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Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning and ending

B Check if applicable:
☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization
NEW PROFIT, INC.
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
2 CANAL PARK
 City or town, state or country, and ZIP + 4
CAMBRIDGE, MA 02141

D Employer identification number
04-3396766

E Telephone number
617-252-3220

G Gross receipts \$ **8,735,412.**

H(a) Is this a group return for affiliates? ☐ Yes ☒ No
H(b) Are all affiliates included? ☐ Yes ☐ No
 If "No," attach a list. (see instructions)
H(c) Group exemption number ►

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ► **WWW.NEWPROFIT.COM**

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: TO WORK WITH SOCIAL ENTREPRENEURS, PHILANTHROPISTS AND LEADERS ACROSS SECTORS TO		
	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	15
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	68
	6	Total number of volunteers (estimate if necessary)	6	15
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 10,709,283.	Current Year 8,674,162.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	219.	207.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	37,905.	61,043.
	12	Total revenue - add lines 8 through 11 (must equal Part VII, column (A), line 12)	10,747,407.	8,735,412.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	9,764,351.	10,662,642.
Expenses	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)	4,666,772.	6,209,248.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25)	1,368,379.	1,368,379.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,075,274.	3,733,174.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	17,506,397.	20,605,064.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	-6,758,990.	-11,869,652.
	20	Total assets (Part X, line 16)	Beginning of Current Year 48,562,731.	End of Year 35,554,703.
	21	Total liabilities (Part X, line 26)	1,140,684.	2,088,972.
	22	Net assets or fund balances. Subtract line 21 from line 20	47,422,047.	33,465,731.

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 **Vanessa Kirsch** Date **11/13/12**

Type or print name and title **VANESSA KIRSCH, MANAGING DIRECTOR AND FOUNDER**

Paid Print/Type preparer's name **JOHN G. MADDEN** Preparer's signature **for a Man** Date **11-9-12** Check ☐ if self-employed PTIN **P00142526**

Preparer Use Only Firm's name **LEONARD, MULHERIN & GREENE, P.C.** Firm's EIN **04-3108635**

Firm's address **625 GROVE STREET** Phone no **(781) 356-4800**
BRAINTREE, MA 02184

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

Part III Statement of Program Service Accomplishments

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

☒

1 Briefly describe the organization's mission:

NEW PROFIT IS A NONPROFIT SOCIAL INNOVATION ORGANIZATION SEEKING TO INCREASE SOCIAL MOBILITY BY ACCELERATING THE BEST IDEAS ACROSS THE NATION. WE PARTNER WITH PHILANTHROPISTS TO SUPPORT A PORTFOLIO OF SOCIAL ENTREPRENEURS IN GROWING THEIR IMPACT AND DRIVING SYSTEMIC

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 ☒ 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 ☒ No

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

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

4a (Code) (Expenses \$ 9,034,948. including grants of \$ 6,275,629.) (Revenue \$ 3,428,425.)

PORTFOLIO INVESTING - CORE FUND - NEW PROFIT IDENTIFIES, SELECTS AND INVESTS SIGNIFICANT, MULTI-YEAR COMMITMENTS OF FINANCIAL AND STRATEGIC RESOURCES IN A PORTFOLIO OF RESULTS-DRIVEN ORGANIZATIONS LED BY SOCIAL ENTREPRENEURS. WE HELP THESE ORGANIZATIONS NAVIGATE CHALLENGES AND TRACK THEIR PROGRESS IN FIVE MAJOR AREAS: IMPACT AND INNOVATION, LEADERSHIP AND GOVERNANCE, ORGANIZATIONAL STRATEGY, AND PERFORMANCE MEASUREMENT AND MANAGEMENT. OUR GROWTH DIAGNOSTIC TOOL ENABLES PORTFOLIO MANAGERS TO ASSESS THE DEVELOPMENT OF EACH PORTFOLIO ORGANIZATION AND TO PRIORITIZE AND FOCUS SUPPORT WHERE IT IS MOST VALUABLE AMONG THE FOLLOWING AREAS: 1) SOCIAL CHANGE MODEL DEVELOPMENT; 2) GROWTH PLANNING TO INCREASE DIRECT AND SYSTEMIC IMPACT, AND INFORM A GROWTH CAPITAL CAMPAIGN; 3) PERFORMANCE MANAGEMENT; 4) LEADERSHIP

4b (Code) (Expenses \$ 5,310,224. including grants of \$ 4,387,013.) (Revenue \$ 4,214,728.)

PORTFOLIO INVESTING - PATHWAYS FUND - THE PATHWAYS FUND IS A PUBLIC/PRIVATE FUNDING PARTNERSHIP AMONGST THE CORPORATION FOR NATIONAL AND COMMUNITY SERVICE'S (CNCS) SOCIAL INNOVATION FUND AND SEVERAL FOUNDATIONS. THROUGH THE PATHWAYS FUND, HIGH-POTENTIAL YOUTH DEVELOPMENT ORGANIZATIONS RECEIVE MULTI-YEAR GRANTS AND TECHNICAL ASSISTANCE TO HELP GROW THEIR IMPACT, BUILD THEIR EVIDENCE BASE, AND EXPAND THEIR PROGRAMS IN AREAS OF THE U.S. WHERE MANY OF THE GREATEST CHALLENGES IN YOUTH DEVELOPMENT EXIST. NEW PROFIT PARTNERS WITH PATHWAYS FUND GRANTEEES TO IMPROVE HIGH SCHOOL GRADUATION RATES, COLLEGE ENROLLMENT AND PERSISTENCE, AND ACCESS TO LIVING-WAGE JOBS. PORTFOLIO ORGANIZATIONS WITHIN THE PATHWAYS FUND RECEIVE THE SAME SUPPORT SERVICES AS THOSE ORGANIZATIONS WITHIN THE CORE FUND.

4c (Code) (Expenses \$ 2,707,724. including grants of \$) (Revenue \$ 294,898.)

ACTION TANK - NEW PROFIT'S ACTION TANK WORKS COLLABORATIVELY WITH ORGANIZATIONS, INSTITUTIONS, AND LEADERS FROM ACROSS SECTORS TO ADVANCE MORE EFFECTIVE APPROACHES TO SOLVING SOCIAL PROBLEMS. THROUGH OUR POLICY AGENDA, AMERICA FORWARD, WE ADVOCATE FOR PUBLIC/PRIVATE PARTNERSHIPS THAT CREATE INCENTIVES FOR INNOVATION AND REWARD PERFORMANCE OF ORGANIZATIONS OPERATING IN AREAS OF CRITICAL SOCIAL NEED. THROUGH OUR ANNUAL GATHERING OF LEADERS, WE BRING SOCIAL SECTOR INNOVATORS TOGETHER WITH LEADERS IN PHILANTHROPY, GOVERNMENT, BUSINESS, ACADEMIA, AND THE MEDIA TO SPARK THE GENERATION OF NEW IDEAS, BUILD NETWORKS, MOBILIZE CAPITAL AND SHAPE INITIATIVES THAT LEAD TO STRONGER ORGANIZATIONS AND IMPROVED OPPORTUNITIES FOR CHILDREN, FAMILIES AND COMMUNITIES.

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses 17,052,896.

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>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	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>	8	X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	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>	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	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>	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	12a 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, XII, and XIII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	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>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

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

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

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 30		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 68		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: <u>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</u>			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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

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

☒**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.	16	
b Enter the number of voting members included in line 1a, above, who are independent	15	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Did the organization have members or stockholders?	6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

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

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

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

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶**
VANESSA KIRSCH - 617-252-3220
2 CANAL PARK, CAMBRIDGE, MA 02141

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOSH BEKENSTEIN CHAIRMAN	1.00	X		X				0.	0.	0.
(2) BILL MCCLEMENTS DIRECTOR	1.00	X						0.	0.	0.
(3) DR. MICHAEL LOMAX DIRECTOR	1.00	X						0.	0.	0.
(4) DUNCAN M. MCFARLAND DIRECTOR	1.00	X						0.	0.	0.
(5) ED COHEN DIRECTOR	1.00	X						0.	0.	0.
(6) ELIZABETH RILEY DIRECTOR	1.00	X						0.	0.	0.
(7) GREG AVIS DIRECTOR	1.00	X						0.	0.	0.
(8) JAMES J. JENSEN DIRECTOR	1.00	X						0.	0.	0.
(9) JEFFREY C. WALKER DIRECTOR	1.00	X						0.	0.	0.
(10) JIM PALLOTTA DIRECTOR	1.00	X						0.	0.	0.
(11) LAURENE SPERLING DIRECTOR	1.00	X						0.	0.	0.
(12) MARK NUNNELLY DIRECTOR	1.00	X						0.	0.	0.
(13) PAUL EDGERLEY DIRECTOR	1.00	X						0.	0.	0.
(14) PAUL GROGAN DIRECTOR	1.00	X						0.	0.	0.
(15) MARK FULLER DIRECTOR	1.00	X						0.	0.	0.
(16) VANESSA KIRSCH MANAGING DIRECTOR	45.00	X		X				383,501.	0.	21,049.
(17) HUGH JONES MANAGING DIRECTOR	45.00			X				69,562.	0.	3,527.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DOUGLAS BORCHARD MANAGING DIRECTOR, COO	45.00			X				230,331.	0.	8,341.
(19) ELIZABETH RIKER MANAGING PARTNER	45.00				X			214,873.	0.	14,481.
(20) DIANA SMITH CHIEF EXECUTIVE PARTNER	45.00					X		275,822.	0.	4,532.
(21) JEFFREY BERNDT MANAGING PARTNER	45.00					X		340,084.	0.	15,333.
(22) KIM SYMAN MANAGING PARTNER	45.00					X		208,900.	0.	21,304.
(23) DEBORAH SMOLOVER E.D. OF AMERICA FORWARD	45.00					X		238,461.	0.	6,570.
(24) ROD MCCOWAN PARTNER	45.00					X		238,527.	0.	10,121.
1b Sub-total								2,200,061.	0.	105,258.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								2,200,061.	0.	105,258.

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

18

- 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
- 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
- 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

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
THE SHERIDAN GROUP, 1224 M STREET NW, SUITE 300, WASHINGTON, DC 20005	CONSULTING	412,500.
BLUE ENGINE MESSAGE & MEDIA, LLC, 1750 K ST. COMMON, NW SUITE 450, WASHINGTON, DC	CONSULTING	185,000.
ASHCROFT GROUP, LLC, 1800 WILSON BLVD, SUITE 1220, ARLINGTON, VA 22209	CONSULTING	165,000.
JAMIE JAFFEE ENTERPRISES 18 STOREY DRIVE, LINCOLN, MA 01773	CONSULTING	161,000.
GEORGE OVERHOLSER 341 MARRETT RD. #7, , LEXINGTON, MA 02421	ENTREPRENEUR IN RESIDENCE	149,972.

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

7

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e	2,414,728.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	6,259,434.			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		8,674,162.			
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)		207.		
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 REVENUE	900099	61,043.	61,043.			
b _____						
c _____						
d All other revenue						
e Total. Add lines 11a-11d		61,043.				
12 Total revenue. See instructions.		8,735,412.	61,043.	0.	207.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	SEE SCHEDULE I, PART IV 10,662,642.	10,662,642.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,969,235.	1,202,605.	494,000.	272,630.
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	3,587,634.	2,190,956.	899,990.	496,688.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	27,948.	17,068.	7,011.	3,869.
9 Other employee benefits	281,240.	171,753.	70,551.	38,936.
10 Payroll taxes	343,191.	209,585.	86,093.	47,513.
11 Fees for services (non-employees):				
a Management				
b Legal	5,861.			5,861.
c Accounting	58,134.		58,134.	
d Lobbying	161,854.	161,854.		
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	86,984.	26,170.	54,362.	6,452.
14 Information technology				
15 Royalties				
16 Occupancy	209,288.	132,094.	48,130.	29,064.
17 Travel	445,588.	317,355.	45,594.	82,639.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	437,356.	356,515.	30,680.	50,161.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	36,739.	23,188.	8,449.	5,102.
23 Insurance	632.	454.	105.	73.
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 CONTRACT LABOR	1,865,235.	1,315,000.	271,428.	278,807.
b DESIGN AND PRINTING	208,624.	106,087.	53,412.	49,125.
c ENTREPRENEUR IN RESIDEN	146,945.	146,945.		
d MISCELLANEOUS	35,610.	12,625.	21,620.	1,365.
e All other expenses	34,324.		34,230.	94.
25 Total functional expenses. Add lines 1 through 24e	20,605,064.	17,052,896.	2,183,789.	1,368,379.
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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	430,944.	1	1,029,720.
	2 Savings and temporary cash investments	6,348,059.	2	7,182,884.
	3 Pledges and grants receivable, net	41,657,612.	3	26,968,294.
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.	42,748.	5	50,460.
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	83,368.	9	139,652.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 220,432.		
	b Less: accumulated depreciation	10b 36,739.	0.	10c 183,693.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	48,562,731.	16	35,554,703.	
Liabilities	17 Accounts payable and accrued expenses	1,140,684.	17	756,866.
	18 Grants payable		18	1,312,106.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.	0.	25	20,000.
	26 Total liabilities. Add lines 17 through 25	1,140,684.	26	2,088,972.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	6,442,345.	27	7,332,596.
	28 Temporarily restricted net assets	40,979,702.	28	26,133,135.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	47,422,047.	33	33,465,731.	
34 Total liabilities and net assets/fund balances	48,562,731.	34	35,554,703.	

Part XI Reconciliation of Net Assets

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

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,735,412.
2	Total expenses (must equal Part IX, column (A), line 25)	2	20,605,064.
3	Revenue less expenses. Subtract line 2 from line 1	3	-11,869,652.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	47,422,047.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-2,086,664.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	33,465,731.

Part XII Financial Statements and Reporting

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

☐

1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

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.

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

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 that describes the type of supporting organization and complete lines 11e through 11h
- a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

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

Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	10343041.	39142827.	22476216.	10709283.	8674162.	91345529.
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	10343041.	39142827.	22476216.	10709283.	8674162.	91345529.
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)						27405460.
6 Public support. Subtract line 5 from line 4						63940069.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	10343041.	39142827.	22476216.	10709283.	8674162.	91345529.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	34,273.	25,508.	3,478.	219.	207.	63,685.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)			13,994.	37,905.	61,043.	112,942.
11 Total support. Add lines 7 through 10						91522156.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	69.86	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	69.55	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>			

Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

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

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

OMB No 1545-0047

2011

Open to Public
Inspection

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

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), or Form 990-EZ, Part V, line 35c (Proxy Tax), 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-

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

Schedule C (Form 990 or 990-EZ) 2011

LHA

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)		161,854.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)		161,854.	
c Total lobbying expenditures (add lines 1a and 1b)		20,443,210.	
d Other exempt purpose expenditures		20,605,064.	
e Total exempt purpose expenditures (add lines 1c and 1d)		1,000,000.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.			
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 instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount	689,954.	750,022.	1,000,000.	1,000,000.	3,439,976.
b Lobbying ceiling amount (150% of line 2a, column(e))					5,159,964.
c Total lobbying expenditures	232,232.	141,820.	176,769.	161,854.	712,675.
d Grassroots nontaxable amount	172,489.	187,506.	250,000.	250,000.	859,995.
e Grassroots ceiling amount (150% of line 2d, column(e))					1,289,993.
f Grassroots lobbying expenditures	6,728.	23,979.			30,707.

Schedule C (Form 990 or 990-EZ) 2011

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

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; 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. ▶ See separate instructions.

OMB No 1545-0047

2011Open 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.

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

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

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

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

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

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations

- d ☐ Loan or exchange programs
 e ☐ Other _____

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIV

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

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

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

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

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

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

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		135,616.	22,603.	113,013.
d Equipment		74,054.	12,342.	61,712.
e Other		10,762.	1,794.	8,968.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				183,693.

Schedule D (Form 990) 2011

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

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

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

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) AMOUNT DESIGNATED BY DONOR FOR	
(3) OTHER ORGANIZATION	20,000.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ►	
20,000.	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	8,735,412.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	20,605,064.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-11,869,652.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-2,086,664.
9	Total adjustments (net). Add lines 4 through 8	9	-2,086,664.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-13,956,316.

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

1	Total revenue, gains, and other support per audited financial statements	1	10,448,842.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	1,713,430.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	1,713,430.
3	Subtract line 2e from line 1	3	8,735,412.
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 XIV)	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	8,735,412.

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

1	Total expenses and losses per audited financial statements	1	24,405,158.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	1,713,430.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	2,086,664.
e	Add lines 2a through 2d	2e	3,800,094.
3	Subtract line 2e from line 1	3	20,605,064.
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 XIV.)	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	20,605,064.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED

STATES OF AMERICA REQUIRE THE ORGANIZATION TO EVALUATE TAX POSITIONS TAKEN AND RECOGNIZE A TAX LIABILITY (OR ASSET) IF THE ORGANIZATION HAS TAKEN AN UNCERTAIN POSITION THAT MORE LIKELY THAN NOT WOULD BE SUSTAINED UPON EXAMINATION BY TAXING AUTHORITIES. THE ORGANIZATION HAS ANALYZED THE TAX POSITIONS TAKEN, AND HAD CONCLUDED THAT AS OF DECEMBER 31, 2011, THERE ARE NO UNCERTAIN POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE RECOGNITION OF A LIABILITY (OR ASSET) OR DISCLOSURE IN THE FINANCIAL

Part XIV Supplemental Information (continued)

STATEMENTS.

THE ORGANIZATION IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS;
HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX PERIODS IN PROGRESS.
THE ORGANIZATION BELIEVES IT IS NO LONGER SUBJECT TO INCOME TAX
EXAMINATION FOR YEARS PRIOR TO 2008.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

UNCOLLECTIBLE COMMITMENTS RECEIVABLE -2,086,664.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

UNCOLLECTIBLE COMMITMENTS RECEIVABLE 2,086,664.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

► Attach to Form 990.

OMB No 1545-0047

2011

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LIFT, INC. 800 7TH STREET, NW WASHINGTON, DC 20001	52-2168409	501(C)(3)	50,000.	0.			PROGRAM EXPANSION
RARE 1840 WILSON BLVD., SUITE 204 ARLINGTON, VA 22201	23-7380563	501(C)(3)	50,000.	0.			PROGRAM EXPANSION
BOSTON FOUNDATION, INC. 75 ARLINGTON STREET BOSTON, MA 02116	04-2104021	501(C)(3)	117,629.	0.			PROGRAM EXPANSION
BUSINESSES UNITED IN INVESTING, LENDING & DEVELOPMENT - 2385 BAY ROAD - REDWOOD CITY, CA 94063	94-3386695	501(C)(3)	250,000.	0.			PROGRAM EXPANSION
FAMILY INDEPENDENCE INITIATIVE 5539 DEER RUN DRIVE EL SOBRANTE, CA 94803	65-1187733	501(C)(3)	250,000.	0.			PROGRAM EXPANSION
GENESYS WORKS 601 JEFFERSON AVENUE HOUSTON, TX 77002	03-0440761	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			22.				
3 Enter total number of other organizations listed in the line 1 table							

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

Schedule I (Form 990) (2011)

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 TEACHER CENTER 725 FRONT STREET NO. 400 SANTA CRUZ, CA 95060	26-2427526	501(C)(3)	250,000.	0.			PROGRAM EXPANSION
CENTER FOR CITIZEN LEADERSHIP (DBA THE MISSION CONTINUES) - 1141 SOUTH 7TH STREET - ST. LOUIS, MO 63104	20-8742553	501(C)(3)	250,000.	0.			PROGRAM EXPANSION
TURNAROUND FOR CHILDREN 25 WEST 45TH STREET, 6TH FLOOR NEW YORK, NY 10036	06-1495529	501(C)(3)	250,000.	0.			PROGRAM EXPANSION
COLLEGE SUMMIT, INC. 1763 COLUMBIA ROAD NW 2ND FL WASHINGTON, DC 20009	52-2007028	501(C)(3)	486,049.	0.			PROGRAM EXPANSION
ACHIEVEMENT FIRST, INC. 510 WAVERLY AVENUE BROOKLYN, NY 11238	65-1203744	501(C)(3)	500,000.	0.			PROGRAM EXPANSION
KIPP FOUNDATION 135 MAIN ST., SUITE 1700 SAN FRANCISCO, CA 94105	94-3362724	501(C)(3)	500,000.	0.			PROGRAM EXPANSION
TEACH FOR ALL, INC. 315 WEST 36TH STREET NEW YORK, NY 10018	26-2122566	501(C)(3)	500,000.	0.			PROGRAM EXPANSION
NEW LEADERS FOR NEW SCHOOLS 30 WEST 26TH STREET, 2ND FLOOR NEW YORK, NY 10010	04-3519203	501(C)(3)	500,000.	0.			PROGRAM EXPANSION
HEALTH LEADS, INC. 111 HUNTINGTON AVE. 23RD FLOOR BOSTON, MA 02199	45-0484533	501(C)(3)	525,000.	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
YOUTHBUILD USA 58 DAY STREET SOMERVILLE, MA 02144	22-3076454	501(C)(3)	560,570.	0.			PROGRAM EXPANSION
PEER HEALTH EXCHANGE 545 SANSOME, SUITE 900 SAN FRANCISCO, CA 94111	56-2374305	501(C)(3)	600,000.	0.			PROGRAM EXPANSION
SINGLE STOP USA 1825 PARK AVENUE, STE 503 NEW YORK, NY 10035	20-8837690	501(C)(3)	638,772.	0.			PROGRAM EXPANSION
IMENTOR INCORPORATED 30 BROAD STREET, 9TH FLOOR NEW YORK, NY 10004	30-0105507	501(C)(3)	900,000.	0.			PROGRAM EXPANSION
STAND FOR CHILDREN LEADERSHIP CENTER - 516 SE MORRISON STREET, SUITE 420 - PORTLAND, OR 97214	52-1957214	501(C)(3)	1,083,000.	0.			PROGRAM EXPANSION
YEAR UP, INC. 93 SUMMER STREET, 5TH FLOOR BOSTON, MA 02110	04-3534407	501(C)(3)	1,375,000.	0.			PROGRAM EXPANSION
UNIVERSITY OF NORTH CAROLINA - CHAPEL HILL - 910 RALEIGH ROAD - CHAPEL HILL, NC 27514	56-6001393	501(C)(3)	236,880.	0.			PROGRAM EXPANSION
UNIVERSITY OF ILLINOIS FOUNDATION 1305 WEST GREEN STREET URBANA, IL 61801	37-6006007	501(C)(3)	151,594.	0.			PROGRAM EXPANSION
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY - 2150 SHATTUCK AVENUE - BERKELEY, CA 94704	94-6002123	501(C)(3)	124,109.	0.			PROGRAM EXPANSION

Schedule I (Form 990)

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

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

Part IVSupplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information

SCHEDULE I, 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 ORGANIZATION. FOR THE YEAR ENDED DECEMBER 31,

Part IV Supplemental Information

2011, NEW PROFIT INCURRED \$2,731,875 OF PERSONNEL COSTS RELATING TO THE PORTFOLIO MANAGEMENT ACTIVITIES AND SUPPORT TO ITS PORTFOLIO ORGANIZATIONS. THIS AMOUNT REPRESENTED APPROXIMATELY 45% OF THE TOTAL PERSONNEL COSTS OF NEW PROFIT IN 2011.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

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

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

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

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

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization?
- b** Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
- b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

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

Schedule J (Form 990) 2011

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

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

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

(A) Name	(B) Breakdown of W 2 and/or 1099-MISC compensation				(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(iii) Other reportable compensation				
1 VANESSA KIRSCH	(i) 308,501.	75,000.	0.	0.	7,558.	13,491.	404,550.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.	0.
2 DOUGLAS BORCHARD	(i) 197,605.	32,726.	0.	0.	7,711.	630.	238,672.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.	0.
3 ELIZABETH RIKER	(i) 214,873.	0.	0.	0.	7,883.	6,598.	229,354.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.	0.
4 DIANA SMITH	(i) 236,447.	39,375.	0.	0.	3,902.	630.	280,354.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.	0.
5 JEFFREY BERNDT	(i) 255,884.	84,200.	0.	0.	1,842.	13,491.	355,417.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.	0.
6 KIM SYMAN	(i) 182,650.	26,250.	0.	0.	7,813.	13,491.	230,204.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.	0.
7 DEBORAH SMOLOVER	(i) 238,461.	0.	0.	0.	0.	6,570.	245,031.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.	0.
8 ROD MCCOWAN	(i) 238,527.	0.	0.	0.	0.	10,121.	248,648.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.	0.
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Department of the Treasury
Internal Revenue Service

► **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**

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

OMB No 1545-0047

2011

Open To Public Inspection

Name of the organization

NEW PROFIT, INC.

Employer identification number
04-3396766

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

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

[illegible]

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

▶ \$ _____
▶ \$ _____

Part II	Loans to and/or From Interested Persons.
----------------	---

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
ROD MCCOWAN - SAL		X	50,460.	50,460.		X		X		X
Total				\$ 50,460.						

Part III	Grants or Assistance Benefiting Interested Persons.
----------	---

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

[illegible]

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

Schedule L (Form 990 or 990-EZ) 2011

SEE PART V FOR CONTINUATIONS

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
MARK FULLER	MEMBER OF MONITOR G	209,238.	TECHNOLOGY		X

Part V Supplemental Information

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

SCHEDULE L, PART II, LOANS TO AND FROM INTERESTED PERSONS:

(A) NAME OF PERSON: ROD MCCOWAN

(A) PURPOSE OF LOAN: SALARY ADVANCE

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

(A) NAME OF PERSON: MARK FULLER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

MEMBER OF MONITOR GROUP'S MANAGEMENT AND NEW PROFIT, INC. FORMER BOD MEMBER

(D) DESCRIPTION OF TRANSACTION: TECHNOLOGY AND COMMUNICATION SUPPORT

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

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:

ACCELERATE SOCIAL MOBILITY.

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

CHANGE IN EDUCATION, JOBS TRAINING, EARLY CHILDHOOD AND OTHER LEVERS OF
SOCIAL MOBILITY, AND BUILD COMMUNITIES OF LEADERS FROM ALL SECTORS
AROUND BOLD VISIONS AND SYSTEMS-CHANGING AGENDAS TO FUEL SOCIAL
INNOVATION.

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

SUPPORT AND LEADERSHIP TEAM DEVELOPMENT (STAFF AND BOARD); AND 5)

ORGANIZATIONAL STRUCTURE AND DECISION RIGHTS.

PORTFOLIO ORGANIZATIONS ALSO HAVE ACCESS TO CONSULTING SUPPORT FROM OUR
STRATEGIC PARTNER, THE MONITOR GROUP. OUR PARTNERSHIP WITH MONITOR
GROUP ENABLES US TO BRING ADDITIONAL SUPPORT TO BEAR, INCLUDING
STRATEGIC GROWTH PLANNING AND EXECUTIVE COACHING FOR THE SOCIAL
ENTREPRENEUR. IN 2011, MONITOR GROUP PROVIDED \$1,160,246 OF DONATED
CONSULTING SERVICES TO OUR PORTFOLIO ORGANIZATIONS.

FORM 990, PART VI, SECTION A, LINE 8B: CERTAIN COMMITTEES HAVE WRITTEN
DOCUMENTATION OF THEIR MEETINGS WHILE CERTAIN COMMITTEES ARE FORMALIZING
THE PROCESS. ANY SUGGESTIONS OR ACTIONS THAT RESULT FROM COMMITTEE
MEETINGS ARE PRESENTED TO THE BOARD OF DIRECTORS AND INCLUDED IN THE
MINUTES.

FORM 990, PART VI, SECTION B, LINE 11: CERTAIN EMPLOYEES OF THE

Name of the organization

NEW PROFIT, INC.

Employer identification number
04-3396766

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 AND ALL BOARD MEMBERS ARE ALSO REQUIRED TO DISCLOSE INTERESTS THAT COULD GIVE RISE TO CONFLICTS. 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 NEW PROFIT'S EXECUTIVE TEAM IS SET BY 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 PREPARED BY THE MANAGING DIRECTOR. MANAGEMENT MEETS WITH THE COMPENSATION COMMITTEE TO DISCUSS THE MATERIAL PROVIDED. THE COMPENSATION COMMITTEE THEN MEETS INDEPENDENTLY TO DETERMINE COMPENSATION.

NEW PROFIT inc.

EIN: 04-3396766

FORM 990 - APPENDIX TO PAGE ONE

This appendix is intended to provide centralized supplemental information to New Profit's summarized financial data presented on page 1 of New Profit's 2011 Form 990.

BREAKDOWN OF 2011 EXPENSES - Page 1, Line 18

	<u>Amount</u>	<u>% of Total Expenses</u>
Program Service Expenses (See Page 2)		
Portfolio Investing and Services:		
Grants to portfolio organizations	\$ 10,662,642 *	
Portfolio services	3,682,530 *	
Subtotal Portfolio Investing and Services	<u>14,345,172</u>	
Action Tank:		
Policy and Field Leadership (America Forward)	1,941,704	
Convenings	766,020	
Subtotal Action Tank	<u>2,707,724</u>	
Total Program Service Expenses	17,052,896	83%
Management and General	2,183,789	11%
Fundraising	1,368,379	6%
TOTAL EXPENSES	<u>\$ 20,605,064</u>	

* New Profit's portfolio investing model provides financial (\$10,662,642) and strategic resources to results-driven organizations. Each organization has a portfolio manager that 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 organization. For the year ended December 31, 2011, New Profit incurred \$2,731,875 of personnel costs relating to the portfolio management activities and support to its portfolio organizations. This amount represents approximately 45% of the total personnel costs of New Profit in 2011. SEE SCHEDULE I for additional information.

2011 FINANCIAL RESULTS (Page 1, Line 19)

The summarized financial information reported on page 1 of the Form 990 has been reported on the accrual basis of accounting. The contributions and grants reported on page 1, line 9 represent the total NEW commitments received in 2011 and do not include cash payments made on commitments recorded in prior years. At the start of the current campaign, large surpluses had been reported at the beginning of the campaign (2008 and 2009) as that is when the majority of the commitments were made and recorded. Though there is a net loss of \$11,869,652 reported on the Form 990, New Profit's audited financial statements reflect a surplus of \$890,351 from operating activities. The significant year to year fluctuations as a result of reporting unconditional commitments as revenue when made is evidenced by the following 2008 to 2011 history of surplus or deficit on page 1 of Form 990:

2008 Surplus	\$	28,369,258
2009 Surplus	\$	11,272,245
2010 Deficit	\$	(6,758,990)
2011 Deficit	\$	(11,869,652)

As of December 31, 2011, New Profit also has approximately \$33.5M in equity of which \$26M is temporarily restricted and \$7M is unrestricted. Temporarily restricted net assets are primarily comprised of multiyear commitments, which are recorded as revenue in the year the commitment is made.

In 2011, New Profit's operating activities resulting in a net increase in cash of approximately \$1.4M, compared to \$480K in 2010.

Name of the organization

NEW PROFIT, INC.

Employer identification number

04-3396766

FORM 990, PART VI, SECTION C, LINE 19: THE DOCUMENTS ARE PROVIDED UPON
REQUEST AND IN ACCORDANCE WITH APPLICABLE STATE AND FEDERAL LAWS.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

UNCOLLECTIBLE COMMITMENTS RECEIVABLE

-2,086,664.

• 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	NEW PROFIT, INC.	<input checked="" type="checkbox"/> 04-3396766
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	2 CANAL PARK	<input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	
	CAMBRIDGE, MA 02141	

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

01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	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.

VANESSA KIRSCH

• The books are in the care of ☒ 2 CANAL PARK - CAMBRIDGE, MA 02141

Telephone No ☒ 617-252-3220

FAX No ☒ 617-252-2100

• 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, 2012

5 For calendar year 2011, 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

ADDITIONAL TIME NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 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 Form 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 ☐

Date ☐