION OF LEARNING ENVIRONMENTS THAT UNLEASH INDIVIDUAL PROMISE AND CREATIVITY IN ALL CHILDREN. DRIVEN BY STUDENTS, PARENTS AND TEACHERS WITH POWERFUL COLLABORATION FROM ENTREPRENEURS, ENTERTAINERS AND OTHERS, THE FUND BRINGS NEW ENERGY TO THE MOVEMENT TO REVITALIZE AMERICAN EDUCATION AND TO ENSURE THE SUCCESS OF EVERY CHILD IN EVERY CLASSROOM. THE SERVICES PROVIDED TO THE PORTFOLIO ORGANIZATIONS ALSO INCLUDE THOSE PROVIDED WITHIN THE INNOVATION FUND. ORGANIZATIONS FUNDED THROUGH THE REIMAGINE

4c (Code:) (Expenses \$ 9,669,084. including grants of \$ 8,703,240.) (Revenue \$) THE PATHWAYS FUND IS A PUBLIC/PRIVATE FUNDING PARTNERSHIP AMONGST THE ORGANIZATION, THE CORPORATION FOR NATIONAL AND COMMUNITY SERVICE'S (CNCS) SOCIAL INNOVATION FUND AND SEVERAL CORPORATE FOUNDATIONS. THE MISSION OF THE PATHWAYS FUND IS TO STRENGTHEN THE BRIDGE BETWEEN EDUCATION AND WORKFORCE DEVELOPMENT, SO THAT MORE LOW-INCOME YOUTH HAVE OPPORTUNITIES TO BUILD SUSTAINABLE LIVELIHOODS. THE PATHWAYS FUND REPRESENTS AN UNPRECEDENTED COLLECTIVE EFFORT BY A CROSS-SECTOR NETWORK OF INVESTORS AND HIGH PERFORMING NONPROFIT ORGANIZATIONS TO DELIVER MEASURABLE, SUSTAINABLE IMPACT FOR INDIVIDUALS, COMMUNITIES, AND EDUCATION TO EMPLOYMENT PIPELINES. EACH OF THE SIX PATHWAYS FUND SUB-GRANTEE ORGANIZATIONS PROVIDES A SET OF COMPREHENSIVE, TARGETED SUPPORTS FOR VULNERABLE, HIGH-RISK YOUTH GETTING THEM TO AND THROUGH

4d Other program services (Describe in Schedule O.) (Expenses \$ 4,105,998. including grants of \$ 750,000.) (Revenue \$ 53,880.)

4e Total program service expenses 25,407,634.

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

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question numbers (1a-14b), Yes/No, and numerical answers (e.g., 32, 0, 74, 74).

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 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a 16		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 13		
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?		
10b			
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
12c		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?		
16b			

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **MA, NY, CA**
- 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, address, and telephone number of the person who possesses the organization's books and records: **GAIL FRANCK, CFO - 617-912-8808**
200 CLARENDON STREET, 29TH FLOOR, BOSTON, MA 02116

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) JOSH BEKENSTEIN CHAIRMAN	1.00	X		X				0.	0.	0.
(2) ED COHEN DIRECTOR	1.00	X						0.	0.	0.
(3) PAUL EDGERLEY DIRECTOR	1.00	X						0.	0.	0.
(4) DAVID HARRIS DIRECTOR	1.00	X						0.	0.	0.
(5) PAUL S. GROGAN DIRECTOR	1.00	X						0.	0.	0.
(6) HENRY MCCANCE DIRECTOR	1.00	X						0.	0.	0.
(7) STEPHEN JENNINGS DIRECTOR	1.00	X						0.	0.	0.
(8) BILL MCCLEMENTS CLERK	1.00	X		X				0.	0.	0.
(9) KRISTIN MUGFORD DIRECTOR	1.00	X						0.	0.	0.
(10) DUNCAN MCFARLAND DIRECTOR	1.00	X						0.	0.	0.
(11) MARK NUNNELLY DIRECTOR	1.00	X						0.	0.	0.
(12) JIM PALLOTTA DIRECTOR	1.00	X						0.	0.	0.
(13) ELIZABETH RILEY DIRECTOR	1.00	X						0.	0.	0.
(14) BARRY SALZBERG DIRECTOR	1.00	X						0.	0.	0.
(15) BRIAN SPECTOR DIRECTOR	1.00	X						0.	0.	0.
(16) JEFFREY C. WALKER DIRECTOR	1.00	X						0.	0.	0.
(17) VANESSA KIRSCH FOUNDER AND CEO	45.00			X				398,783.	0.	22,162.

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) HUGH JONES III MANAGING DIRECTOR	45.00			X				412,314.	0.	15,928.
(19) DOUG BORCHARD CHIEF OPERATING OFFICER	45.00			X				281,115.	0.	7,830.
(20) DEBORAH SMOLOVER EXECUTIVE DIRECTOR OF AMERICA FORWAR	45.00				X			314,656.	0.	22,863.
(21) DIANA SMITH SENIOR PARTNER, LEADERSHIP TRANSFORM	45.00					X		286,466.	0.	7,830.
(22) JACOB SCHRAMM CO-CHAIR, PORTFOLIO TEAM	45.00					X		236,829.	0.	18,833.
(23) KIM SYMAN MANAGING PARTNER	45.00					X		224,131.	0.	21,939.
(24) ELIZA GREENBERG MANAGING PARTNER	45.00					X		200,994.	0.	14,739.
(25) DERREK SHULMAN PARTNER, SENIOR PHILANTHROPIC ADVISO	45.00					X		210,658.	0.	1,200.
1b Sub-total								2,565,946.	0.	133,324.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								2,565,946.	0.	133,324.

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 **26**

	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
DELOITTE CONSULTING LLP, 200 BERKELEY ST. SUITE 400, BOSTON, MA 02116	PORTFOLIO CONSULTING	803,500.
EVALUATION STRATEGIES 5019 RENO ROAD NW, WASHINGTON, DC 20008	EVALUATION	232,000.
VOLITION LLC 3 SOUTH BROOK ROAD, LINCOLN, MA 01771	PORTFOLIO AND STRATEGY CONSULTING	226,000.
PROPPER DALEY, 6380 WILSHIRE BLVD, 15TH FLOOR, LOS ANGELES, CA 90048	PUBLIC RELATIONS CONSULTING	195,000.
PENN HILL GROUP 777 6TH ST NW #650, WASHINGTON, DC 20001	POLICY CONSULTING	140,000.

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 **9**

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	4,999,851.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	19,357,578.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		24,357,429.				
Program Service Revenue	2 a _____	Business Code					
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,990.			1,990.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
		c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS	900099	53,880.	53,880.				
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d		53,880.					
12 Total revenue. See instructions.		24,413,299.	53,880.	0.	1,990.		

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 domestic organizations and domestic governments. See Part IV, line 21	16,121,975.	16,121,975.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,475,651.	892,551.	474,933.	108,167.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	5,628,251.	3,792,328.	946,152.	889,771.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	119,300.	74,823.	25,517.	18,960.
9 Other employee benefits	606,315.	436,187.	96,172.	73,956.
10 Payroll taxes	455,735.	307,457.	83,379.	64,899.
11 Fees for services (non-employees):				
a Management	1,807,693.	1,423,298.	84,670.	299,725.
b Legal				
c Accounting	52,085.		52,085.	
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.)	1,335,873.	945,138.	84,493.	306,242.
12 Advertising and promotion				
13 Office expenses	280,651.	143,352.	60,568.	76,731.
14 Information technology				
15 Royalties				
16 Occupancy	413,190.	235,775.	122,729.	54,686.
17 Travel	416,891.	319,751.	7,180.	89,960.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	695,066.	642,072.	35,668.	17,326.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	22,862.	12,402.	6,585.	3,875.
23 Insurance	12,506.		12,506.	
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 PROFESSIONAL DEVELOPME	68,400.	57,498.	10,902.	
b MISCELLANEOUS	32,076.	3,027.	24,739.	4,310.
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	29,544,520.	25,407,634.	2,128,278.	2,008,608.
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)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing	5,468,103.	1	526,707.	
	2 Savings and temporary cash investments	5,231,340.	2	6,981,786.	
	3 Pledges and grants receivable, net	33,400,354.	3	31,132,386.	
	4 Accounts receivable, net		4		
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	99,066.	9	372,702.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 105,039.			
	b Less: accumulated depreciation	10b 92,224.	35,677.	10c 12,815.	
	11 Investments - publicly traded securities	490,088.	11	140,175.	
	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		15		
16 Total assets. Add lines 1 through 15 (must equal line 34)	44,724,628.	16	39,166,571.		
Liabilities	17 Accounts payable and accrued expenses	832,154.	17	848,651.	
	18 Grants payable	2,828,231.	18	3,058,635.	
	19 Deferred revenue		19		
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		
	26 Total liabilities. Add lines 17 through 25	3,660,385.	26	3,907,286.	
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	5,439,818.	27	2,634,786.	
	28 Temporarily restricted net assets	35,624,425.	28	32,624,499.	
	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	41,064,243.	33	35,259,285.		
34 Total liabilities and net assets/fund balances	44,724,628.	34	39,166,571.		

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	24,413,299.
2	Total expenses (must equal Part IX, column (A), line 25)	2	29,544,520.
3	Revenue less expenses. Subtract line 2 from line 1	3	-5,131,221.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	41,064,243.
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	-673,737.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	35,259,285.

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	X	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

OMB No. 1545-0047

2014

Open to Public Inspection

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

Name of the organization **NEW PROFIT INC.** Employer identification number **04-3396766**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see Instructions)	(vi) Amount of other support (see Instructions)
			Yes	No		
Total						

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	10,709,283.	8,674,162.	16,795,036.	42,164,797.	24,357,429.	102,700,707.
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	10,709,283.	8,674,162.	16,795,036.	42,164,797.	24,357,429.	102,700,707.
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)						27,068,665.
6 Public support. Subtract line 5 from line 4.						75,632,042.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	10,709,283.	8,674,162.	16,795,036.	42,164,797.	24,357,429.	102,700,707.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	219.	207.	6,320.	691.	1,990.	9,427.
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 VI.)	37,905.	61,043.	20,950.	17,657.	53,880.	191,435.
11 Total support. Add lines 7 through 10						102,901,569.
12 Gross receipts from related activities, etc. (see instructions)					12	

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14	73.50 %
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	72.40 %

16a 33 1/3% support test - 2014. 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

b 33 1/3% support test - 2013. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10% -facts-and-circumstances test - 2014. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10% -facts-and-circumstances test - 2013. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2014. 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 - 2013. 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 Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No" describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2) (B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer (b) below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI .		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI .		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations *(continued)*

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 Excess distributions carryover to 2015. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013			
e Excess from 2014			

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

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

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization NEW PROFIT INC.	Employer identification number 04-3396766
--	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ▶ \$ _____

3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No

4a Was a correction made? Yes No

b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____

4 Did the filing organization file **Form 1120-POL** for this year? Yes No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	40,600.													
c	Total lobbying expenditures (add lines 1a and 1b)	40,600.													
d	Other exempt purpose expenditures	29,503,920.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	29,544,520.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	161,854.	12,525.	52,000.	40,600.	266,979.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

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.

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

OMB No. 1545-0047

2014

Open to Public Inspection

Name of the organization NEW PROFIT INC. Employer identification number 04-3396766

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

Table with 3 columns: Question number, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and two yes/no questions about donor property and grant fund usage.

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

Form with multiple questions (1-9) about conservation easements, including checkboxes for various purposes, a table for 'Held at the End of the Tax Year' with rows 2a-2d, and yes/no questions about monitoring and expenses.

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

Form with questions 1a, 1b, 2, a, and b regarding reporting of art and historical treasures, including dollar amounts for revenue and assets.

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, for escrow or custodial account liability? 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				
d Equipment		105,039.	92,224.	12,815.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				12,815.

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)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

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	26,533,224.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	2,119,925.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	2,119,925.
3	Subtract line 2e from line 1	3	24,413,299.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	24,413,299.

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	31,664,445.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	2,119,925.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	2,119,925.
3	Subtract line 2e from line 1	3	29,544,520.
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	29,544,520.

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:

THE ORGANIZATION ACCOUNTS FOR UNCERTAINTY IN INCOME TAXES IN ACCORDANCE WITH ASC TOPIC, INCOME TAXES. THIS STANDARD CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN TAX POSITIONS AND PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR THE FINANCIAL STATEMENTS REGARDING A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. THE ORGANIZATION HAS DETERMINED THAT THERE ARE NO UNCERTAIN TAX POSITIONS WHICH QUALIFY FOR EITHER RECOGNITION OR DISCLOSURE IN THE FINANCIAL STATEMENTS AT DECEMBER 31, 2014. THE ORGANIZATION'S INFORMATION RETURNS ARE SUBJECT TO EXAMINATION BY THE FEDERAL AND STATE JURISDICTIONS AND GENERALLY REMAIN OPEN FOR THE MOST RECENT THREE YEARS.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

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

OMB No. 1545-0047

2014

Open to Public
Inspection

Name of the organization **NEW PROFIT INC.** Employer identification number **04-3396766**

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ACELERO LEARNING 63 WEST 125TH STREET, 6TH FLOOR HARLEM, NY 10027	30-0077025	CORPORATION	250,000.	0.			PROGRAM EXPANSION
ACHIEVEMENT NETWORK 225 FRIEND ST #704 BOSTON, MA 02114	20-3289870	501 (C) 3	250,000.	0.			PROGRAM EXPANSION
ADMISSION POSSIBLE (COLLEGE POSSIBLE) - 450 NORTH SYNDICATE STREET SUITE 325 - ST. PAUL, MN 55104	41-1968798	501 (C) 3	250,000.	0.			PROGRAM EXPANSION
AVANCE INC. 118 NORTH MEDINA SUITE 380 SAN ANTONIO, TX 78207	91-2074499	501 (C) 3	250,000.	0.			PROGRAM EXPANSION
COLLEGE SUMMIT INC. 1763 COLUMBIA ROAD NW 2ND FLOOR WASHINGTON, DC 20009	52-2007028	501 (C) 3	2,045,031.	0.			PROGRAM EXPANSION
EDUCATORS FOR EXCELLENCE 333 WEST 39TH STREET, SUITE 703 NEW YORK, NY 10018	27-3382030	501 (C) 3	250,000.	0.			PROGRAM EXPANSION

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **38.**
- 3 Enter total number of other organizations listed in the line 1 table **1.**

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

Schedule I (Form 990) (2014)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EYE TO EYE INC. 1430 BROADWAY, 6TH FLOOR NEW YORK, NY 10018	51-0570498	501 (C) 3	250,000.	0.			PROGRAM EXPANSION
FAMILY INDEPENDENCE INITITATIVE 5539 DEER RUN DRIVE EL SOBRANTE, CA 94803	65-1187733	501 (C) 3	500,000.	0.			PROGRAM EXPANSION
FIRST PLACE FOR YOUTH 426 17TH ST STE 100 OAKLAND, CA 94612	94-3341034	501 (C) 3	250,000.	0.			PROGRAM EXPANSION
FOODCORPS 281 PARK AVE S NEW YORK, NY 10010	27-3990987	501 (C) 3	250,000.	0.			PROGRAM EXPANSION
IMENTOR INCORPORATED 30 BROAD STREET, 9TH FLOOR NEW YORK, NY 10004	30-0105507	501 (C) 3	977,726.	0.			PROGRAM EXPANSION
LIFT INC. 800 7TH STREET, NW WASHINGTON, DC 20001	52-2168409	501 (C) 3	750,000.	0.			PROGRAM EXPANSION
CENTER FOR CITIZEN'S LEADERSHIP (D/B/A MISSION CONTINUES) - 1141 SOUTH 7TH STREET - ST.LOUIS, MO 63104	20-8742553	501 (C) 3	250,000.	0.			PROGRAM EXPANSION
COLLEGE ADVISING CORPS 301 W BARBEE CHAPEL ROAD, SUITE 100 CHAPEL HILL, NC 27517	46-1192687	501 (C) 3	113,655.	0.			PROGRAM EXPANSION
NEW CLASSROOMS 1250 BROADWAY, 30TH FLOOR NEW YORK, NY 10001	45-2736163	501 (C) 3	250,000.	0.			PROGRAM EXPANSION

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEW LEADERS FOR NEW SCHOOLS 30 WEST 26TH STREET, 2ND FLOOR NEW YORK, NY 10010	04-3519203	501 (C) 3	400,000.	0.			PROGRAM EXPANSION
NEW TEACHER CENTER 725 FRONT STREET NO. 400 SANTA CRUZ, CA 95060	26-2427526	501 (C) 3	958,000.	0.			PROGRAM EXPANSION
NEW YORK UNIVERSITY 70 WASHINGTON SQUARE SOUTH NEW YORK, NY 10012	13-5562308	501 (C) 3	371,681.	0.			PROGRAM EXPANSION
PEACE FIRST INC. 280 SUMMER STREET MEZZANINE LEVEL BOSTON, MA 02210	04-3323467	501 (C) 3	250,000.	0.			PROGRAM EXPANSION
PEER HEALTH EXCHANGE, INC 545 SANSOME, SUITE 900 SAN FRANCISCO, CA 94111	56-2374305	501 (C) 3	750,000.	0.			PROGRAM EXPANSION
REGENTS FOR THE UNIVERSITY OF CALIFORNIA AT BERKELEY - 2150 STATTUCK AVE - BERKELEY, CA 04704	95-6002123	501 (C) 3	206,899.	0.			PROGRAM EXPANSION
SINGLE STOP 1825 PARK AVENUE, SUITE 503 NEW YORK, NY 10035	20-8837690	501 (C) 3	1,220,326.	0.			PROGRAM EXPANSION
TURNAROUND FOR CHILDREN 25 WEST 45TH STREET, 6TH FLOOR NEW YORK, NY 10036	06-1495529	501 (C) 3	100,000.	0.			PROGRAM EXPANSION
UNIVERSITY OF ILLINOIS FOUNDATION 1305 WEST GREEN STREET URBANA, IL 61802	37-6006007	501 (C) 3	175,922.	0.			PROGRAM EXPANSION

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNIVERSITY OF NORTH CAROLINA - CHAPEL HILL - 910 RALEIGH ROAD - CHAPEL HILL, NC 27514	56-6001383	501 (C) 3	257,329.	0.			PROGRAM EXPANSION
UNIVERSITY OF MISSOURI 800 CONLEY AVENUE COLUMBIA, MO 65211	43-6003859	501 (C) 3	188,608.	0.			PROGRAM EXPANSION
YEAR UP 93 SUMMER STREET, 5TH FLOOR BOSTON, MA 02210	04-3534407	501 (C) 3	2,249,901.	0.			PROGRAM EXPANSION
YOUTHBUILD USA 58 DAY STREET SOMERVILLE, MA 02144	22-3076454	501 (C) 3	896,162.	0.			PROGRAM EXPANSION
YOUTH SERVICES INC 200 CLARENDON ST, 29TH FLOOR BOSTON, MA 02116	46-1695065	501 (C) 3	590,735.	0.			PROGRAM EXPANSION
ALL OUR KIN, INC. 414A CHAPEL ST #100 NEW HAVEN, CT 06511	06-1539280	501 (C) 3	50,000.	0.			PROGRAM DEVELOPMENT
BEYOND 12 901 MISSION STREET, SUITE 205 SAN FRANCISCO, CA 94103	27-1275246	501 (C) 3	50,000.	0.			PROGRAM DEVELOPMENT
GREEN CITY FORCE 630 FLUSHING AVE, 8TH FLOOR BROOKLYN, NY 11206	80-0428040	501 (C) 3	50,000.	0.			PROGRAM DEVELOPMENT
YOUNG PEOPLE'S PROJECT 99 BISHOP ALLEN DRIVE CAMBRIDGE, MA 02139	64-0939004	501 (C) 3	20,000.	0.			PROGRAM DEVELOPMENT

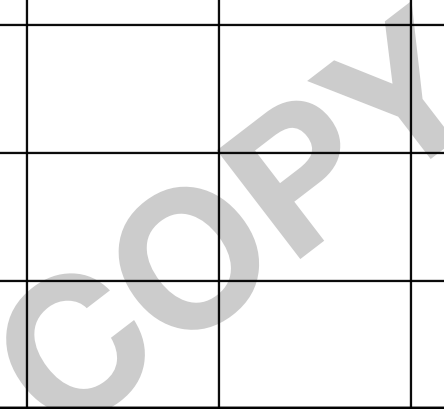
Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GIRLTREK 3933 PARK AVE FAIRFIELD, CT 06825	06-1811886	501 (C) 3	50,000.	0.			PROGRAM DEVELOPMENT
SAMASOURCE 2017 MISSION ST, STE 301 SAN FRANCISCO, CA 94110	26-2547062	501 (C) 3	50,000.	0.			PROGRAM DEVELOPMENT
NATIONAL CENTER ON TIME AND LEARNING - 24 SCHOOL STREET, 3RD FLOOR - BOSTON, MA 02108	04-3534001	501 (C) 3	100,000.	0.			PROGRAM DEVELOPMENT
CITY YEAR 287 COLUMBUS AVENUE BOSTON, MA 02116	22-2882549	501 (C) 3	100,000.	0.			PROGRAM DEVELOPMENT
PROJECT VARIABILITY 81 WASHINGTON ST, STE 302 SALEM, MA 01970	46-1629781	501 (C) 3	50,000.	0.			PROGRAM DEVELOPMENT
CONVERGENCE (CENTER FOR POLICY RESOLUTION) - 1133 19TH STREET, N.W. - WASHINGTON, DC 20036	32-0280279	501 (C) 3	100,000.	0.			PROGRAM DEVELOPMENT

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

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



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

PART I, LINE 2:

NEW PROFIT'S PORTFOLIO INVESTING MODEL PROVIDES FINANCIAL AND STRATEGIC RESOURCES TO RESULTS-DRIVEN ORGANIZATIONS. NEW PROFIT PROVIDES A PORTFOLIO MANAGER TO EACH ORGANIZATION WHO WORKS CLOSELY WITH THE ORGANIZATION'S LEADERSHIP TO PROVIDE SUPPORT IN A VARIETY OF AREAS, INCLUDING IMPACT INNOVATION, LEADERSHIP AND GOVERNANCE, ORGANIZATIONAL STRATEGY, PERFORMANCE MEASUREMENT, AND MANAGEMENT AS INDICATED IN PART III OF THE FORM 990. A PORTFOLIO MANAGER ALSO HOLDS A SEAT ON THE ORGANIZATION'S BOARD OF DIRECTORS THROUGHOUT THE TERM OF NEW PROFIT'S INVESTMENT IN THE

Part IV Supplemental Information

ORGANIZATION. FOR THE YEAR ENDED DECEMBER 31, 2014 NEW PROFIT INCURRED \$4,165,108 OF PERSONNEL COSTS RELATING TO THE PORTFOLIO MANAGEMENT ACTIVITIES AND SUPPORT TO ITS PORTFOLIO ORGANIZATIONS. THIS AMOUNT REPRESENTED APPROXIMATELY 50% OF THE TOTAL PERSONNEL COSTS OF NEW PROFIT IN 2014.

COPY

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2014

Open to Public Inspection

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

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

▶ Attach to Form 990.

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

Department of the Treasury
Internal Revenue Service

Name of the organization
NEW PROFIT INC.

Employer identification number
04-3396766

Part I Questions Regarding Compensation

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.

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

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

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? **2**

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.

- | | |
|---|---|
| <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 checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

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

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

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

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

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

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

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

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 **8**

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

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

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

Schedule J (Form 990) 2014

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) VANESSA KIRSCH FOUNDER AND CEO	(i)	318,783.	80,000.	0.	6,000.	16,162.	420,945.	80,000.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) HUGH JONES III MANAGING DIRECTOR	(i)	342,314.	70,000.	0.	0.	15,928.	428,242.	70,000.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) DOUG BORCHARD CHIEF OPERATING OFFICER	(i)	235,115.	46,000.	0.	6,000.	1,830.	288,945.	46,000.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) DEBORAH SMOLOVER EXECUTIVE DIRECTOR OF AMERICA FORWARD	(i)	314,656.	0.	0.	5,756.	17,107.	337,519.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) DIANA SMITH SENIOR PARTNER, LEADERSHIP TRANSFORMATION	(i)	286,466.	0.	0.	6,000.	1,830.	294,296.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) JACOB SCHRAMM CO-CHAIR, PORTFOLIO TEAM	(i)	236,829.	0.	0.	0.	18,833.	255,662.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) KIM SYMAN MANAGING PARTNER	(i)	224,131.	0.	0.	6,000.	15,939.	246,070.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) ELIZA GREENBERG MANAGING PARTNER	(i)	180,994.	20,000.	0.	0.	14,739.	215,733.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) DERREK SHULMAN PARTNER, SENIOR PHILANTHROPIC ADVISOR	(i)	200,658.	10,000.	0.	312.	888.	211,858.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

COPY

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
NEW LEADERS FOR NEW SCHOOLS LIFT INC.	A NEW PROFIT BOARD	400,000.	GRANT PAYME		X
CENTER FOR CITIZEN'S LEADERSHIP EYE TO EYE INC	A NEW PROFIT BOARD	750,000.	GRANT PAYME		X
COLLEGE SUMMIT INC	A NEW PROFIT BOARD	250,000.	GRANT PAYME		X
DELOITTE CONSULTING LLP	A NEW PROFIT BOARD	250,000.	GRANT PAYME		X
	TWO NEW PROFIT BOAR	2,045,032.	GRANT PAYME		X
		803,500.	PAYMENT FOR		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: NEW LEADERS FOR NEW SCHOOLS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

A NEW PROFIT BOARD MEMBER SERVES ON THE BOARD OF NEW LEADERS FOR NEW SCHOOLS

(D) DESCRIPTION OF TRANSACTION: GRANT PAYMENT

(A) NAME OF PERSON: LIFT INC.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

A NEW PROFIT BOARD MEMBER SERVES ON THE BOARD OF LIFT INC.

(D) DESCRIPTION OF TRANSACTION: GRANT PAYMENT

(A) NAME OF INTERESTED PERSON:

CENTER FOR CITIZEN'S LEADERSHIP D/B/A THE MISSION CONTINUES

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

A NEW PROFIT BOARD MEMBER SERVES ON THE BOARD OF THE MISSION CONTINUES

(D) DESCRIPTION OF TRANSACTION: GRANT PAYMENT

(A) NAME OF PERSON: EYE TO EYE INC

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

A NEW PROFIT BOARD MEMBER SERVES ON THE BOARD OF EYE TO EYE INC.

Part V Supplemental Information

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

(D) DESCRIPTION OF TRANSACTION: GRANT PAYMENT

(A) NAME OF PERSON: COLLEGE SUMMIT INC

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

A NEW PROFIT BOARD MEMBER SERVES ON THE BOARD OF COLLEGE SUMMIT

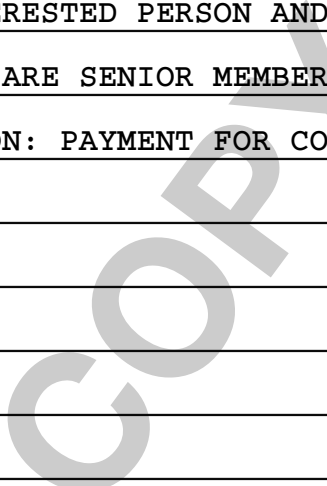
(D) DESCRIPTION OF TRANSACTION: GRANT PAYMENT

(A) NAME OF PERSON: DELOITTE CONSULTING LLP

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TWO NEW PROFIT BOARD MEMBERS ARE SENIOR MEMBERS OF DELOITTE

(D) DESCRIPTION OF TRANSACTION: PAYMENT FOR CONSULTING SERVICES PROVIDED



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

2014

Open to Public
Inspection

Name of the organization

NEW PROFIT INC.

Employer identification number

04-3396766

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

SUPPLEMENTAL 990 INFORMATION.

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

INVESTORS AND PARTNERS FROM ACROSS SECTORS TO ADVANCE SOCIAL
INNOVATIONS AND DRIVE SYSTEMIC CHANGE, ULTIMATELY TRANSFORMING THE
LIVES OF CHILDREN, FAMILIES, AND COMMUNITIES.

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

CERTAIN COMPONENTS OF NEW PROFIT'S PORTFOLIO INVESTMENT PROGRAM,
EXPANDING BEYOND THE PORTFOLIO SUPPORT DESCRIBED ABOVE, ARE EXECUTED
THROUGH NEW PROFIT'S ISSUE BASED FOCUS FUNDS, WHICH BRING LIKE-MINDED
SOCIAL ENTREPRENEURS, PHILANTHROPISTS AND INSTITUTIONAL DONORS,
RESEARCHERS, POLICY EXPERTS, AND OTHER CROSS - SECTOR PARTNERS TOGETHER
FOR INTENSIVE COLLABORATION AIMED AT CATALYZING NEW APPROACHES AND
BREAKING THROUGH ON INTRACTABLE CHALLENGES. AS OF DECEMBER 31, 2014,
NEW PROFIT HAD FIVE FOCUS FUNDS THAT ARE DESCRIBED AS SEPARATE PROGRAMS
IN PART III.

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

LEARNING FUND HAVE RECEIVED \$890,000 OF DONATED CONSULTING SERVICES
THROUGH A PRO-BONO AGREEMENT WITH DELOITTE.

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

COLLEGE AND INTO THE ECONOMIC MAINSTREAM. NEW PROFIT PARTNERS CLOSELY
WITH EACH ORGANIZATION TO STRENGTHEN ITS OPERATIONS, IMPROVE ITS

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PROGRAMMATIC IMPACT, AND SCALE ITS INTERVENTIONS NATIONALLY. THE SERVICES PROVIDED TO THE PORTFOLIO ORGANIZATIONS ALSO INCLUDE THOSE PROVIDED WITHIN THE INNOVATION FUND. ORGANIZATIONS FUNDED THROUGH THE PATHWAYS FUND HAVE RECEIVED \$400,000 OF DONATED CONSULTING SERVICES THROUGH A PRO-BONO AGREEMENT WITH DELOITTE.

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

THE EARLY LEARNING FUND (LAUNCHED IN 2014) SEEKS A WORLD WHERE ALL CHILDREN HAVE A START IN THEIR EARLIEST YEARS OF LIFE THAT SETS THEM ON A COURSE TO FULFILL THEIR POTENTIAL. EXTRAORDINARY ADVANCES IN NEUROBIOLOGY AND BEHAVIORAL SCIENCE, TOGETHER WITH INCREASING PUBLIC RECOGNITION OF THE IMPORTANCE OF A STRONG START, HAVE CREATED A DYNAMIC OPPORTUNITY FOR TRANSFORMATIVE CHANGE IN THE EARLY LEARNING FIELD. THE FUND IS WORKING TO OVERCOME THESE CHALLENGES BY CONNECTING AND ALIGNING RESEARCHERS, PRACTITIONERS, FUNDERS, AND POLICYMAKERS TO PURSUE A SHARED ACTION AGENDA AND INVESTING IN ORGANIZATIONS, PILOTS AND PARTNERSHIPS THAT HAVE THE POTENTIAL TO LIFT UP NEW APPROACHES TO WHOLE-CHILD DEVELOPMENT AND ENABLE EFFECTIVE EARLY LEARNING FOR ALL CHILDREN AT SCALE. THE SERVICES PROVIDED TO THE PORTFOLIO ORGANIZATIONS ALSO INCLUDE THOSE PROVIDED WITHIN THE INNOVATION FUND. ORGANIZATIONS FUNDED THROUGH THE EARLY LEARNING FUND HAVE RECEIVED \$48,000 OF DONATED CONSULTING SERVICES THROUGH A PRO-BONO AGREEMENT WITH DELOITTE.

THE REIMAGINE SCHOOL SYSTEMS FUND (LAUNCHED IN 2014) SEEKS TO RAPIDLY INCREASE THE NUMBER OF HIGH PERFORMING SCHOOLS SERVING LOW INCOME STUDENTS BY CHANGING THE WAY SCHOOL SYSTEMS WORK AND LIFTING UP NEW REFORM MODELS THAT CAN BE USED AT SCALE ACROSS THE COUNTRY. THIS FUND SEEKS TO CHANGE THIS SITUATION AND CREATE NEW OPPORTUNITY IN LOW-INCOME COMMUNITIES BY INVESTING IN STRATEGIES TO: (1) INFLUENCE SCHOOL

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DISTRICTS TO CREATE CONDITIONS AND DEMAND FOR PARTNERSHIPS BETWEEN DISTRICTS AND NON-PROFIT CHARTER SCHOOL OPERATORS, AND (2) INCREASE THE SUPPLY OF GREAT NON-PROFIT CHARTER SCHOOL OPERATORS TO MEET THAT DEMAND. THE SERVICES PROVIDED TO THE PORTFOLIO ORGANIZATIONS ALSO INCLUDE THOSE PROVIDED WITHIN THE INNOVATION FUND.

THE LEARN TO EARN FUND (LAUNCHED IN 2014) IS FOCUSED ON ACCELERATING PROGRESS IN EFFORTS TO DEVELOP 10 MILLION MORE CAREER-READY AMERICANS BY 2025. THE CORE OF THIS EFFORT IS REACHING MORE LOW-INCOME STUDENTS BY BUILDING AND SCALING COLLABORATION BETWEEN LARGE EMPLOYERS WHO NEED QUALIFIED EMPLOYEES AND NONPROFIT ORGANIZATIONS WORKING IN K-12 AND POST-SECONDARY EDUCATION. THE FUND SEEKS TO CATALYZE DISRUPTIVE INNOVATION IN THE SPACE, ENGAGE IN POLICY ADVOCACY TO HELP CREATE CONDITIONS FOR THOSE INNOVATIONS TO SCALE AND COLLABORATE DIRECTLY WITH LARGE EMPLOYERS WHO CAN CREATE POWERFUL JOB PIPELINES.

NEW PROFIT ALSO CONDUCTS A VARIETY OF FIELD LEADERSHIP ACTIVITIES THAT CONSTANTLY PUSH THE SOCIAL SECTOR TO EMBRACE INNOVATION AND GENERATE NEW SOLUTIONS. THE ORGANIZATION HAS CREATED COMMUNITIES OF LEARNING FOR SOCIAL ENTREPRENEURS TO COLLABORATE, SHARE, AND NETWORK FOR MAXIMUM IMPACT. THIS ECOSYSTEM APPROACH PROVIDES THE OPPORTUNITY FOR SOCIAL ENTREPRENEURS TO LEARN FROM EACH OTHER AND COLLABORATE WITH PHILANTHROPISTS, RESEARCHERS, POLICYMAKERS, AND OTHER ESSENTIAL CONTRIBUTORS WHO ARE ALIGNED IN PURSUING SYSTEMIC CHANGE IN EDUCATION, JOBS, COMMUNITY HEALTH, POVERTY ALLEVIATION AND OTHER AREAS CRITICAL TO SOCIAL MOBILITY. THE GATHERING OF LEADERS, THE ORGANIZATION'S ANNUAL CONVENING, IS THE SIGNATURE PLATFORM FOR THIS WORK. IN ADDITION, AMERICA FORWARD IS THE ORGANIZATION'S NONPARTISAN POLICY ARM THAT UNITES POLICYMAKERS WITH SOCIAL ENTREPRENEURS TO ADVANCE A PUBLIC POLICY AGENDA THAT CHAMPIONS INNOVATIVE AND EFFECTIVE SOLUTIONS TO OUR

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COUNTRY'S MOST PRESSING SOCIAL PROBLEMS. AMERICA FORWARD WORKS WITH POLICYMAKERS TO FOSTER SOCIAL ENTREPRENEURSHIP, SPUR INNOVATION, IDENTIFY MORE EFFECTIVE AND EFFICIENT SOLUTIONS, REWARD RESULTS, AND CATALYZE PARTNERSHIPS ACROSS SECTORS.

EXPENSES \$ 4,105,998. INCLUDING GRANTS OF \$ 750,000. REVENUE \$ 53,880.

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

CERTAIN EMPLOYEES OF THE ORGANIZATION REVIEW THE FORM 990 PRIOR TO THE FILING. IN ADDITION, THE FULL FORM 990 WAS REVIEWED BY NEW PROFIT'S FINANCE COMMITTEE BEFORE BEING FILED WITH THE IRS. A FULL COPY OF THE 990 WAS EMAILED TO THE ENTIRE BOARD PRIOR TO ITS FILING.

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

THE NEW PROFIT BOARD OF DIRECTORS ADOPTED A CONFLICT OF INTEREST POLICY IN 2005 AND REVISED THE DOCUMENT DURING 2009 AND 2011. ALL NEW DIRECTORS ARE GIVEN A COPY OF THE POLICY WHEN THEY ARE VOTED ONTO THE BOARD. ALL BOARD MEMBERS ARE ALSO REQUIRED TO DISCLOSE INTERESTS THAT COULD GIVE RISE TO CONFLICTS AND PROVIDE ANNUAL CONFLICT OF INTEREST SIGNOFFS. ADDITIONALLY, WHEN DIRECTORS HAVE DIRECT RELATIONSHIPS WITH CURRENT PORTFOLIO ORGANIZATIONS OR PIPELINE ORGANIZATIONS (E.G. THEY SERVE ON THE BOARD OF AN ORGANIZATION), DIRECTORS ARE ASKED TO RECUSE THEMSELVES FROM VOTING WHEN DECISIONS REGARDING THESE ORGANIZATIONS ARE MADE BY THE BOARD OF DIRECTORS. WHEN COMPENSATION OF MANAGEMENT IS DISCUSSED AND DECIDED BY THE BOARD, DIRECTORS WITH DIRECT RELATIONSHIPS WITH INDIVIDUALS ON THE MANAGEMENT TEAM ARE ASKED TO RECUSE THEMSELVES.

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

COMPENSATION FOR CERTAIN MEMBERS OF NEW PROFIT'S EXECUTIVE TEAM IS SET BY

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THE COMPENSATION COMMITTEE OF THE NEW PROFIT BOARD OF DIRECTORS. AS INPUT TO THIS DECISION-MAKING PROCESS, MANAGEMENT PROVIDES THE BOARD'S COMPENSATION COMMITTEE WITH SALARY DATA FOR COMPARABLE POSITIONS WITHIN COMPARABLE ORGANIZATIONS, AN ASSESSMENT OF NEW PROFIT'S PERFORMANCE AGAINST GOALS FOR THE PREVIOUS FISCAL YEAR, AND PERFORMANCE ASSESSMENTS FOR EACH STAFF MEMBER, INCLUDING A SELF-ASSESSMENT. MANAGEMENT MEETS WITH THE COMPENSATION COMMITTEE TO DISCUSS THE MATERIAL PROVIDED. THE COMPENSATION COMMITTEE THEN MEETS INDEPENDENTLY TO DETERMINE COMPENSATION.

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

THE DOCUMENTS ARE PROVIDED UPON REQUEST AND IN ACCORDANCE WITH APPLICABLE STATES AND FEDERAL LAWS.

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

CANCELLED COMMITMENTS RECEIVABLE -673,737.

FORM 990 PART XII LINE 2C

NEW PROFIT'S AUDIT OVERSIGHT AND SELECTION PROCESS DID NOT CHANGE DURING FY2014.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions. NEW PROFIT INC.	Employer identification number (EIN) or 04-3396766
	Number, street, and room or suite no. If a P.O. box, see instructions. 200 CLARENDON STREET, 29TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02116	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

GAIL FRANCK, CFO

• The books are in the care of **200 CLARENDON STREET, 29TH FLOOR - BOSTON, MA 02116**

Telephone No. **617-912-8808** Fax No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2015**.

5 For calendar year **2014**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension
INFORMATION NEEDED TO FILE A RETURN IS NOT YET AVAILABLE

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title **CFO** Date