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)

A For the 2012 calendar year, or tax year beginning , 2012, and ending

B Check if applicable:

<table>
<thead>
<tr>
<th>Address change</th>
<th>Name change</th>
<th>Initial return</th>
<th>Terminated</th>
<th>Amended return</th>
</tr>
</thead>
<tbody>
<tr>
<td>C</td>
<td>The Regeneration Project</td>
<td>369 Pine Street #700</td>
<td>San Francisco, CA 94104</td>
<td></td>
</tr>
</tbody>
</table>

D Employer identification number

94-3335236

E Telephone number

415-561-4891

F Name and address of principal officer: Susan Stephenson

G Gross receipts $ 1,802,688.

H(a) is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No

H(c) Group exemption number

I Tax-exempt status X 501(c)(3) 501(c) ( ) (insert no.) 4947(a)(1) or 527

J Website: www.InterfaithPowerandLight.org

K Form of organization: X Corporation Trust Association Other

L Year of Formation: 2000 M State of legal domicile: CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: Helping congregations to reduce greenhouse gas emissions and save energy.

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a).

4 Number of independent voting members of the governing body (Part VI, line 1b).

5 Total number of individuals employed in calendar year 2012 (Part V, line 2a).

6 Total number of volunteers (estimate if necessary).

7a Total unrelated business revenue from Part VIII, column (C), line 12.

7b Net unrelated business taxable income from Form 990-T, line 34.

Part II Revenue

8 Contributions and grants (Part VIII, line 1h).

9 Program service revenue (Part VIII, line 2g).

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d).

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e).

12 Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12).

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3).

14 Benefits paid to or for members (Part IX, column (A), line 4).

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10).

16a Professional fundraising fees (Part IX, column (A), line 11e).

16b Total fundraising expenses (Part IX, column (D), line 25).

17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e).

18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25).

19 Revenue less expenses. Subtract line 18 from line 12.

Part III Expenses

20 Total assets (Part X, line 16).

21 Total liabilities (Part X, line 26).

22 Net assets or fund balances. Subtract line 21 from line 20.

Part IV 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

Susan Stephenson, Executive Director

Date 10/11/13

Print/Type preparer's name Adele Kaneda

Date 10/11/13

Check if self-employed PTIN 01664922

Phone no. (510) 835-2727

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

For Paperwork Reduction Act Notice, see the separate instructions. TEEA0013L 12/18/12

Form 990 (2012)
Part II  Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

<table>
<thead>
<tr>
<th>Type or print</th>
<th>File by the extended due date for filing your return. See instructions.</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Regeneration Project</td>
<td>Crosby &amp; Kaneda, CPAs</td>
</tr>
<tr>
<td></td>
<td>1611 Telegraph Ave Ste 318</td>
</tr>
<tr>
<td></td>
<td>City, town or post office, state, and ZIP code. For a foreign address, see instructions.</td>
</tr>
<tr>
<td></td>
<td>Oakland, CA 94612-2151</td>
</tr>
</tbody>
</table>

Enter the Return code for the return that this application is for (file a separate application for each return) ........................................... 01

<table>
<thead>
<tr>
<th>Application Is For</th>
<th>Return Code</th>
<th>Application Is For</th>
<th>Return Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>Form 990 or Form 990-EZ</td>
<td>01</td>
<td>Form 1041-A</td>
<td>08</td>
</tr>
<tr>
<td>Form 990-BL</td>
<td>02</td>
<td>Form 4720</td>
<td>09</td>
</tr>
<tr>
<td>Form 4720 (individual)</td>
<td>03</td>
<td>Form 5227</td>
<td>10</td>
</tr>
<tr>
<td>Form 990-PF</td>
<td>04</td>
<td>Form 6069</td>
<td>11</td>
</tr>
<tr>
<td>Form 990-T (section 401(a) or 408(a) trust)</td>
<td>05</td>
<td>Form 8870</td>
<td>12</td>
</tr>
</tbody>
</table>

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

The books are in care of  Monet Monaghan  
Telephone No.  415-561-4891  
FAX No.  415-561-4891  
If the organization does not have an office or place of business in the United States, check this box.  
If this is for the whole group, check this box  
If it is for part of the group, check this box  
and attach a list with the names and EINs of all members the extension is for.  

I request an additional 3-month extension of time until  11/15/2013  
For calendar year  2012  , or other tax year beginning  , and ending  .  
If the tax year entered in line 5 is for less than 12 months, check reason:  
Initial return  
Final return  
Change in accounting period  
State in detail why you need the extension...  Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions ........................................... 8a $ 
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.  
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions  

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  
Date  9/12/13  
BAA  
FIF 2020, 01/21/13

Form 8868 (Rev 1-2013)
Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Name of exempt organization or other filer, see instructions.
The Regeneration Project
Number, street, and room or suite number. If a P.O. box, see instructions.
369 Pine Street #700
City, town or post office, state, and ZIP code. For a foreign address, see instructions.
San Francisco, CA 94104

Enter the Return code for the return that this application is for (file a separate application for each return). 01

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

The books are in the care of Monet Monaghan

Telephone No. 415-561-4891 FAX No. 415-561-4891

If the organization does not have an office or place of business in the United States, check this box. □

If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN). If this is for the whole group, check this box □. If it is for part of the group, check this box □ and attach a list with the names and EINs of all members of the extension is for.

1. I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
   □ calendar year 2012
   □ tax year beginning , 20 , and ending , 20

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

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

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.
1. Briefly describe the organization's mission:

See Schedule O

2. Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☑ No

If "Yes," describe these new services on Schedule O.

3. Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☑ No

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

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

4a (Code: ______ ) (Expenses $ 790,887, including grants of $ 790,887 ) (Revenue $ ______ )

2012 Re-grants to state affiliates:
The largest portion of our program expenses was distributed in support grants to state affiliates. State IPLs educated their congregations about global warming and advocated for clean energy alternatives to coal, advocated for renewable energy incentives, fuel standards, and new EPA safeguards. We added one new state affiliate in 2012: Maryland.

4b (Code: ______ ) (Expenses $ 641,108, including grants of $ 11,271 ) (Revenue $ 19,352 )

See Schedule O

4c (Code: ______ ) (Expenses $ 156,504, including grants of $ ______ ) (Revenue $ 520 )

California IPL:
2012 California Interfaith Power and Light (CIPL) educated its congregations about global warming and advocated for equitable and effective climate policies at the state level. Highlights for the year included an "Energy Oscars" event honoring 14 congregations for their accomplishments saving energy and utilizing clean energy, a number of houses of worship going solar, and an event on climate impacts in L.A.

4d Other program services. (Describe in Schedule O.)

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

4e Total program service expenses ▶ 1,588,499.
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>X</td>
</tr>
<tr>
<td>2</td>
<td>X</td>
</tr>
<tr>
<td>3</td>
<td>X</td>
</tr>
<tr>
<td>4</td>
<td>X</td>
</tr>
<tr>
<td>5</td>
<td>X</td>
</tr>
<tr>
<td>6</td>
<td>X</td>
</tr>
<tr>
<td>7</td>
<td>X</td>
</tr>
<tr>
<td>8</td>
<td>X</td>
</tr>
<tr>
<td>9</td>
<td>X</td>
</tr>
<tr>
<td>10</td>
<td>X</td>
</tr>
<tr>
<td>11</td>
<td>X</td>
</tr>
<tr>
<td>11a</td>
<td>X</td>
</tr>
<tr>
<td>11b</td>
<td>X</td>
</tr>
<tr>
<td>11c</td>
<td>X</td>
</tr>
<tr>
<td>11d</td>
<td>X</td>
</tr>
<tr>
<td>11e</td>
<td>X</td>
</tr>
<tr>
<td>11f</td>
<td>X</td>
</tr>
<tr>
<td>12a</td>
<td>X</td>
</tr>
<tr>
<td>12b</td>
<td>X</td>
</tr>
<tr>
<td>13</td>
<td>X</td>
</tr>
<tr>
<td>14a</td>
<td>X</td>
</tr>
<tr>
<td>14b</td>
<td>X</td>
</tr>
<tr>
<td>15</td>
<td>X</td>
</tr>
<tr>
<td>16</td>
<td>X</td>
</tr>
<tr>
<td>17</td>
<td>X</td>
</tr>
<tr>
<td>18</td>
<td>X</td>
</tr>
<tr>
<td>19</td>
<td>X</td>
</tr>
<tr>
<td>20a</td>
<td>X</td>
</tr>
<tr>
<td>20b</td>
<td>X</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>---</td>
<td>---</td>
</tr>
<tr>
<td>21</td>
<td>Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II.</td>
</tr>
<tr>
<td>22</td>
<td>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? If 'Yes,' complete Schedule I, Parts I and III.</td>
</tr>
<tr>
<td>23</td>
<td>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? If 'Yes,' complete Schedule I.</td>
</tr>
</tbody>
</table>

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, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25b.

24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

24d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?

25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I.

25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part II.

26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part III.

27 Did the organization provide a grant or other assistance to an officer, director, 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? If 'Yes,' complete Schedule L, Part III.

28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):

28a A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV.

28b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV.

28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV.

29 Did the organization receive more than $25,000 in non-cash contributions? If 'Yes,' complete Schedule M.

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M.

31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I.

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II.

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? If 'Yes,' complete Schedule R, Part I.

34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1.

35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?

35b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2.

36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2.

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? If 'Yes,' complete Schedule R, Part VI.

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?

Note. All Form 990 filers are required to complete Schedule O.
Part V Statements Regarding Other IRS Filings and Tax Compliance

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

1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.  1a  17
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.  1b  0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gambling (gambling) winnings to prize winners?  1c X

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.  2a  12
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?  2b X

Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)

3a Did the organization have unrelated business gross income of $1,000 or more during the year?  3a X
b If 'Yes,' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.  3b

4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?  4a X
b If 'Yes,' enter the name of the foreign country. See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  5a X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?  5b X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?  5c

6a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?  6a X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?  6b

7 Organizations that may receive deductible contributions under section 170(c).
a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?  7a X
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?  7b

c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?  7c X
d If 'Yes,' indicate the number of Forms 8282 filed during the year.  7d

e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  7e X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  7f X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?  7g
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 5498-C?  7h

8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?  8

9 Sponsoring organizations maintaining donor advised funds.
a Did the organization make any taxable distributions under section 4966?  9a
b Did the organization make a distribution to a donor, donor advisor, or related person?  9b

10 Section 501(c)(7) organizations. Enter:
a Initiation fees and capital contributions included on Part VIII, line 12.  10a
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.  10b

11 Section 501(c)(12) organizations. Enter:
a Gross income from members or shareholders.  11a
b Gross income from other sources (Do not list amounts due or paid to other sources against amounts due or received from them.)  11b

12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?  12a
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year.  12b

13 Section 501(c)(29) qualified nonprofit health insurance issuers.
a Is the organization licensed to issue qualified health plans in more than one state?  13a

Note. See the instructions for additional information the organization must report on Schedule O.
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.  13b

c Enter the amount of reserves on hand.  13c

14a Did the organization receive any payments for indoor tanning services during the tax year?  14a X
b If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.  14b
Section A. Governing Body and Management

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 [Yes] [No] [ ]

1b. Enter the number of voting members included in line 1a, above, who are independent. 1b [Yes] [No] [ ]

2. Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? 2 [Yes] [No] [X]

3. Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? 3 [Yes] [No] [X]

4. Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? See, Sch. O 4 [Yes] [No] [ ]

5. Did the organization become aware during the year of a significant diversion of the organization’s assets? 5 [Yes] [No] [X]

6. Did the organization have members or stockholders? 6 [Yes] [No] [X]

7a. Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? 7a [Yes] [No] [X]

7b. Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body? 7b [Yes] [No] [X]

8. Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
   a. The governing body? 8a [Yes] [No] [X]
   b. Each committee with authority to act on behalf of the governing body? 8b [Yes] [No] [X]

9. Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization’s mailing address? If ‘Yes,’ provide the names and addresses in Schedule O. 9 [Yes] [No] [X]

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

10a. Did the organization have local chapters, branches, or affiliates? 10a [Yes] [No] [X]

10b. If ‘Yes,’ did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization’s exempt purposes? 10b [Yes] [No] [X]

11a. Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11a [Yes] [No] [X]

11b. Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O 11b [Yes] [No] [X]

12a. Did the organization have a written conflict of interest policy? If ‘No,’ go to line 15. 12a [Yes] [No] [X]

12b. Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b [Yes] [No] [X]

12c. Did the organization regularly and consistently monitor and enforce compliance with the policy? If ‘Yes,’ describe in Schedule O how this is done. See, Sch. O 12c [Yes] [No] [X]

13. Did the organization have a written whistleblower policy? 13 [Yes] [No] [X]

14. Did the organization have a written document retention and destruction policy? 14 [Yes] [No] [X]

15. Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?
   a. The organization’s CEO, Executive Director, or top management official. See, Sch. O 15a [Yes] [No] [X]
   b. Other officers of key employees of the organization. 15b [Yes] [No] [X]

   If ‘Yes’ to line 15a or 15b, describe the process in Schedule O. (See instructions.)

16a. Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? 16a [Yes] [No] [X]

16b. If ‘Yes,’ did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization’s exempt status with respect to such arrangements? 16b [Yes] [No] [X]

Section C. Disclosure

17. List the states with which a copy of this Form 990 is required to be filed. See, Sch. O

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

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

20. State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
   [X] Monet Monaghan 369 Pine Street, #700, San Francisco CA 94104 415-561-4891

BAA

TEEAD106L 08/08/12

Form 990 (2012)
### Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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 **current** five 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.

<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Average hours per week (list any hours for related organizations below dotted line)</th>
<th>(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)</th>
<th>(D) Reportable compensation from the organization (W-2/1099-MISC)</th>
<th>(E) Reportable compensation from related organizations (W-2/1099-MISC)</th>
<th>(F) Estimated amount of other compensation from the organization and related organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Amy Rao</td>
<td>1.5</td>
<td>X</td>
<td>X</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>Board Chair</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2) Rev. Sally G. Bingham</td>
<td>40</td>
<td>X</td>
<td>X</td>
<td>118,680.</td>
<td>0.</td>
</tr>
<tr>
<td>President</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3) Will Parish</td>
<td>1.5</td>
<td>X</td>
<td>X</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>Secretary</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(4) Joe Sciorotto</td>
<td>1.5</td>
<td>X</td>
<td>X</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>Treasurer</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(5) Sr. Joan Brown</td>
<td>1.5</td>
<td>X</td>
<td>X</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>Board Member</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(6) Rev. Gerald Durley</td>
<td>1.5</td>
<td>X</td>
<td>X</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>Board Member</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(7) Doug Linney</td>
<td>1.5</td>
<td>X</td>
<td>X</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>Board Member</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(8) Lisa Renstrom</td>
<td>1.5</td>
<td>X</td>
<td>X</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>Board Member</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(9) Jenifer Stowell</td>
<td>1.5</td>
<td>X</td>
<td>X</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>Board Member</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(10) Cora Yang</td>
<td>1.5</td>
<td>X</td>
<td>X</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>Board Member</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(11) Susan Stephenson</td>
<td>40</td>
<td>X</td>
<td>X</td>
<td>104,336.</td>
<td>0.</td>
</tr>
<tr>
<td>Executive Dir.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(12)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(13)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(14)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Part VII | Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

<table>
<thead>
<tr>
<th>(A)</th>
<th>Name and title</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>(B)</th>
<th>Average hours per week (list any hours for related organizations below dotted line)</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>(C)</th>
<th>Office and Key employee position (do not check more than one box unless person is both an officer and a director/trustee)</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>(D)</th>
<th>Reportable compensation from the organization (W-2/1099-MISC)</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>(E)</th>
<th>Reportable compensation from related organizations (W-2/1099-MISC)</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>(F)</th>
<th>Estimated amount of other compensation from the organization and related organizations</th>
</tr>
</thead>
</table>

#### 1b Sub-total


c Total from continuation sheets to Part VII, Section A

\[
223,016.00 + 0.00 = 223,016.00
\]


d Total (add lines 1b and 1c)

\[
223,016.00 + 0.00 = 223,016.00
\]

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

- 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.

- Yes
- No

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? If 'Yes,' complete Schedule J for such individual.

- Yes
- No

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person.

- Yes
- No

### 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.

<table>
<thead>
<tr>
<th>(A)</th>
<th>Name and business address</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>(B)</th>
<th>Description of services</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>(C)</th>
<th>Compensation</th>
</tr>
</thead>
</table>

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

- Yes
- No
## Part VIII | Statement of Revenue

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

<table>
<thead>
<tr>
<th>CONTRIBUTIONS, GIFTS, GRANTS, AND OTHER SIMILAR AMOUNTS</th>
<th>(A) Total revenue</th>
<th>(B) Related or exempt function revenue</th>
<th>(C) Unrelated business revenue</th>
<th>(D) Revenue excluded from tax under sections 512, 513, or 514</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Federated campaigns</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1b Membership dues</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1c Fundraising events</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1d Related organizations</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1e Government grants (contributions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1f All other contributions, gifts, grants, and similar amounts not included above…</td>
<td>1,773,993.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1g Noncash contributions included in Ins 1a-1f: $</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1h Total. Add lines 1a-1f</td>
<td>1,773,993.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>PROGRAM SERVICE REVENUE</th>
<th>Business Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>2a Books &amp; Videos</td>
<td>10,374.</td>
</tr>
<tr>
<td>2b Program fees</td>
<td>9,498.</td>
</tr>
<tr>
<td>2c</td>
<td></td>
</tr>
<tr>
<td>2d</td>
<td></td>
</tr>
<tr>
<td>2e</td>
<td></td>
</tr>
<tr>
<td>2f All other program service revenue</td>
<td></td>
</tr>
<tr>
<td>2g Total. Add lines 2a-2f</td>
<td>19,872.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>OTHER REVENUE</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>3 Investment income (including dividends, interest and other similar amounts)</td>
<td>973.</td>
</tr>
<tr>
<td>4 Income from investment of tax-exempt bond proceeds</td>
<td>973.</td>
</tr>
<tr>
<td>5 Royalties</td>
<td></td>
</tr>
<tr>
<td>6a Gross rents</td>
<td></td>
</tr>
<tr>
<td>6b Less: rental expenses</td>
<td></td>
</tr>
<tr>
<td>6c Rental income or (loss)</td>
<td></td>
</tr>
<tr>
<td>6d Net rental income or (loss)</td>
<td></td>
</tr>
<tr>
<td>7a Gross amount from sales of assets other than inventory</td>
<td></td>
</tr>
<tr>
<td>7b Less: cost or other basis and sales expenses</td>
<td></td>
</tr>
<tr>
<td>7c Gain or (loss)</td>
<td></td>
</tr>
<tr>
<td>7d Net gain or (loss)</td>
<td></td>
</tr>
<tr>
<td>8a Gross income from fundraising events (not including of contributions reported on line 1c).</td>
<td></td>
</tr>
<tr>
<td>8b Less: direct expenses</td>
<td></td>
</tr>
<tr>
<td>8c Net income or (loss) from fundraising events</td>
<td></td>
</tr>
<tr>
<td>9a Gross income from gaming activities</td>
<td></td>
</tr>
<tr>
<td>9b Less: direct expenses</td>
<td></td>
</tr>
<tr>
<td>9c Net income or (loss) from gaming activities</td>
<td></td>
</tr>
<tr>
<td>10a Gross sales of inventory, less returns and allowances</td>
<td></td>
</tr>
<tr>
<td>10b Less: cost of goods sold</td>
<td></td>
</tr>
<tr>
<td>10c Net income or (loss) from sales of inventory</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Miscellaneous Revenue</th>
<th>Business Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>11a Miscellaneous</td>
<td>7,850.</td>
</tr>
<tr>
<td>b</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
</tr>
<tr>
<td>d All other revenue</td>
<td></td>
</tr>
<tr>
<td>e Total. Add lines 11a-11d</td>
<td>7,850.</td>
</tr>
<tr>
<td>12 Total revenue. See instructions</td>
<td>1,802,688.</td>
</tr>
<tr>
<td></td>
<td>(A)</td>
</tr>
<tr>
<td>---</td>
<td>------</td>
</tr>
<tr>
<td>1</td>
<td>795,907</td>
</tr>
<tr>
<td>2</td>
<td>Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.</td>
</tr>
<tr>
<td>3</td>
<td>Grants and other assistance to individuals in the United States. See Part IV, line 22.</td>
</tr>
<tr>
<td>4</td>
<td>Benefits paid to or for members</td>
</tr>
<tr>
<td>5</td>
<td>Compensation of current officers, directors, trustees, and key employees</td>
</tr>
<tr>
<td>6</td>
<td>Compensation not included above, to disqualified persons (as defined under section 4958(c)(3)) and persons described in section 4958(c)(3)(B).</td>
</tr>
<tr>
<td>7</td>
<td>Other salaries and wages</td>
</tr>
<tr>
<td>8</td>
<td>Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions).</td>
</tr>
<tr>
<td>9</td>
<td>Other employee benefits</td>
</tr>
<tr>
<td>10</td>
<td>Payroll taxes</td>
</tr>
<tr>
<td>11</td>
<td>Fees for services (non-employees):</td>
</tr>
<tr>
<td></td>
<td>a</td>
</tr>
<tr>
<td></td>
<td>b</td>
</tr>
<tr>
<td></td>
<td>c</td>
</tr>
<tr>
<td></td>
<td>d</td>
</tr>
<tr>
<td></td>
<td>e</td>
</tr>
<tr>
<td></td>
<td>f</td>
</tr>
<tr>
<td></td>
<td>g</td>
</tr>
<tr>
<td>12</td>
<td>Advertising and promotion</td>
</tr>
<tr>
<td>13</td>
<td>Office expenses</td>
</tr>
<tr>
<td>14</td>
<td>Information technology</td>
</tr>
<tr>
<td>15</td>
<td>Royalties</td>
</tr>
<tr>
<td>16</td>
<td>Occupancy</td>
</tr>
<tr>
<td>17</td>
<td>Travel</td>
</tr>
<tr>
<td>18</td>
<td>Payments of travel or entertainment expenses for any federal, state, or local public officials</td>
</tr>
<tr>
<td>19</td>
<td>Conferences, conventions, and meetings</td>
</tr>
<tr>
<td>20</td>
<td>Interest</td>
</tr>
<tr>
<td>21</td>
<td>Payments to affiliates</td>
</tr>
<tr>
<td>22</td>
<td>Depreciation, depletion, and amortization</td>
</tr>
<tr>
<td>23</td>
<td>Insurance</td>
</tr>
<tr>
<td>24</td>
<td>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).</td>
</tr>
<tr>
<td></td>
<td>a</td>
</tr>
<tr>
<td></td>
<td>b</td>
</tr>
<tr>
<td></td>
<td>c</td>
</tr>
<tr>
<td></td>
<td>d</td>
</tr>
<tr>
<td></td>
<td>e</td>
</tr>
<tr>
<td>25</td>
<td>Total functional expenses. Add lines 1 through 24e</td>
</tr>
<tr>
<td>26</td>
<td>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 SF98-2 (ASC 595-720).</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>(A)</th>
<th>(B) Program service expenses</th>
<th>(C) Management and general expenses</th>
<th>(D) Fundraising expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>1,839,491</td>
<td>1,588,499</td>
<td>117,568.</td>
<td>133,424.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(A) Beginning of year</td>
<td></td>
<td>(B) End of year</td>
</tr>
<tr>
<td>---</td>
<td>---</td>
<td>------------------------</td>
<td>---</td>
<td>----------------</td>
</tr>
<tr>
<td>1</td>
<td>Cash — non-interest-bearing</td>
<td>101,813</td>
<td>1</td>
<td>102,272</td>
</tr>
<tr>
<td>2</td>
<td>Savings and temporary cash investments</td>
<td>415,757</td>
<td>2</td>
<td>608,687</td>
</tr>
<tr>
<td>3</td>
<td>Pledges and grants receivable, net</td>
<td>846,881</td>
<td>3</td>
<td>574,000</td>
</tr>
<tr>
<td>4</td>
<td>Accounts receivable, net</td>
<td></td>
<td>4</td>
<td>55,843</td>
</tr>
<tr>
<td>5</td>
<td>Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L</td>
<td></td>
<td>5</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Loans and other receivables from other disqualified persons (as defined under section 4958(c)(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). Complete Part II of Schedule L</td>
<td></td>
<td>6</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Notes and loans receivable, net</td>
<td>29,912</td>
<td>7</td>
<td>26,626</td>
</tr>
<tr>
<td>8</td>
<td>Inventories for sale or use</td>
<td></td>
<td>8</td>
<td>27,031</td>
</tr>
<tr>
<td>9</td>
<td>Prepaid expenses and deferred charges</td>
<td>20,881</td>
<td>9</td>
<td></td>
</tr>
<tr>
<td>10a</td>
<td>Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D</td>
<td>16,484</td>
<td>10a</td>
<td></td>
</tr>
<tr>
<td>10b</td>
<td>Less: accumulated depreciation</td>
<td>11,942</td>
<td>10b</td>
<td>4,542</td>
</tr>
<tr>
<td>11</td>
<td>Investments — publicly traded securities</td>
<td>11</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Investments — other securities. See Part IV, line 11</td>
<td>12</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Investments — program-related. See Part IV, line 11</td>
<td>13</td>
<td></td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Intangible assets</td>
<td>14</td>
<td></td>
<td></td>
</tr>
<tr>
<td>15</td>
<td>Other assets. See Part IV, line 11</td>
<td>5,390</td>
<td>15</td>
<td>15,000</td>
</tr>
<tr>
<td>16</td>
<td>Total assets. Add lines 1 through 15 (must equal line 34)</td>
<td>1,427,953</td>
<td>16</td>
<td>1,414,001</td>
</tr>
<tr>
<td>17</td>
<td>Accounts payable and accrued expenses</td>
<td>31,743</td>
<td>17</td>
<td>35,852</td>
</tr>
<tr>
<td>18</td>
<td>Grants payable</td>
<td>47,613</td>
<td>18</td>
<td>66,355</td>
</tr>
<tr>
<td>19</td>
<td>Deferred revenue</td>
<td>19</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Tax-exempt bond liabilities</td>
<td>20</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Escrow or custodial account liability. Complete Part IV of Schedule D</td>
<td>21</td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L</td>
<td>22</td>
<td></td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Secured mortgages and notes payable to unrelated third parties</td>
<td>23</td>
<td></td>
<td></td>
</tr>
<tr>
<td>24</td>
<td>Unsecured notes and loans payable to unrelated third parties</td>
<td>24</td>
<td></td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>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</td>
<td>25</td>
<td></td>
<td></td>
</tr>
<tr>
<td>26</td>
<td>Total liabilities. Add lines 17 through 25</td>
<td>79,356</td>
<td>26</td>
<td>102,207</td>
</tr>
<tr>
<td>27</td>
<td>Unrestricted net assets</td>
<td>1,285,731</td>
<td>27</td>
<td>624,913</td>
</tr>
<tr>
<td>28</td>
<td>Temporarily restricted net assets</td>
<td>62,866</td>
<td>28</td>
<td>686,881</td>
</tr>
<tr>
<td>29</td>
<td>Permanently restricted net assets</td>
<td></td>
<td>29</td>
<td></td>
</tr>
<tr>
<td>30</td>
<td>Organizations that follow SFAS 117 (ASC 958), check here X and complete lines 27 through 29, and lines 33 and 34.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>31</td>
<td>Organizations that do not follow SFAS 117 (ASC 958), check here   and complete lines 30 through 34.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>32</td>
<td>Capital stock or trust principal, or current funds</td>
<td>30</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33</td>
<td>Paid-in or capital surplus, or land, building, or equipment fund</td>
<td>31</td>
<td></td>
<td></td>
</tr>
<tr>
<td>34</td>
<td>Retained earnings, endowment, accumulated income, or other funds</td>
<td>32</td>
<td></td>
<td></td>
</tr>
<tr>
<td>34</td>
<td>Total net assets or fund balances</td>
<td>1,348,597</td>
<td>33</td>
<td>1,311,794</td>
</tr>
<tr>
<td>34</td>
<td>Total liabilities and net assets/fund balances</td>
<td>1,427,953</td>
<td>34</td>
<td>1,414,001</td>
</tr>
</tbody>
</table>

Form 990 (2012)
### Part XI Reconciliation of Net Assets

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

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Total revenue (must equal Part VIII, column (A), line 12).</td>
<td>1</td>
</tr>
<tr>
<td>Total expenses (must equal Part IX, column (A), line 25).</td>
<td>2</td>
</tr>
<tr>
<td>Revenue less expenses. Subtract line 2 from line 1.</td>
<td>3</td>
</tr>
<tr>
<td>Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)).</td>
<td>4</td>
</tr>
<tr>
<td>Net unrealized gains (losses) on investments.</td>
<td>5</td>
</tr>
<tr>
<td>Donated services and use of facilities.</td>
<td>6</td>
</tr>
<tr>
<td>Investment expenses.</td>
<td>7</td>
</tr>
<tr>
<td>Prior period adjustments.</td>
<td>8</td>
</tr>
<tr>
<td>Other changes in net assets or fund balances (explain in Schedule O).</td>
<td>9</td>
</tr>
<tr>
<td>Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (E)).</td>
<td>10</td>
</tr>
</tbody>
</table>

### Part XII Financial Statements and Reporting

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

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Accounting method used to prepare the Form 990:</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Cash</td>
<td>☐</td>
</tr>
<tr>
<td></td>
<td>Accrual</td>
<td>☒</td>
</tr>
<tr>
<td></td>
<td>Other</td>
<td>☐</td>
</tr>
<tr>
<td>If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2a Were the organization's financial statements compiled or reviewed by an independent accountant?</td>
<td>2a</td>
<td>X</td>
</tr>
<tr>
<td>If &quot;Yes,&quot; check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Separate basis</td>
<td>☐</td>
</tr>
<tr>
<td></td>
<td>Consolidated basis</td>
<td>☒</td>
</tr>
<tr>
<td></td>
<td>Both consolidated and separate basis</td>
<td>☐</td>
</tr>
<tr>
<td>b Were the organization's financial statements audited by an independent accountant?</td>
<td>2b</td>
<td>X</td>
</tr>
<tr>
<td>If &quot;Yes,&quot; check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Separate basis</td>
<td>☒</td>
</tr>
<tr>
<td></td>
<td>Consolidated basis</td>
<td>☐</td>
</tr>
<tr>
<td></td>
<td>Both consolidated and separate basis</td>
<td>☐</td>
</tr>
<tr>
<td>c If &quot;Yes&quot; 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?</td>
<td>2c</td>
<td>X</td>
</tr>
<tr>
<td>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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?</td>
<td>3a</td>
<td>X</td>
</tr>
<tr>
<td>b If &quot;Yes,&quot; 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.</td>
<td>3b</td>
<td></td>
</tr>
</tbody>
</table>

BAA
Public Charity Status and Public Support

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

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

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).
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)(iv). Enter the hospital's name, city, and state:
   - 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)(v). (Complete Part II.)
   - A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
   - 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.)
   - A community trust described in section 170(b)(1)(A)(vii). (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 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.
   - Type I
   - Type II
   - Type III – Functionally integrated
   - Type III – Non-functionally integrated
   - 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).

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.

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?

Provide the following information about the supported organization(s):

<table>
<thead>
<tr>
<th>(i) Name of supported organization</th>
<th>(ii) EIN</th>
<th>(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))</th>
<th>(iv) Is the organization in column (ii) listed in your governing document?</th>
<th>(v) Did you notify the organization in column (ii) of your support?</th>
<th>(vi) Is the organization in column (ii) organized in the U.S.?</th>
<th>(vii) Amount of monetary support</th>
</tr>
</thead>
<tbody>
<tr>
<td>(A)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(B)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(C)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(D)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(E)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

Schedule A (Form 990 or 990-EZ) 2012

[Signature]

Date: 08/09/12
### 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

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions, and</td>
<td>1,328,730.</td>
<td>1,556,493.</td>
<td>1,461,816.</td>
<td>1,682,234.</td>
<td>1,773,993.</td>
<td>7,803,266.</td>
</tr>
<tr>
<td>membership fees received. (Do not</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>include any unusual grants.)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Tax revenues levied for the organization's profit and</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>either paid to or expended on its behalf.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 The value of services or facilities</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>furnished by a governmental unit to the</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>organization without charge.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Total. Add lines 1 through 3.</td>
<td>1,328,730.</td>
<td>1,556,493.</td>
<td>1,461,816.</td>
<td>1,682,234.</td>
<td>1,773,993.</td>
<td>7,803,266.</td>
</tr>
<tr>
<td>5 The portion of total</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>contributions by each person</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(other than a governmental unit or</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>publicly supported organization) included</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>on line 1 that exceeds 2% of the amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>shown on line 11, column (f).</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Public support. Subtract line 5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>from line 4.</td>
<td>1,328,730.</td>
<td>1,556,493.</td>
<td>1,461,816.</td>
<td>1,682,234.</td>
<td>1,773,993.</td>
<td>7,803,266.</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>7 Amounts from line 4.</td>
<td>1,328,730.</td>
<td>1,556,493.</td>
<td>1,461,816.</td>
<td>1,682,234.</td>
<td>1,773,993.</td>
<td>7,803,266.</td>
</tr>
<tr>
<td>8 Gross income from interest, dividends,</td>
<td>16,478.</td>
<td>6,414.</td>
<td>3,535.</td>
<td>1,905.</td>
<td>973.</td>
<td>29,305.</td>
</tr>
<tr>
<td>payments received on securities loans,</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>rents, royalties and income from</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>similar sources.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Net income from unrelated business</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>activities, whether or not the business</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>is regularly carried on.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Other income. Do not include gain or</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>loss from the sale of capital assets</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Explain in Part IV). See Part IV.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>92.</td>
<td>3,104.</td>
<td>1,067.</td>
<td>192.</td>
<td>7,850.</td>
<td>12,305.</td>
</tr>
<tr>
<td>11 Total support. Add lines 7 through 10.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>7,844,876.</td>
</tr>
<tr>
<td>12 Gross receipts from related activities,</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>40,002.</td>
</tr>
<tr>
<td>etc (see instructions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 First five years. If the Form 990 is</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>for the organization's first, second,</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>third, fourth, or fifth tax year as a</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>section 501(c)(3) organization, check this</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>box and stop here.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Section C. Computation of Public Support Percentage

| Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 49.95 % |
| Public support percentage from 2011 Schedule A, Part II, line 14. | 52.93 % |

16a 33-1/3% support test — 2012. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.

16b 33-1/3% support test — 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.

17a 10%-facts-and-circumstances test — 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.

17b 10%-facts-and-circumstances test — 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.

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

BAA
### Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶

<table>
<thead>
<tr>
<th></th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions and membership fees received. (Do not include any &quot;unusual grants.&quot;)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>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.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Gross receipts from activities that are not an unrelated trade or business under section 513.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 The value of services or facilities furnished by a governmental unit to the organization without charge.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Total. Add lines 1 through 5.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7a Amounts included on lines 1, 2, and 3 received from disqualified persons.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>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.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Add lines 7a and 7b.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Public support (Subtract line 7c from line 6.)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶

<table>
<thead>
<tr>
<th></th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 Amounts from line 6.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Unrelated business taxable income (les section 511 taxes) from businesses acquired after June 30, 1975.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Add lines 10a and 10b.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.).</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Total support. (Add lines 9, 10, 11, and 12.)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>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.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)).  
16 Public support percentage from 2011 Schedule A, Part III, line 15.

### Section D. Computation of Investment Income Percentage

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

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

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

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.
Part IV  Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).
### Part II, Line 10 - Other Income

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Book Sales</td>
<td>$7,850</td>
<td>$1,067</td>
<td>$2,708</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Miscellaneous</td>
<td></td>
<td>$192</td>
<td></td>
<td>$396</td>
<td>$92</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>$7,850</td>
<td>$192</td>
<td>$1,067</td>
<td>$3,104</td>
<td>$92</td>
</tr>
</tbody>
</table>
Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors
Attach to Form 990, Form 990-EZ, or Form 990-PF

2012

Name of the organization
The Regeneration Project

Employer Identification number
94-3335236

Organization type (check one):
Filers of:
Form 990 or 990-EZ

Section:

- 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust not treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

BAA. For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.
# Part I Contributors

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

<table>
<thead>
<tr>
<th>Number</th>
<th>Name, address, and ZIP + 4</th>
<th>Total contributions</th>
<th>Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>William K. Bowes, Jr. Fdn. 1660 Bush Street, Ste. 300 San Francisco, CA 94109</td>
<td>$450,000.00</td>
<td>Person X</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Payroll</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Noncash</td>
</tr>
<tr>
<td>2</td>
<td>Surdna Foundation 330 Madison Avenue, 30th Floor New York, NY 10017</td>
<td>$200,000.00</td>
<td>Person X</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Payroll</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Noncash</td>
</tr>
<tr>
<td>3</td>
<td>Marisma Foundation 668 North Coast Hwy, PMB 1400 Laguna Beach, CA 92651</td>
<td>$50,000.00</td>
<td>Person X</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Payroll</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Noncash</td>
</tr>
<tr>
<td>4</td>
<td>The Energy Foundation 301 Battery St., 5th Fl. San Francisco, CA 94111</td>
<td>$125,000.00</td>
<td>Person X</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Payroll</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Noncash</td>
</tr>
<tr>
<td>5</td>
<td>Schmidt Family Fdn.-11th Hour Proj. 555 Bryant Street, Ste 370 Palo Alto, CA 94301</td>
<td>$250,000.00</td>
<td>Person X</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Payroll</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Noncash</td>
</tr>
<tr>
<td>6</td>
<td>Mertz Gilmore Foundation 218 E. 18th St. New York, NY 10003</td>
<td>$50,000.00</td>
<td>Person X</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Payroll</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Noncash</td>
</tr>
</tbody>
</table>
### Part I Contributors

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

<table>
<thead>
<tr>
<th>(a) Number</th>
<th>(b) Name, address, and ZIP + 4</th>
<th>(c) Total contributions</th>
<th>(d) Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>7</td>
<td>The Partnership Project Inc.</td>
<td>$92,000</td>
<td>Person [X] Payroll Noncash</td>
</tr>
<tr>
<td></td>
<td>1615 M Street NW</td>
<td></td>
<td>(Complete Part II if there is a noncash contribution.)</td>
</tr>
<tr>
<td></td>
<td>Washington, DC 20036</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>William &amp; Flora Hewlett Foundation</td>
<td>$350,000</td>
<td>Person [X] Payroll Noncash</td>
</tr>
<tr>
<td></td>
<td>2121 Sand Hill Road</td>
<td></td>
<td>(Complete Part II if there is a noncash contribution.)</td>
</tr>
<tr>
<td></td>
<td>Menlo Park, CA 94025</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## Part II Noncash Property

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

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Description of noncash property given</th>
<th>(c) FMV (or estimate) (see instructions)</th>
<th>(d) Date received</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)
Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization: The Regeneration Project

Employer identification number: 94-3335236

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

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

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

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Purpose of gift</th>
<th>(c) Use of gift</th>
<th>(d) Description of how gift is held</th>
<th>(e) Transfer of gift</th>
<th>Transferee's name, address, and ZIP + 4</th>
<th>Relationship of transferor to transferee</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(a) No. from Part I

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Purpose of gift</th>
<th>(c) Use of gift</th>
<th>(d) Description of how gift is held</th>
<th>(e) Transfer of gift</th>
<th>Transferee's name, address, and ZIP + 4</th>
<th>Relationship of transferor to transferee</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(a) No. from Part I

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Purpose of gift</th>
<th>(c) Use of gift</th>
<th>(d) Description of how gift is held</th>
<th>(e) Transfer of gift</th>
<th>Transferee's name, address, and ZIP + 4</th>
<th>Relationship of transferor to transferee</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(a) No. from Part I

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Purpose of gift</th>
<th>(c) Use of gift</th>
<th>(d) Description of how gift is held</th>
<th>(e) Transfer of gift</th>
<th>Transferee's name, address, and ZIP + 4</th>
<th>Relationship of transferor to transferee</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(a) No. from Part I

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Purpose of gift</th>
<th>(c) Use of gift</th>
<th>(d) Description of how gift is held</th>
<th>(e) Transfer of gift</th>
<th>Transferee's name, address, and ZIP + 4</th>
<th>Relationship of transferor to transferee</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

BAA
### Political Campaign and Lobbying Activities

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

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

#### Part I-A

**Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

1. Provide a description of the organization’s direct and indirect political campaign activities in Part IV.
2. **Political expenditures**
   - $ 0
3. **Volunteer hours**

#### Part I-B

**Complete if the organization is exempt under section 501(c)(3).**

1. Enter the amount of any excise tax incurred by the organization under section 4955.
   - $ 0
2. Enter the amount of any excise tax incurred by organization managers under section 4955.
   - $ 0
3. If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
   - Yes
4. a) Was a correction made?
   - Yes
   b) If 'Yes,' describe in Part IV.

#### Part I-C

**Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

1. Enter the amount directly expended by the filing organization for section 527 exempt function activities.
   - $ 0
2. Enter the amount of the filing organization’s funds contributed to other organizations for section 527 exempt function activities.
   - $ 0
3. **Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b.**
   - $ 0
4. Did the filing organization file Form 1120-POL for this year?
   - Yes
5. Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization’s funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

<table>
<thead>
<tr>
<th>(a) Name</th>
<th>(b) Address</th>
<th>(c) EIN</th>
<th>(d) Amount paid from filing organization’s funds, if none, enter 0-</th>
<th>(e) Amount of political contributions received and promptly and directly delivered to a separate political organization, if none, enter 0-</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(5)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(6)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

**Schedule C (Form 990 or 990-EZ) 2012**
**Part II-A**  Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check if the filing organization checked box A and 'limited control' provisions apply.

<table>
<thead>
<tr>
<th>Limits on Lobbying Expenditures</th>
<th>(a) Filing organization's totals</th>
<th>(b) Affiliated group totals</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Total lobbying expenditures to influence public opinion (grass roots lobbying)</td>
<td>4,247.</td>
<td></td>
</tr>
<tr>
<td>1b Total lobbying expenditures to influence a legislative body (direct lobbying)</td>
<td>210,890.</td>
<td></td>
</tr>
<tr>
<td>1c Total lobbying expenditures (add lines 1a and 1b)</td>
<td>215,137.</td>
<td>0.</td>
</tr>
<tr>
<td>1d Other exempt purpose expenditures</td>
<td>1,624,354.</td>
<td>0.</td>
</tr>
<tr>
<td>1e Total exempt purpose expenditures (add lines 1c and 1d)</td>
<td>1,839,491.</td>
<td>0.</td>
</tr>
<tr>
<td>1f Lobbying nontaxable amount. Enter the amount from the following table in both columns.</td>
<td>241,975.</td>
<td></td>
</tr>
</tbody>
</table>

If the amount on line 1e, column (a) or (b) is:  The lobbying nontaxable amount is:

- Not over $500,000: 20% of the amount on line 1e.
- Over $500,000 but not over $1,000,000: $100,000 plus 15% of the excess over $500,000.
- Over $1,000,000 but not over $1,500,000: $175,000 plus 15% of the excess over $1,000,000.
- Over $1,500,000 but not over $17,000,000: $225,000 plus 5% of the excess over $1,500,000.
- Over $17,000,000: $1,000,000.

- Grassroots nontaxable amount (enter 25% of line 1f): 60,494. 0.
- Subtract line 1g from line 1a. If zero or less, enter 0: 0. 0.
- Subtract line 1f from line 1c. If zero or less, enter 0: 0.

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?  Yes  No

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f.)

<table>
<thead>
<tr>
<th>Lobbying Expenditures During 4-Year Averaging Period</th>
<th>(a) 2009</th>
<th>(b) 2010</th>
<th>(c) 2011</th>
<th>(d) 2012</th>
<th>(e) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>b Lobbying ceiling amount (150% of line 2a, column (a))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1,350,548.</td>
</tr>
<tr>
<td>d Grassroots nontaxable amount.</td>
<td>50,517.</td>
<td>57,548.</td>
<td>56,533.</td>
<td>60,494.</td>
<td>225,092.</td>
</tr>
<tr>
<td>e Grassroots ceiling amount (150% of line 2d, column (a))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>337,638.</td>
</tr>
</tbody>
</table>

BAA

Schedule C (Form 990 or 990-EZ) 2012
Schedule C (Form 990 or 990-EZ) 2012 The Regeneration Project

Page 3

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each 'Yes' response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

<table>
<thead>
<tr>
<th></th>
<th>(a)</th>
<th>(b)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>
| 1 | During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:
| a | Volunteers? | [ ] | [ ] |
| b | Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? | [ ] | [ ] |
| c | Media advertisements? | [ ] | [ ] |
| d | Mailings to members, legislators, or the public? | [ ] | [ ] |
| e | Publications, or published or broadcast statements? | [ ] | [ ] |
| f | Grants to other organizations for lobbying purposes? | [ ] | [ ] |
| g | Direct contact with legislators, their staffs, government officials, or a legislative body? | [ ] | [ ] |
| h | Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? | [ ] | [ ] |
| i | Other activities? | [ ] | [ ] |
| j | Total. Add lines 1c through 1i. | [ ] | [ ] |
| 2a | Did the filing organization incur a section 4912 tax, did it file Form 4720 for this year? | [ ] | [ ] |
| 2b | If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912. | [ ] | [ ] |
| 2c | If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912. | [ ] | [ ] |

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Were substantially all (90% or more) dues received nondeductible by members?</td>
<td>[ ]</td>
</tr>
<tr>
<td>2</td>
<td>Did the organization make only in-house lobbying expenditures of $2,000 or less?</td>
<td>[ ]</td>
</tr>
<tr>
<td>3</td>
<td>Did the organization agree to carry over lobbying and political expenditures from the prior year?</td>
<td>[ ]</td>
</tr>
</tbody>
</table>

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered 'No' OR (b) Part III-A, line 3, is answered 'Yes.'

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Dues, assessments and similar amounts from members.</td>
<td>[ ]</td>
</tr>
<tr>
<td>2</td>
<td>Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).</td>
<td>[ ]</td>
</tr>
<tr>
<td>a</td>
<td>Current year.</td>
<td>[ ]</td>
</tr>
<tr>
<td>b</td>
<td>Carryover from last year.</td>
<td>[ ]</td>
</tr>
<tr>
<td>c</td>
<td>Total.</td>
<td>[ ]</td>
</tr>
<tr>
<td>3</td>
<td>Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues.</td>
<td>[ ]</td>
</tr>
<tr>
<td>4</td>
<td>If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?</td>
<td>[ ]</td>
</tr>
<tr>
<td>5</td>
<td>Taxable amount of lobbying and political expenditures (see instructions).</td>
<td>[ ]</td>
</tr>
</tbody>
</table>

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.
**Supplemental Financial Statements**

**The Regeneration Project**

**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>
<thead>
<tr>
<th></th>
<th>(a) Donor advised funds</th>
<th>(b) Funds and other accounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total number at end of year</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Aggregate contributions to (during year)</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Aggregate grants from (during year)</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Aggregate value at end of year</td>
<td></td>
</tr>
</tbody>
</table>

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? □ Yes □ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? □ Yes □ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- Preservation of land for public use (e.g., recreation or education)
- Protection of natural habitat
- Preservation of open space
- Preservation of an historically important land area
- Preservation of a certified historic structure

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

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

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

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

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

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

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

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

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

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

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

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

- (A) Revenues included in Form 990, Part VIII, line 1 ▶$
- (B) Assets included in Form 990, Part X ▶$

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

- (A) Revenues included in Form 990, Part VIII, line 1 ▶$
- (B) Assets included in Form 990, Part X ▶$

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

**Schedule D (Form 990) 2012**
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 XIII.

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

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

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? □ Yes □ No
   b If 'Yes,' explain the arrangement in Part XIII and complete the following table:

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1c Beginning balance</td>
<td></td>
</tr>
<tr>
<td>1d Additions during the year</td>
<td></td>
</tr>
<tr>
<td>1e Distributions during the year</td>
<td></td>
</tr>
<tr>
<td>1f Ending balance</td>
<td></td>
</tr>
</tbody>
</table>

2a Did the organization include an amount on Form 990, Part X, line 21? □ Yes □ No
   b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

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

   (a) Current (b) Prior year (c) Two years (d) Three years (e) Four years

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
   a Board designated or quasi-endowment □ %
   b Permanent endowment □ %
   c Temporarily restricted endowment □ %

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

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
   (i) unrelated organizations □ Yes □ No
   (ii) related organizations □ Yes □ No
   b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R? □ Yes □ No

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

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

<table>
<thead>
<tr>
<th>Description of property</th>
<th>(a) Cost or other basis (investment)</th>
<th>(b) Cost or other basis (other)</th>
<th>(c) Accumulated depreciation</th>
<th>(d) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Land</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Buildings</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Leasehold improvements</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Equipment</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Other</td>
<td>16,484.</td>
<td>11,942.</td>
<td>4,542.</td>
<td></td>
</tr>
</tbody>
</table>

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) □ 4,542.

BAA

Schedule D (Form 990) 2012
### Part VII Investments — Other Securities
See Form 990, Part X, line 12.

<table>
<thead>
<tr>
<th>(a) Description of security or category (including name of security)</th>
<th>(b) Book value</th>
<th>(c) Method of valuation: Cost or end-of-year market value</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Financial derivatives</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2) Closely-held equity interests</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3) Other</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(A)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(B)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(C)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(D)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(E)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(F)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(G)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(H)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(I)</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total. (Column (b) must equal Form 990, Part X, column (B) line 12.)</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>(a) Description of investment type</th>
<th>(b) Book value</th>
<th>(c) Method of valuation: Cost or end-of-year market value</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(5)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(6)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(7)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(8)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(9)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(10)</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total. (Column (b) must equal Form 990, Part X, column (B), line 13.)</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>(a) Description</th>
<th>(b) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td></td>
</tr>
<tr>
<td>(2)</td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td></td>
</tr>
<tr>
<td>(5)</td>
<td></td>
</tr>
<tr>
<td>(6)</td>
<td></td>
</tr>
<tr>
<td>(7)</td>
<td></td>
</tr>
<tr>
<td>(8)</td>
<td></td>
</tr>
<tr>
<td>(9)</td>
<td></td>
</tr>
<tr>
<td>(10)</td>
<td></td>
</tr>
<tr>
<td><strong>Total. (Column (b) must equal Form 990, Part X, column (B), line 15.)</strong></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>(a) Description of liability</th>
<th>(b) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Federal income taxes</td>
<td></td>
</tr>
<tr>
<td>(2)</td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td></td>
</tr>
<tr>
<td>(5)</td>
<td></td>
</tr>
<tr>
<td>(6)</td>
<td></td>
</tr>
<tr>
<td>(7)</td>
<td></td>
</tr>
<tr>
<td>(8)</td>
<td></td>
</tr>
<tr>
<td>(9)</td>
<td></td>
</tr>
<tr>
<td>(10)</td>
<td></td>
</tr>
<tr>
<td>(11)</td>
<td></td>
</tr>
<tr>
<td><strong>Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)</strong></td>
<td></td>
</tr>
</tbody>
</table>

2. FIN 48 (ASC 740) Footnote: In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. See Part XIII. [X]
**Part XI | Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1. Total revenue, gains, and other support per audited financial statements: 1,802,688.

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 XIII): 2d
   - e. Add lines 2a through 2d: 2e

3. Subtract line 2e from line 1: 1,802,688.

4. Amounts included on Form 990, Part VIII, line 12, but not on line 1:
   - a. Investment expenses not included on Form 990, Part VIII, line 7b: 4a
   - b. Other (Describe in Part XIII): 4b
   - c. Add lines 4a and 4b: 4c

5. Total revenue. Add lines 3 and 4c (This must equal Form 990, Part I, line 12): 1,802,688.

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

1. Total expenses and losses per audited financial statements: 1,839,491.

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 XIII): 2d
   - e. Add lines 2a through 2d: 2e

3. Subtract line 2e from line 1: 1,839,491.

4. Amounts included on Form 990, Part IX, line 25, but not on line 1:
   - a. Investment expenses not included on Form 990, Part VIII, line 7b: 4a
   - b. Other (Describe in Part XIII): 4b
   - c. Add lines 4a and 4b: 4c

5. Total expenses. Add lines 3 and 4c (This must equal Form 990, Part I, line 18): 1,839,491.

**Part XIII | Supplemental Information**

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

---

**Part X - FIN 48 Footnote**

The Organization has evaluated its current tax positions as of December 31, 2012 and is not aware of any significant uncertain tax positions for which a reserve would be necessary.
Schedule F  
(Form 990)  

Statement of Activities Outside the United States  

> Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.  
> Attach to Form 990.  
> See separate instructions.

Name of the organization  

The Regeneration Project  

Employer identification number  

94-3335236  

Part I  
General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1  For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantee's eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  
   ☑ Yes  ☐ No

2  For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States. Part V

3  Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

<table>
<thead>
<tr>
<th>(a) Region</th>
<th>(b) Number of offices in the region</th>
<th>(c) Number of employees, agents, and independent contractors in region</th>
<th>(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)</th>
<th>(e) If activity listed in (d) is a program service, describe specific type of service(s) in region</th>
<th>(f) Total expenditures for and investments in region</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(5)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(6)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(7)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(8)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(9)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(10)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(11)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(12)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(13)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(14)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(15)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(16)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(17)</td>
<td>Sub-total..........................</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Total from continuation sheets to Part I........</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Totals (add lines 3a and 3b).</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

BAA For Paperwork Reduction Act Notice, see the instructions for Form 990.

Schedule F (Form 990) 2012

TEEA3501L 12/17/12
**Part II** | **Grants and Other Assistance to Organizations or Entities Outside the United States**. Complete if the organization answered 'Yes' to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Part II can be duplicated if additional space is needed.

<table>
<thead>
<tr>
<th>(a) Name of organization</th>
<th>(b) IRS code section and EIN (if applicable)</th>
<th>(c) Region</th>
<th>(d) Purpose of grant</th>
<th>(e) Amount of cash grant</th>
<th>(f) Manner of cash disbursement</th>
<th>(g) Amount of non-cash assistance</th>
<th>(h) Description of non-cash assistance</th>
<th>(i) Method of valuation (book, FMV, appraisal, other)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td></td>
<td>South Asia</td>
<td>Tree Planting</td>
<td>1,195. wire</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2)</td>
<td></td>
<td>Sub-Saharan Afr.</td>
<td>Tree Planting</td>
<td>5,056. wire</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(5)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(6)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(7)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(8)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(9)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(10)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(11)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(12)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(13)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(14)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(15)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter.  
3 Enter total number of other organizations or entities.
**Part III | Grants and Other Assistance to Individuals Outside the United States**

Complete if the organization answered 'Yes' to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

<table>
<thead>
<tr>
<th>(a) Type of grant or assistance</th>
<th>(b) Region</th>
<th>(c) Number of recipients</th>
<th>(d) Amount of cash grant</th>
<th>(e) Manner of cash disbursement</th>
<th>(f) Amount of non-cash assistance</th>
<th>(g) Description of non-cash assistance</th>
<th>(h) Method of valuation (book, FMV, appraisal, other)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(5)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(6)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(7)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(8)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(9)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(10)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(11)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(12)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(13)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(14)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(15)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(16)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(17)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(18)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

BAA

TEEAA3503L 12/17/12
Part IV Foreign Forms

1. Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926). □ Yes □ No

2. Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return To Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A). □ Yes □ No

3. Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471). □ Yes □ No

4. Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621). □ Yes □ No

5. Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865). □ Yes □ No

6. Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713). □ Yes □ No
Part V  Supplemental Information

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

Part I, Line 2 - Grantmakers Explanation For Monitoring Use of Funds Outside US

- Regular updates are submitted by grantees via email and phone contact. A final narrative and financial report delineating project achievements are required within 1 year of grant award. Compliance is monitored by the Executive Director and program staff.
### Part I General Information on Grants and Assistance

1. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes  [ ] No

2. Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. See Part IV

### Part II Grants and Other Assistance to Governments and Organizations in the United States

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

<table>
<thead>
<tr>
<th>(a) Name and address of organization or government</th>
<th>(b) EIN</th>
<th>(c) IRC section if applicable</th>
<th>(d) Amount of cash grant</th>
<th>(e) Amount of non-cash assistance</th>
<th>(f) Method of valuation (book, FMV, appraisal, other)</th>
<th>(g) Description of non-cash assistance</th>
<th>(h) Purpose of grant or assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) AZ Interfaith Power and Light</td>
<td>- 1701 S. College Ave., Tempe, AZ 85281</td>
<td>86-0170212 501c3</td>
<td>16,000.</td>
<td>0.</td>
<td>Regrant Program</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2) CO Nonprofit Development Ctr</td>
<td>- P.O. Box 29651, Denver, CO 80211</td>
<td>84-1493585 501c3</td>
<td>15,000.</td>
<td>0.</td>
<td>Regrant Program</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3) Ctr for Global &amp; Comm Engagmt</td>
<td>- 429 N. Church St., Spartanburg, SC 29303</td>
<td>57-0314422 501c3</td>
<td>19,000.</td>
<td>0.</td>
<td>Seed Grant</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(4) Earth Ministry</td>
<td>- 6512 23rd Ave., NW, Ste.217, Seattle, WA 98117</td>
<td>91-1547974 501c3</td>
<td>15,000.</td>
<td>0.</td>
<td>Regrant Program</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(5) Ecumen. Christian Ministries</td>
<td>- 1204 Oread, Lawrence, KS 66044</td>
<td>48-1072399 501c3</td>
<td>15,000.</td>
<td>0.</td>
<td>Regrant Program</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(6) Faith in Place-Illinois</td>
<td>- 70 East Lake St., Ste. B, Chicago, IL 60601</td>
<td>36-4540756 501c3</td>
<td>10,000.</td>
<td>0.</td>
<td>Regrant Program</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(7) GA Interfaith Power &amp; Light</td>
<td>- P.O. Box 286, Decatur, GA 30033</td>
<td>26-3446212 501c3</td>
<td>23,000.</td>
<td>0.</td>
<td>Regrant Program</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(8) IN Interfaith Power and Light</td>
<td>- 5847 Hornbean Ct., Carmel, IN 46033</td>
<td>27-1780502 501c3</td>
<td>12,000.</td>
<td>0.</td>
<td>Regrant Program</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2. Enter total number of section 501(c)(3) and government organizations listed in the line 1 table: 27

3. Enter total number of other organizations listed in the line 1 table: 1
### Part III  Grants and Other Assistance to Individuals in the United States

Complete if the organization answered 'Yes' to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

<table>
<thead>
<tr>
<th>(a) Type of grant or assistance</th>
<th>(b) Number of recipients</th>
<th>(c) Amount of cash grant</th>
<th>(d) Amount of non-cash assistance</th>
<th>(e) Method of valuation (book, FMV, appraisal, other)</th>
<th>(f) Description of non-cash assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Part IV  Supplemental Information

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

**Part I, Line 2 - Procedures for Monitoring Use of Grants Funds in U.S.**

Follow up reporting is required within 1 year of grant award. Compliance is monitored by the States Affiliates Coordinator.
### Continuation Sheet for Schedule I (Form 990)

**Part II: Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

<table>
<thead>
<tr>
<th>(a) Name and address of organization or government</th>
<th>(b) EIN</th>
<th>(c) IRC section if applicable</th>
<th>(d) Amount of cash grant</th>
<th>(e) Amount of non-cash assistance</th>
<th>(f) Method of valuation (book, FMV, appraisal, other)</th>
<th>(g) Description of non-cash assistance</th>
<th>(h) Purpose of grant or assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Interfaith Conference</td>
<td>52-1067260 501c3</td>
<td></td>
<td>18,000.</td>
<td></td>
<td></td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>100 Allison St., WA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Washington, DC 20011</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Intereigious Eco-Justice</td>
<td>04-373215 501c3</td>
<td></td>
<td>10,000.</td>
<td></td>
<td></td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>P.O. Box 27047</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hartford, CT 06127</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Iowa Interfaith Power and Light</td>
<td>26-4677966 501c3</td>
<td></td>
<td>16,000.</td>
<td></td>
<td></td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>505 5th Ave., Ste. 333</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Des Moines, IA 50309</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>KY Interfaith Power and Light</td>
<td>26-1098830 501c3</td>
<td></td>
<td>17,000.</td>
<td></td>
<td></td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>P.O. Box 5984</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Louisville, KY 40255</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MA Interfaith Power &amp; Light</td>
<td>32-0022524 501c3</td>
<td></td>
<td>14,000.</td>
<td></td>
<td></td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>197 Herrick Rd., Ste. 22</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Newton Centre, MA 02459</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Maine Interfaith Power &amp; Light</td>
<td>01-0536581 501c3</td>
<td></td>
<td>16,000.</td>
<td></td>
<td></td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>P.O. Box 4934</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Portland, OR 04112</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MI Energy MI Jobs</td>
<td>45-5220103</td>
<td></td>
<td>200,000.</td>
<td></td>
<td></td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>1501 N. Shore Dr., #8</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>East Lansing, MI 48823</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MI Interfaith Power &amp; Light</td>
<td>32-0070213 501c3</td>
<td></td>
<td>123,000.</td>
<td></td>
<td></td>
<td></td>
<td>Regrant/Defend Clean Air Act</td>
</tr>
<tr>
<td>5072 Thorncroft Ave.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Royal Oak, MI 48073</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MN Interfaith Power and Light</td>
<td>32-0070213 501c3</td>
<td></td>
<td>123,000.</td>
<td></td>
<td></td>
<td></td>
<td>Regrant/Defend Clean Air Act</td>
</tr>
<tr>
<td>3333 N. 4th St.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Minneapolis, MN 55412</td>
<td>26-0735674 501c3</td>
<td></td>
<td>19,000.</td>
<td></td>
<td></td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>NC Interfaith Power and Light</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>27 Roun Street</td>
<td>56-0619364 501c3</td>
<td></td>
<td>18,000.</td>
<td></td>
<td></td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>Raleigh, NC 27607</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name and address of organization or government</td>
<td>EIN</td>
<td>IRC section if applicable</td>
<td>Amount of cash grant</td>
<td>Amount of non-cash assistance</td>
<td>Method of valuation (book, FMV, appraisal, other)</td>
<td>Description of non-cash assistance</td>
<td>Purpose of grant or assistance</td>
</tr>
<tr>
<td>------------------------------------------------</td>
<td>-----</td>
<td>--------------------------</td>
<td>----------------------</td>
<td>-----------------------------</td>
<td>---------------------------------</td>
<td>----------------------------------</td>
<td>---------------------------------</td>
</tr>
<tr>
<td>NM Interfaith Power &amp; Light</td>
<td>P.O. Box 27162</td>
<td>Albuquerque, NM 87125</td>
<td>26-4654545</td>
<td>501c3</td>
<td>15,000.</td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>NY Interfaith Power and Light</td>
<td>8328 Preserve Pkwy</td>
<td>Manlius, NY 13104</td>
<td>20-0475519</td>
<td>501c3</td>
<td>14,000.</td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>Ohio Council of Churches</td>
<td>912 Vernon Rd.</td>
<td>Columbus, OH 43209</td>
<td>31-4379526</td>
<td>501c3</td>
<td>45,000.</td>
<td></td>
<td>Regrant/Defend Clean Air Act</td>
</tr>
<tr>
<td>Religion &amp; Society Center</td>
<td>205-ULP Pasquerilla Ctr.</td>
<td>University Park, PA</td>
<td>87-0797025</td>
<td>501c3</td>
<td>33,000.</td>
<td></td>
<td>Regrant/Defend Clean Air Act</td>
</tr>
<tr>
<td>RI Interfaith Power &amp; Light</td>
<td>P.O. Box 697</td>
<td>North Kingston, RI 02852</td>
<td>20-8807662</td>
<td>501c3</td>
<td>7,730.</td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>Texas Impact Education Fund</td>
<td>221 E. Martin St., A.404</td>
<td>Austin, TX 78701</td>
<td>74-2989021</td>
<td>501c3</td>
<td>15,000.</td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>Utah Interfaith Power &amp; Light</td>
<td>Box 12016</td>
<td>Salt Lake City, UT 84147</td>
<td>27-0477392</td>
<td>501c3</td>
<td>15,000.</td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>VA Interfaith Ctr Pub Policy</td>
<td>P.O. Box 12516</td>
<td>Richmond, VA 23241</td>
<td>54-1362857</td>
<td>501c3</td>
<td>43,000.</td>
<td></td>
<td>Regrant/Defend Clean Air Act</td>
</tr>
<tr>
<td>VT Interfaith Power &amp; Light</td>
<td>P.O. Box 209</td>
<td>Burlington, VT 05477</td>
<td>37-1579939</td>
<td>501c3</td>
<td>7,500.</td>
<td></td>
<td>Regrant Program</td>
</tr>
<tr>
<td>WI Interfaith Power &amp; Light</td>
<td>750 Windsor St., Ste. 301</td>
<td>Sun Prairie, WI 53590</td>
<td>20-1278745</td>
<td>501c3</td>
<td>7,525.</td>
<td></td>
<td>Regrant Program</td>
</tr>
</tbody>
</table>
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.

----

Form 990, Part III, Line 1 - Organization Mission

The mission of Interfaith Power & Light is to be faithful stewards of Creation by responding to global warming through the promotion of energy conservation, energy efficiency, and renewable energy. This campaign intends to protect the earth’s ecosystems, safeguard the health of all Creation, and ensure sufficient, sustainable energy for all.

----

Form 990, Part III, Line 4b - Program Service Accomplishments

National Program:

In 2012 the Interfaith Power & Light (IPL) campaign expanded its reach to 15,000 congregations and increased participation in its programs and activities. The focus on strategic outreach continued. This included identifying opportunities for growth, investing in training for state affiliates, from strategic planning to fundraising, policy advocacy, and educational programming.

----

2012 National program expenditures funded our national campaigns and programs, from organizational support for state affiliates, to policy advocacy, to national educational campaigns. A few highlights were our national conference of state affiliates in Washington, increased participation in the Cool Congregations Challenge and a new website for that program, and expanded communications work.

----

Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents

Oct 31, 2012 TRP revised bylaws to increase maximum number of directors from 11 to 15.

----

Form 990, Part VI, Line 11b - Form 990 Review Process

The 990 tax return is reviewed and approved by the Board President, Treasurer, and Executive Director before it is filed with the IRS.

----
Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

Board members are asked to complete and sign a conflict of interest disclosure statement annually.

Form 990, Part VI, Line 15a - Compensation Review & Approval Process - CEO, Top Management

The Board determined salary ranges based on a compensation survey of area non-profits and documented these deliberations in meeting minutes. Note: ED and President have not had a salary increase since 1/2010.

Form 990, Part VI, Line 17 - List of States which this Return is Filed

AK AZ CA CO CT KS ME MD MA MO NV NC OK OR PA RI UT WA

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

Provided on our website or upon request.