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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No 1545-0047

2012Open to Public
Inspection**A** For the 2012 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

ROOT CAPITAL, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

955 MASSACHUSETTS AVENUE 5TH FLOOR

Room/suite

City, town, or post office, state, and ZIP code

CAMBRIDGE, MA 02139-3309

F Name and address of principal officer WILLIAM F. FOOTE
SAME AS C ABOVE**D** Employer identification number

04-3478123

E Telephone number

617-661-5792

G Gross receipts \$ 32,751,686.**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.ROOTCAPITAL.ORG**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: 1999 **M** State of legal domicile: MA**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities	SEE PART III, LINE 1.	
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	15
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	86
	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	Current Year
	9	Program service revenue (Part VIII, line 2g)	9,166,388.	24,654,316.
	10	Investment income (Part VIII, column (A), lines 3-4, and 5d)	6,173,301.	7,914,139.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	147,790.	183,231.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0.	0.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), line 3)	15,487,479.	32,751,686.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	1,000.	694,030.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	4,523,744.	6,127,101.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 727,065.	0.	0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	8,149,143.	9,201,615.
	18	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	12,673,887.	16,022,746.
19	Revenue less expenses - Subtract line 18 from line 12	2,813,592.	16,728,940.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	87,752,805.	121,169,630.
	22	Net assets or fund balances - Subtract line 21 from line 20	66,284,006.	82,845,614.
			21,468,799.	38,324,016.

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 *William F. Foote* Date 10/4/13

▶ WILLIAM F. FOOTE, CEO & PRESIDENT

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: DAVID F. GRALING CPA

Preparer's signature: *David F. Graling* CPA

Date: 10-2-13

Check if self-employed ☐ PTIN: P 00366995

Firm's name: GELMAN, ROSENBERG & FREEDMAN

Firm's EIN: 52-1392008

Firm's address: 4550 MONTGOMERY AVE SUITE 650N

BETHESDA, MD 20814-2930

Phone no. (301) 951-9090

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

G16

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:

ROOT CAPITAL IS A NONPROFIT ORGANIZATION THAT GROWS RURAL PROSPERITY IN POOR, ENVIRONMENTALLY VULNERABLE PLACES IN AFRICA AND LATIN AMERICA BY PROVIDING CAPITAL, DELIVERING FINANCIAL TRAINING, AND STRENGTHENING MARKET CONNECTIONS FOR SMALL AND (SEE SCHEDULE O FOR CONTINUATION)

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 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 \$ 9,561,954. including grants of \$ 631,043.) (Revenue \$ 7,914,139.)

ROOT CAPITAL'S MODEL: FINANCE, ADVISE, CATALYZE

ROOT CAPITAL'S CORE ACTIVITIES - LENDING, PROVIDING FINANCIAL ADVISORY SERVICES TO CURRENT AND PROSPECTIVE CLIENTS, AND THE DEVELOPMENT OF INNOVATIVE APPROACHES TO FINANCING RURAL SMALL AND GROWING BUSINESSES - COMPRISE A THREE-PRONG STRATEGY: FINANCE, ADVISE, CATALYZE.

FINANCE: ROOT CAPITAL TYPICALLY PROVIDES LOANS RANGING FROM \$100,000 TO \$2 MILLION TO RURAL SMALL AND GROWING BUSINESSES, ESPECIALLY THOSE BUSINESSES NOT CURRENTLY REACHED BY COMMERCIAL LENDERS. MOST ROOT CAPITAL LOANS CAN BE CATEGORIZED AS FOLLOWS:

4b (Code _____) (Expenses \$ 1,856,596. including grants of \$ 20,272.) (Revenue \$ _____)

ADVISE: ROOT CAPITAL'S FINANCIAL ADVISORY SERVICES PROGRAM (FAS) PROVIDES TARGETED FINANCIAL MANAGEMENT TRAINING TO CURRENT AND PROSPECTIVE CLIENTS THAT MAY NOT OTHERWISE QUALIFY FOR A LOAN. FAS IS DESIGNED TO PREPARE BUSINESSES WITH GROWTH POTENTIAL TO QUALIFY FOR CREDIT, TO SHEPHERD MORE PROSPECTIVE CLIENTS INTO OUR PORTFOLIO, AND TO MITIGATE THE RISK OF LENDING TO THESE BUSINESSES.

SINCE ITS LAUNCH IN 2006, FAS HAS SUCCESSFULLY STRENGTHENED THE FINANCIAL MANAGEMENT CAPACITY OF 150 PRODUCER ASSOCIATIONS REPRESENTING THOUSANDS OF PEOPLE. THESE ENGAGEMENTS HAVE CONFIRMED THAT RURAL BUSINESS LEADERS, WHEN EQUIPPED WITH SOUND FINANCIAL MANAGEMENT PRACTICES AND PROCESSES, ARE BETTER POSITIONED TO ACCESS CREDIT,

4c (Code _____) (Expenses \$ 1,470,596. including grants of \$ 42,715.) (Revenue \$ _____)

CATALYZE: ROOT CAPITAL SEEKS TO DEMONSTRATE-AND INSPIRE OTHERS TO PRACTICE-AN APPROACH TO RURAL LENDING THAT IS GROUNDED IN LONG-TERM CLIENT RELATIONSHIPS, A DEEP UNDERSTANDING OF RURAL BUSINESSES' FINANCING NEEDS, AND SHARED SOCIAL AND ENVIRONMENTAL VALUES. ROOT CAPITAL AIMS TO CATALYZE A NEW FINANCIAL MARKET AND TO SET THE STANDARD WITHIN THAT MARKET FOR SUSTAINABLE SOCIAL AND ENVIRONMENTAL PRACTICES OVER THE LONG TERM.

THROUGH INDUSTRY ASSOCIATIONS SUCH AS THE ASPEN NETWORK OF DEVELOPMENT ENTREPRENEURS AND THE GLOBAL IMPACT INVESTMENT NETWORK, ROOT CAPITAL PLAYS A LEADERSHIP ROLE IN BUILDING THE ENABLING ENVIRONMENT FOR RURAL SMALL AND GROWING BUSINESS FINANCE.

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses **▶** 12,889,146.

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, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	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 and XII</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 and XII 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	

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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, highest 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)		
28a 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, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

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

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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 62		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 86		
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 ► KENYA, MEXICO, COSTA RICA See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
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 8822?	7c		X
d If "Yes," indicate the number of Forms 8822 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		

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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.	15	
b Enter the number of voting members included in line 1a, above, who are independent	13	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **MA, MD, NY, VA, CA, IL, PA**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **BONNIE COCKMAN - 617-299-2419**
955 MASSACHUSETTS AVENUE 5TH FLOOR, CAMBRIDGE, MA 02139-3309

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 (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) FRANK HICKS CHAIR	3.00	X		X				0.	0.	0.
(2) TOM KANEB VICE CHAIR	3.00	X		X				0.	0.	0.
(3) DAN CRISAFULLI BOARD MEMBER	3.00	X						0.	0.	0.
(4) HENRY CAULEY BOARD MEMBER	3.00	X						0.	0.	0.
(5) JEREMY MINDICH BOARD MEMBER	3.00	X						0.	0.	0.
(6) JOHN F. TAYLOR BOARD MEMBER	3.00	X						0.	0.	0.
(7) JUAN MORILLO BOARD MEMBER	3.00	X						0.	0.	0.
(8) KATHERINE BORSECNK BOARD MEMBER	3.00	X						0.	0.	0.
(9) KEN ANSIN BOARD MEMBER	3.00	X						0.	0.	0.
(10) MARCELA ESCOBARI BOARD MEMBER	3.00	X						0.	0.	0.
(11) PAUL LEANDER-ENGSTROM BOARD MEMBER	3.00	X						0.	0.	0.
(12) PETER BERNARD BOARD MEMBER	3.00	X						0.	0.	0.
(13) RYAN ISRAEL BOARD MEMBER	3.00	X						0.	0.	0.
(14) LIZ LUCKETT BOARD MEMBER	3.00	X						0.	0.	0.
(15) FUNKE OYEWOLE BOARD MEMBER	3.00	X						0.	0.	0.
(16) WILLIAM F. FOOTE CEO & PRESIDENT	40.00			X				250,780.	0.	21,811.
(17) BONNIE COCKMAN SVP FIN. & OPS. & TREASURER	40.00			X				168,424.	0.	8,117.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) CARLOS CASTELLO SVP GLOBAL PROGRAMS	40.00				X			167,657.	0.	19,474.
(19) LIAM BRODY SVP OF VALUE CHAIN	40.00					X		150,964.	0.	14,227.
(20) BRIAN MILDER VP OF STRATEGY, KNOWLEDGE	40.00				X			131,212.	0.	9,225.
(21) CATHERINE GILL VP OF INVESTOR RELATIONS	40.00				X			124,540.	0.	9,150.
(22) BRENDA SMITH VP OF FINANCE & ADMINISTRATION	40.00				X			123,092.	0.	9,082.
(23) NATE SCHAFFRAN VP OF GLOBAL PROGRAMS AFRICA	40.00				X			142,566.	0.	3,330.
1b Sub-total								1,259,235.	0.	94,416.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,259,235.	0.	94,416.

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 ►

11

- 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
INSOURCE SERVICES, INC. 148 LINDEN ST, WELLESLEY, WA 02482	IT SERVICES	113,427.
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 ►		1

Form 990 (2012)

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	24,654,316.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			24,654,316.			
Program Service Revenue	2 a <u>LOAN INTEREST</u>	Business Code 900099		6,329,840.	6,329,840.		
	b <u>LOAN FEES</u>	900099		1,072,614.	1,072,614.		
	c <u>RECOVERED LOANS</u>	900099		511,685.	511,685.		
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			7,914,139.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			183,231.		
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross rents		(i) Real	(ii) Personal				
d Net rental income or (loss)							
7 a Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other				
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					
		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						
	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						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11 a _____							
	b _____						
	c _____						
	d All other revenue						
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.			32,751,686.	7,914,139.	0.	183,231.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
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	694,030.	694,030.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	636,263.	337,056.	244,689.	54,518.
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	4,563,607.	3,023,380.	1,127,879.	412,348.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	91,822.	61,489.	21,998.	8,335.
9 Other employee benefits	458,739.	294,822.	122,738.	41,179.
10 Payroll taxes	376,670.	243,458.	99,388.	33,824.
11 Fees for services (non-employees)				
a Management				
b Legal	78,107.	50,512.	24,566.	3,029.
c Accounting	42,664.	27,591.	13,419.	1,654.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,576,442.	1,315,090.	232,667.	28,685.
12 Advertising and promotion				
13 Office expenses	342,065.	257,112.	68,980.	15,973.
14 Information technology	314,562.	185,134.	117,832.	11,596.
15 Royalties				
16 Occupancy	556,735.	368,502.	141,142.	47,091.
17 Travel	758,832.	642,293.	77,656.	38,883.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	292,786.	247,820.	29,963.	15,003.
20 Interest	1,680,573.	1,680,573.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	114,813.	65,928.	40,809.	8,076.
23 Insurance	19,689.	10,015.	8,336.	1,338.
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 ALLOWANCE FOR LOAN LOSS	3,322,328.	3,322,328.		
b MEMBERSHIP & PUBS.	53,226.	27,074.	22,535.	3,617.
c OTHER DIRECT COSTS	28,196.	14,342.	11,938.	1,916.
d FOREIGN CURRENCY LOSS	20,597.	20,597.		
e All other expenses				
25 Total functional expenses Add lines 1 through 24e	16,022,746.	12,889,146.	2,406,535.	727,065.
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 SheetCheck if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	19,919,980.	1	38,233,744.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	5,835,073.	3	15,046,507.
	4 Accounts receivable, net	268,111.	4	272,376.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	53,779.	9	243,097.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 739,417.		
	b Less accumulated depreciation	10b 439,622.	10c 331,638.	299,795.
	11 Investments - publicly traded securities	6,097,736.	11	6,307,347.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11	54,137,506.	13	59,653,228.
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,108,982.	15	1,113,536.
16 Total assets. Add lines 1 through 15 (must equal line 34)	87,752,805.	16	121,169,630.	
Liabilities	17 Accounts payable and accrued expenses	865,294.	17	1,114,177.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	814,521.	21	118,883.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	2,146,153.	22	2,145,910.
	23 Secured mortgages and notes payable to unrelated third parties	62,275,438.	23	79,315,914.
	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	182,600.	25	150,730.
	26 Total liabilities. Add lines 17 through 25	66,284,006.	26	82,845,614.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	11,004,883.	27	11,730,577.
	28 Temporarily restricted net assets	10,463,916.	28	26,593,439.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	21,468,799.	33	38,324,016.
	34 Total liabilities and net assets/fund balances	87,752,805.	34	121,169,630.

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Part XI Reconciliation of Net AssetsCheck 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	32,751,686.
2	Total expenses (must equal Part IX, column (A), line 25)	2	16,022,746.
3	Revenue less expenses. Subtract line 2 from line 1	3	16,728,940.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	21,468,799.
5	Net unrealized gains (losses) on investments	5	126,277.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	38,324,016.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2012)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

ROOT CAPITAL, INC.

Employer identification number

04-3478123

Part I	Reason for Public Charity Status (All organizations must complete this part) See instructions
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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 - Non-functionally integrated

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

f ☐ If the organization received a written determination from the IRS that 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)		

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	4,279,645.	8,409,396.	7,037,823.	9,166,388.	24,654,316.	53,547,568.
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	4,279,645.	8,409,396.	7,037,823.	9,166,388.	24,654,316.	53,547,568.
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)						30,088,220.
6 Public support. Subtract line 5 from line 4						23,459,348.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	4,279,645.	8,409,396.	7,037,823.	9,166,388.	24,654,316.	53,547,568.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	182,166.	120,004.	145,785.	141,723.	183,231.	772,909.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						54,320,477.
12 Gross receipts from related activities, etc. (see instructions)					12	22,854,854.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	43.19 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	51.11 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☒		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ► ☐		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ► ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐		

Schedule A (Form 990 or 990-EZ) 2012

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

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

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

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

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

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

2012Open to Public
Inspection

Name of the organization

ROOT CAPITAL, INC.

Employer identification number

04-3478123

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

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

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

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

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ 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 XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

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

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

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

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

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

- (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 XIII the intended uses of the organization's endowment funds

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		215,404.	134,486.	80,918.
d Equipment				
e Other		524,013.	305,136.	218,877.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				299,795.

Schedule D (Form 990) 2012

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) LOANS RECEIVABLE	59,653,228.	END-OF-YEAR MARKET VALUE
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ► 59,653,228.		

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) DEFERRED RENT ABATEMENT	150,730.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ► 150,730.	

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

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

1	Total revenue, gains, and other support per audited financial statements	1	28,222,126.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	126,277.
b	Donated services and use of facilities	2b	367,661.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	493,938.
3	Subtract line 2e from line 1	3	27,728,188.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	5,023,498.
c	Add lines 4a and 4b	4c	5,023,498.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	32,751,686.

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

1	Total expenses and losses per audited financial statements	1	11,375,983.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	367,661.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	703,108.
e	Add lines 2a through 2d	2e	1,070,769.
3	Subtract line 2e from line 1	3	10,305,214.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	5,717,532.
c	Add lines 4a and 4b	4c	5,717,532.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	16,022,746.

Part XIII Supplemental Information

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

PART IV, LINE 2B: AT TIMES, ROOT CAPITAL CO-LENDERS WITH OTHER

ORGANIZATIONS AND ADMINISTERS THE ENTIRE LOAN. THE ESCROW FUNDS REPRESENT A TIMING DIFFERENCE BETWEEN REPAYMENTS FROM BORROWERS AND TRANSFER OF FUNDS DUE TO CO-LENDING PARTNERS. THE ESCROW ACCOUNT IS ALSO USED WHEN A BUYER PAYS ROOT CAPITAL THE FULL AMOUNT OF THE MONEY OWED TO A SUPPLIER/BORROWER. ROOT CAPITAL DEDUCTS THE PRINCIPAL AND INTEREST OWED ON ITS LOAN AND FORWARDS THE REMAINING BALANCE TO THE SUPPLIER/BORROWER.

Part XIII Supplemental Information (continued)

PART X, LINE 2: IN JUNE 2006, THE FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) RELEASED FASB ASC 740-10, INCOME TAXES, THAT PROVIDES GUIDANCE FOR REPORTING UNCERTAINTY IN INCOME TAXES. FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011, ROOT CAPITAL HAS DOCUMENTED ITS CONSIDERATION OF FASB ASC 740-10 AND DETERMINED THAT NO MATERIAL UNCERTAIN TAX POSITIONS QUALIFY FOR EITHER RECOGNITION OR DISCLOSURE IN THE COMBINED FINANCIAL STATEMENTS. IRS FORM 990, RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX, IS SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE, GENERALLY FOR THREE YEARS AFTER IT IS FILED. ROOT CAPITAL DOES NOT EXPECT ANY TAX POSITIONS TO CHANGE SIGNIFICANTLY WITHIN THE NEXT TWELVE MONTHS.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

ALLOWANCE FOR LOAN LOSS, RECORDED AS AN ADJUSTMENT TO REVENUE ON THE FINANCIAL STATEMENTS AND REPORTED AS AN EXPENSE ON FORM 990, PART IX.	3,322,328.
FOREIGN CURRENCY EXCHANGE LOSS, REPORTED AS REVENUE ON THE FINANCIAL STATEMENTS AND REPORTED AS AN EXPENSE ON FORM 990, PART IX.	20,597.
INTEREST EXPENSE, RECORDED AS AN ADJUSTMENT TO REVENUE ON THE FINANCIAL STATEMENTS AND REPORTED AS AN EXPENSE ON FORM 990, PART IX.	1,680,573.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	5,023,498.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

EXPENSES OF RELATED ORGANIZATION, ACCDER, INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS AND EXCLUDED FROM ROOT CAPITAL FORM 990 REPORTING.	703,108.
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Part XIII Supplemental Information (continued)

PART XII, LINE 4B - OTHER ADJUSTMENTS:

ALLOWANCE FOR LOAN LOSS, RECORDED AS AN ADJUSTMENT TO

REVENUE ON THE FINANCIAL STATEMENTS AND REPORTED AS AN EXPENSE

ON FORM 990, PART IX.

3,322,328.

FOREIGN CURRENCY EXCHANGE LOSS, REPORTED AS REVENUE ON THE

FINANCIAL STATEMENTS AND REPORTED AS AN EXPENSE ON FORM

990, PART IX.

20,597.

INTEREST EXPENSE, RECORDED AS AN ADJUSTMENT TO REVENUE ON

THE FINANCIAL STATEMENTS AND REPORTED AS AN EXPENSE ON FORM

990, PART IX.

1,680,577.

GRANT EXPENSES TO RELATED ORGANIZATION, ACCDER EXCLUDED FROM

CONSOLIDATED FINANCIAL STATEMENTS AND INCLUDED ON FORM 990,

PART IX, LINE 3.

694,030.

TOTAL TO SCHEDULE D, PART XII, LINE 4B

5,717,532.

SCHEDULE F
(Form 990)Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012Open to Public
Inspection

Name of the organization

Employer identification number

ROOT CAPITAL, INC.**04-3478123****Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes"
to Form 990, Part IV, line 14b**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance,
the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ **Yes** ☐ **No****2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the
United States**3 Activities per Region** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
SUB-SAHARAN AFRICA	1	9	PROGRAM SERVICES	LOANS	26,358,010.
SOUTH AMERICA	0	0	PROGRAM SERVICES	LOANS	51,667,139.
CENTRAL AMERICA AND THE CARIBBEAN	1	12	PROGRAM SERVICES	LOANS	30,148,352.
EUROPE	0	0	PROGRAM SERVICES	LOANS	324,272.
NORTH AMERICA	1	14	PROGRAM SERVICES	LOANS	12,304,339.
SUB-SAHARAN AFRICA	0	0	PROGRAM SERVICES	FINANCIAL ADVISORY SERVICES	80,054.
SOUTH AMERICA	0	0	PROGRAM SERVICES	FINANCIAL ADVISORY SERVICES	105,811.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	FINANCIAL ADVISORY SERVICES	708,457.
3 a Sub-total	3	35			121,696,434.
b Total from continuation sheets to Part I	0	0			3,163,088.
c Totals (add lines 3a and 3b)	3	35			124,859,522.

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

Schedule F (Form 990) 2012

Part I Continuation of Activities per Region. (Schedule F (Form 990), Part I, line 3)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
NORTH AMERICA	0	0	PROGRAM SERVICES	FINANCIAL ADVISORY SERVICES	233,471.
SUB-SAHARAN AFRICA	0	0	PROGRAM SERVICES	LOAN ORIGINATION AND MONITORING	778,445.
SOUTH AMERICA	0	0	PROGRAM SERVICES	LOAN ORIGINATION AND MONITORING	662,075.
NORTH AMERICA	0	0	PROGRAM SERVICES	LOAN ORIGINATION AND MONITORING	34,910.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	LOAN ORIGINATION AND MONITORING	760,157.
SOUTH AMERICA	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		694,030.
Totals					3,163,088.

Part IV Foreign Forms

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

Schedule F (Form 990) 2012

Part V **Supplemental Information**

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

SCHEDULE F, PART I, LINE 2: ROOT CAPITAL MONITORS ACCDER'S EXPENDITURES
OF ITS GRANT FUNDS VIA REPORTING REQUIREMENTS AND AN ANNUAL AUDIT AS
OUTLINED IN ROOT CAPITAL'S GRANT AGREEMENT WITH ACCDER.

PART II, COLUMN (D):

REGION: SOUTH AMERICA

(D) PURPOSE OF GRANT: SUPPORT DEVELOPMENT OF ACCDER, A NONPROFIT
ORGANIZATION THAT SUPPORTS SMALL AND MEDIUM RURAL ENTERPRISES ACCESS TO
FINANCE AND FINANCIAL TRAINING.

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

2012

Open to Public
Inspection

Name of the organization

ROOT CAPITAL, INC.

Employer identification number

04-3478123

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.

☐ First-class or charter travel

☐ Travel for companions

☐ Tax indemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ 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, but explain in Part III

☒ Compensation committee

☒ Independent compensation consultant

☒ Form 990 of other organizations

☐ Written employment contract

☒ Compensation survey or study

☒ 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) 2012

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

Open To Public Inspection

Name of the organization

ROOT CAPITAL, INC.

Employer identification number

04-3478123

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 incurred by the organization managers or disqualified persons during the year under section 4958

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

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

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

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
PAUL LEANDER-EN		INVESTME	X		2,000,000.	2,020,111.		X		X	X	
JOHN F TAYLOR T		INVESTME	X		125,000.	125,799.		X		X	X	
Total						\$ 2,145,910.						

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) 2012

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
JOHN F TAYLOR TRUST	BOARD MEMBER	128,125.	REPAYMENT O		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: PAUL LEANDER-ENGSTROM

(C) PURPOSE OF LOAN: INVESTMENT

(A) NAME OF PERSON: JOHN F TAYLOR TRUST

(C) PURPOSE OF LOAN: INVESTMENT

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

(A) NAME OF PERSON: JOHN F TAYLOR TRUST

(D) DESCRIPTION OF TRANSACTION: REPAYMENT OF PRINCIPAL AND INTEREST TO THE JOHN F. TAYLOR TRUST ON INVESTMENT LOAN.

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

2012

Open to Public
Inspection

Name of the organization

ROOT CAPITAL, INC.

Employer identification number
04-3478123

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

GROWING AGRICULTURAL BUSINESSES.

ROOT CAPITAL CLIENTS ARE ASSOCIATIONS AND PRIVATE BUSINESSES THAT BRING
TOGETHER SMALL-SCALE RURAL PRODUCERS. THESE ENTERPRISES HELP BUILD
SUSTAINABLE LIVELIHOODS IN SECTORS SUCH AS AGRICULTURE, WILD-HARVESTED
FOREST PRODUCTS, AND HANDCRAFTS.

SINCE 2000, ROOT CAPITAL HAS DISBURSED MORE THAN \$480 MILLION IN CREDIT
TO MORE THAN 400 ENTERPRISES. ROOT CAPITAL CLIENTS HAVE HELPED IMPROVE
LIVELIHOODS FOR MORE THAN 584,000 RURAL HOUSEHOLDS IN AFRICA AND LATIN
AMERICA. IN CALENDAR YEAR 2012, ROOT CAPITAL DISBURSED \$120 MILLION TO
192 SMALL AND GROWING BUSINESSES (SGBS) WHO REPRESENT MORE THAN 200,000
FARM HOUSEHOLDS THROUGHOUT AFRICA AND LATIN AMERICA.

ROOT CAPITAL CURRENTLY WORKS THROUGHOUT LATIN AMERICA AND SUB-SAHARAN
AFRICA.

AS A NON-PROFIT COMMITTED TO ALLEVIATING RURAL POVERTY, ROOT CAPITAL
SEEKS TO MAXIMIZE THE POSITIVE SOCIAL AND ENVIRONMENTAL IMPACT OF OUR
WORK. SOCIAL IMPACT INCLUDES STABILIZING INCOMES IN RURAL COMMUNITIES
AND CREATING NEW ECONOMIC OPPORTUNITIES FOR WOMEN, INDIGENOUS PEOPLES
AND OTHER MARGINALIZED GROUPS. ROOT CAPITAL CLIENTS ALSO PROMOTE BETTER
ENVIRONMENTAL PRACTICES, SUCH AS IMPROVED SOIL AND WATER MANAGEMENT.

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

-SHORT-TERM TRADE CREDIT LOANS WITH TERMS OF UP TO ONE YEAR THAT ARE GENERALLY ORIENTED AROUND A HARVEST OR PRODUCTION CYCLE. THESE LOANS ARE TYPICALLY USED BY BORROWERS TO COVER COSTS DURING THE MONTHS BETWEEN PURCHASING RAW PRODUCT FROM THEIR FARMER SUPPLIERS AND RECEIVING PAYMENT FROM THEIR BUYERS.

-LONG-TERM FIXED-ASSET LOANS WITH TERMS OF UP TO FIVE YEARS FOR INVESTMENT IN PROCESSING EQUIPMENT, INFRASTRUCTURE, AND GENERAL OPERATIONS.

ROOT CAPITAL ASSESSES PROSPECTIVE CLIENTS AND EVALUATES THEM ON A SERIES OF FINANCIAL, SOCIAL, AND ENVIRONMENTAL CRITERIA. SOCIAL CRITERIA INCLUDE PRICES PAID TO SUPPLIERS, EMPLOYEE WAGES, AND WORKING CONDITIONS, AND COMPANY SUPPORT FOR SOCIAL PROGRAMS SUCH AS TRAINING AND MEDICAL CARE. ENVIRONMENTAL CRITERIA INCLUDE SOIL AND WATER MANAGEMENT, THE IMPACT OF THE BUSINESS ON THE SURROUNDING COMMUNITY, AND STANDARDS FOR PRODUCT HANDLING AND PROCESSING.

ROOT CAPITAL'S LENDING SUPPORTS SUSTAINABLE ENVIRONMENTAL PRACTICES THAT PROTECT RURAL ECOSYSTEMS. CROPS PROCESSED AND MARKETED BY ROOT CAPITAL CLIENTS INCLUDE WILD-HARVESTED PRODUCTS SUCH AS NUTS AND NATIVE PLANTS FOR OILS, AGRO-FORESTRY CROPS SUCH AS SHADE-GROWN COFFEE AND COCOA, AND FARM-GROWN FRUITS AND VEGETABLES.

LENDING OFFICERS STAY ENGAGED WITH CLIENTS THROUGHOUT THE TERM OF EACH LOAN, AND ROOT CAPITAL'S FINANCIAL ADVISORY SERVICES PROGRAM PROVIDES TRAINING AS NEEDED. THIS LONG-TERM APPROACH TO CLIENT RELATIONSHIPS HAS

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LED TO A 98% REPAYMENT RATE FOR ROOT CAPITAL LOANS.

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

COMPETE IN THE MARKETPLACE, AND GROW THEIR BUSINESSES.

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

ROOT CAPITAL'S SOCIAL, ECONOMIC AND ENVIRONMENTAL IMPACT

AS A NON-PROFIT COMMITTED TO ALLEVIATING RURAL POVERTY, ROOT CAPITAL SEEKS TO MAXIMIZE THE POSITIVE SOCIAL AND ENVIRONMENTAL IMPACT OF OUR WORK. ECONOMIC, COMMUNITY, AND ENVIRONMENTAL SUSTAINABILITY ARE ALL PART OF OUR CORE VALUES.

ECONOMIC SUSTAINABILITY - ROOT CAPITAL CLIENTS LINK SMALL-SCALE FARMERS TO MARKETS THAT CAN OFFER HIGHER AND MORE STABLE PRICES THAN THEY HAVE HISTORICALLY RECEIVED. ROOT CAPITAL CLIENTS ALSO GENERATE EMPLOYMENT, INCLUDING MANAGERS, ACCOUNTANTS, AGRICULTURAL EXTENSION STAFF, DRIVERS, AND WORKERS AT PROCESSING PLANTS.

ROOT CAPITAL WORKS WITH MORE THAN 120 LEADING BUYERS OF AGRICULTURAL SUSTAINABLE PRODUCTS WORLDWIDE. BUYERS OF GOODS FROM ROOT CAPITAL CLIENTS INCLUDE COMPANIES SUCH AS EQUAL EXCHANGE, GENERAL MILLS, GREEN MOUNTAIN COFFEE, PIER 1 IMPORTS, STARBUCKS, TAZA CHOCOLATE, THE BODY SHOP, AND WHOLE FOODS MARKET.

IN 2012, ROOT CAPITAL CLIENTS SPENT \$467 MILLION TO PURCHASE THE PRODUCTS OF SMALL-SCALE FARMERS AND ARTISANS.

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COMMUNITY SUSTAINABILITY - FARMER ASSOCIATIONS ENCOURAGE PARTICIPATORY DECISION-MAKING AND ARE A SOURCE OF COMMUNITY OWNERSHIP AND PRIDE. THEY ALSO STEM MIGRATION TO URBAN AREAS BY MAKING TRADITIONAL AGRICULTURAL ACTIVITIES MORE VIABLE. SOCIAL IMPACT INCLUDES STABILIZING INCOMES IN RURAL COMMUNITIES AND CREATING NEW ECONOMIC OPPORTUNITIES FOR WOMEN, INDIGENOUS PEOPLES AND OTHER MARGINALIZED GROUPS.

ENVIRONMENTAL SUSTAINABILITY - ROOT CAPITAL CLIENTS TYPICALLY PROVIDE FARMERS WITH TRAINING IN SUSTAINABLE PRODUCTION TO AVOID DEFORESTATION, REDUCE CHEMICAL USE, IMPROVE WATER AND SOIL MANAGEMENT, AND OTHERWISE PROTECT THE HEALTH OF RURAL ECOSYSTEMS.

IN 2012, SMALL SCALE PRODUCERS WHO SELL TO ROOT CAPITAL CLIENTS SUSTAINABLY MANAGED 412,000 HECTARES OF LAND IN AFRICA AND LATIN AMERICA.

FORM 990, PART VI, SECTION B, LINE 11: THE SVP OF FINANCE AND OPERATIONS AND TREASURER AND THE DIRECTOR OF ACCOUNTING MET WITH THE AUDIT AND FINANCE COMMITTEE AND THE PRESIDENT TO REVIEW AND APPROVE THE FORM 990 BEFORE IT WAS FILED. THE VERSION OF THE FORM 990 APPROVED BY THE AUDIT & FINANCE COMMITTEE WAS SENT TO THE FULL BOARD OF DIRECTORS VIA EMAIL TO PROVIDE AN OPPORTUNITY FOR QUESTIONS, COMMENTS, OR EDITS. ANY FINAL COMMENTS WERE INCORPORATED IN THE FORM 990 THAT WAS FILED WITH THE IRS. ALL BOARD MEMBERS RECEIVED A COPY OF THE FINAL VERSION OF THE FORM 990 PRIOR TO FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: THE PRESIDENT, TREASURER, COUNTRY

232212
01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization

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REPRESENTATIVES, AND ALL BOARD MEMBERS SIGN A CONFLICT OF INTEREST STATEMENT ON A YEARLY BASIS. STAFF REVIEW THESE FORMS AND DISCUSS/RESOLVE ANY ISSUES WITH LEGAL COUNSEL AND THE BOARD COMMITTEES AS APPROPRIATE. SIMILARLY, ISSUES THAT ARISE DURING THE YEAR ARE DISCUSSED AND RESOLVED WITH LEGAL COUNSEL AND THE BOARD. IN ADDITION, LENDING MAKES SURE THERE IS NO CONFLICT OF INTEREST ON THE LOANS THEY MAKE. LENDING EMPLOYEES ALSO RECEIVED BASIC CONFLICT OF INTEREST TRAINING.

FORM 990, PART VI, SECTION B, LINE 15A: THE ROOT CAPITAL BOARD OF DIRECTORS' GOVERNANCE COMMITTEE REVIEWS THE PRESIDENT'S PERFORMANCE AND COMPENSATION ANNUALLY AND RECOMMENDS A SALARY FOR APPROVAL BY THE FULL BOARD. THIS SALARY RECOMMENDATION IS SUPPORTED BY A COMPENSATION STUDY PERFORMED BY AN OUTSIDE COMPENSATION EXPERT EVERY TWO YEARS. DOCUMENTATION OF THE DELIBERATION AND DECISION IS FILED IN THE PRESIDENT'S PERSONNEL FOLDER.

COMPENSATION OF OTHER OFFICERS AND KEY EMPLOYEES IS DETERMINED BY THE CEO OF THE ORGANIZATION USING THE RESULTS OF A COMPENSATION SURVEY CONDUCTED ON A BI-ANNUAL BASIS.

SALARIES FOR ALL STAFF, INCLUDING THE CEO, WERE LAST REVIEWED IN APRIL 2013.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S AUDITED FINANCIALS ARE AVAILABLE ON OUR WEBSITE. OTHER GOVERNING DOCUMENTS AND CONFLICT OF INTEREST FORMS ARE AVAILABLE TO DONORS AND INVESTORS UPON REQUEST AND TO THE GENERAL PUBLIC ON A CASE BY CASE BASIS.