

PUBLIC DISCLOSURE COPY

PLEASE FILE IN A SAFE PLACE

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Return of Organization Exempt From Income Tax

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

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

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


B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization FOUNDATION FOR NATIONAL PROGRESS Doing Business As MOTHER JONES MAGAZINE		D Employer identification number 94-2282759
	Number and street (or P.O. box if mail is not delivered to street address) 222 SUTTER STREET		E Telephone number 415-321-1700
	Room/suite 600	G Gross receipts \$ 9,934,017.	
	City or town, state or country, and ZIP + 4 SAN FRANCISCO, CA 94108		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: MADELEINE BUCKINGHAM SAME AS C ABOVE			
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.MOTHERJONES.COM			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1976
			M State of legal domicile: CA

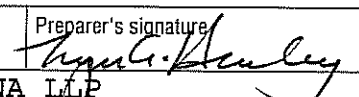
Part I Summary

Activities & Governance	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)	22	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	18	
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	92	
	6	Total number of volunteers (estimate if necessary)	0	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	1,329,175.	
	7b	Net unrelated business taxable income from Form 990-T, line 34	-7,143.	
Revenue			Prior Year	Current Year
	8	Contributions and grants (Part VIII, line 1h)	4,725,235.	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 **5/14/12**
 ▶ **MADELEINE BUCKINGHAM, PRESIDENT/CEO**
 Type or print name and title

Paid Preparer Use Only	Print/Type preparer's name LYNN HENLEY	Preparer's signature 	Date 5/14/12	Check if self-employed <input type="checkbox"/>	PTIN P00356034
	Firm's name ▶ ARMANINO MCKENNA LLP	Firm's EIN ▶ 94-6214841		Phone no. 925-790-2600	
Firm's address ▶ 12667 ALCOSTA BOULEVARD, SUITE 500		SAN RAMON, CA 94583-4427			

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 [X]

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 [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

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.

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 O AS OF FEBRUARY 2012 - THE UK GUARDIAN.

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"/>	<input type="checkbox"/>
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 type="checkbox"/>	<input checked="" type="checkbox"/>
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 type="checkbox"/>	<input checked="" type="checkbox"/>
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 type="checkbox"/>	<input checked="" type="checkbox"/>
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 type="checkbox"/>	<input checked="" type="checkbox"/>
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 type="checkbox"/>	<input checked="" type="checkbox"/>
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"/>	<input type="checkbox"/>
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 type="checkbox"/>	<input checked="" type="checkbox"/>
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 type="checkbox"/>	<input checked="" type="checkbox"/>
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 type="checkbox"/>	<input checked="" type="checkbox"/>
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"/>	<input type="checkbox"/>
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"/>	<input type="checkbox"/>
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"/>	<input type="checkbox"/>
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 type="checkbox"/>	<input checked="" type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>	<input type="checkbox"/>	<input type="checkbox"/>

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form table with columns for question number, description, and Yes/No checkboxes. Includes sub-questions 1a-14b.

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a	22	
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b	18	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

	Yes	No
10a		X
b		
10b		
11a	X	
b		
11a	X	
12a	X	
b	X	
12b	X	
c	X	
12c	X	
13	X	
14	X	
15		
a		X
15a		X
b		X
15b		X
16a		X
b		
16b		

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**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **MADELEINE BUCKINGHAM, PRESIDENT/CEO - 415-321-1700**
222 SUTTER STREET, SUITE 600, SAN FRANCISCO, CA 94108

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) 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.
1b Sub-total								1,182,720.	0.	98,773.
c Total from continuation sheets to Part VII, Section A								118,690.	0.	18,773.
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? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ICN FULFILLMENT SERVICE 2900 VETERAN'S 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**

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(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			
(27) KEVIN WALTER VP, STRATEGY & BUSINESS DEVELOP	37.50					X		118,690.	0.	18,773.
Total to Part VII, Section A, line 1c								118,690.		18,773.

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	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	2 a PROGRAM REVENUE	Business Code 511120	3,707,830.	3,707,830.			
	b ADVERTISING	541800	1,282,630.		1282630.		
	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.	
	6 a Gross rents	(i) Real	67,928.				
		(ii) Personal					
		b Less: rental expenses	77,819.				
		c Rental income or (loss)	-9,891.				
	d Net rental income or (loss)		-9,891.			-9,891.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
	d Net gain or (loss)						
8 a Gross income from fundraising events (not including \$ 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.	
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a 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.	1329175.	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 accruals and 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 services. 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 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e 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 All other expenses SEE SCH O	1,220,222.	941,701.	249,341.	29,180.
25 Total functional expenses. Add lines 1 through 24e	10,104,860.	8,744,888.	749,693.	610,279.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing		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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	124,570.	9	260,616.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 864,503.		
	b	Less: accumulated depreciation	10b 715,964.	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	1,369,808.
	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	41,027.
	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?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
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 separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization 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 Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
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 section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5096507.	6381223.	4774824.	4725235.	4236141.	25213930.
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	2443765.	2621994.	3456262.	3818087.	3975737.	16315845.
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	7540272.	9003217.	8231086.	8543322.	8211878.	41529775.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	2689196.	2794338.	2578625.	2753096.	2315964.	13131219.
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	2689196.	2794338.	3268345.	2951740.	2403910.	14107529.
8 Public support (Subtract line 7c from line 6.)						27422246.

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	7540272.	9003217.	8231086.	8543322.	8211878.	41529775.
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.	1792958.
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.	1792958.
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.	1545590.
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.)	8391935.	9849705.	8740042.	9283901.	8602740.	44868323.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<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	61.12 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	66.25 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	4.00 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	4.14 %

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

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

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

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2011 Open to Public Inspection

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 3 columns: Question number, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

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

Form for Part II Conservation Easements, including questions 1-9 and a table for 'Held at the End of the Tax Year' with rows 2a-2d.

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

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

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets, including questions 1a-2b.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	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 through 1e. (Column (d) must 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		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

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

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT	108,375.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must 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 Audited 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 through 8	9	
10	Excess or (deficit) for the year per audited 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 must 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 must 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, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: 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 XIV Supplemental Information (continued)

TOTAL TO SCHEDULE D, PART XII, LINE 2D 186,981.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES 109,162.

RENTAL EXPENSES 77,819.

TOTAL TO SCHEDULE D, PART XIII, LINE 2D 186,981.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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.

OMB No. 1545-0047

2011

Open To Public
Inspection

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. Form 990-EZ filers are not required to complete this part.

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

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

2 a 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.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(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
		Yes	No			
Total						

3 List all states in which the organization is registered or licensed to solicit contributions 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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		BEARING WITNESS (event type)	NEW YORK EVENT (event type)	1 (total number)		
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	Noncash 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 line 3, column (d), and line 10				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	Noncash 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 line 1, column d, and line 7			

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 Enter 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 of the third party:

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 to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (ii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

Part I Questions Regarding Compensation

	Yes	No
<p>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.</p> <p> <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Travel for companions <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) </p>		
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b	
<p>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?</p>	2	X
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.</p> <p> <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 </p>		
<p>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:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4a	X
	4b	X
	4c	X
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p>		
<p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5a	X
	5b	X
<p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6a	X
	6b	X
<p>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</p>	7	X
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	X
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9	

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

Schedule J (Form 990) 2011

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

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

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

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

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-0047

2011

Open To Public
Inspection

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

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
	ADAM HOCHSCHILD -	X				12,000.	3,018.		X	X
ERIK HANISCH - LO	X		20,000.	5,030.		X	X		X	
HARRIET BARLOW -	X		5,000.	1,081.		X	X		X	
MARK NORTH - LOAN	X		10,000.	2,515.		X	X		X	
PHIL STRAUS - LOA	X		100,000.	26,902.		X	X		X	
Total				▶ \$	38,546.					

Part III Grants or Assistance Benefiting 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 and type of assistance

SEE PART V FOR CONTINUATIONS

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

Part V Supplemental Information

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

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

(A) NAME OF PERSON: ADAM HOCHSCHILD

(A) PURPOSE OF LOAN: LOAN WAS MADE TO ORGANIZATION TO HELP WITH CASH FLOW

(B) LOAN TO OR FROM ORGANIZATION? = TO

(C) ORIGINAL PRINCIPAL AMOUNT \$ 12,000. (D) BALANCE DUE \$ 3,018.

(E) LOAN IN DEFAULT? = NO

(F) APPROVED BY BOARD OR COMMITTEE? = YES

(G) WRITTEN AGREEMENT? = YES

(A) NAME OF PERSON: ERIK HANISCH

(A) PURPOSE OF LOAN: LOAN WAS MADE TO ORGANIZATION TO HELP WITH CASH FLOW

(B) LOAN TO OR FROM ORGANIZATION? = TO

(C) ORIGINAL PRINCIPAL AMOUNT \$ 20,000. (D) BALANCE DUE \$ 5,030.

(E) LOAN IN DEFAULT? = NO

(F) APPROVED BY BOARD OR COMMITTEE? = YES

(G) WRITTEN AGREEMENT? = YES

(A) NAME OF PERSON: HARRIET BARLOW

(A) PURPOSE OF LOAN: LOAN WAS MADE TO ORGANIZATION TO HELP WITH CASH FLOW

(B) LOAN TO OR FROM ORGANIZATION? = TO

Part V Supplemental Information

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

(C) ORIGINAL PRINCIPAL AMOUNT \$ 5,000. (D) BALANCE DUE \$ 1,081.

(E) LOAN IN DEFAULT? = NO

(F) APPROVED BY BOARD OR COMMITTEE? = YES

(G) WRITTEN AGREEMENT? = YES

(A) NAME OF PERSON: MARK NORTH

(A) PURPOSE OF LOAN: LOAN WAS MADE TO ORGANIZATION TO HELP WITH CASH FLOW

(B) LOAN TO OR FROM ORGANIZATION? = TO

(C) ORIGINAL PRINCIPAL AMOUNT \$ 10,000. (D) BALANCE DUE \$ 2,515.

(E) LOAN IN DEFAULT? = NO

(F) APPROVED BY BOARD OR COMMITTEE? = YES

(G) WRITTEN AGREEMENT? = YES

(A) NAME OF PERSON: PHIL STRAUS

(A) PURPOSE OF LOAN: LOAN WAS MADE TO ORGANIZATION TO HELP WITH CASH FLOW

(B) LOAN TO OR FROM ORGANIZATION? = TO

(C) ORIGINAL PRINCIPAL AMOUNT \$ 100,000. (D) BALANCE DUE \$ 26,902.

(E) LOAN IN DEFAULT? = NO

(F) APPROVED BY BOARD OR COMMITTEE? = YES

(G) WRITTEN AGREEMENT? = YES

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash 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?		X
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?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011
Open to Public
Inspection

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number
94-2282759

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

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 ADMINISTRATION'S 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.

FORM 990, PART VI, SECTION A, LINE 2: PHIL STRAUSS, CO-CHAIR, AND JANE

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number
94-2282759

BUTCHER, DIRECTOR, ARE COUSINS.

FORM 990, PART VI, SECTION A, LINE 6: PURSUANT TO THE FOUNDATION FOR NATIONAL PROGRESS' DBA MOTHER JONES MAGAZINE'S BYLAWS, 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.

FORM 990, PART VI, SECTION A, LINE 7A: 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.

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

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.

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

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.

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

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

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.

FORM 990, PART VI, SECTION B, LINE 12C: 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 DIRECTOR'S 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 ARM'S-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

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

EDUCATIONAL PURPOSES, AND DO NOT RESULT IN INUREMENT OR IMPERMISSIBLE PRIVATE BENEFIT.

* WHETHER AGREEMENTS WITH EMPLOYEES AND THIRD PARTY PAYORS FURTHER THE FOUNDATION'S 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.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

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

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.

FORM 990, PART IX, LINE 24E, ALL OTHER FUNCTIONAL EXPENSES:

FULFILLMENT:

PROGRAM SERVICE EXPENSES

248,658.

Name of the organization FOUNDATION FOR NATIONAL PROGRESS	Employer identification number 94-2282759
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MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 248,658.

INTERNS:

PROGRAM SERVICE EXPENSES 174,474.

MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 174,474.

TELEPHONE AND ONLINE SERVICES:

PROGRAM SERVICE EXPENSES 141,151.

MANAGEMENT AND GENERAL EXPENSES 11,882.

FUNDRAISING EXPENSES 10,438.

TOTAL EXPENSES 163,471.

COMMISSIONS:

PROGRAM SERVICE EXPENSES 0.

MANAGEMENT AND GENERAL EXPENSES 136,983.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 136,983.

PROMOTIONS:

PROGRAM SERVICE EXPENSES 61,996.

MANAGEMENT AND GENERAL EXPENSES 46,702.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 108,698.

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

SOFTWARE LICENSING:

PROGRAM SERVICE EXPENSES	84,785.
MANAGEMENT AND GENERAL EXPENSES	1,212.
FUNDRAISING EXPENSES	4,722.
TOTAL EXPENSES	90,719.

OTHER:

PROGRAM SERVICE EXPENSES	73,600.
MANAGEMENT AND GENERAL EXPENSES	-2,994.
FUNDRAISING EXPENSES	2,173.
TOTAL EXPENSES	72,779.

SUPPLIES:

PROGRAM SERVICE EXPENSES	35,866.
MANAGEMENT AND GENERAL EXPENSES	8,788.
FUNDRAISING EXPENSES	7,060.
TOTAL EXPENSES	51,714.

BANK CHARGES:

PROGRAM SERVICE EXPENSES	41,239.
MANAGEMENT AND GENERAL EXPENSES	4,136.
FUNDRAISING EXPENSES	2,277.
TOTAL EXPENSES	47,652.

WEBSITE HOSTING:

PROGRAM SERVICE EXPENSES	40,985.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.

Name of the organization FOUNDATION FOR NATIONAL PROGRESS	Employer identification number 94-2282759
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TOTAL EXPENSES	40,985.
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RESEARCH AND REPORTS:

PROGRAM SERVICE EXPENSES	7,092.
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MANAGEMENT AND GENERAL EXPENSES	30,112.
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FUNDRAISING EXPENSES	60.
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TOTAL EXPENSES	37,264.
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EQUIPMENT RENTAL:

PROGRAM SERVICE EXPENSES	27,841.
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MANAGEMENT AND GENERAL EXPENSES	3,862.
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FUNDRAISING EXPENSES	2,062.
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TOTAL EXPENSES	33,765.
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REPAIRS AND MAINTENANCE:

PROGRAM SERVICE EXPENSES	630.
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MANAGEMENT AND GENERAL EXPENSES	7,929.
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FUNDRAISING EXPENSES	0.
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TOTAL EXPENSES	8,559.
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TAXES:

PROGRAM SERVICE EXPENSES	2,883.
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MANAGEMENT AND GENERAL EXPENSES	727.
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FUNDRAISING EXPENSES	243.
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TOTAL EXPENSES	3,853.
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BOOKS AND SUBSCRIPTIONS:

PROGRAM SERVICE EXPENSES	501.
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Name of the organization FOUNDATION FOR NATIONAL PROGRESS	Employer identification number 94-2282759
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MANAGEMENT AND GENERAL EXPENSES	2.
FUNDRAISING EXPENSES	145.
TOTAL EXPENSES	648.
TOTAL OTHER EXPENSES ON FORM 990, PART IX, LINE 24E, COL A	1,220,222.

FORM 990, PART XII, LINE 2C: THIS PROCESS HAS NOT CHANGED FROM PRIOR YEAR.

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

Name of the organization

FOUNDATION FOR NATIONAL PROGRESS

Employer identification number

94-2282759

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.

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10

990

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	MACHINERY & EQUIPMENT FURNITURE AND EQUIPMENT * 990 PAGE 10 TOTAL MACHINERY & EQUIPMENT OTHER	12/31/08	SL	5.00		16	190,858.				190,858.	170,848.		744.	171,592.
2	LEASEHOLD IMPROVEMENTS	12/31/08	SL	5.00		16	258,838.				258,838.	185,896.		15,846.	201,742.
3	HARDWARE AND SOFTWARE * 990 PAGE 10 TOTAL OTHER * GRAND TOTAL 990 PAGE 10 DEPR	12/31/08	SL	5.00		16	414,807.				414,807.	305,671.		36,959.	342,630.
							673,645.				673,645.	491,567.		52,805.	544,372.
							864,503.				864,503.	662,415.		53,549.	715,964.

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

2011

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

For calendar year 2011 or other tax year beginning _____, and ending _____

<p>A <input type="checkbox"/> Check box if address changed</p> <p>B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)</p> <p>C Book value of all assets at end of year 1,540,424.</p>	<p>Print or Type</p>	<p>Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) FOUNDATION FOR NATIONAL PROGRESS</p> <p>Number, street, and room or suite no. If a P.O. box, see instructions. 222 SUTTER STREET, NO. 600</p> <p>City or town, state, and ZIP code SAN FRANCISCO, CA 94108</p> <p>F Group exemption number (See instructions.) ▶ _____</p> <p>G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>	<p>D Employer identification number (Employees' trust, see instructions.) 94-2282759</p> <p>E Unrelated business activity codes (See instructions.) 541800 541900</p>
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H Describe the organization's primary unrelated business activity. ▶ **ADVERTISING**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
 If "Yes," enter the name and identifying number of the parent corporation. ▶ _____

J The books are in care of ▶ **MADELEINE BUCKINGHAM, PRESIDENT/CE** Telephone number ▶ **415-321-1700**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales			
b Less returns and allowances			
c Balance			
2 Cost of goods sold (Schedule A, line 7)			
3 Gross profit. Subtract line 2 from line 1c			
4 a Capital gain net income (attach Schedule D)			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
c Capital loss deduction for trusts			
5 Income (loss) from partnerships and S corporations (attach statement)			
6 Rent income (Schedule C)			
7 Unrelated debt-financed income (Schedule E)			
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10 Exploited exempt activity income (Schedule I)			
11 Advertising income (Schedule J)	1,282,630.	1,283,998.	-1,368.
12 Other income (See instructions; attach schedule.) STATEMENT 1	46,545.		46,545.
13 Total. Combine lines 3 through 12	1,329,175.	1,283,998.	45,177.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)			
15 Salaries and wages			44,414.
16 Repairs and maintenance			
17 Bad debts			
18 Interest (attach schedule)			
19 Taxes and licenses			
20 Charitable contributions (See instructions for limitation rules.)			
21 Depreciation (attach Form 4562)	21		
22 Less depreciation claimed on Schedule A and elsewhere on return	22a		22b
23 Depletion			
24 Contributions to deferred compensation plans			
25 Employee benefit programs			
26 Excess exempt expenses (Schedule I)			
27 Excess readership costs (Schedule J)			
28 Other deductions (attach schedule) SEE STATEMENT 2			7,906.
29 Total deductions. Add lines 14 through 28			52,320.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13			-7,143.
31 Net operating loss deduction (limited to the amount on line 30)			
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30			-7,143.
33 Specific deduction (Generally \$1,000, but see instructions for exceptions.)			1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32			-7,143.

Part III Tax Computation

Table with 3 columns: Description, Amount, and Total. Rows include Organizations Taxable as Corporations, Trusts Taxable at Trust Rates, Proxy tax, Alternative minimum tax, and Total.

Part IV Tax and Payments

Table with 3 columns: Description, Amount, and Total. Rows include Foreign tax credit, Other taxes, Total tax, Payments (A 2010 overpayment, 2011 estimated tax, etc.), and Total payments.

Part V Statements Regarding Certain Activities and Other Information (see instructions)

Table with 3 columns: Question, Yes, No. Questions include interest in foreign accounts, distribution from foreign trusts, and tax-exempt interest received.

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A

Table with 3 columns: Description, Amount, and Yes/No. Rows include Inventory at beginning/end of year, Purchases, Cost of labor, and Total.

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer: [Signature] Date: 5/15/12 Title: PRESIDENT/CEO

Paid Preparer Use Only: Print/Type preparer's name: LYNN HENLEY; Preparer's signature: Lynn G. Henley; Date: 5/14/12; Check self-employed: [] PTIN: P00356034; Firm's name: ARMANINO MCKENNA LLP; Firm's EIN: 94-6214841; Firm's address: 12667 ALCOSTA BOULEVARD, SUITE 500, SAN RAMON, CA 94583-4427; Phone no.: 925-790-2600



Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **0.**

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) **0.**

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)			
(2)			
(3)			
(4)			

4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		

Totals **0.** Enter here and on page 1, Part I, line 7, column (A). **0.** Enter here and on page 1, Part I, line 7, column (B).

Total dividends-received deductions included in column 8 **0.**

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Totals **0.** Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). **0.** Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1) MOTHER JONES	1282630.	1283998.	-1,368.			
(2)						
(3)						
(4)						
(5) Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	1282630.	1283998.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

Foundation for National Progress
For the year ended December 31, 2011
Net Operating Loss Deduction - Form 990-T, Part I, Line 31

FEIN 94-2282759

<u>Tax Year</u>	<u>Loss Sustained</u>	<u>Loss Previously Applied</u>	<u>Loss Remaining</u>	<u>Available This Year</u>
Prior to 12/31/11	-		-	-
12/31/2011	7,143		7,143	7,143
	Total NOL Carryover to 2012		<u>7,143</u>	<u>7,143</u>

FORM 990-T	OTHER INCOME	STATEMENT	1
DESCRIPTION		AMOUNT	
ACME		46,545.	
TOTAL TO FORM 990-T, PAGE 1, LINE 12		46,545.	

FORM 990-T	OTHER DEDUCTIONS	STATEMENT	2
DESCRIPTION		AMOUNT	
OTHER EXPENSES		7,906.	
TOTAL TO FORM 990-T, PAGE 1, LINE 28		7,906.	