Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

New Priorities Foundation
127 University Avenue
Berkeley, CA 94710

A Employer identification number 91-1805939

B Telephone number (see the instructions) 510-841-4123

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation . ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 3,937,725.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	1,014,556.			
	2 Ck ► ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	11.	11.	N/A	
	4 Dividends and interest from securities	68,112.	68,112.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	155,657.			
	b Gross sales price for all assets on line 6a 2,063,849.				
	7 Capital gain net income (from Part IV, line 2)		747,518.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	3,860.			
	12 **Total.** Add lines 1 through 11	1,242,196.	815,641.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	16,667.			16,667.
	15 Pension plans, employee benefits	1,660.			1,660.
	16a Legal fees (attach schedule) See St 2	1,953.	1,876.		77.
	b Accounting fees (attach sch) See St 3	3,990.			3,990.
	c Other prof fees (attach sch) See St 4	49,577.	21,982.		27,595.
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,123.			6,124.
	22 Printing and publications	220.			220.
	23 Other expenses (attach schedule) See Statement 5	5,570.			5,503.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	85,760.	23,858.		61,836.
	25 Contributions, gifts, grants paid Part. XV	301,648.			301,648.
	26 **Total expenses and disbursements.** Add lines 24 and 25	387,408.	23,858.		363,484.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	854,788.			
	b **Net investment income** (if negative, enter -0-)		791,783.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	-7,702.	44,852.	44,852.
	2 Savings and temporary cash investments	121,831.	541,234.	541,234.
	3 Accounts receivable ► 2,500.			
	Less allowance for doubtful accounts ►		2,500.	2,500.
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		3,860.	3,860.
	10a Investments – U S and state government obligations (attach schedule) Statement 6	262,287.	195,185.	195,185.
	b Investments – corporate stock (attach schedule) Statement 7	1,854,900.	2,006,916.	2,006,916.
	c Investments – corporate bonds (attach schedule) Statement 8	509,723.	445,025.	445,025.
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 9	7,023.	98,153.	98,153.
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 10)		600,000.	600,000.
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,748,062.	3,937,725.	3,937,725.
LIABILITIES	17 Accounts payable and accrued expenses		67.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	67.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	2,748,062.	3,937,658.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	2,748,062.	3,937,658.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	2,748,062.	3,937,725.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,748,062.
2	Enter amount from Part I, line 27a	2	854,788.
3	Other increases not included in line 2 (itemize) ► See Statement 11	3	334,808.
4	Add lines 1, 2, and 3	4	3,937,658.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,937,658.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Sales of Publicly Traded Securities	P	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,063,849.		1,316,331.	747,518.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				747,518.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	747,518.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	747,518.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	332,248.	2,827,497.	0.117506
2011	294,693.	2,919,592.	0.100936
2010	281,440.	2,956,316.	0.095200
2009	173,790.	2,642,465.	0.065768
2008	350,760.	3,368,630.	0.104125

2	**Total** of line 1, column (d)	2	0.483535
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.096707
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,190,482.
5	Multiply line 4 by line 3	5	308,542.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,918.
7	Add lines 5 and 6	7	316,460.
8	Enter qualifying distributions from Part XII, line 4	8	963,484.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 — see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: _______ **(attach copy of letter if necessary – see instrs)**		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	7,918.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	7,918.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	7,918.
6 Credits/Payments.		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013 — **6a** 3,860.		
b Exempt foreign organizations – tax withheld at source — **6b**		
c Tax paid with application for extension of time to file (Form 8868) — **6c** 5,000.		
d Backup withholding erroneously withheld — **6d**		
7 Total credits and payments. Add lines 6a through 6d	7	8,860.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	942.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ► 942. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to ***1a*** *or* ***1b****, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► WA CA			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.newpriorities.org

14 The books are in care of ► Leventhal Kline Management Inc Telephone no ► 510-841-4123

Located at ► 127 University Avenue Berkeley CA ZIP + 4 ► 94710

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Stmt 12 & 16 ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Stmt 12 & 16 ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? — 5b: N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A. ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: No X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over $50,000 ► 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 See Statement 13	500,000.
2 See Statement 14	100,000.
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ►	600,000.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1a	3,041,024.
b Average of monthly cash balances	1b	198,044.
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	3,239,068.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,239,068.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	48,586.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,190,482.
6 **Minimum investment return.** Enter 5% of line 5	6	159,524.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	159,524.
2a Tax on investment income for 2013 from Part VI, line 5 2a 7,918.		
b Income tax for 2013 (This does not include the tax from Part VI) 2b		
c Add lines 2a and 2b	2c	7,918.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	151,606.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	151,606.
6 Deduction from distributable amount (see instructions)	6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	151,606.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	363,484.
b Program-related investments — total from Part IX-B	1b	600,000.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	963,484.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	7,918.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	955,566.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				151,606.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 — 183,326.				
b From 2009 — 42,422.				
c From 2010 — 137,500.				
d From 2011 — 153,231.				
e From 2012 — 192,893.				
f **Total** of lines 3a through e	709,372.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 963,484.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				151,606.
e Remaining amount distributed out of corpus	811,878.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,521,250.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	183,326.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,337,924.			
10 Analysis of line 9				
a Excess from 2009 — 42,422.				
b Excess from 2010 — 137,500.				
c Excess from 2011 — 153,231.				
d Excess from 2012 — 192,893.				
e Excess from 2013 — 811,878.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

Nancy G. Schaub

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Statement 15				
Total ► 3a				301,648.
b Approved for future payment				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11.	
4 Dividends and interest from securities			14	68,112.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	155,657.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Refund of Expense					3,860.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				223,780.	3,860.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 227,640.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
11a	Refund of Expense

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: Nancy G Schwab | Date: 11/4/14 | Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michael Fontanello	Michael Fontanello	11/4/14		P01471027

Firm's name ► Fontanello, Duffield & Otake, LLP — Firm's EIN ► 37-1420474

Firm's address ► 44 Montgomery Street, Suite 1305, San Francisco, CA 94104 — Phone no (415) 983-0200

TEEA0503L 07/11/13

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545 0047

2013

Name of the organization	Employer identification number
New Priorities Foundation	91-1805939

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ______

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: New Priorities Foundation

Employer identification number: 91-1805939

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Nancy Schaub 127 University Avenue Berkeley, CA 94710	$ 1,014,556.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization: New Priorities Foundation

Employer identification number: 91-1805939

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	940 Sh of Apache Corp, 825 Sh of Noble Corp, 480 Sh of Noble Energy Inc, 1,995 Shares of SPDR Energy, 1,350 Sh of SPDR Health Fund, 2,990 Sh of Spectra Energy Corp, 800 Sh of Statoil, 600 Sh of Core Laboratories, 66 Sh of Phillips-66, 10,000 Sh of Robert Half	$ 1,014,556.	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
New Priorities Foundation	91-1805939

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ► $ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Refund of Expense	$ 3,860.		
Total	$ 3,860.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	$ 1,953.	$ 1,876.		$ 77.
Total	$ 1,953.	$ 1,876.		$ 77.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	$ 3,990.			$ 3,990.
Total	$ 3,990.	$ 0.		$ 3,990.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foundation Management Fees	$ 20,874.	$ 2,087.		$ 18,787.
Investment Management Fees	19,895.	19,895.		
Organizational Consulting	3,808.			3,808.
Program Consultant Fees	5,000.			5,000.
Total	$ 49,577.	$ 21,982.		$ 27,595.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	$ 281.			$ 281.
Dues & Subscriptions	2,725.			2,725.
Insurance	1,400.			1,400.
Payroll Fees	388.			388.
Postage & Delivery	91.			62.
Supplies	420.			420.
Telecommunications	157.			119.
Workers Compensation	108.			108.
Total	$ 5,570.	$ 0.		$ 5,503.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
Fed Natl Mortgage, 5.375% 06/12/2017	Mkt Val	$ 57,252.	$ 57,252.
Fed Home Loan Bank, 5.00% 12/10/2021	Mkt Val	84,846.	84,846.
Fed Farm Credit Bank, 3.150% 01/12/2018	Mkt Val	53,087.	53,087.
		$ 195,185.	$ 195,185.
	Total	$ 195,185.	$ 195,185.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Johnson and Johnson, 655 Sh	Mkt Val	$ 59,991.	$ 59,991.
JP Morgan Chase & Co, 1,260 Sh	Mkt Val	73,685.	73,685.
Microsoft Corp, 1,680 Sh	Mkt Val	62,849.	62,849.
General Mills, 1,125 Sh	Mkt Val	56,149.	56,149.
EMC Corp Mass, 1,640 Sh	Mkt Val	41,246.	41,246.
Google Inc, 93 Sh	Mkt Val	104,226.	104,226.
Home Depot Inc, 495 Sh	Mkt Val	40,758.	40,758.
Accenture PLC, 710 Sh	Mkt Val	58,376.	58,376.
Capital One Financial 960 Sh	Mkt Val	73,546.	73,546.
Costco Wholesale Corp, 460 Sh	Mkt Val	54,749.	54,749.
Danaher Corp, 855 Sh	Mkt Val	66,006.	66,006.
Disney Walt Co, 715 Sh	Mkt Val	54,626.	54,626.
Franklin Reources Inc, 645 Sh	Mkt Val	37,236.	37,236.
Novartis AG SPON ADR, 465 Sh	Mkt Val	37,377.	37,377.
PNC Finl Services GP Inc, 710 Sh	Mkt Val	55,082.	55,082.
Prudential Financial Inc, 580 Sh	Mkt Val	53,488.	53,488.
Qualcomm Inc, 740 Sh	Mkt Val	54,945.	54,945.
Stryker Corp, 545 Sh	Mkt Val	40,951.	40,951.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
TJX Cos Inc, 645 Sh	Mkt Val	$ 41,106.	$ 41,106.
United Parcel Service, 565 Sh	Mkt Val	59,370.	59,370.
Apple Inc, 122 Sh	Mkt Val	68,444.	68,444.
Baxter International Inc, 610 Sh	Mkt Val	42,426.	42,426.
Intl Business Machines, 165 Sh	Mkt Val	30,949.	30,949.
Nordstrom Inc, 505 Sh	Mkt Val	31,209.	31,209.
BB&T Corporation, 1,120 Sh	Mkt Val	41,798.	41,798.
Colgate-Palmolive Co, 680 Sh	Mkt Val	44,343.	44,343.
Cummins Inc, 320 Sh	Mkt Val	45,110.	45,110.
Express Scripts Holdings Co, 690 Sh	Mkt Val	48,466.	48,466.
Intel Corp, 1,125 Sh	Mkt Val	32,574.	32,574.
Kimberly-Clark Corp, 390 Sh	Mkt Val	40,739.	40,739.
VF Corp, 195 Sh	Mkt Val	48,625.	48,625.
American Express Co, 590 Sh	Mkt Val	53,531.	53,531.
Ball Corp, 1,010 Sh	Mkt Val	52,177.	52,177.
Eaton Corp PLC, 850 Sh	Mkt Val	64,702.	64,702.
Medtronic Inc, 815 Sh	Mkt Val	46,773.	46,773.
Roche Holding LTD, 585 Sh	Mkt Val	41,067.	41,067.
Rogers Communication Inc, 1,050 Sh	Mkt Val	47,513.	47,513.
Snap-On Inc, 375 Sh	Mkt Val	41,070.	41,070.
Union Pacific Corp, 355 Sh	Mkt Val	59,638.	59,638.
	Total	$ 2,006,916.	$ 2,006,916.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Amgen Inc, 3.450% 10/01/2020	Mkt Val	$ 50,781.	$ 50,781.
Bank of NY Mellon, 5.450% 5/15/2019	Mkt Val	56,531.	56,531.
BB&T Corp, 3.950% 4/29/2016	Mkt Val	26,662.	26,662.
Hewlett-Packard, 2.200% 12/01/2015	Mkt Val	51,160.	51,160.
Campbell Soup Co, 3.050% 7/15/2017	Mkt Val	52,324.	52,324.
General Electric Corp, 2.100% 1/07/2014	Mkt Val	50,003.	50,003.
Lowes Companies, 5.000% 10/15/2015	Mkt Val	53,876.	53,876.
Microsoft Corp, 3.000% 10/01/2020	Mkt Val	50,855.	50,855.
Morgan Stanley, 3.800% 4/29/2016	Mkt Val	52,833.	52,833.
	Total	$ 445,025.	$ 445,025.

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Accrued Income Receivable	Mkt Val	$ 12,680.	$ 12,680.
Templeton Global Bond, 6,529.661 Sh	Mkt Val	85,473.	85,473.
	Total	$ 98,153.	$ 98,153.

Statement 10
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
EcoTrust 2% PRI	$ 500,000.	$ 500,000.
RSF Food & Ag 1%	100,000.	100,000.
Total	$ 600,000.	$ 600,000.

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	$ 334,808.
Total	$ 334,808.

Statement 12
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Nancy G. Schaub 127 University Avenue Berkeley, CA 94710	Pres./Dir 5.00	$ 0.	$ 0.	$ 0.
Anne Schaub Watson 127 University Avenue Berkeley, CA 94710	Sect'y/Dir 2.00	0.	0.	0.
David Schaub 127 University Avenue Berkeley, CA 94710	Treas./Dir 2.00	0.	0.	0.

Statement 12 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Tim Schaub 127 University Avenue Berkeley, CA 94710	Director 2.00	$ 0.	$ 0.	$ 0.
Harald Leventhal 127 University Avenue Berkeley, CA 94710	* CFO 0.25	0.	0.	0.
Benita Kline 127 University Avenue Berkeley, CA 94710	* Asst. Secty 0.25	0.	0.	0.
* Officer only, not a director	Total	$ 0.	$ 0.	$ 0.

Statement 13
Form 990-PF, Part IX-B, Line 1
Summary of Program-Related Investments

Ecotrust 2.0% Note

The Foundation's program related investment in this note with Ecotrust, a public charity, provides the borrower with funds to help capitalize a forestland investment fund which is demonstrating a conservation based forest management strategy and producing high quality timber while significantly improving the conservation and both tribal and non-tribal community benefits of the forestland under management.

Statement 14
Form 990-PF, Part IX-B, Line 2
Summary of Program-Related Investments

Rudolph Steiner Foundation Food & Ag 1% Note

The Foundation's program related investment in this note funds lending by Rudolph Steiner Foundation, a public charity, in food and agriculture including loans to projects supporting local food systems based on sustainable agriculture.

Statement 15
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
The Land Institute 2440 E Walter Well Road Salina, KS 67401	N/A	PC	General Support	$ 35,000.
Climate Solutions 1402 Third Avenue, Suite 1305 Seattle, WA 98101	N/A	PC	West Coast Strategy for strong climate policy	25,000.
Northern Plains Resource Council 220 S. 27th Street, Ste A Billings, MT 59101	N/A	PC	General Support	25,000.
Women's Voices for the Earth 114 W Pine St Missoula, MT 59807	N/A	PC	General Support	50,000.
Occidental Arts and Ecology 15290 Coleman Road Occidental, CA 95465	N/A	PC	To support CalCAN	10,000.
Western Org of Resource Councils Ed Proj 220 S 27th Street, Ste B Billings, MT 59101	N/A	SO I	General Support	25,000.
Dishman Hills Natural Area Association 3415 South Lincoln Drive Spokane, WA 99203	N/A	PC	General Support	50,000.
Trust for Conservation Innovation 150 Post Street, Suite 342 San Francisco, CA 94108	N/A	PC	For Kitchen Table Advisors	10,000.
Threshold Foundation P.O. Box 29903 San Francisco, CA 94129	N/A	PC	Support Funding Circle program	10,000.
Gallatin Valley Farm to School PO Box 563 Bozeman, MT 59771	N/A	PC	Support for the Healthy Snack Pilot Program	1,600.
Gallatin Valley Farm to School PO Box 563 Bozeman, MT 59771	N/A	PC	To support capacity building	38,548.

Statement 15 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Community Solutions Northwest 6912 East Random Point Lane Spokane, WA 99223	N/A	PC	For the Glenrose Summer Market	$ 1,500.
Garden City Harvest 103 Hickory Street Missoula, MT 59806	N/A	PC	For Capital Campaign	20,000.
			Total	$ 301,648.

Statement 16
Form 990-PF, Part VII-B, Lines 1a(3) and 1a(4)
Statement Regarding Activities for Which Form 4720 May Be Required

Harald Leventhal and Benita Kline, as individuals, received no payment for serving as an officer (but not as directors) of the Organization. However, both are the owners of Leventhal Kline Management, Inc., which provides a full range of management & administrative services to the Organization, including accounting, insurance and risk management, purchasing and vendor management, mailing address and phone, general administrative support, and grant management & administration. The Organization's directors approved payments of $20,874.05 to Leventhal Kline Management, Inc. for services during 2013.

Form **8868**

(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868.

Electronic filing *(e-file).* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions New Priorities Foundation	Employer identification number (EIN) or 91-1805939
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 127 University Avenue	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Berkeley, CA 94710	

Enter the Return code for the return that this application is for (file a separate application for each return) . . 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Leventhal Kline Management Inc

Telephone No. ► 510-841-4123 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► [X] calendar year 20 13 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 3,911.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 8,860.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- 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	Name of exempt organization or other filer, see instructions New Priorities Foundation	Employer identification number (EIN) or 91-1805939
File by the extended due date for filing your return See instructions	Number street and room or suite number If a P O box, see instructions 127 University Avenue	Social security number (SSN)
	City, town or post office state, and ZIP code For a foreign address, see instructions Berkeley, CA 94710	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990 EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990 PF	04	Form 5227	10
Form 990 T (section 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.

- The books are in care of ► Leventhal Kline Management Inc
  Telephone No ► 510-841-4123 Fax No ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3 month extension of time until 11/15 , 20 14

5 For calendar year 2013 , or other tax year beginning ____ , 20 __ , and ending ____ , 20 __

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 The Foundation requires additional time to gather the information necessary to file a complete and accurate return.

8 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**8 a**	$ 0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8 b**	$ 8,860.
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	**8 c**	$ 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 ► EA Date ► 9/12/14