

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
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

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

C Name of organization: FOUNDATION FOR NATIONAL PROGRESS
 Doing Business As: MOTHER JONES MAGAZINE
 Number and street (or P O box if mail is not delivered to street address) Room/suite: 222 SUTTER STREET NO 600
 City or town, state or country, and ZIP + 4: SAN FRANCISCO, CA 94108

D Employer identification number: 94-2282759
E Telephone number: (415) 321-1700
G Gross receipts \$ 9,934,017

F Name and address of principal officer: MADELEINE BUCKINGHAM, 222 SUTTER STREET NO 600, SAN FRANCISCO, CA 94108

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.MOTHERJONES.COM

K Form of organization: Corporation Trust Association Other
L Year of formation: 1976
M State of legal domicile: CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities A NEWS ORG THAT SPECIALIZES IN INVESTIGATIVE, POLITICAL, AND SOCIAL JUSTICE REPORTING					
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets					
3 Number of voting members of the governing body (Part VI, line 1a)		3	22		
4 Number of independent voting members of the governing body (Part VI, line 1b)		4	18		
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)		5	92		
6 Total number of volunteers (estimate if necessary)		6	0		
7a Total unrelated business revenue from Part VIII, column (C), line 12		7a	1,329,175		
b Net unrelated business taxable income from Form 990-T, line 34		7b	-7,143		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	4,725,235	Current Year	4,236,141
	9 Program service revenue (Part VIII, line 2g)		4,666,414		5,024,000
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		837		173
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		255,050		486,722
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		9,647,536		9,747,036
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0		0
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		4,352,907		4,994,590
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0		0
	b Total fundraising expenses (Part IX, column (D), line 25) 610,279				
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		4,666,177		5,110,270
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		9,019,084		10,104,860	
19 Revenue less expenses Subtract line 18 from line 12		628,452		-357,824	
Net Assets or Fund Balances		Beginning of Current Year		End of Year	
	20 Total assets (Part X, line 16)		1,419,361		1,540,424
	21 Total liabilities (Part X, line 26)		2,608,405		3,087,292
22 Net assets or fund balances Subtract line 21 from line 20		-1,189,044		-1,546,868	

Part II Signature Block

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

Sign Here
 Signature of officer: *****
 Date: 2012-05-15
 Type or print name and title: MADELEINE BUCKINGHAM PRESIDENT/CEO

Paid Preparer's Use Only
 Preparer's signature: LYNN HENLEY
 Date: _____
 Check if self-employed:
 Preparer's taxpayer identification number (see instructions): P00356034
 Firm's name (or yours if self-employed), address, and ZIP + 4: ARMANINO MCKENNA LLP, 12667 ALCOSTA BOULEVARD SUITE 500, SAN RAMON, CA 945834427
 EIN: 94-6214841
 Phone no: (925) 790-2600

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission
 MOTHER JONES IS AN INDEPENDENT, NONPROFIT NEWS ORGANIZATION WITH A LEGACY OF SMART, FEARLESS, INVESTIGATIVE REPORTING (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 and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 6,355,041 including grants of \$) (Revenue \$ 2,185,016)

COVERING THE BELTWAY AND THE 2012 ELECTION SINCE WE LAUNCHED OUR EXPANDED 12-PERSON WASHINGTON DC BUREAU IN 2007 UNDER THE LEADERSHIP OF BUREAU CHIEF DAVID CORN, IT HAS CARVED OUT AN IMPORTANT AND EFFECTIVE NICHE IN THE BELTWAY JOURNALISM SCENE IT STANDS WITH ONE FOOT DEEP INSIDE "THE VILLAGE" (AS DC HAS COME TO BE CALLED BY PROGRESSIVE BLOGGERS) BUT ALSO WITH ONE FOOT FIRMLY ON THE OUTSIDE LOOKING IN IT'S THAT "INSIDE/OUTSIDE" STANCE THAT HELPS KEEP MOJO'S DC COVERAGE FRESH, FREE FROM THE HERD MENTALITY AND ADDICTION TO ACCESS THAT GOVERNS SO MUCH OF WHAT PASSES FOR COVERAGE OF THE NATIONAL POLITICAL SCENE THESE DAYS WITH THE MIDTERM ELECTIONS DISASTROUS FOR THE DEMOCRATS, A GROWING INFLUENCE (NOT TO MENTION CONTROVERSIAL RHETORIC) AMONG CONGRESSIONAL TEA PARTY MEMBERS, AND THE OBAMA ADMINISTRATION'S "MIXED BAG" RECORD, THESE ARE NOT THE MOST HOPEFUL TIMES FOR THOSE OF US WHO WORKED FOR REAL REFORM IN THE WAKE OF THE 2008 ELECTION INDEED, ON MATTERS OF WAR, GAY RIGHTS, CIVIL LIBERTIES, AND CLIMATE CHANGE THE OBAMA ADMINISTRATION HAS FALLEN FAR SHORT OF EXPECTATIONS, NOT TO MENTION THE LIMITED REFORMS CONTAINED IN THEIR LEGISLATIVE SUCCESSES FOR HEALTH CARE AND FINANCIAL REGULATION - AND THIS, EVEN GRANTING THE ABSOLUTIST OBSTRUCTIONISM FROM THE REPUBLICANS AND THE DIFFICULTIES OF MOVING LEGISLATION THROUGH THE SENATE NOW IS THE TIME WHEN SOLID COVERAGE OF DC POLITICS THAT GIVES READERS THE CONTEXT FOR THE DAILY NEWS CYCLE IS REALLY LED BY BUREAU CHIEF DAVID CORN, MOTHER JONES' DC-BASED REPORTERS - NICK BAUMANN AND TIM MURPHY ON CONGRESSIONAL POLITICS AND THE 2012 PRIMARIES, ANDREW KROLL ON THE INFLUENCE OF MONEY IN POLITICS, KATE SHEPPARD ON ENVIRONMENTAL ISSUES - MOTHER JONES CONTINUED TO COVER THE ADMINISTRATIONS POLICY EFFORTS AND POLITICAL FORTUNES AS WELL AS THE 2012 UPCOMING PRESIDENTIAL ELECTION SENIOR REPORTERS JAMES RIDGEWAY AND ADAM SERWER CONTINUED THEIR WORK FOCUSING ON CIVIL LIBERTIES, WHILE REPORTER STEPHANIE MENCIMER KEPT INVESTIGATING THE FAR RIGHT, FROM THE TEA PARTY TO THE REPUBLICAN PARTY

4b (Code) (Expenses \$ 456,073 including grants of \$) (Revenue \$ 456,073)

BEN BAGDIKIAN FELLOWSHIP PROGRAM ONE OF THE LARGEST AND MOST AMBITIOUS INTERNSHIP AND FELLOWSHIP PROGRAMS IN THE INDEPENDENT MEDIA WORLD, OVER THE PAST 30 YEARS, NEARLY 800 INTERNS AND FELLOWS HAVE BENEFITED FROM THIS INTENSIVE REAL WORLD TRAINING IN THE ESSENTIALS OF INVESTIGATIVE JOURNALISM GRADUATES OF THE PROGRAM CAN BE FOUND IN VIRTUALLY EVERY FACET OF AMERICAN JOURNALISM

4c (Code) (Expenses \$ 295,642 including grants of \$) (Revenue \$ 43,768)

THE CLIMATE DESK MOTHER JONES ORGANIZED AND MANAGES A FIRST-OF-ITS-KIND PARTNERSHIP DESIGNED TO COVER CLIMATE CHANGE FROM MULTIPLE PERSPECTIVES WITH A LIVELY, BROADLY POPULAR FORMAT REACHING A POTENTIAL AUDIENCE OF NEARLY 30 MILLION PEOPLE, CLIMATE DESK PARTNERS INCLUDE MOTHER JONES, THE ATLANTIC, WIRED, SLATE COM, GRIST ORG, THE CENTER FOR INVESTIGATIVE REPORTING, PBS' "NEED TO KNOW," AND AS OF FEBRUARY 2012 - THE UK GUARDIAN

(Code) (Expenses \$ 1,638,132 including grants of \$) (Revenue \$ 1,056,513)

4d Other program services (Describe in Schedule O)
 (Expenses \$ 1,638,132 including grants of \$) (Revenue \$ 1,056,513)

4e Total program service expenses \$ 8,744,888

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> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
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>		No
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>		No
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>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> <input checked="" type="checkbox"/>	Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> <input checked="" type="checkbox"/>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
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, Part I.</i>		No
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 U S? <i>If "Yes," complete Schedule F, Part II and IV.</i>		No
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 U S? <i>If "Yes," complete Schedule F, Part III and IV.</i>		No
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>		No
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>	Yes	
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>		No
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
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>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 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>	23	Yes	
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 questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	Yes	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
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>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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>	32		No
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>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34		No
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	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>	35b		No
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>	36		No
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>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No response. Includes sections for Form 1096, Form W-2G, Form W-3, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 4966, Form 501(c)(7), Form 501(c)(12), Form 4947(a)(1), and Form 501(c)(29).

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 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		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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?	Yes	
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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	Yes	
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?	Yes	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
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		No

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

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed **AK, AR, AZ, CA, CT, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI, CO, MO**
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization **MADELEINE BUCKINGHAM PRESIDENT/CEO
 222 SUTTER STREET SUITE 600
 SAN FRANCISCO, CA 94108
 (415) 321-1700**

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

Check 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, and **current** key employees 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, or 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 organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MADELEINE BUCKINGHAM CEO/PRESIDENT	37 50	X		X				159,847	0	12,798
(2) CLARA JEFFERY EDITOR-IN-CHIEF, VP	37 50	X		X				167,463	0	12,780
(3) STEVEN KATZ PUBLISHER, VP	37 50	X		X				158,037	0	15,557
(4) HARRIET BARLOW DIRECTOR	5 00	X						0	0	0
(5) NICK BAUMANN DIRECTOR	5 00	X						0	0	0
(6) JANE BUTCHER DIRECTOR	5 00	X						0	0	0
(7) ANDRE CAROTHERS DIRECTOR	5 00	X						0	0	0
(8) DIANE FILIPPI DIRECTOR	5 00	X						0	0	0
(9) SARA FRANKEL DIRECTOR	5 00	X						0	0	0
(10) DAVE GLASSCO DIRECTOR	5 00	X						0	0	0
(11) ERIK HANISCH DIRECTOR	5 00	X						0	0	0
(12) ADAM HOCHSCHILD DIRECTOR	5 00	X						0	0	0
(13) ROB MCKAY DIRECTOR	5 00	X						0	0	0
(14) RICK MELCHER DIRECTOR	5 00	X						0	0	0
(15) HOPE MORRISSETT DIRECTOR	5 00	X						0	0	0
(16) CAROLYN MUGAR DIRECTOR	5 00	X						0	0	0
(17) JON PAGELER DIRECTOR	5 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) SUSAN PRITZKER DIRECTOR	5 00	X						0	0	0
(19) KATE SHEPPARD DIRECTOR	5 00	X						0	0	0
(20) KEVIN SIMMONS DIRECTOR	5 00	X						0	0	0
(21) PHIL STRAUS DIRECTOR	5 00	X						0	0	0
(22) MONIKA BAUERLEIN EDITOR-IN-CHIEF	37 50	X		X				168,238	0	12,798
(23) KHARY BROWN INTEGRATED ADVERTISING DIR	37 50					X		156,834	0	12,669
(24) DAVID CORN DC BUREAU CHIEF	37 50					X		155,741	0	15,653
(25) AMBER HEWINS ASSOCIATE PUBLISHER	37 50					X		103,954	0	9,264
(26) TIM LUDDY CREATIVE DIRECTOR	37 50					X		112,606	0	7,254
(27) KEVIN WALTER VP, STRATEGY & BUSINESS DEVELOP	37 50					X		118,690	0	18,773
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								1,301,410	0	117,546

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 **9**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
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? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

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
ICN FULFILLMENT SERVICE 2900 VETERANS HIGHWAY BRISTOL, PA 19007	FULFILLMENT SERVICES	263,081

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**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c	26,000				
	d	Related organizations 1d					
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	4,210,141				
	g	Noncash contributions included in lines 1a-1f \$ 159,620					
	h	Total. Add lines 1a-1f		4,236,141			
Program Service Revenue			Business Code				
	2a	PROGRAM REVENUE	511120	3,707,830	3,707,830		
	b	ADVERTISING	541800	1,282,630		1,282,630	
	c	OTHER REVENUE	900099	33,540	33,540		
	d						
	e						
	f	All other program service revenue					
g	Total. Add lines 2a-2f		5,024,000				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		173		173	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties		324,863		324,863	
	6a	(i) Real		(ii) Personal			
		Gross rents	67,928				
		Less rental expenses	77,819				
		Rental income or (loss)	-9,891				
	d	Net rental income or (loss)		-9,891		-9,891	
	7a	(i) Securities		(ii) Other			
		Gross amount from sales of assets other than inventory					
		Less cost or other basis and sales expenses					
		Gain or (loss)					
	d	Net gain or (loss)					
	8a	Gross income from fundraising events (not including \$ 26,000 of contributions reported on line 1c) See Part IV, line 18					
	a		234,367				
b	Less direct expenses b	109,162					
c	Net income or (loss) from fundraising events		125,205		125,205		
9a	Gross income from gaming activities See Part IV, line 19						
a							
b	Less direct expenses b						
c	Net income or (loss) from gaming activities						
10a	Gross sales of inventory, less returns and allowances						
a							
b	Less cost of goods sold b						
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11a	ACME REVENUE	900000	46,545		46,545		
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		46,545				
12	Total revenue. See Instructions		9,747,036	3,741,370	1,329,175	440,350	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	707,518	542,870	3,625	161,023
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	3,380,873	2,804,560	349,199	227,114
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	578,507	445,930	53,706	78,871
10	Payroll taxes	327,692	266,547	33,375	27,770
11	Fees for services (non-employees)				
a	Management				
b	Legal	76,927	74,020	2,218	689
c	Accounting				
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other				
12	Advertising and promotion	16,248	15,575	673	
13	Office expenses				
14	Information technology				
15	Royalties				
16	Occupancy	449,168	419,980	1,615	27,573
17	Travel	266,321	204,359	28,148	33,814
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	49,842	38,974	8,290	2,578
20	Interest	5,910	4,423	1,113	374
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	41,757	35,378	3,057	3,322
23	Insurance	5,865	5,001	864	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	PRINTING & PUBLICATIONS	1,473,954	1,471,331	2,103	520
b	DONOR MEMBERSHIP COMM	635,193	621,063		14,130
c	CONSULTANTS	458,881	448,426	7,134	3,321
d	POSTAGE AND FREIGHT	409,982	404,750	5,232	
e					
f	All other expenses	1,220,222	941,701	249,341	29,180
25	Total functional expenses. Add lines 1 through 24f	10,104,860	8,744,888	749,693	610,279
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing		1	
	2 Savings and temporary cash investments	471,284	2	140,532
	3 Pledges and grants receivable, net	45,175	3	138,377
	4 Accounts receivable, net	674,093	4	813,650
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	124,570	9	260,616
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	864,503		
	b Less accumulated depreciation	715,964	65,529	10c 148,539
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	38,710	15	38,710
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,419,361	16	1,540,424	
Liabilities	17 Accounts payable and accrued expenses	854,837	17	1,372,289
	18 Grants payable		18	
	19 Deferred revenue	1,340,904	19	1,329,500
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	69,151	22	38,546
	23 Secured mortgages and notes payable to unrelated third parties	293,838	23	238,582
	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	49,675	25	108,375
	26 Total liabilities. Add lines 17 through 25	2,608,405	26	3,087,292
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-1,728,113	27	-2,018,932
	28 Temporarily restricted net assets	539,069	28	472,064
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	-1,189,044	33	-1,546,868	
34 Total liabilities and net assets/fund balances	1,419,361	34	1,540,424	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	9,747,036
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,104,860
3	Revenue less expenses Subtract line 2 from line 1	3	-357,824
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-1,189,044
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	-1,546,868

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

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

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

- 1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
 (ii) a family member of a person described in (i) above?
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV.) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	

16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2010. If the organization did not check the 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—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	5,096,507	6,381,223	4,774,824	4,725,235	4,236,141	25,213,930
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	2,443,765	2,621,994	3,456,262	3,818,087	3,975,737	16,315,845
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	7,540,272	9,003,217	8,231,086	8,543,322	8,211,878	41,529,775
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	2,689,196	2,794,338	2,578,625	2,753,096	2,315,964	13,131,219
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year			689,720	198,644	87,946	976,310
c Add lines 7a and 7b	2,689,196	2,794,338	3,268,345	2,951,740	2,403,910	14,107,529
8 Public Support (Subtract line 7c from line 6)						27,422,246

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	7,540,272	9,003,217	8,231,086	8,543,322	8,211,878	41,529,775
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	369,968	374,295	280,265	375,466	392,964	1,792,958
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	369,968	374,295	280,265	375,466	392,964	1,792,958
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	481,695	472,193	228,691	365,113	-2,102	1,545,590
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12)	8,391,935	9,849,705	8,740,042	9,283,901	8,602,740	44,868,323
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	61.120 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	66.250 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	4.000 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	4.140 %

- 19a 33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization FOUNDATION FOR NATIONAL PROGRESS

Employer identification number 94-2282759

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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?

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, Protection of natural habitat, Preservation of open space, Preservation of an historically importantly land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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?

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 170(h)(4)(B)(ii)?

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

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

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

b If the organization elected, as permitted under SFAS 116, 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 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 accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

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

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

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

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

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

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

	Amount
1c	
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 XIV

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance					
b Contributions					
c Investment earnings or 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 year end balance held as

- a** Board designated or quasi-endowment ▶
- b** Permanent endowment ▶
- c** Term endowment ▶

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

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		258,838	201,742	57,096
d Equipment		190,858	171,592	19,266
e Other		414,807	342,630	72,177
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				148,539

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		
Other		
Total. (Column (b) should 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
Total. (Column (b) should equal Form 990, Part X, col (B) line 13)		

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

(a) Description	(b) Book value
Total. (Column (b) should 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) Amount
Federal Income Taxes	
DEFERRED RENT	108,375
Total. (Column (b) should equal Form 990, Part X, col (B) line 25)	108,375

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	9,747,036
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	10,104,860
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-357,824
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-357,824

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

1	Total revenue, gains, and other support per audited financial statements	1	9,934,017
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	186,981
e	Add lines 2a through 2d	2e	186,981
3	Subtract line 2e from line 1	3	9,747,036
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	9,747,036

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

1	Total expenses and losses per audited financial statements	1	10,291,841
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	186,981
e	Add lines 2a through 2d	2e	186,981
3	Subtract line 2e from line 1	3	10,104,860
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	10,104,860

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE FOUNDATION HAS EVALUATED ITS CURRENT TAX POSITIONS AND HAS CONCLUDED THAT AS OF DECEMBER 31, 2011, THE FOUNDATION DOES NOT HAVE ANY SIGNIFICANT UNCERTAIN TAX POSITIONS FOR WHICH A RESERVE WOULD BE NECESSARY
PART XII, LINE 2D - OTHER ADJUSTMENTS		SPECIAL EVENT EXPENSES 109,162 RENTAL EXPENSES 77,819
PART XIII, LINE 2D - OTHER ADJUSTMENTS		SPECIAL EVENT EXPENSES 109,162 RENTAL EXPENSES 77,819

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2011

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

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

Department of the Treasury Internal Revenue Service

Name of the organization FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

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

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions? (Yes/No), (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization.

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

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		BEARING WITNESS (event type)	NEW YORK EVENT (event type)	1 (total number)	(Add col (a) through col (c))
Revenue	1 Gross receipts	233,967	14,350	12,050	260,367
	2 Less Charitable contributions	26,000	0	0	26,000
	3 Gross income (line 1 minus line 2)	207,967	14,350	12,050	234,367
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs	8,017			8,017
	7 Food and beverages	28,119		3,455	31,574
	8 Entertainment				
	9 Other direct expenses	65,560	1,400	2,611	69,571
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(109,162)
11 Net income summary Combine lines 3 and 10 in column (d) ▶				125,205	

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
7 Direct expense summary Add lines 2 through 5 in column (d) ▶				()	
8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶					

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

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

b If "No," Explain _____

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

b If "Yes," Explain _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a
b An outside facility	13b

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

Part I Questions Regarding Compensation

Yes No

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items

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

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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 organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply

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

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 501(c)(3) and 501(c)(4) organizations only 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 Regs 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	Yes	
4a		No
4b		No
4c		No
5a	Yes	
5b		No
6a		No
6b		No
7		No
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) MADELEINE BUCKINGHAM	(i)	159,847	0	0	0	12,798	172,645	0
	(ii)	0	0	0	0	0	0	0
(2) CLARA JEFFERY	(i)	167,463	0	0	0	12,780	180,243	0
	(ii)	0	0	0	0	0	0	0
(3) STEVEN KATZ	(i)	158,037	0	0	0	15,557	173,594	0
	(ii)	0	0	0	0	0	0	0
(4) MONIKA BAUERLEIN	(i)	168,238	0	0	0	12,798	181,036	0
	(ii)	0	0	0	0	0	0	0
(5) KHARY BROWN	(i)	142,136	14,698	0	0	12,669	169,503	0
	(ii)	0	0	0	0	0	0	0
(6) DAVID CORN	(i)	155,741	0	0	0	15,653	171,394	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
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Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

Open to Public Inspection

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

Department of the Treasury
Internal Revenue Service

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

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on 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, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1) ADAM HOCHSCHILD LOAN WAS MADE TO ORGANIZATION TO HELP WITH CASH FLOW	X		12,000	3,018		No	Yes		Yes	
(2) ERIK HANISCH LOAN WAS MADE TO ORGANIZATION TO HELP WITH CASH FLOW	X		20,000	5,030		No	Yes		Yes	
(3) HARRIET BARLOW LOAN WAS MADE TO ORGANIZATION TO HELP WITH CASH FLOW	X		5,000	1,081		No	Yes		Yes	
(4) MARK NORTH LOAN WAS MADE TO ORGANIZATION TO HELP WITH CASH FLOW	X		10,000	2,515		No	Yes		Yes	
(5) PHIL STRAUS LOAN WAS MADE TO ORGANIZATION TO HELP WITH CASH FLOW	X		100,000	26,902		No	Yes		Yes	
Total ▶ \$				38,546						

Part III Grants or Assistance Benefitting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

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

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
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**SCHEDULE M
(Form 990)**

NonCash Contributions

OMB No 1545-0047

2011

Open to Public Inspection

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

Department of the Treasury
Internal Revenue Service

Name of the organization
FOUNDATION FOR NATIONAL PROGRESS

Employer identification number
94-2282759

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	3	159,620	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	Yes	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?		No
b If "Yes," describe in Part II		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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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 to provide any additional information.
▶ **Attach to Form 990 or 990-EZ.**

2011

Open to Public Inspection

Name of the organization
FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	PHIL STRAUSS, CO-CHAIR, AND JANE BUTCHER, DIRECTOR, ARE COUSINS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	PURSUANT TO THE FOUNDATION FOR NATIONAL PROGRESS' DBA MOTHER JONES MAGAZINE'S BY LAWS, THIS CORPORATION SHALL HAVE POWERS TO THE FULL EXTENT ALLOWED BY LAW ALL POWERS AND ACTIVITIES OF THIS CORPORATION SHALL BE EXERCISED AND MANAGED BY THE BOARD OF DIRECTORS OF THIS CORPORATION DIRECTLY OR, IF DELEGATED, UNDER THE ULTIMATE DIRECTION OF THE BOARD

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	<p>PURSUANT TO THE FOUNDATION FOR NATIONAL PROGRESS' DBA MOTHER JONES MAGAZINE'S BYLAWS, THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN TEN (10) NOR MORE THAN THIRTY (30), WITH THE EXACT NUMBER OF AUTHORIZED DIRECTORS TO BE FIXED FROM TIME TO TIME BY RESOLUTION AND THE BOARD OF DIRECTORS AT ALL TIMES, NOT MORE THAN 49% OF THE DIRECTORS OF THIS CORPORATION MAY BE INTERESTED PERSONS AN INTERESTED PERSON MEANS EITHER (A) ANY PERSON CURRENTLY BEING COMPENSATED BY THIS CORPORATION FOR SERVICES RENDERED TO IT WITHIN THE PREVIOUS TWELVE MONTHS, WHETHER A FULL-TIME OR PART-TIME EMPLOYEE, INDEPENDENT CONTRACTOR, OR OTHERWISE, EXCLUDING ANY REASONABLE COMPENSATION PAID TO A DIRECTOR IN HIS OR HER CAPACITY AS A DIRECTOR, OR (B) ANY BROTHER, SISTER, ANCESTOR, DESCENDANT, SPOUSE, BROTHER-IN-LAW, SISTER-IN-LAW, SON-IN-LAW, DAUGHTER-IN-LAW, MOTHER-IN-LAW, OR FATHER-IN-LAW, OF ANY SUCH PERSON SELECTION AND TERM OF OFFICE OF DIRECTORS THE DIRECTORS OF THIS CORPORATION SHALL BE SELECTED AND SET FORTH BELOW EACH DIRECTOR, HOWEVER SELECTED, SHALL HOLD OFFICE UNTIL A SUCCESSOR HAS BEEN SELECTED DIRECTORS MAY BE SELECTED TO SERVE ANY NUMBER OF CONSECUTIVE TERMS FOUR (4) OR FIVE (5) OF THE DIRECTORS SHALL BE DESIGNATED AS FOLLOWS THOSE INDIVIDUALS EMPLOYED BY THIS CORPORATION AS PUBLISHER AND EDITOR(S)-IN-CHIEF ARE DESIGNATED TO SERVE AS DIRECTORS DURING THE RESPECTIVE TERMS OF THEIR EMPLOYMENT TWO (2) DIRECTORS SHALL BE DESIGNATED BY A MAJORITY VOTE OF THOSE EMPLOYEES OF THIS CORPORATION, EXCLUDING THE PUBLISHER AND EDITOR(S)-IN-CHIEF WHO HAVE RECEIVED SALARIES FOR AT LEAST FOUR-FIFTHS (4/5) TIME FOR AT LEAST THIRTY (30) DAYS PRIOR TO THE DATE OF DESIGNATION EACH EMPLOYEE-DESIGNATED DIRECTOR SHALL BE DESIGNATED FOR A TERM OF ONE (1) YEAR THE REMAINDER OF THE DIRECTORS SHALL BE ELECTED BY THE DIRECTORS THEN IN OFFICE NONE OF THE ELECTED DIRECTORS MAY BE AN "INTERESTED PERSON," AS DEFINED ABOVE EACH DIRECTOR SHALL BE ELECTED TO A TERM OF THREE (3) YEARS VACANCIES A VACANCY SHALL BE DEEMED TO EXIST ON THE BOARD IN THE EVENT THAT THE ACTUAL NUMBER OF DIRECTORS IS LESS THAN THE AUTHORIZED NUMBER FOR ANY REASON A VACANCY SHALL BE DEEMED TO EXIST IF ANY EMPLOYEE-DESIGNATED DIRECTOR IS SEPARATED FROM EMPLOYMENT WITH THIS CORPORATION VACANCIES SHALL BE FILLED, FOR THE UNEXPIRED PORTION OF THE TERM, IN THE SAME MANNER AS THE SEAT BEING VACATED RESIGNATION AND REMOVAL RESIGNATIONS SHALL BE EFFECTIVE UPON RECEIPT IN WRITING BY THE SECRETARY OR PRESIDENT OF THIS CORPORATION, UNLESS A LATER EFFECTIVE DATE IS SPECIFIED IN THE RESIGNATION ANY DIRECTOR MAY BE REMOVED AT ANY TIME, WITH OR WITHOUT CAUSE IN THE SAME MANNER AS SUCH DIRECTOR WAS DESIGNATED OR ELECTED ANY DIRECTOR WHO FAILS TO ATTEND TWO CONSECUTIVE BOARD MEETINGS SHALL BE REMOVED FROM THE BOARD UNLESS THE BOARD CONCLUDES THAT THE DIRECTOR WAS ABSENT FOR REASONS THAT JUSTIFY A WAIVER OF THIS PROVISION</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	PURSUANT TO THE FOUNDATION FOR NATIONAL PROGRESS' DBA MOTHER JONES MAGAZINE'S BYLAWS, THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN TEN (10) NOR MORE THAN THIRTY (30), WITH THE EXACT NUMBER OF AUTHORIZED DIRECTORS TO BE FIXED FROM TIME TO TIME BY RESOLUTION AND THE BOARD OF DIRECTORS AT ALL TIMES, NOT MORE THAN 49% OF THE DIRECTORS OF THIS CORPORATION MAY BE INTERESTED PERSONS AN INTERESTED PERSON MEANS EITHER THE BOARD OF DIRECTORS OF THE FOUNDATION FOR NATIONAL PROGRESS, DBA MOTHER JONES MAGAZINE APPROVED THE FORMATION OF A FINANCIAL AUDIT COMMITTEE AND A FINANCE COMMITTEE IN KEEPING WITH THE CORPORATION'S BYLAWS THAT STATE THE BOARD OF DIRECTORS MAY, BY RESOLUTION ADOPTED BY A MAJORITY OF THE DIRECTORS THEN IN OFFICE, CREATE ANY NUMBER OF BOARD COMMITTEES, EACH CONSISTING OF TWO OR MORE DIRECTORS, TO SERVE AT THE PLEASURE OF THE BOARD APPOINTMENTS TO ANY BOARD COMMITTEE SHALL BE MADE BY ANY METHOD DETERMINED BY A MAJORITY VOTE OF THE DIRECTORS THEN IN OFFICE BOARD COMMITTEES MAY BE GIVEN ALL THE AUTHORITY OF THE BOARD, EXCEPT FOR THE POWER TO (A) SET THE NUMBER OF DIRECTORS WITHIN A RANGE SPECIFIED IN THESE BYLAWS, (B) FILL VACANCIES ON THE BOARD OF DIRECTORS OR ON ANY BOARD COMMITTEE, (C) ELECT DIRECTORS OR REMOVE ANY DIRECTOR WITHOUT CAUSE, (D) FIX COMPENSATION OF DIRECTORS FOR SERVING ON THE BOARD OR ANY BOARD COMMITTEE, (E) AMEND OR REPEAL THESE BYLAWS OR ADOPT NEW BYLAWS, (F) ADOPT AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THIS CORPORATION, (G) AMEND OR REPEAL ANY RESOLUTION OF THE BOARD OF DIRECTORS WHICH BY ITS EXPRESS TERMS IS NOT SO AMENABLE OR REPEALABLE, (H) CREATE ANY OTHER BOARD COMMITTEES OR APPOINT THE MEMBERS OF ANY BOARD COMMITTEES, OR (I) APPROVE ANY MERGER, REORGANIZATION, VOLUNTARY DISSOLUTION, OR DISPOSITION OF SUBSTANTIALLY ALL OF THE ASSETS OF THIS CORPORATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	<p>PURSUANT TO THE CORPORATION'S CONFLICT OF INTEREST POLICY, AND TO ENSURE THE FOUNDATION OPERATES IN A MANNER CONSISTENT WITH ITS EDUCATIONAL PURPOSES AND THAT IT DOES NOT ENGAGE IN ACTIVITIES THAT COULD JEOPARDIZE ITS STATUS AS AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX, PERIOD REVIEWS SHALL BE CONDUCTED BY THE DEPARTMENT SUPERVISOR (RELEVANT TO THE TRANSACTION OR ARRANGEMENT), PUBLISHER, CEO, CFO, AND BOARD DIRECTORS AUDIT COMMITTEE. THE PERIODIC REVIEWS SHALL, AT A MINIMUM, OCCUR ANNUALLY AND SHALL INCLUDE THE FOLLOWING SUBJECTS * WHETHER COMPENSATION ARRANGEMENTS AND BENEFITS ARE REASONABLE AND ARE AS THE RESULT OF ARMS-LENGTH BARGAINING * WHETHER ACQUISITIONS OF SERVICES RESULT IN INUREMENT OR IMPERMISSIBLE PRIVATE BENEFIT * WHETHER TRANSACTIONS AND ARRANGEMENTS WITH VENDORS AND OTHER ORGANIZATIONS CONFORM TO WRITTEN POLICIES, ARE PROPERLY RECORDED, REFLECT REASONABLE PAYMENTS FOR GOODS AND SERVICES, FURTHER THE FOUNDATION'S EDUCATIONAL PURPOSES, AND DO NOT RESULT IN INUREMENT OR IMPERMISSIBLE PRIVATE BENEFIT * WHETHER AGREEMENTS WITH EMPLOYEES AND THIRD PARTY PAYORS FURTHER THE FOUNDATIONS EDUCATIONAL PURPOSES AND DO NOT RESULT IN INUREMENT OR IMPERMISSIBLE PRIVATE BENEFIT IN CONDUCTING THESE PERIODIC REVIEWS, THE FOUNDATION MAY, BUT NEED NOT, USE OUTSIDE ADVISORS IF OUTSIDE EXPERTS ARE USED, THEIR USE SHALL NOT RELIEVE THE FOUNDATION OF ITS RESPONSIBILITY FOR ENSURING THAT PERIODIC REVIEWS ARE CONDUCTED</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE FOUNDATION FOR NATIONAL PROGRESS PROVIDES A COPY OF FORMS 990 AND 990-T FOR PUBLIC INSPECTION ON REQUEST (DISTRIBUTED EITHER THROUGH THE U S POSTAL OFFICE OR AS A PDF DOCUMENT ATTACHED TO AN EMAIL) ADDITIONALLY, THE FOUNDATION FOR NATIONAL PROGRESS PROVIDES GUIDESTAR (A PUBLIC NON-PROFIT TRACKING WEB SITE) A COPY OF FORMS 990 AND 990-T FOR PUBLIC INSPECTION FURTHER, THE FOUNDATION'S WEBSITE, MOTHERJONES.COM PUBLISHES THE FOUNDATION'S MOST CURRENT ANNUAL AUDITED FINANCIAL STATEMENTS FOR PUBLIC INSPECTION ADDITIONALLY, THE FOUNDATION PROVIDES A COPY OF THE ANNUAL AUDIT UPON REQUEST

Identifier	Return Reference	Explanation
ALL OTHER FUNCTIONAL EXPENSES	FORM 990, PART X, LINE 24E	<p>FULFILLMENT PROGRAM SERVICE EXPENSES 248,658 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 248,658</p> <p>INTERNS PROGRAM SERVICE EXPENSES 174,474 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 174,474</p> <p>TELEPHONE AND ONLINE SERVICES PROGRAM SERVICE EXPENSES 141,151 MANAGEMENT AND GENERAL EXPENSES 11,882 FUNDRAISING EXPENSES 10,438 TOTAL EXPENSES 163,471</p> <p>COMMISSIONS PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 136,983 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 136,983</p> <p>PROMOTIONS PROGRAM SERVICE EXPENSES 61,996 MANAGEMENT AND GENERAL EXPENSES 46,702 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 108,698</p> <p>SOFTWARE LICENSING PROGRAM SERVICE EXPENSES 84,785 MANAGEMENT AND GENERAL EXPENSES 1,212 FUNDRAISING EXPENSES 4,722 TOTAL EXPENSES 90,719</p> <p>OTHER PROGRAM SERVICE EXPENSES 73,600 MANAGEMENT AND GENERAL EXPENSES -2,994 FUNDRAISING EXPENSES 2,173 TOTAL EXPENSES 72,779</p> <p>SUPPLIES PROGRAM SERVICE EXPENSES 35,866 MANAGEMENT AND GENERAL EXPENSES 8,788 FUNDRAISING EXPENSES 7,060 TOTAL EXPENSES 51,714</p> <p>BANK CHARGES PROGRAM SERVICE EXPENSES 41,239 MANAGEMENT AND GENERAL EXPENSES 4,136 FUNDRAISING EXPENSES 2,277 TOTAL EXPENSES 47,652</p> <p>WEBSITE HOSTING PROGRAM SERVICE EXPENSES 40,985 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 40,985</p> <p>RESEARCH AND REPORTS PROGRAM SERVICE EXPENSES 7,092 MANAGEMENT AND GENERAL EXPENSES 30,112 FUNDRAISING EXPENSES 60 TOTAL EXPENSES 37,264</p> <p>EQUIPMENT RENTAL PROGRAM SERVICE EXPENSES 27,841 MANAGEMENT AND GENERAL EXPENSES 3,862 FUNDRAISING EXPENSES 2,062 TOTAL EXPENSES 33,765</p> <p>REPAIRS AND MAINTENANCE PROGRAM SERVICE EXPENSES 630 MANAGEMENT AND GENERAL EXPENSES 7,929 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 8,559</p> <p>TAXES PROGRAM SERVICE EXPENSES 2,883 MANAGEMENT AND GENERAL EXPENSES 727 FUNDRAISING EXPENSES 243 TOTAL EXPENSES 3,853</p> <p>BOOKS AND SUBSCRIPTIONS PROGRAM SERVICE EXPENSES 501 MANAGEMENT AND GENERAL EXPENSES 2 FUNDRAISING EXPENSES 145 TOTAL EXPENSES 648</p>

Identifier	Return Reference	Explanation
		FORM 990, PART XII, LINE 2C THIS PROCESS HAS NOT CHANGED FROM PRIOR YEAR

Identifier	Return Reference	Explanation
		<p>FORM 990, PART III, LINE 1 SINCE 1975, MOTHER JONES HAS BEEN THE FLAGSHIP PROJECT OF THE NONPROFIT FOUNDATION FOR NATIONAL PROGRESS ITS MISSION TO PRODUCE REVELATORY JOURNALISM THAT IN ITS POWER AND REACH SEEKS TO INFORM AND INSPIRE A MORE JUST AND DEMOCRATIC WORLD, WITH A PARTICULAR EMPHASIS, AS CO-FOUNDER ADAM HOCHSCHILD PUT IT SOME YEARS AGO, ON INVESTIGATIONS OF THE GREAT UNELECTED POWER WIELDERS OF OUR TIME CORPORATIONS THAT SPAN THE GLOBE, ATTEMPT TO SHAPE OUR DEMOCRACY TO THEIR ENDS, AND DOMINATE THE PUBLIC DISCOURSE. NOMINATED FOR MORE THAN A DOZEN AWARDS IN 2011 FOR OUTSTANDING EDITORIAL AND BUSINESS OPERATIONS, MOTHER JONES' REPORTING HAS DRIVEN DRAMATIC GROWTH IN AUDIENCE - NOW REACHING MORE THAN 750,000 READERS IN PRINT AND MORE THAN 3 MILLION PEOPLE ONLINE EACH MONTH, DOUBLE THAT OF THE PREVIOUS YEAR MOTHER JONES IS SUCCESSFULLY MAKING THE TRANSITION TO THE CONTEMPORARY WORLD OF MULTI-PLATFORM, DIGITAL PUBLISHING, AND WITH THAT, IT IS REACHING A YOUNGER, ENGAGED, AND INCREASINGLY INFLUENTIAL COMMUNITY OF READERS THIS GROWTH IN AUDIENCE MATCHED AN UNPRECEDENTED WAVE OF BREAKING EXPOSES, VIRAL CONTENT, AND AS-IT-HAPPENS REPORTING FROM OUR REPORTERS IN THE FIELD FROM CONGO AND UGANDA TO WISCONSIN, WALL STREET, AND WASHINGTON DC OUR EXPOSES ON RIGHT-WING ATTACKS ON WOMEN, THE THREAT OF HIDDEN CORPORATE MONEY ON OUR DEMOCRACY, THE ATTACK ON CLIMATE CHANGE SCIENCE, HUMAN RIGHTS VIOLATIONS AT HOME AND ABROAD, AND THE INTERSECTION OF FOOD & POLITICS, HELP GIVE PEOPLE THE FACTS THEY NEED TO TAKE ACTION THAT GETS RESULTS</p>

Additional Data

Software ID:

Software Version:

EIN: 94-2282759

Name: FOUNDATION FOR NATIONAL PROGRESS

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses \$	1,638,132	including grants of \$) (Revenue \$	1,056,513)
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