

Return of Organization Exempt From Income Tax

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

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

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

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE SPROUT FUND Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 5423 PENN AVENUE City, town, or post office, state, and ZIP code PITTSBURGH, PA 15206-3423 F Name and address of principal officer: CATHY LEWIS LONG 5423 PENN AVENUE, PITTSBURGH, PA 15206	D Employer identification number 20-4077513 E Telephone number 412-325-0646 G Gross receipts \$ 1,591,677. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.SPROUTFUND.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 2005 M State of legal domicile: PA

Part I Summary

	1 Briefly describe the organization's mission or most significant activities: THE SPROUT FUND WORKS TO POSITIVELY AFFECT THE CIVIC AND PHILANTHROPIC COMMUNITY BY PROVIDING			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a)	3	15	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	14	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	9	
	6 Total number of volunteers (estimate if necessary)	6	50	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 1,805,702.	Current Year 1,579,297.
9 Program service revenue (Part VIII, line 2g)		0.	0.	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		2,481.	1,965.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		-24,058.	10,415.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		1,784,125.	1,591,677.	
Expenses		13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	456,238.	439,320.
		14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
		15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	419,863.	490,160.
		16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	2,635.
		b Total fundraising expenses (Part IX, column (D), line 25) ▶ 99,278.		
		17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	226,419.	408,358.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		1,102,520.	1,340,473.	
19 Revenue less expenses. Subtract line 18 from line 12	681,605.	251,204.		
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 1,832,400.	End of Year 2,266,341.	
	21 Total liabilities (Part X, line 26)	201,065.	383,802.	
	22 Net assets or fund balances. Subtract line 21 from line 20	1,631,335.	1,882,539.	

Part II Signature Block

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

Sign Here	Signature of officer CATHY LEWIS LONG, PRESIDENT Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name EUGENE J. LOGAN	Preparer's signature Date
	Firm's name ▶ ALPERN ROSENTHAL	Check if self-employed <input type="checkbox"/> PTIN P00227231
	Firm's address ▶ 339 SIXTH AVENUE, 8TH FL PITTSBURGH, PA 15222	Firm's EIN ▶ 25-1724342 Phone no. 412-281-2501

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: THE SPROUT FUND WORKS TO POSITIVELY AFFECT THE CIVIC AND PHILANTHROPIC COMMUNITY BY PROVIDING AN ENTRY POINT FOR YOUNG PEOPLE TO BECOME INVOLVED AND ACTIVE IN THEIR COMMUNITIES AND BY SUPPORTING PROJECTS AND INITIATIVES THAT IMPROVE THE IMAGE OF THE GREATER PITTSBURGH

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [X] 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? [X] Yes [] No If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 331,730. including grants of \$ 177,920.) (Revenue \$) THE SEED AWARD FUND FOR COMMUNITY INNOVATION AT THE SPROUT FUND SUPPORTS PITTSBURGH-BASED PROJECTS AND CIVIC ENGAGEMENT INITIATIVES OCCURRING AT THE GRASSROOTS-LEVEL. BY SUPPORTING MANY SMALL PROJECTS, SPROUT IS SEEDING COMMUNITY CHANGE, ENERGIZING CIVIC AND CULTURAL LIFE, AND CATALYZING LOCAL SOLUTIONS TO GLOBAL CHALLENGES. BY TAKING CHANCES ON PEOPLE AND THEIR IDEAS, SPROUT IS PUSHING THE BOUNDARIES OF WHAT'S POSSIBLE FOR COMMUNITIES IN SOUTHWESTERN PENNSYLVANIA, SUPPORTING TODAY'S THOUGHT-PROVOKING CHANGE MAKERS AND TOMORROW'S INVENTIVE VISIONARIES.

4b (Code:) (Expenses \$ 535,412. including grants of \$ 105,000.) (Revenue \$) THE SPROUT FUND STEWARDS THE PITTSBURGH KIDS+CREATIVITY NETWORK BY PROVIDING CATALYTIC SUPPORT FOR NEW LEARNING INITIATIVES, BUILDING THE LEARNING INNOVATION FIELD THROUGH PROGRAM DESIGN AND PROFESSIONAL DEVELOPMENT, RAISING AWARENESS AND UNDERSTANDING THROUGH KNOWLEDGE SHARING AND ENHANCED COMMUNICATIONS, AND TELLING THE STORY OF LEARNING INNOVATION IN THE REGION THROUGH MULTIMEDIA DOCUMENTATION-ALL IN AN EFFORT TO PROVIDE MORE RELEVANT, IMAGINATIVE, AND ACCESSIBLE LEARNING OPPORTUNITIES FOR CHILDREN, YOUTH, AND FAMILIES IN THE GREATER PITTSBURGH REGION. SPROUT ALSO PROVIDES FUNDING FOR NEW PROJECTS AND INITIATIVES IN THE KIDS+CREATIVITY NETWORK THROUGH THE SPARK FUND FOR EARLY LEARNING.

4c (Code:) (Expenses \$ 121,400. including grants of \$ 121,400.) (Revenue \$) THE SPARK FUND FOR EARLY LEARNING AT THE SPROUT FUND SUPPORTS INNOVATIVE PROJECTS IN THE GREATER PITTSBURGH REGION THAT HELP CHILDREN DEVELOP HANDS-ON SKILLS AND DIGITAL LITERACIES BY EXPANDING THEIR CAPACITY TO DO AS WELL AS TO KNOW. SPARK PROJECTS NURTURE CURIOSITY AND CREATIVITY WITHIN CHILDREN AND ENCOURAGE THEM TO EXPLORE, EXAMINE, QUESTION, CREATE, AND RE-SHAPE THE WORLD. ELIGIBLE PROJECTS PRIMARILY TARGET CHILDREN AGE 10 AND UNDER. SPROUT ALSO PROVIDES FUNDING FOR NEW PROJECTS AND INITIATIVES IN THE KIDS+CREATIVITY NETWORK THROUGH THE SPARK FUND FOR EARLY LEARNING.

4d Other program services (Describe in Schedule O.) (Expenses \$ 138,471. including grants of \$ 35,000.) (Revenue \$)

4e Total program service expenses 1,127,013.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question number, description, sub-questions (1a-14b), Yes, and No. Includes questions about Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, and 501(c)(7), (12), and (29) organizations.

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	15	
b	Enter the number of voting members included in line 1a, above, who are independent	14	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **▶ PA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶** _____
MATT HANNIGAN, VICE PRESIDENT - 412-325-0646
5423 PENN AVENUE, PITTSBURGH, PA 15206-3423

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) HENRY SIMONDS DIRECTOR	1.00	X					0.	0.	0.	
(2) MARK BROADHURST CHAIR	2.00	X		X			0.	0.	0.	
(3) CATHY LEWIS LONG PRESIDENT	40.00	X		X			115,409.	0.	9,026.	
(4) ANNE SEKULA SECRETARY	2.00	X		X			0.	0.	0.	
(5) JOHN RHOADES TREASURER	2.00	X		X			0.	0.	0.	
(6) STEPHAN BONTRAGER DIRECTOR	1.00	X					0.	0.	0.	
(7) TODD PALCIC DIRECTOR	1.00	X					0.	0.	0.	
(8) DAN BYERS DIRECTOR	1.00	X					0.	0.	0.	
(9) DAVID CALIGUIRI DIRECTOR	1.00	X					0.	0.	0.	
(10) MIKE HAGGERTY DIRECTOR	1.00	X					0.	0.	0.	
(11) PAUL MAGOVERN DIRECTOR	1.00	X					0.	0.	0.	
(12) KEN SPRUILL DIRECTOR	1.00	X					0.	0.	0.	
(13) SEEMA PATEL DIRECTOR	1.00	X					0.	0.	0.	
(14) JASDEEP KHAIRA DIRECTOR	1.00	X					0.	0.	0.	
(15) LUKE SKURMAN DIRECTOR	1.00	X					0.	0.	0.	
(16) JOHN ROBINSON DIRECTOR	1.00	X					0.	0.	0.	
(17) MATT HANNIGAN VICE PRESIDENT AND DEPUTY DIRECTOR	40.00						105,596.	0.	4,535.	

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514		
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	17,660.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,561,637.				
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f		1,579,297.				
	Program Service Revenue	2 a	_____	Business Code				
b		_____						
c		_____						
d		_____						
e		_____						
f		All other program service revenue						
g		Total. Add lines 2a-2f						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,965.			1,965.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real	(ii) Personal				
		Less: rental expenses						
		Rental income or (loss)						
		Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		Less: cost or other basis and sales expenses						
		Gain or (loss)						
		Net gain or (loss)						
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		Less: direct expenses	b					
		Net income or (loss) from fundraising events						
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
Less: direct expenses		b						
Net income or (loss) from gaming activities								
10 a	Gross sales of inventory, less returns and allowances	a						
	Less: cost of goods sold	b						
	Net income or (loss) from sales of inventory							
Miscellaneous Revenue		Business Code						
11 a	MISCELLANEOUS	713990	10,415.			10,415.		
b	_____							
c	_____							
d	All other revenue							
e	Total. Add lines 11a-11d		10,415.					
12	Total revenue. See instructions.		1,591,677.	0.	0.	12,380.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	357,820.	357,820.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	81,500.	81,500.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	214,950.	91,017.	60,377.	63,556.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	209,580.	198,310.	4,574.	6,696.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	26,135.	20,248.	2,624.	3,263.
10 Payroll taxes	39,495.	27,316.	6,013.	6,166.
11 Fees for services (non-employees):				
a Management				
b Legal	945.		945.	
c Accounting	19,197.		19,197.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	2,635.			2,635.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	32,108.	32,108.		
12 Advertising and promotion	29,333.	27,956.		1,377.
13 Office expenses	41,322.	20,457.	13,163.	7,702.
14 Information technology	12,228.	9,432.	1,439.	1,357.
15 Royalties				
16 Occupancy	32,659.	25,194.	3,842.	3,623.
17 Travel	6,693.	6,630.	51.	12.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	16,033.	15,634.	152.	247.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	7,397.	5,706.	870.	821.
23 Insurance	7,931.	6,118.	933.	880.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a DOCUMENTATION	78,600.	78,600.		
b PROGRAMMATIC COSTS	72,516.	72,516.		
c EVENT-RELATED	37,128.	36,185.		943.
d ART-RELATED	14,268.	14,268.		
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	1,340,473.	1,127,015.	114,180.	99,278.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year		
Assets	1 Cash - non-interest-bearing	514,512.	1	23,566.		
	2 Savings and temporary cash investments	550,900.	2	1,222,644.		
	3 Pledges and grants receivable, net	758,841.	3	1,009,916.		
	4 Accounts receivable, net		4			
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5			
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6			
	7 Notes and loans receivable, net		7			
	8 Inventories for sale or use		8			
	9 Prepaid expenses and deferred charges		9			
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 45,690.				
	b Less: accumulated depreciation	10b 35,475.	8,147.	10c	10,215.	
	11 Investments - publicly traded securities			11		
	12 Investments - other securities. See Part IV, line 11			12		
	13 Investments - program-related. See Part IV, line 11			13		
	14 Intangible assets			14		
	15 Other assets. See Part IV, line 11			15		
16 Total assets. Add lines 1 through 15 (must equal line 34)		1,832,400.	16	2,266,341.		
Liabilities	17 Accounts payable and accrued expenses	67,630.	17	50,922.		
	18 Grants payable	133,435.	18	332,880.		
	19 Deferred revenue		19			
	20 Tax-exempt bond liabilities		20			
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21			
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22			
	23 Secured mortgages and notes payable to unrelated third parties		23			
	24 Unsecured notes and loans payable to unrelated third parties		24			
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25			
	26 Total liabilities. Add lines 17 through 25		201,065.	26	383,802.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27 Unrestricted net assets	369,242.	27	398,068.		
	28 Temporarily restricted net assets	1,262,093.	28	1,484,471.		
	29 Permanently restricted net assets		29			
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30 Capital stock or trust principal, or current funds		30			
	31 Paid-in or capital surplus, or land, building, or equipment fund		31			
	32 Retained earnings, endowment, accumulated income, or other funds		32			
33 Total net assets or fund balances		1,631,335.	33	1,882,539.		
34 Total liabilities and net assets/fund balances		1,832,400.	34	2,266,341.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,591,677.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,340,473.
3	Revenue less expenses. Subtract line 2 from line 1	3	251,204.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,631,335.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,882,539.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization THE SPROUT FUND	Employer identification number 20-4077513
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

	Yes	No
(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?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
 - h Provide the following information about the supported organization(s).

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1,514,382.	447,630.	929,883.	1,805,702.	1,580,297.	6,277,894.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,514,382.	447,630.	929,883.	1,805,702.	1,580,297.	6,277,894.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						3,450,202.
6 Public support. Subtract line 5 from line 4.						2,827,692.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	1,514,382.	447,630.	929,883.	1,805,702.	1,580,297.	6,277,894.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	22,467.	9,930.	3,039.	3,231.	1,965.	40,632.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		1,904.	235.	565.	10,415.	13,119.
11 Total support. Add lines 7 through 10						6,331,645.
12 Gross receipts from related activities, etc. (see instructions)					12	458,422.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	44.66	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	40.64	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
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	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

Schedule 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.

OMB No. 1545-0047

2012

Name of the organization

THE SPROUT FUND

Employer identification number

20-4077513

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE SPROUT FUND	Employer identification number 20-4077513
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CLAUDE WORTHINGTON BENEDUM FOUNDATION 223 4TH AVENUE SUITE 1400 PITTSBURGH, PA 15222	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	HILMAN FOUNDATION 330 GRANT STREET SUITE 2000 PITTSBURGH, PA 15219	\$ 310,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	THE PITTSBURGH FOUNDATION FIVE PPG PLACE SUITE 250 PITTSBURGH, PA 15222	\$ 275,640.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	MCCUNE FOUNDATION 6 PPG PL #750 PITTSBURGH, PA 15222	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	MACARTHUR FOUNDATION 5423 PENN AVENUE PITTSBURGH, PA 15206	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE SPROUT FUND	Employer identification number 20-4077513
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization THE SPROUT FUND	Employer identification number 20-4077513
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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 the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

THE SPROUT FUND

Employer identification number

20-4077513

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

(check all that apply):

- a Public exhibition
- 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:

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

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

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

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

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

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

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

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

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

- (i) unrelated organizations

	Yes	No
3a(i)		
- (ii) related organizations

	Yes	No
3a(ii)		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3b		

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		23,056.	23,056.	0.
d Equipment		22,634.	12,419.	10,215.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				10,215.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

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

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

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

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

1	Total revenue, gains, and other support per audited financial statements	1	1,591,677.
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	0.
3	Subtract line 2e from line 1	3	1,591,677.
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	0.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	1,591,677.

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

1	Total expenses and losses per audited financial statements	1	1,340,473.
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	0.
3	Subtract line 2e from line 1	3	1,340,473.
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	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	1,340,473.

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, LINE 2: ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED

STATES OF AMERICA REQUIRE THE FOUNDATIONS MANAGEMENT TO EVALUATE TAX

POSITIONS TAKEN BY THE FOUNDATION AND RECOGNIZE A TAX LIABILITY (OR ASSET)

IF THE FOUNDATION HAS TAKEN A POSITION THAT IS UNCERTAIN. AN UNCERTAIN

POSITION IS DEFINED AS ONE IN WHICH THERE IS A 50% OR GREATER LIKELIHOOD

THAT THE POSITION WILL NOT BE SUSTAINED UPON EXAMINATION BY A TAXING

AUTHORITY. MANAGEMENT HAS ANALYZED THE TAX POSITIONS TAKEN BY THE

FOUNDATION AND HAS CONCLUDED THAT AS OF JUNE 30, 2013, THERE ARE NO

Part XIII Supplemental Information *(continued)*

UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN. THE FOUNDATION HAS
RECOGNIZED NO INTEREST OR PENALTIES RELATED TO UNCERTAIN TAX POSITIONS.
THE FOUNDATION IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS;
HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX PERIODS IN PROGRESS.
MANAGEMENT BELIEVES THE FOUNDATION IS NO LONGER SUBJECT TO INCOME TAX
EXAMINATIONS FOR YEARS PRIOR TO 2009.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

THE SPROUT FUND

**Employer identification number
20-4077513**

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? Yes No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ASSEMBLE 5125 PENN AVE PITTSBURGH, PA 15224	45-1582644	501(C)3	6,000.	0.			SPARK PROJECT: INVENT-A-BLING
AUDUBON SOCIETY OF WESTERN PENNSYLVANIA - 614 DORSEYVILLE RD - PITTSBURGH, PA 15238	25-1324559	501(C)3	10,000.	0.			SPARK PROJECT: STUDY OF URBAN WILDLIFE STREAMING VIDEO
CARNEGIE FREE LIBRARY OF CONNELLSVILLE - 299 S PITTSBURGH ST - CONNELLSVILLE, PA 15425	25-0965278	501(C)3	5,000.	0.			SEED AWARD PROJECT: CONNELLSVILLE AREA HISTORICAL MUSEUM
CARNEGIE MELLON UNIVERSITY 5000 FORBES AVE PITTSBURGH, PA 15213	25-0969449	501(C)3	10,000.	0.			SPARK FELLOWSHIP: WILLIAM PENMAN
CARNEGIE MELLON UNIVERSITY 5000 FORBES AVE PITTSBURGH, PA 15213	25-0969449	501(C)3	13,050.	0.			SPARK PROJECT: PAINTING WITH NATURAL SELECTION
CARNEGIE MELLON UNIVERSITY 5000 FORBES AVE PITTSBURGH, PA 15213	25-0969449	501(C)3	25,000.	0.			SEED AWARD PROJECT: CONFLICT KITCHEN PERMANENT HOME

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 30
- 3** Enter total number of other organizations listed in the line 1 table ▶

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

Schedule I (Form 990) (2012)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHILDREN'S MUSEUM OF PITTSBURGH 10 CHILDREN'S WAY PITTSBURGH, PA 15212	25-1379704	501(C)3	10,000.	0.			SPARK PROJECT: DREAM FLIGHT ADVENTURES PLAYTESTING
COMMUNITY FOUNDATION OF FAYETTE COUNTY - 1040 EBERLY WAY SUITE 200 - LEMONT FURNACE, PA 15456	25-1851158	501(C)3	5,000.	0.			SEED AWARD PROJECT: MAIN STREET MOSAIC
CONSTRUCTION JUNCTION, INC. 214 N LEXINGTON ST PITTSBURGH, PA 15208	25-1831918	501(C)3	5,000.	0.			SEED AWARD PROJECT: STEAMROLLED PITTSBURGH
DREAMS OF HOPE PO BOX 4912 PITTSBURGH, PA 15206	43-2057957	501(C)3	5,000.	0.			SEED AWARD PROJECT: SPEAQ OPEN MIC NIGHT
FIBERARTS GUILD OF PITTSBURGH PO BOX 5478 PITTSBURGH, PA 15206	25-6064790	501(C)3	8,000.	0.			SEED AWARD PROJECT: KNIT THE BRIDGE
FINEVIEW CITIZENS COUNCIL, INC. PO BOX 6602 PITTSBURGH, PA 15212	25-1433387	501(C)3	10,000.	0.			SOCIAL INNOVATION EXCHANGE PROJECT: FINEVIEW FITNESS TRAIL
FRACTURED ATLAS PRODUCTIONS, INC. 248 WEST 35TH ST FL 10 NEW YORK, NY 10001	11-3451703	501(C)3	15,000.	0.			SPARK PROJECT: LITERARY ARTS BOOM (LAB)
FRACTURED ATLAS PRODUCTIONS, INC. 248 WEST 35TH ST FL 10 NEW YORK, NY 10001	11-3451703	501(C)3	6,000.	0.			SEED AWARD PROJECT: COMMUNITY SUPPORTED ARTS (CSA PGH)
GTECH (GROWTH THROUGH ENERGY + COMMUNITY HEALTH) STRATEGIES - 6587 HAMILTON AVE - PITTSBURGH, PA 15206	35-2309836	501(C)3	10,000.	0.			SPRING PROJECT: GARFIELD HOPS PROJECT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
IONSOUND PROJECT 3588 BEECHWOOD BOULEVARD PITTSBURGH, PA 15217	35-2452102	501(C)3	11,020.	0.			SPARK PROJECT: CREATION SOUND
NORTHSIDE LEADERSHIP CONFERENCE 4 ALLEGHE CENTER SUITE 601 PITTSBURGH, PA 15212	25-1689304	501(C)3	7,500.	0.			SEED AWARD PROJECT: ALLEGHENY COMMONS KNOWLEDGE
OAKLAND PLANNING AND DEVELOPMENT CORPORATION - 235 ATWOOD ST - PITTSBURGH, PA 15213	25-1382510	501(C)3	10,000.	0.			SOCIAL INNOVATION EXCHANGE PROJECT: LOUISA STREET BICYCLE STEPS RUNNEL
PENNSYLVANIA STATE UNIVERSITY 222 NORTHPOINTE BLVD FREEPORT, PA 16229	24-6000376	501(C)3	15,000.	0.			SPARK PROJECT: SEA AIR AND LAND ELECTRO OPTICS CHALLENGE
PITTSBURGH CENTER FOR CREATIVE REUSE - 214 N LEXINGTON ST - PITTSBURGH, PA 15208	27-4447701	501(C)3	8,750.	0.			SPARK PROJECT: THINK OUTSIDE BOX BOX
PITTSBURGH COMMUNITY REINVESTMENT GROUP - 1901 CENTRE AVE SUITE 200 - PITTSBURGH, PA 15219	25-1644683	501(C)3	20,000.	0.			SOCIAL INNOVATION EXCHANGE PROJECT: TRANSIT TALES
PITTSBURGH FILMMAKERS/PITTSBURGH CENTER FOR THE ARTS - 6300 FIFTH AVE - PITTSBURGH, PA 15232	25-1229210	501(C)3	5,000.	0.			SEED AWARD PROJECT: SQUIRREL HILL KRUSHOK
STEEL INDUSTRY HERITAGE, INC. 623 E EIGHTH AVE PITTSBURGH, PA 15120	25-1672667	501(C)3	10,000.	0.			SEED AWARD PROJECT: CARRIE DEER PROJECT
STEEL INDUSTRY HERITAGE, INC. 623 E EIGHTH AVE PITTSBURGH, PA 15120	25-1672667	501(C)3	8,000.	0.			SEED AWARD PROJECT: ALLOY PITTSBURGH

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
STRONG WOMEN, STRONG GIRLS, INC. 1901 CENTRE AVE SUITE 103 PITTSBURGH, PA 15219	20-2321377	501(C)3	7,000.	0.			SEED AWARD PROJECT: MEAN GIRLS
THE SAXIFRAGE SCHOOL 5800 WELLESLEY AVE FL 3 PITTSBURGH, PA 15212	27-2661370	501(C)3	10,000.	0.			SPARK FELLOWSHIP: TIMOTHY COOK
THE UNION PROJECT 801 N NEGLEY AVE PITTSBURGH, PA 15206	71-0890471	501(C)3	10,000.	0.			SPARK PROJECT: DIRT BAG
UNIVERSITY OF PITTSBURGH 123 UNIVERSITY PLACE PITTSBURGH, PA 15213	25-0965591	501(C)3	25,000.	0.			SPARK PROJECT: ACTIVATING PITTSBURGH YOUTH
UNIVERSITY OF PITTSBURGH 123 UNIVERSITY PLACE PITTSBURGH, PA 15213	25-0965591	501(C)3	25,000.	0.			SPARK PROJECT: LEARNING PATHWAYS FOR ACTIVATION
UNIVERSITY OF PITTSBURGH 123 UNIVERSITY PLACE PITTSBURGH, PA 15213	25-0965591	501(C)3	25,000.	0.			SPARK PROJECT: HIVE YOUTH VOICE AND LEADERSHIP

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.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
GRANTS AWARDED TO INDIVIDUALS	21	81,500.	0.		SEED AWARDS AND SPARK PROJECTS

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.

SCHEDULE I, PART I, LINE 2: THE SPROUT FUND MONITORS THE USE OF GRANT FUNDS THROUGH REGULAR REPORTS SUBMITTED BY GRANTEEES DURING THE PERIODS OF THEIR GRANTS AND FINAL REPORTS THAT INCLUDE FINANCIAL INFORMATION AT THE CONCLUSION OF GRANT TERMS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE SPROUT FUND

Employer identification number

20-4077513

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

AN ENTRY POINT FOR YOUNG PEOPLE TO BECOME INVOLVED AND ACTIVE IN THEIR
COMMUNITIES AND BY SUPPORTING PROJECTS AND INITIATIVES THAT IMPROVE THE
IMAGE OF THE GREATER PITTSBURGH REGION.

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

REGION.

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

IN 2012, THE SPROUT FUND ASSUMED A GREATER ROLE IN THE STEWARDSHIP OF
THE PITTSBURGH KIDS+CREATIVITY NETWORK IN WHICH IT PROVIDES NETWORK
SERVICES AND CATALYTIC FUNDING.

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

AS OF 2012, THE SPROUT FUND NO LONGER ACTIVELY CREATES NEW COMMUNITY
MURALS AS WORKS OF PUBLIC ART.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

SHARED PROGRAM SERVICES FOR SMALL ACTIVITIES AND SHARED ORGANIZATIONAL
EXPENSES.

EXPENSES \$ 138,471. INCLUDING GRANTS OF \$ 35,000. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 4: ON MAY 2, 2012, BY UNANIMOUS
RESOLUTION OF THE BOARD, SECTION 2.01(C) "TERM OF OFFICE" OF THE BYLAWS OF
THE SPROUT FUND WERE AMENDED TO STATE: "EACH DIRECTOR SHALL SERVE FOR A
TERM OF TWO (2) YEARS, AND EACH DIRECTOR MAY SERVE THREE (3) CONSECUTIVE

Name of the organization

THE SPROUT FUND

Employer identification number

20-4077513

TWO (2) YEAR TERMS." (PREVIOUSLY, DIRECTORS WERE LIMITED TO TWO CONSECUTIVE TERMS.)

FORM 990, PART VI, SECTION A, LINE 8A: MINUTES OF PRIOR BOARD OF DIRECTORS MEETINGS ARE ADOPTED AT THE START OF EACH MEETING. AUTHORIZED COMMITTEES MAKE FORMAL REPORTS OF RECOMMENDATIONS TO THE EXECUTIVE COMMITTEE FOR ADOPTION AND THEN LATER RATIFICATION BY THE FULL BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 11: THE FINAL VERSION OF THE FORM 990 WAS REVIEWED AND ADOPTED BY THE AUDIT/FINANCE COMMITTEE AND EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS PRIOR TO SUBMISSION.

FORM 990, PART VI, SECTION B, LINE 12C: DIRECTORS ARE REQUIRED TO RECUSE THEMSELVES FROM DECISIONS ON WHICH A MATERIAL CONFLICT EXISTS.

FORM 990, PART VI, SECTION B, LINE 15: IN 2012, THE INDEPENDENT DIRECTORS OF THE EXECUTIVE COMMITTEE OF THE BOARD RECOMMENDED ONE-TIME BONUS COMPENSATION FOR THE PRESIDENT AND VICE PRESIDENT OF THE CORPORATION. THE ACTION WAS SUBSEQUENTLY ADOPTED BY A UNANIMOUS RESOLUTION OF THE FULL BOARD MEETING IN A SESSION WITH ONLY THE INDEPENDENT DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 18: THE ORGANIZATION MAKES ITS FORM 990 AVAILABLE FOR PUBLIC INSPECTION ON THEIR WEBSITE AND UPON REQUEST.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC.