

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2016 calendar year, or tax year beginning and ending

| | | |
|---|---|---|
| B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/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 6101 PENN AVE 102 City or town, state or province, country, and ZIP or foreign postal code PITTSBURGH, PA 15206 F Name and address of principal officer: CATHY LEWIS LONG SAME AS C ABOVE | D Employer identification number 20-4077513 E Telephone number 412-325-0646 G Gross receipts \$ 1,653,650. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates 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. | | |
| 3 | Number of voting members of the governing body (Part VI, line 1a) | 3 | 11 |
| 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 10 |
| 5 | Total number of individuals employed in calendar year 2016 (Part V, line 2a) | 5 | 13 |
| 6 | Total number of volunteers (estimate if necessary) | 6 | 100 |
| 7a | Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 0. |
| 7b | Net unrelated business taxable income from Form 990-T, line 34 | 7b | 0. |
| 8 | Contributions and grants (Part VIII, line 1h) | Prior Year 710,991. | Current Year 1,177,800. |
| 9 | Program service revenue (Part VIII, line 2g) | 212,789. | 473,749. |
| 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 2,481. | 1,793. |
| 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 51,115. | 308. |
| 12 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 977,376. | 1,653,650. |
| 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 1,110,355. | 725,608. |
| 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) | 780,165. | 741,119. |
| 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 0. | 0. |
| b | Total fundraising expenses (Part IX, column (D), line 25) ▶ 138,304. | | |
| 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 815,664. | 599,660. |
| 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 2,706,184. | 2,066,387. |
| 19 | Revenue less expenses. Subtract line 18 from line 12 | -1,728,808. | -412,737. |
| 20 | Total assets (Part X, line 16) | Beginning of Current Year 2,137,488. | End of Year 1,454,865. |
| 21 | Total liabilities (Part X, line 26) | 503,048. | 233,162. |
| 22 | Net assets or fund balances. Subtract line 21 from line 20 | 1,634,440. | 1,221,703. |

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 EUGENE J. LOGAN | Date | Check if self-employed <input type="checkbox"/> | PTIN P00227231 |
| | Firm's name ▶ SCHNEIDER DOWNS & CO., INC. | Firm's EIN ▶ 25-1408703 | | | |
| | Firm's address ▶ ONE PPG PLACE SUITE 1700 PITTSBURGH, PA 15222 | Phone no. (412) 261-3644 | | | |

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 or note to any line 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 \$ 1,063,627. including grants of \$ 408,758.) (Revenue \$) THE SPROUT FUND STEWARDS THE REMAKE LEARNING 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 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.

4b (Code:) (Expenses \$ 353,896. including grants of \$ 216,200.) (Revenue \$) THE SPROUT FUND PROVIDES CATALYTIC SUPPORT FOR ONE NORTHSIDE TO ADVANCE THE MOST PROMISING NEW APPROACHES TO IMPROVING THE QUALITY OF PLACE, EMPLOYMENT, AND EDUCATION-ENHANCING THE QUALITY OF LIFE FOR 18 NORTHSIDE COMMUNITIES. SPROUT'S SUPPORT HELPS BUILD THE CAPACITY OF NEIGHBORHOOD RESIDENTS TO IMPLEMENT SUCCESSFUL PROJECTS, ORGANIZE SMALL GROUPS OF FRIENDS AND COLLEAGUES INTO HIGH-FUNCTIONING COLLABORATIVE EFFORTS, AND DEVELOP STRATEGIES TO EXPAND AND/OR SUSTAIN THEIR PROJECTS.

4c (Code:) (Expenses \$ 222,195. including grants of \$) (Revenue \$ 474,057.) THE SPROUT FUND PROVIDES CONSULTING SERVICES TO LIKE-MINDED NONPROFIT ORGANIZATIONS AND FOUNDATIONS BASED ON ITS EXPERTISE IN EFFECTIVE NETWORKS AND CATALYTIC FUNDING. IN 2016, SPROUT UNDERTOOK 2 MAJOR CONTRACTS WORKING WITH COLLECTIVE SHIFT ON THE NATIONAL ROLL-OUT OF ITS DIGITAL BADGE PLATFORM AND THE GATES FOUNDATION TO EXPLORE KNOWLEDGE MANAGEMENT ACROSS SCHOOL DISTRICT NETWORKS.

4d Other program services (Describe in Schedule O.) (Expenses \$ 169,018. including grants of \$ 100,650.) (Revenue \$)

4e Total program service expenses 1,808,736.

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 other assistance to or for any foreign organization? <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 other assistance to or for foreign individuals? <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 |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|--|-----|----|
| 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? | | |
| 21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government 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 or other assistance to or for domestic individuals 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 25a</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), 501(c)(4), and 501(c)(29) 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 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <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 or note to any line in this Part V

Input box for Schedule O check

Main table with columns for question numbers (1a-14b), Yes/No, and numerical responses (e.g., 49, 0, 13, N/A).

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 or note to any line in this Part VI

Section A. Governing Body and Management

| | | Yes | No |
|-----------|--|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | |
| | 1a 11 | | |
| b | Enter the number of voting members included in line 1a, above, who are independent | | |
| | 1b 10 | | |
| 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? | | |
| c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | | |
| 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, address, and telephone number of the person who possesses the organization's books and records: **MATT HANNIGAN - 412-325-0646**
6101 PENN AVE, NO. 102, PITTSBURGH, PA 15206

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

Check if Schedule O contains a response or note to any line 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) CHELSEA BURKET DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (2) ANDREW BUTCHER DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (3) MEGAN CICCONI DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (4) SAM FRANKLIN DIRECTOR (ENTERED 9/16) | 10.00 | X | | | | | 0. | 0. | 0. | |
| (5) MEREDITH GRELLI DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (6) ALEXIS HOWARD DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (7) JOHN HUCKLE DIRECTOR (EXITED 8/16) | 10.00 | X | | | | | 0. | 0. | 0. | |
| (8) JOE NICKOL DIRECTOR (EXITED 8/16) | 10.00 | X | | | | | 0. | 0. | 0. | |
| (9) JOHN ROBINSON DIRECTOR (EXITED 8/16) | 10.00 | X | | | | | 0. | 0. | 0. | |
| (10) HENRY J. SIMONDS DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (11) MILA YOCHUM DIRECTOR (EXITED 8/16) | 10.00 | X | | | | | 0. | 0. | 0. | |
| (12) MARK BROADHURST CHAIR | 10.00 | X | | X | | | 0. | 0. | 0. | |
| (13) DAN BYERS SECRETARY | 10.00 | X | | X | | | 0. | 0. | 0. | |
| (14) MIKE HAGGERTY TREASURER | 20.00 | X | | X | | | 0. | 0. | 0. | |
| (15) CATHY LEWIS LONG PRESIDENT | 40.00 | X | | X | | | 122,429. | 0. | 16,604. | |
| (16) MATT HANNIGAN VICE PRESIDENT | 40.00 | | | X | | | 113,500. | 0. | 5,556. | |

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line 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 - 514 | |
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a Federated campaigns | 1a 14,757. | | | | | |
| | b Membership dues | 1b | | | | | |
| | c Fundraising events | 1c | | | | | |
| | d Related organizations | 1d | | | | | |
| | e Government grants (contributions) | 1e 8,272. | | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f 1,154,771. | | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | 5,000. | | | | | |
| | h Total. Add lines 1a-1f | ▶ | 1,177,800. | | | | |
| Program Service Revenue | 2 a CONSULTING | Business Code 900099 | 473,749. | 473,749. | | | |
| | b | | | | | | |
| | c | | | | | | |
| | d | | | | | | |
| | e | | | | | | |
| | f All other program service revenue | | | | | | |
| | g Total. Add lines 2a-2f | ▶ | 473,749. | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | ▶ | 1,793. | | | 1,793. | |
| | 4 Income from investment of tax-exempt bond proceeds | ▶ | | | | | |
| | 5 Royalties | ▶ | | | | | |
| | 6 a Gross rents | (i) Real | (ii) Personal | | | | |
| | | b Less: rental expenses | | | | | |
| | | c Rental income or (loss) | | | | | |
| | | d Net rental income or (loss) | ▶ | | | | |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | | | |
| | | b Less: cost or other basis and sales expenses | | | | | |
| | | c Gain or (loss) | | | | | |
| | | d Net gain or (loss) | ▶ | | | | |
| | 8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | | | | | |
| | | b Less: direct expenses | b | | | | |
| | | c Net income or (loss) from fundraising events | ▶ | | | | |
| | 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | |
| b Less: direct expenses | | b | | | | | |
| c Net income or (loss) from gaming activities | | ▶ | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | | | | | | |
| | b Less: cost of goods sold | b | | | | | |
| | c Net income or (loss) from sales of inventory | ▶ | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a REIMBURSEMENTS/REBATES | 900099 | 308. | 308. | | | | |
| | b | | | | | | |
| | c | | | | | | |
| | d All other revenue | | | | | | |
| | e Total. Add lines 11a-11d | ▶ | 308. | | | | |
| 12 Total revenue. See instructions. | ▶ | 1,653,650. | 474,057. | 0. | 1,793. | | |

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 or note to any line in this Part IX

| <i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i> | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 | 711,008. | 711,008. | | |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22 | 14,600. | 14,600. | | |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 258,089. | 198,163. | 19,493. | 40,433. |
| 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 | 385,424. | 293,964. | 29,524. | 61,936. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | | | | |
| 9 Other employee benefits | 41,139. | 33,824. | 2,637. | 4,678. |
| 10 Payroll taxes | 56,467. | 43,038. | 4,609. | 8,820. |
| 11 Fees for services (non-employees): | | | | |
| a Management | 19,390. | 1,497. | 17,747. | 146. |
| b Legal | | | | |
| c Accounting | 21,269. | 1,642. | 19,466. | 161. |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| 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.) | 3,976. | 307. | 3,639. | 30. |
| 12 Advertising and promotion | | | | |
| 13 Office expenses | 68,764. | 42,821. | 18,030. | 7,913. |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 33,540. | 28,143. | 1,969. | 3,428. |
| 17 Travel | | | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 72,418. | 72,135. | 177. | 106. |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | | | | |
| 23 Insurance | | | | |
| 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 PROGRAM SUPPLIES | 345,551. | 338,443. | 6. | 7,102. |
| b FACILITIES & EQUIPMENT | 34,752. | 29,151. | 2,050. | 3,551. |
| c | | | | |
| d | | | | |
| e All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24e | 2,066,387. | 1,808,736. | 119,347. | 138,304. |
| 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 or note to any line in this Part X

| | | (A) Beginning of year | | (B) End of year |
|---|--|--------------------------|---------------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 129,386. | 1 | 91,225. |
| | 2 Savings and temporary cash investments | 1,312,208. | 2 | 1,194,952. |
| | 3 Pledges and grants receivable, net | 686,059. | 3 | 168,688. |
| | 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 | 9,835. | 9 | 0. |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 47,433. | | |
| | b Less: accumulated depreciation | 10b 47,433. | 10c 0. | 0. |
| | 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) | 2,137,488. | 16 | 1,454,865. | |
| Liabilities | 17 Accounts payable and accrued expenses | 100,020. | 17 | 94,159. |
| | 18 Grants payable | 403,028. | 18 | 139,003. |
| | 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 | 503,048. | 26 | 233,162. |
| 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 | 633,247. | 27 | 840,529. |
| | 28 Temporarily restricted net assets | 1,001,193. | 28 | 381,174. |
| | 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 | 1,634,440. | 33 | 1,221,703. | |
| 34 Total liabilities and net assets/fund balances | 2,137,488. | 34 | 1,454,865. | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

| | | | |
|-----------|--|-----------|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 1,653,650. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 2,066,387. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | -412,737. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 1,634,440. |
| 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 | 1,221,703. |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

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

Form 990 (2016)

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) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (f) Total |
|--|------------|------------|------------|----------|------------|------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 1,580,297. | 1,411,569. | 3,769,751. | 710,991. | 1,177,800. | 8,650,408. |
| 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 | 1,580,297. | 1,411,569. | 3,769,751. | 710,991. | 1,177,800. | 8,650,408. |
| 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) | | | | | | 5,874,719. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 2,775,689. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (f) Total |
|--|------------|------------|------------|----------|------------|--------------------------|
| 7 Amounts from line 4 | 1,580,297. | 1,411,569. | 3,769,751. | 710,991. | 1,177,800. | 8,650,408. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ... | 1,965. | 2,079. | 2,091. | 2,481. | 1,793. | 10,409. |
| 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 VI.) | 10,415. | 4,172. | 7,329. | 1,115. | 308. | 23,339. |
| 11 Total support. Add lines 7 through 10 | | | | | | 8,684,156. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 686,538. |
| 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 2016 (line 6, column (f) divided by line 11, column (f)) | 14 | 31.96 % |
| 15 Public support percentage from 2015 Schedule A, Part II, line 14 | 15 | 33.34 % |
| 16a 33 1/3% support test - 2016. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 33 1/3% support test - 2015. 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 checked="" type="checkbox"/> |
| 17a 10% -facts-and-circumstances test - 2016. 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 VI 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 - 2015. 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 VI 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 10 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) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (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) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (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 VI.) | | | | | | |
| 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 2016 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2015 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---|
| 17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2015 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2016. 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 - 2015. 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 Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

| | Yes | No |
|--|-----|----|
| 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i> | | |
| 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i> | | |
| 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i> | | |
| b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i> | | |
| c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i> | | |
| 4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i> | | |
| b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i> | | |
| c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i> | | |
| 5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i> | | |
| b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document? | | |
| c Substitutions only. Was the substitution the result of an event beyond the organization's control? | | |
| 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i> | | |
| 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i> | | |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i> | | |
| 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i> | | |
| b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i> | | |
| c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i> | | |
| 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i> | | |
| b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i> | | |

Part IV Supporting Organizations (continued)

| | Yes | No |
|--|-----|----|
| 11 Has the organization accepted a gift or contribution from any of the following persons? | | |
| a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization? | | |
| b A family member of a person described in (a) above? | | |
| c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI. | | |
| 11a | | |
| 11b | | |
| 11c | | |

Section B. Type I Supporting Organizations

| | Yes | No |
|--|-----|----|
| 1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year. | | |
| 2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization. | | |
| 1 | | |
| 2 | | |

Section C. Type II Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s). | | |
| 1 | | |

Section D. All Type III Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? | | |
| 2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s). | | |
| 3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard. | | |
| 1 | | |
| 2 | | |
| 3 | | |

Section E. Type III Functionally Integrated Supporting Organizations

| | | | |
|--|--|-----|----|
| 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). | | | |
| a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below. | | | |
| b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below. | | | |
| c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions). | | | |
| 2 Activities Test. Answer (a) and (b) below. | | Yes | No |
| a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities. | | | |
| b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement. | | | |
| 3 Parent of Supported Organizations. Answer (a) and (b) below. | | | |
| a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI. | | | |
| b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard. | | | |
| 2a | | | |
| 2b | | | |
| 3a | | | |
| 3b | | | |

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

| Section A - Adjusted Net Income | | (A) Prior Year | (B) Current Year (optional) |
|--|--|----------------|-----------------------------|
| 1 | Net short-term capital gain | 1 | |
| 2 | Recoveries of prior-year distributions | 2 | |
| 3 | Other gross income (see instructions) | 3 | |
| 4 | Add lines 1 through 3 | 4 | |
| 5 | Depreciation and depletion | 5 | |
| 6 | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6 | |
| 7 | Other expenses (see instructions) | 7 | |
| 8 | Adjusted Net Income (subtract lines 5, 6, and 7 from line 4) | 8 | |

| Section B - Minimum Asset Amount | | (A) Prior Year | (B) Current Year (optional) |
|---|---|----------------|-----------------------------|
| 1 | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year): | | |
| a | Average monthly value of securities | 1a | |
| b | Average monthly cash balances | 1b | |
| c | Fair market value of other non-exempt-use assets | 1c | |
| d | Total (add lines 1a, 1b, and 1c) | 1d | |
| e | Discount claimed for blockage or other factors (explain in detail in Part VI): | | |
| 2 | Acquisition indebtedness applicable to non-exempt-use assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | |
| 4 | Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | |
| 5 | Net value of non-exempt-use assets (subtract line 4 from line 3) | 5 | |
| 6 | Multiply line 5 by .035 | 6 | |
| 7 | Recoveries of prior-year distributions | 7 | |
| 8 | Minimum Asset Amount (add line 7 to line 6) | 8 | |

| Section C - Distributable Amount | | (A) Prior Year | Current Year |
|---|---|----------------|--------------|
| 1 | Adjusted net income for prior year (from Section A, line 8, Column A) | 1 | |
| 2 | Enter 85% of line 1 | 2 | |
| 3 | Minimum asset amount for prior year (from Section B, line 8, Column A) | 3 | |
| 4 | Enter greater of line 2 or line 3 | 4 | |
| 5 | Income tax imposed in prior year | 5 | |
| 6 | Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions) | 6 | |
| 7 | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions). | | |

Schedule A (Form 990 or 990-EZ) 2016

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

| Section D - Distributions | Current Year |
|--|--------------|
| 1 Amounts paid to supported organizations to accomplish exempt purposes | |
| 2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity | |
| 3 Administrative expenses paid to accomplish exempt purposes of supported organizations | |
| 4 Amounts paid to acquire exempt-use assets | |
| 5 Qualified set-aside amounts (prior IRS approval required) | |
| 6 Other distributions (describe in Part VI). See instructions | |
| 7 Total annual distributions. Add lines 1 through 6 | |
| 8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions | |
| 9 Distributable amount for 2016 from Section C, line 6 | |
| 10 Line 8 amount divided by Line 9 amount | |

| Section E - Distribution Allocations (see instructions) | (i) Excess Distributions | (ii) Underdistributions Pre-2016 | (iii) Distributable Amount for 2016 |
|---|-----------------------------|--|---|
| 1 Distributable amount for 2016 from Section C, line 6 | | | |
| 2 Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI). See instructions | | | |
| 3 Excess distributions carryover, if any, to 2016: | | | |
| a | | | |
| b | | | |
| c From 2013 | | | |
| d From 2014 | | | |
| e From 2015 | | | |
| f Total of lines 3a through e | | | |
| g Applied to underdistributions of prior years | | | |
| h Applied to 2016 distributable amount | | | |
| i Carryover from 2011 not applied (see instructions) | | | |
| j Remainder. Subtract lines 3g, 3h, and 3i from 3f. | | | |
| 4 Distributions for 2016 from Section D, line 7: \$ | | | |
| a Applied to underdistributions of prior years | | | |
| b Applied to 2016 distributable amount | | | |
| c Remainder. Subtract lines 4a and 4b from 4 | | | |
| 5 Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions | | | |
| 6 Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions | | | |
| 7 Excess distributions carryover to 2017. Add lines 3j and 4c | | | |
| 8 Breakdown of line 7: | | | |
| a | | | |
| b Excess from 2013 | | | |
| c Excess from 2014 | | | |
| d Excess from 2015 | | | |
| e Excess from 2016 | | | |

Schedule A (Form 990 or 990-EZ) 2016

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Multiple horizontal lines for supplemental information.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2016

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't 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) (2016)

| | |
|--|---|
| Name of organization THE SPROUT FUND | Employer identification number 20-4077513 |
|--|---|

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 | JOHN D. & CATHERINE T. MACARTHUR FOUNDATION 140 S DEARBORN ST CHICAGO, IL 60603 | \$ 500,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 2 | THE BUHL FOUNDATION 650 SMITHFIELD ST STE 2300 PITTSBURGH, PA 15222 | \$ 200,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 3 | THE HEINZ ENDOWMENTS 625 LIBERTY AVE FL 30 PITTSBURGH, PA 15222 | \$ 200,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 4 | THE GRABLE FOUNDATION 650 SMITHFIELD ST STE 240 PITTSBURGH, PA 15222 | \$ 79,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 5 | COMCAST NBC UNIVERSAL 1701 JF KENNEDY BLVD PHILADELPHIA, PA 19103 | \$ 65,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 6 | CLAUDE WORTHINGTON BENEDUM FOUNDATION 223 4TH AVE STE 1400 PITTSBURGH, PA 15222 | \$ 50,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|--|---|
| Name of organization THE SPROUT FUND | Employer identification number 20-4077513 |
|--|---|

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 |
|--|---|

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. 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 | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (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" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2016

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" on Form 990, Part IV, line 6.

| | (a) Donor advised funds | (b) Funds and other accounts |
|---|-------------------------|--|
| 1 Total number at end of year | | |
| 2 Aggregate value of contributions to (during year) | | |
| 3 Aggregate value of 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" on 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 a 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?

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

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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)?

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" on 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) Revenue included on 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 Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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

Schedule D (Form 990) 2016

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" on 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, for escrow or custodial account liability? Yes No

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

Part V Endowment Funds. Complete if the organization answered "Yes" on 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 on lines 2a, 2b, and 2c should equal 100%.

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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. 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 | | 24,377. | 24,377. | 0. |
| e Other | | | | |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) | | | | 0. |

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. 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) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶ | | |

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. 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) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | |

2. Liability for uncertain tax positions. 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.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

| | | | | |
|----------|--|-----------|-----------|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 1,653,650. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| a | Net unrealized gains (losses) 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 | 1,653,650. |
| 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 | 1,653,650. |

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

| | | | | |
|----------|---|-----------|-----------|------------|
| 1 | Total expenses and losses per audited financial statements | | 1 | 2,066,387. |
| 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 | 2,066,387. |
| 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 | 2,066,387. |

Part XIII Supplemental Information.

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:

THE ORGANIZATION IS A TAX-EXEMPT ORGANIZATION UNDER INTERNAL REVENUE SERVICE CODE SECTION 501(C)(3) AND IS NOT A PRIVATE FOUNDATION AS PROVIDED BY THE INTERNAL REVENUE CODE. ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA REQUIRE THE ORGANIZATION'S MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE ORGANIZATION AND RECOGNIZE A TAX LIABILITY (OR ASSET) IF THE ORGANIZATION 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 ORGANIZATION AND HAS CONCLUDED THAT, AS OF DECEMBER 31, 2016, THERE ARE NO UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED TO BE

**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" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

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 Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on 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 noncash assistance | (h) Purpose of grant or assistance |
|---|------------|---------------------------------|--------------------------|-----------------------------------|---|---------------------------------------|------------------------------------|
| HOMEWOOD CHILDREN'S VILLAGE 801 N HOMEWOOD AVE STE 201 PITTSBURGH, PA 15208 | 27-1885583 | 501(C)(3) | 70,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| CARNEGIE MELLON UNIVERSITY 5000 FORBES AVE PITTSBURGH, PA 15213 | 25-0969449 | 501(C)(3) | 47,150. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| CARNEGIE LIBRARY OF PITTSBURGH 4400 FORBES AVE PITTSBURGH, PA 15213 | 25-0965281 | 501(C)(3) | 41,500. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| NORTHSIDE COMMUNITY DEVELOPMENT FUND - 922 MIDDLE ST - PITTSBURGH, PA 15212 | 25-1855490 | 501(C)(3) | 34,050. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| DUQUESNE UNIVERSITY 600 FORBES AVE PITTSBURGH, PA 15282 | 25-1035663 | 501(C)(3) | 29,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| PITTSBURGH PUBLIC SCHOOLS 341 S BELLEFIELD AVE PITTSBURGH, PA 15213 | 25-1157808 | PUBLIC SCHOOL | 27,325. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ **42.**

3 Enter total number of other organizations listed in the line 1 table ▶ **0.**

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

Schedule I (Form 990) (2016)

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 |
|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|---|
| ASSEMBLE 4824 PENN AVE PITTSBURGH, PA 15224 | 45-1582644 | 501(C)(3) | 17,500. | 0. | N/A | N/A | LEARNING & COMMUNITY INNOVATION PROJECTS |
| NEW SUN RISING P.O. BOX 58005 MILLVALE, PA 15209 | 20-3496988 | 501(C)(3) | 17,100. | 0. | N/A | N/A | LEARNING & COMMUNITY INNOVATION PROJECTS |
| NORTHSIDE LEADERSHIP CONFERENCE 1319 ALLEGHENY AVE FL 2 PITTSBURGH, PA 15233 | 25-1689304 | 501(C)(3) | 16,050. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| PITTSBURGH PARKS CONSERVANCY 45 S 23RD ST STE 101 PITTSBURGH, PA 15203 | 23-2882145 | 501(C)(3) | 15,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| GREEN BUILDING ALLIANCE 33 TERMINAL WAY STE 331 PITTSBURGH, PA 15219 | 25-1832931 | 501(C)(3) | 12,500. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| WESTERN PENNSYLVANIA CONSERVANCY 800 WATERFRONT DR PITTSBURGH, PA 15222 | 25-1053485 | 501(C)(3) | 12,500. | 0. | N/A | N/A | LEARNING & COMMUNITY INNOVATION PROJECTS |
| BLOOMFIELD-GARFIELD CORPORATION 5149 PENN AVE PITTSBURGH, PA 15224 | 25-1290469 | 501(C)(3) | 11,500. | 0. | N/A | N/A | LEARNING & COMMUNITY INNOVATION PROJECTS |
| LEGACY ARTS PROJECT INC 201 N BRADDOCK AVE PITTSBURGH, PA 15208 | 45-0594199 | 501(C)(3) | 11,313. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| ARTISTS IMAGE RESOURCE 518 FORELAND ST PITTSBURGH, PA 15212 | 25-1803816 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |

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.)

| (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 |
|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| BRIGHTON HEIGHTS CITIZENS FEDERATION - 3629 CALIFORNIA AVE - PITTSBURGH, PA 15212 | 25-1385638 | 501(C)(3) | 10,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| GREENVILLE AREA SCHOOL DISTRICT 9 DONATION RD GREENVILLE, PA 16125 | 25-6011926 | PUBLIC SCHOOL | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| GTECH STRATEGIES 6587 HAMILTON AVE PITTSBURGH, PA 15206 | 35-2309836 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| LIFE MALE STEAM ACADEMY P.O. BOX 8 NORTH VERSAILLES, PA 15137 | 47-4593867 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| NORTHSIDE OLDTIMERS 1310 ARCH ST PITTSBURGH, PA 15212 | 26-2184332 | 501(C)(3) | 10,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| PENNSYLVANIA WOMEN WORK 650 SMITHFIELD ST STE 520 PITTSBURGH, PA 15222 | 25-1705976 | 501(C)(3) | 10,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| PETERS TOWNSHIP SCHOOL DISTRICT 631 E MCMURRAY RD MCMURRAY, PA 15317 | 25-6002463 | PUBLIC SCHOOL | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| PITTSBURGH PROJECT 2801 N CHARLES ST PITTSBURGH, PA 15214 | 25-1594578 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| STUDENT CONSERVATION ASSOCIATION 689 RIVER RD CHARLESTOWN, NH 03603 | 91-0880684 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |

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.)

| (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 |
|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| YOUNG PRESERVATIONISTS ASSOCIATION 700 RIVER AVE STE 318 PITTSBURGH, PA 15212 | 30-0214451 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| YOUTH PLACES 711 WEST COMMONS PITTSBURGH, PA 15212 | 43-2068912 | 501(C)(3) | 10,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| CHILDREN'S MUSEUM OF PITTSBURGH 10 CHILDREN'S WAY PITTSBURGH, PA 15212 | 25-1379704 | 501(C)(3) | 8,300. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| SARAH HEINZ HOUSE 1 HEINZ ST PITTSBURGH, PA 15212 | 25-0965390 | 501(C)(3) | 8,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| VENTURE OUTDOORS 33 TERMINAL WAY STE 537A PITTSBURGH, PA 15219 | 20-3275291 | 501(C)(3) | 7,500. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| SLB RADIO PRODUCTIONS, INC. 10 CHILDREN'S WAY STE 2 PITTSBURGH, PA 15212 | 25-1859072 | 501(C)(3) | 6,500. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| EAST ALLEGHENY COMMUNITY COUNCIL 415 E OHIO ST PITTSBURGH, PA 15212 | 25-1325425 | 501(C)(3) | 6,050. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| HIS PLACE COMMUNITY CENTER P.O. BOX 4119 PITTSBURGH, PA 15202 | 25-1287723 | 501(C)(3) | 6,050. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| OBSERVATORY HILL INC. P.O. BOX 100247 PITTSBURGH, PA 15233 | 25-1474261 | 501(C)(3) | 6,050. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |

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.)

| (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 |
|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| NORTHSIDE COMMON MINISTRIES 1601 BRIGHTON RD PITTSBURGH, PA 15212 | 25-1098928 | 501(C)(3) | 6,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| CARNEGIE MUSEUMS OF PITTSBURGH 4400 FORBES AVE PITTSBURGH, PA 15213 | 25-0965280 | 501(C)(3) | 5,750. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| DUQUESNE CITY SCHOOL DISTRICT 300 KENNEDY AVE DUQUESNE, PA 15110 | 25-6001157 | PUBLIC SCHOOL | 5,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| HOLLOW OAK LAND TRUST P.O. BOX 741 CORAOPOLIS, PA 15108 | 25-6374165 | 501(C)(3) | 5,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| INNOVATION WORKS 2 ALLEGHENY CTR STE 100 PITTSBURGH, PA 15212 | 25-1588611 | 501(C)(3) | 5,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| NEU KIRCHE CONTEMPORARY ART CENTER 1000 MADISON AVE PITTSBURGH, PA 15212 | 46-5550745 | 501(C)(3) | 5,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| PERRY HILLTOP CITIZENS COUNCIL 2344 PERRYSVILLE AVE PITTSBURGH, PA 15214 | 25-1195783 | 501(C)(3) | 5,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| PRESSLEY RIDGE 5500 CORPORATE DR STE 400 PITTSBURGH, PA 15237 | 25-0965460 | 501(C)(3) | 5,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| VIRTUOUS ACADEMY 1 LIBRARY PL DUQUESNE, PA 15110 | 80-0277640 | 501(C)(3) | 5,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |

Schedule I (Form 990)

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on 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 noncash assistance |
|--|--------------------------|--------------------------|-----------------------------------|---|---------------------------------------|
| GRANTS AWARDED TO INDIVIDUALS FOR PROJECTS | 17 | 14,600. | 0. | N/A | N/A |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part IV **Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

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:

THE SPROUT FUND PROVIDES CONSULTING SERVICES TO LIKE-MINDED NONPROFIT
ORGANIZATIONS AND FOUNDATIONS BASED ON ITS EXPERTISE IN EFFECTIVE
NETWORKS AND CATALYTIC FUNDING. IN 2016, SPROUT UNDERTOOK 2 MAJOR
CONTRACTS WORKING WITH COLLECTIVE SHIFT ON THE NATIONAL ROLL-OUT OF ITS
DIGITAL BADGE PLATFORM AND THE GATES FOUNDATION TO EXPLORE KNOWLEDGE
MANAGEMENT ACROSS SCHOOL DISTRICT NETWORKS.

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

IN 2016, THE SPROUT FUND CEASED TO OPERATE THE SPARK FUND FOR EARLY
LEARNING AND THE HIVE FUND FOR CONNECTED LEARNING AS DISCRETE PROGRAM
OFFERINGS CHOOSING INSTEAD TO FOLD THEM BENEATH THE "REMAKE LEARNING"
BRAND AND TO TRACK GRANTMAKING AS PART OF REMAKE LEARNING NETWORK
STEWARDSHIP.

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

OTHER PROGRAM SERVICES INCLUDE THE SEED AWARD FUND FOR COMMUNITY
INNOVATION AT THE SPROUT FUND, WHICH SUPPORTS PITTSBURGH-BASED PROJECTS

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

Schedule O (Form 990 or 990-EZ) (2016)

632211 08-25-16

Name of the organization

THE SPROUT FUND

Employer identification number

20-4077513

AND CIVIC ENGAGEMENT INITIATIVES, AND OTHER LEARNING INNOVATION
SERVICES AND MINOR PROGRAMS.

EXPENSES \$ 169,018. INCLUDING GRANTS OF \$ 100,650. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 1:

THE EXECUTIVE COMMITTEE IS COMPOSED OF THE OFFICERS OF THE CORPORATION, 4 OF 5 OF WHICH ARE ALSO MEMBERS OF THE GOVERNING BODY (THE VICE PRESIDENT IS NOT A DIRECTOR). BY ITS CORPORATE BYLAWS, THE EXECUTIVE COMMITTEE HAS ALL OF THE POWERS OF THE BOARD OF DIRECTORS EXCEPT THAT THE EXECUTIVE COMMITTEE DOES NOT HAVE THE POWER TO AMEND OR REPEAL THE BYLAWS OR TO ADOPT NEW BYLAWS; TO FILL VACANCIES IN, CHANGE THE NUMBER OF, OR REMOVE MEMBERS OF THE BOARD OF DIRECTORS; OR TO DISSOLVE, REMOVE MEMBERS OR CHANGE THE NUMBER OF, OR FILL VACANCIES IN THE EXECUTIVE COMMITTEE; OR TO AMEND OR REPEAL ANY RESOLUTION OF THE BOARD OF DIRECTORS WHICH BY ITS TERMS SHALL NOT BE AMENDABLE OR REPEALABLE. IN PRACTICE, ALL RESOLUTIONS OF THE EXECUTIVE COMMITTEE ARE RATIFIED BY THE FULL BOARD AT ITS NEXT SCHEDULED MEETING.

FORM 990, PART VI, SECTION B, LINE 11B:

THE FINAL VERSION OF THE FORM 990 WAS REVIEWED AND ADOPTED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS PRIOR TO SUBMISSION.

FORM 990, PART VI, SECTION B, LINE 12:

DIRECTORS ARE ASKED TO RECUSE THEMSELVES FROM VOTES AND/OR DECISIONS ON GRANTS WHERE THEY ARE A BOARD MEMBER OR KEY OFFICER OF THE RECIPIENT ORGANIZATION. THIS HAPPENS INFREQUENTLY AND IS NOTED IN THE MINUTES.

FORM 990, PART VI, SECTION B, LINE 15:

IN 2016, THE COMPENSATION OF THE PRESIDENT AND VICE PRESIDENT OF THE

| | |
|--|---|
| Name of the organization THE SPROUT FUND | Employer identification number 20-4077513 |
|--|---|

CORPORATION WAS REVIEWED BY AN AD-HOC COMMITTEE OF INDEPENDENT DIRECTORS AND FORMER DIRECTORS OF THE CORPORATION. THE COMMITTEE RECOMMENDED SALARY ADJUSTMENTS AND BONUS COMPENSATION AFTER EVALUATING LOCAL COMPARABLE DATA, ORGANIZATIONAL AND INDIVIDUAL PERFORMANCE, AND THE CONSUMER PRICE INDEX FOR URBAN AND CLERICAL WORKERS TO TRACK INFLATION. THE COMMITTEE MADE RECOMMENDATIONS TO THE FULL BOARD WHICH WERE ADOPTED UNANIMOUSLY IN DURING THE MARCH 2, 2016 MEETING OF THE BOARD'S INDEPENDENT DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION MAKES ITS FORM 990 AND AUDITED FINANCIAL STATEMENTS AVAILABLE FOR PUBLIC INSPECTION ON ITS WEBSITE AND UPON REQUEST. THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC.

FORM 990, PART XII, LINE 2C:

THE ORGANIZATION'S FINANCIAL STATEMENTS ARE AUDITED BY AN INDEPENDENT ACCOUNTING FIRM. IN ADDITION, THE ORGANIZATION HAS A COMMITTEE THAT ASSUMES THE RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND ITS SELECTION OF THE INDEPENDENT ACCOUNTANT. THIS PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

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

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request 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, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (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 | |
|--|---|--|
| Type or print | Name of exempt organization or other filer, see instructions. THE SPROUT FUND | Employer identification number (EIN) or 20-4077513 |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite no. If a P.O. box, see instructions. 6101 PENN AVE, NO. 102 | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15206 | |

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 1

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

MATT HANNIGAN

• The books are in the care of ▶ **6101 PENN AVE, NO. 102 - PITTSBURGH, PA 15206**
Telephone No. ▶ **412-325-0646** Fax No. ▶ _____

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

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

1 I request an automatic 6-month extension of time until **NOVEMBER 15, 2017**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year **2016** or
▶ tax year beginning _____, and ending _____.

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

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

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

TAX RETURN FILING INSTRUCTIONS

PENNSYLVANIA FORM BCO-10

FOR THE YEAR ENDING
DECEMBER 31, 2016

| | |
|---|---|
| Prepared for | THE SPROUT FUND 6101 PENN AVE NO. 102 PITTSBURGH, PA 15206 |
| Prepared by | SCHNEIDER DOWNS & CO., INC. ONE PPG PLACE SUITE 1700 PITTSBURGH, PA 15222 |
| Amount due or refund | BALANCE DUE OF \$250.00 |
| Make check payable to | COMMONWEALTH OF PENNSYLVANIA |
| Mail tax return and check (if applicable) to | BUREAU OF CHARITABLE ORGANIZATIONS 207 NORTH OFFICE BUILDING HARRISBURG, PA 17120 |
| Return must be mailed on or before | MUST BE RECEIVED BY THE BUREAU ON OR BEFORE NOVEMBER 15, 2017 |
| Special Instructions | THE REPORT SHOULD BE SIGNED AND DATED BY TWO AUTHORIZED INDIVIDUALS. A COMPLETED AND SIGNED COPY OF FEDERAL FORM 990 (AND ALL APPLICABLE ATTACHMENTS) MUST BE INCLUDED WITH FORM BCO-10. |

**Bureau of Charitable Organizations
207 North Office Building
Harrisburg, Pennsylvania 17120**

Telephone: (717) 783-1720
(800) 732-0999 (within PA only)
Fax: (717) 783-6014

Website: www.dos.state.pa.us/charities

For Official Use Only

Approved: _____

RF: _____

AF: _____

LF: _____

Fee Received: _____

Commonwealth of
Pennsylvania
Department of State

Charitable Organization Registration Statement - Form BCO-10

Check if registering voluntarily
(See note under "important information")

Certificate Number: 34545
(Renewals Only)

Fiscal Year Ended: 12/31/2016

Employer Identification Number (EIN): 20-4077513

1. Legal name of organization: THE SPROUT FUND

Check if name change Previous name: _____

2. All other names used to solicit contributions: _____

3. Contact person: MATT HANNIGAN

Contact's E-mail: MATT@SPROUTFUND.ORG

Physical address of organization: (Required)

Mailing address: (If different than physical)

6101 PENN AVE, NO. 102

City: PITTSBURGH

State: PA ZIP code: 15206

County: ALLEGHENY

Phone number: 412-325-0646

City: _____

State: _____ ZIP code: _____

800 number: _____

Fax number: _____

E-mail (If different than Contact's E-mail): _____

Website: WWW.SPROUTFUND.ORG

4. Names, addresses, and telephone numbers of all offices, chapters, branches, auxiliaries, affiliates, or other subordinate units located in Pennsylvania: (Attach separate sheet if necessary)

NONE

5. For Organizations described in Section 162.7(a) of the Act, check section that describes organization:

(See footnote #2 of instructions. Volunteer registrants do not respond.)

- 162.7(a)(1) 162.7(a)(2)
- 162.7(a)(3) 162.7(a)(4) Not Applicable

6. List type of organization (e.g. corporation, association, etc.) : CORPORATION

Where established: ALLEGHENY COUNTY Date established:** 11/17/2005

** (Initial registrants must submit copies of organizational documents such as charter, articles of incorporation, constitution, or other organizational instrument, and by-laws.)

7. Is any person compensated, or do you intend to compensate any person, for soliciting contributions in Pennsylvania, including employees of the organization and professional solicitors? Yes No

(Do not check "Yes" if you only use or intend to only use a professional fundraising counsel.)

SEE STATEMENT 1

If "Yes", give date person or entity started or will start soliciting contributions from Pennsylvania residents. _____

Items 8 and 9 are required to be completed by initial registrants only

8. Date organization first solicited contributions from Pennsylvania residents:

9. If organization solicited Pennsylvania residents and received gross * contributions totaling more than \$25,000 during the fiscal year covered by this registration statement, or during its current fiscal year, give date contributions first totaled more than \$25,000. _____

*Includes contributions received both within and outside Pennsylvania

10. Has organization been granted IRS tax-exempt status? Yes No

(If "Yes", please submit copy of IRS exemption letter if not previously submitted.)

A. If "Yes", under which IRS code section: 501(C)(3)

B. Has organization's tax-exempt status ever been denied, revoked, or modified? Yes No

(If "Yes", attach copy of denial, revocation, or modification.)

11. Was the organization required to file an IRS 990 return and applicable schedules for its most recently completed fiscal year? Yes No

(If "No", attach explanation of why organization is exempt from filing an IRS 990 return. An organization that is not required to file an IRS 990 return must file a Pennsylvania public disclosure form BCO-23. This includes an organization that files a 990N, 990EZ, or 990PF.)

12. A clear description of the specific programs for which contributions will be used, and a statement whether such programs are planned or in existence:

MAJOR GIFTS SOLICITED FROM PHILANTHROPIC ENTITIES ARE APPLIED TO LEARNING AND COMMUNITY INNOVATION PROGRAM AREAS, DEPENDENT ON THE PRIORITIES OF THE FUNDER. SMALL CONTRIBUTIONS FROM INDIVIDUALS ARE TYPICAL RECEIVED AS UNSTIPULATED OPERATING SUPPORT.

13. Manner in which contributions are solicited (e.g. direct mail, telephone, internet, etc.) :

DIRECT CONTACT

14. Is organization registered to solicit contributions in any other state or municipality? Yes No
(If "Yes", list all states and municipalities. Attach separate sheet if necessary.)

15. Names, addresses, and telephone numbers of all professional solicitors you use or intend to use to solicit contributions from Pennsylvania residents. For each entry, include the beginning and ending dates of all contracts, and dates Pennsylvania residents were first solicited, or will be solicited:(Attach separate sheet if necessary)

N/A

16. Names, addresses, and telephone numbers of all professional fundraising counsels you use or intend to use to provide services with respect to the solicitation of contributions from Pennsylvania residents. For each entry, include the beginning and ending dates of all contracts, and dates services began, or will begin, with respect to soliciting contributions from Pennsylvania residents:(Attach separate sheet if necessary)

N/A

17. Names, addresses, and telephone numbers of any commercial coventurers under contract with your organization:

N/A

18. If you are a parent organization located in Pennsylvania, do you elect to file a combined registration covering all of your Pennsylvania affiliates?

Yes No Not Applicable (See note under "important information")

If "Yes", give all names and certificate numbers of your affiliate organizations: (For each affiliate whose parent organization files a Form IRS 990 group return, it must file a form BCO-23, in addition to filing a copy of the organization's Form IRS 990 return.)

19. Are you a Pennsylvania affiliate of a parent organization, which elected to file a combined registration on your behalf? Yes No (See note under "important information")

If "Yes", provide the name and, if available, certificate # of your parent organization. (For each affiliate whose parent organization files a Form IRS 990 group return, it must file a form BCO-23, in addition to filing a copy of the organization's Form IRS 990 return.)

(Legal name of parent organization)

(Certificate #)

20. Does your organization share contributions or other revenue with any other nonprofit corporation or unincorporated association? Yes No (If "Yes", attach an explanation listing name, address, type of organization, and relationship to your organization.)

21. Does your organization share formal governance with any other nonprofit corporation or unincorporated association? Yes No (If "Yes", attach an explanation listing name, address, type of organization, and relationship to your organization.)

22. Does any other domestic or foreign organization own a 10% or greater interest in your organization? Yes No (If "Yes", attach the following information for each other domestic or foreign organization: name and type of organization, whether organization is for-profit or nonprofit, and relationship of organization to your organization.)

23. Does your organization own a 10% or greater interest in any other domestic or foreign organization? Yes No (If "Yes", attach the following information for each other domestic or foreign organization: name and type of organization, whether organization is for-profit or nonprofit, and relationship of organization to your organization.)

24. Provide the names and addresses of all officers, directors, trustees, and principal salaried executive staff officers: (Attach separate sheet if necessary)

SEE STATEMENT 2

25. Names and addresses for: (Attach separate sheet if necessary)

A. Individual(s) in charge of solicitation activities:

CATHY LEWIS LONG

6101 PENN AVE NO. 102 PITTSBURGH, PA 15206

B. Individual(s) with final responsibility for the custody of contributions:

MIKE HAGGERTY

6101 PENN AVE NO. 102 PITTSBURGH, PA 15206

C. Individual(s) with final responsibility for final distribution of contributions:

MATT HANNIGAN

6101 PENN AVE NO. 102 PITTSBURGH, PA 15206

D. Individual(s) responsible for custody of financial records:

MATT HANNIGAN

6101 PENN AVE NO. 102 PITTSBURGH, PA 15206

26. If you answer "Yes" to any of the following, attach a list of related individuals with names, business, and residence addresses of related parties. Are any officers, directors, trustees, or employees related by blood, marriage, or adoption to:

- A. Any other officer, director, trustee, or employee? Yes No
- B. Any officer, agent, or employee of any professional fundraising counsel or solicitor under contract with organization? Yes No
- C. Any supplier or vendor providing goods or services? Yes No SEE STATEMENT 3

27. If you answer "Yes" to any of the following, attach full written explanations, including reasons for actions, and copies of all relevant documents. Has organization or any of its present officers, directors, executive personnel, trustees, employees, or fundraisers:

- A. Been found to have engaged in unlawful practices in the solicitation of contributions or administration of charitable assets or been enjoined from soliciting contributions or are such proceedings pending in this or any other jurisdiction? Yes No
- B. Had its registration or license to solicit contributions denied, suspended, or revoked by any governmental agency? Yes No
- C. Entered into any legally enforceable agreement such as a consent agreement, an assurance of voluntary compliance or discontinuance with any district attorney, Office of Attorney General, or other local or state governmental agency? Yes No

I certify that the information provided in this registration, including all statements and documentation, is true and correct. I understand that the falsification of any statement or documentation is subject to criminal penalties for unsworn falsifications pursuant to 18 PA. C.S. § 4904.

Signature of Chief Fiscal Officer Date _____

CATHY LEWIS LONG, PRESIDENT

Type or Print Name and Title of Chief Fiscal Officer

Signature of Another Authorized Officer Date _____

Type or Print Name and Title of Another Authorized Officer

| <u>Checklist</u> | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | Original Registration Statement Properly Signed and Dated |
| <input checked="" type="checkbox"/> | A Copy of Form IRS 990 Return and Required Schedules Signed and Dated by an Authorized Officer |
| <input type="checkbox"/> | Form BCO-23, if Required |
| <input checked="" type="checkbox"/> | Applicable Financial Statements |
| <input checked="" type="checkbox"/> | Registration Fee and any Late Filing Fees |
| <input type="checkbox"/> | Additional Filings, if an Initial Registrant |

FOOTNOTES

STATEMENT 1

THE PRESIDENT AND VICE PRESIDENT, PAID EMPLOYEES OF THE SPROUT FUND, CONDUCT MINIMAL SOLICITATION ACTIVITIES ON BEHALF OF THE ORGANIZATION.

FORM BCO-10 OFFICERS, DIRECTORS, TRUSTEES AND EXECUTIVES STATEMENT 2

NAME AND ADDRESS

TITLE

CATHY LEWIS LONG
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

PRESIDENT

NAME AND ADDRESS

TITLE

MATT HANNIGAN
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

VICE PRESIDENT

NAME AND ADDRESS

TITLE

CHELSEA BURKET
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

DIRECTOR

NAME AND ADDRESS

TITLE

ANDREW BUTCHER
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

DIRECTOR

NAME AND ADDRESS

TITLE

MEGAN CICCONI
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

DIRECTOR

NAME AND ADDRESS

TITLE

SAM FRANKLIN
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

DIRECTOR (ENTERED 9/16)

NAME AND ADDRESS

TITLE

MEREDITH GRELLI
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

DIRECTOR

NAME AND ADDRESS

ALEXIS HOWARD
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

TITLE

DIRECTOR

NAME AND ADDRESS

JOHN HUCKLE
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

TITLE

DIRECTOR (EXITED 8/16)

NAME AND ADDRESS

JOE NICKOL
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

TITLE

DIRECTOR (EXITED 8/16)

NAME AND ADDRESS

JOHN ROBINSON
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

TITLE

DIRECTOR (EXITED 8/16)

NAME AND ADDRESS

HENRY J. SIMONDS
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

TITLE

DIRECTOR

NAME AND ADDRESS

MILA YOCHUM
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

TITLE

DIRECTOR (EXITED 8/16)

NAME AND ADDRESS

MARK BROADHURST
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

TITLE

CHAIR

NAME AND ADDRESS

DAN BYERS
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

TITLE

SECRETARY

NAME AND ADDRESS

MIKE HAGGERTY
6101 PENN AVE, NO. 102
PITTSBURGH, PA 15206

TITLE

TREASURER

FORM BCO-10

RELATED SUPPLIER OR VENDOR

STATEMENT 3

NAME AND ADDRESS

MARK BROADHURST
285 E WATERFRONT DR HOMESTEAD, PA 15120

BUSINESS

BOARD CHAIR OF EAT 'N PARK HOSPITALITY

TAX RETURN FILING INSTRUCTIONS

** FORM 990 PUBLIC DISCLOSURE COPY **

FOR THE YEAR ENDING
DECEMBER 31, 2016

| | |
|---|--|
| Prepared for | THE SPROUT FUND 6101 PENN AVE NO. 102 PITTSBURGH, PA 15206 |
| Prepared by | SCHNEIDER DOWNS & CO., INC. ONE PPG PLACE SUITE 1700 PITTSBURGH, PA 15222 |
| Amount due or refund | NOT APPLICABLE |
| Make check payable to | NOT APPLICABLE |
| Mail tax return and check (if applicable) to | NOT APPLICABLE |
| Return must be mailed on or before | NOT APPLICABLE |
| Special Instructions | THIS COPY OF THE RETURN IS PROVIDED ONLY FOR PUBLIC DISCLOSURE PURPOSES. ANY CONFIDENTIAL INFORMATION REGARDING LARGE DONORS HAS BEEN REMOVED. |

Form **990**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2016 calendar year, or tax year beginning and ending

| | | | |
|---|---|---|---|
| B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization THE SPROUT FUND Doing business as | | D Employer identification number 20-4077513 |
| | Number and street (or P.O. box if mail is not delivered to street address) Room/suite 6101 PENN AVE 102 | E Telephone number 412-325-0646 | |
| | City or town, state or province, country, and ZIP or foreign postal code PITTSBURGH, PA 15206 | | G Gross receipts \$ 1,653,650. |
| | F Name and address of principal officer: CATHY LEWIS LONG SAME AS C ABOVE | | H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates 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

| | |
|---|---|
| Activities & Governance | 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. |
| | 3 Number of voting members of the governing body (Part VI, line 1a) 3 11 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 10 |
| | 5 Total number of individuals employed in calendar year 2016 (Part V, line 2a) 5 13 |
| | 6 Total number of volunteers (estimate if necessary) 6 100 |
| | 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) 710,991. 1,177,800. |
| | 9 Program service revenue (Part VIII, line 2g) 212,789. 473,749. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 2,481. 1,793. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 51,115. 308. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 977,376. 1,653,650. |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 1,110,355. 725,608. |
| | 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) 780,165. 741,119. |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) 0. 0. |
| | b Total fundraising expenses (Part IX, column (D), line 25) ▶ 138,304. |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 815,664. 599,660. |
| 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 2,706,184. 2,066,387. | |
| 19 Revenue less expenses. Subtract line 18 from line 12 -1,728,808. -412,737. | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) 2,137,488. 1,454,865. |
| | 21 Total liabilities (Part X, line 26) 503,048. 233,162. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 1,634,440. 1,221,703. |

Part II Signature Block

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

| | | | | | |
|---|--|--|--|---|--------------------------|
| Sign Here | Signature of officer _____ Date _____ | | | | |
| | CATHY LEWIS LONG, PRESIDENT Type or print name and title | | | | |
| Paid Preparer Use Only | Print/Type preparer's name EUGENE J. LOGAN | Preparer's signature EUGENE J. LOGAN | Date _____ | Check if self-employed <input type="checkbox"/> | PTIN P00227231 |
| | Firm's name ▶ SCHNEIDER DOWNS & CO., INC. | | | Firm's EIN ▶ 25-1408703 | |
| Firm's address ▶ ONE PPG PLACE SUITE 1700 PITTSBURGH, PA 15222 | | | Phone no. (412) 261-3644 | | |

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 or note to any line 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 \$ 1,063,627. including grants of \$ 408,758.) (Revenue \$) THE SPROUT FUND STEWARDS THE REMAKE LEARNING 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 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.

4b (Code:) (Expenses \$ 353,896. including grants of \$ 216,200.) (Revenue \$) THE SPROUT FUND PROVIDES CATALYTIC SUPPORT FOR ONE NORTHSIDE TO ADVANCE THE MOST PROMISING NEW APPROACHES TO IMPROVING THE QUALITY OF PLACE, EMPLOYMENT, AND EDUCATION-ENHANCING THE QUALITY OF LIFE FOR 18 NORTHSIDE COMMUNITIES. SPROUT'S SUPPORT HELPS BUILD THE CAPACITY OF NEIGHBORHOOD RESIDENTS TO IMPLEMENT SUCCESSFUL PROJECTS, ORGANIZE SMALL GROUPS OF FRIENDS AND COLLEAGUES INTO HIGH-FUNCTIONING COLLABORATIVE EFFORTS, AND DEVELOP STRATEGIES TO EXPAND AND/OR SUSTAIN THEIR PROJECTS.

4c (Code:) (Expenses \$ 222,195. including grants of \$) (Revenue \$ 474,057.) THE SPROUT FUND PROVIDES CONSULTING SERVICES TO LIKE-MINDED NONPROFIT ORGANIZATIONS AND FOUNDATIONS BASED ON ITS EXPERTISE IN EFFECTIVE NETWORKS AND CATALYTIC FUNDING. IN 2016, SPROUT UNDERTOOK 2 MAJOR CONTRACTS WORKING WITH COLLECTIVE SHIFT ON THE NATIONAL ROLL-OUT OF ITS DIGITAL BADGE PLATFORM AND THE GATES FOUNDATION TO EXPLORE KNOWLEDGE MANAGEMENT ACROSS SCHOOL DISTRICT NETWORKS.

4d Other program services (Describe in Schedule O.) (Expenses \$ 169,018. including grants of \$ 100,650.) (Revenue \$)

4e Total program service expenses 1,808,736.

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 other assistance to or for any foreign organization? <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 other assistance to or for foreign individuals? <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 |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|--|-----|----|
| 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? | | |
| 21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government 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 or other assistance to or for domestic individuals 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 25a</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), 501(c)(4), and 501(c)(29) 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 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <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? | | |
| Note. All Form 990 filers are required to complete Schedule O | X | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question number, description, and Yes/No checkboxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable contributions.

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 or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (11), 1b (10), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (X), 10b, 11a (X), 11b, 12a (X), 12b, 12c, 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

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. [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 made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records: MATT HANNIGAN - 412-325-0646 6101 PENN AVE, NO. 102, PITTSBURGH, PA 15206

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

Check if Schedule O contains a response or note to any line 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) CHELSEA BURKET DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (2) ANDREW BUTCHER DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (3) MEGAN CICCONI DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (4) SAM FRANKLIN DIRECTOR (ENTERED 9/16) | 10.00 | X | | | | | 0. | 0. | 0. | |
| (5) MEREDITH GRELLI DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (6) ALEXIS HOWARD DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (7) JOHN HUCKLE DIRECTOR (EXITED 8/16) | 10.00 | X | | | | | 0. | 0. | 0. | |
| (8) JOE NICKOL DIRECTOR (EXITED 8/16) | 10.00 | X | | | | | 0. | 0. | 0. | |
| (9) JOHN ROBINSON DIRECTOR (EXITED 8/16) | 10.00 | X | | | | | 0. | 0. | 0. | |
| (10) HENRY J. SIMONDS DIRECTOR | 10.00 | X | | | | | 0. | 0. | 0. | |
| (11) MILA YOCHUM DIRECTOR (EXITED 8/16) | 10.00 | X | | | | | 0. | 0. | 0. | |
| (12) MARK BROADHURST CHAIR | 10.00 | X | | X | | | 0. | 0. | 0. | |
| (13) DAN BYERS SECRETARY | 10.00 | X | | X | | | 0. | 0. | 0. | |
| (14) MIKE HAGGERTY TREASURER | 20.00 | X | | X | | | 0. | 0. | 0. | |
| (15) CATHY LEWIS LONG PRESIDENT | 40.00 | X | | X | | | 122,429. | 0. | 16,604. | |
| (16) MATT HANNIGAN VICE PRESIDENT | 40.00 | | | X | | | 113,500. | 0. | 5,556. | |

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line 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 - 514 | |
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a Federated campaigns | 1a 14,757. | | | | | |
| | b Membership dues | 1b | | | | | |
| | c Fundraising events | 1c | | | | | |
| | d Related organizations | 1d | | | | | |
| | e Government grants (contributions) | 1e 8,272. | | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f 1,154,771. | | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | 5,000. | | | | | |
| | h Total. Add lines 1a-1f | ▶ | 1,177,800. | | | | |
| Program Service Revenue | 2 a CONSULTING | Business Code 900099 | 473,749. | 473,749. | | | |
| | b | | | | | | |
| | c | | | | | | |
| | d | | | | | | |
| | e | | | | | | |
| | f All other program service revenue | | | | | | |
| | g Total. Add lines 2a-2f | ▶ | 473,749. | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | ▶ | 1,793. | | | 1,793. | |
| | 4 Income from investment of tax-exempt bond proceeds | ▶ | | | | | |
| | 5 Royalties | ▶ | | | | | |
| | 6 a Gross rents | (i) Real | (ii) Personal | | | | |
| | | b Less: rental expenses | | | | | |
| | | c Rental income or (loss) | | | | | |
| | | d Net rental income or (loss) | ▶ | | | | |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | | | |
| | | b Less: cost or other basis and sales expenses | | | | | |
| | | c Gain or (loss) | | | | | |
| | | d Net gain or (loss) | ▶ | | | | |
| | 8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | | | | | |
| | | b Less: direct expenses | b | | | | |
| | | c Net income or (loss) from fundraising events | ▶ | | | | |
| | 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | |
| b Less: direct expenses | | b | | | | | |
| c Net income or (loss) from gaming activities | | ▶ | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | | | | | | |
| | b Less: cost of goods sold | b | | | | | |
| | c Net income or (loss) from sales of inventory | ▶ | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a REIMBURSEMENTS/REBATES | 900099 | 308. | 308. | | | | |
| | b | | | | | | |
| | c | | | | | | |
| | d All other revenue | | | | | | |
| | e Total. Add lines 11a-11d | ▶ | 308. | | | | |
| 12 Total revenue. See instructions. | ▶ | 1,653,650. | 474,057. | 0. | 1,793. | | |

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 or note to any line 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 domestic organizations and domestic governments. See Part IV, line 21 | 711,008. | 711,008. | | |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22 | 14,600. | 14,600. | | |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 258,089. | 198,163. | 19,493. | 40,433. |
| 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 | 385,424. | 293,964. | 29,524. | 61,936. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | | | | |
| 9 Other employee benefits | 41,139. | 33,824. | 2,637. | 4,678. |
| 10 Payroll taxes | 56,467. | 43,038. | 4,609. | 8,820. |
| 11 Fees for services (non-employees): | | | | |
| a Management | 19,390. | 1,497. | 17,747. | 146. |
| b Legal | | | | |
| c Accounting | 21,269. | 1,642. | 19,466. | 161. |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| 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.) | 3,976. | 307. | 3,639. | 30. |
| 12 Advertising and promotion | | | | |
| 13 Office expenses | 68,764. | 42,821. | 18,030. | 7,913. |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 33,540. | 28,143. | 1,969. | 3,428. |
| 17 Travel | | | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 72,418. | 72,135. | 177. | 106. |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | | | | |
| 23 Insurance | | | | |
| 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 PROGRAM SUPPLIES | 345,551. | 338,443. | 6. | 7,102. |
| b FACILITIES & EQUIPMENT | 34,752. | 29,151. | 2,050. | 3,551. |
| c | | | | |
| d | | | | |
| e All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24e | 2,066,387. | 1,808,736. | 119,347. | 138,304. |
| 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 or note to any line in this Part X

| | | (A) Beginning of year | | (B) End of year |
|---|--|--------------------------|---------------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 129,386. | 1 | 91,225. |
| | 2 Savings and temporary cash investments | 1,312,208. | 2 | 1,194,952. |
| | 3 Pledges and grants receivable, net | 686,059. | 3 | 168,688. |
| | 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 | 9,835. | 9 | 0. |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 47,433. | | |
| | b Less: accumulated depreciation | 10b 47,433. | 10c 0. | 0. |
| | 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) | 2,137,488. | 16 | 1,454,865. | |
| Liabilities | 17 Accounts payable and accrued expenses | 100,020. | 17 | 94,159. |
| | 18 Grants payable | 403,028. | 18 | 139,003. |
| | 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 | 503,048. | 26 | 233,162. |
| 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 | 633,247. | 27 | 840,529. |
| | 28 Temporarily restricted net assets | 1,001,193. | 28 | 381,174. |
| | 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 | 1,634,440. | 33 | 1,221,703. | |
| 34 Total liabilities and net assets/fund balances | 2,137,488. | 34 | 1,454,865. | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

| | | | |
|-----------|--|-----------|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 1,653,650. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 2,066,387. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | -412,737. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 1,634,440. |
| 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 | 1,221,703. |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

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

Form 990 (2016)

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) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (f) Total |
|--|------------|------------|------------|----------|------------|------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 1,580,297. | 1,411,569. | 3,769,751. | 710,991. | 1,177,800. | 8,650,408. |
| 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 | 1,580,297. | 1,411,569. | 3,769,751. | 710,991. | 1,177,800. | 8,650,408. |
| 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) | | | | | | 5,874,719. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 2,775,689. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (f) Total |
|--|------------|------------|------------|----------|------------|--------------------------|
| 7 Amounts from line 4 | 1,580,297. | 1,411,569. | 3,769,751. | 710,991. | 1,177,800. | 8,650,408. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ... | 1,965. | 2,079. | 2,091. | 2,481. | 1,793. | 10,409. |
| 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 VI.) | 10,415. | 4,172. | 7,329. | 1,115. | 308. | 23,339. |
| 11 Total support. Add lines 7 through 10 | | | | | | 8,684,156. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 686,538. |
| 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 2016 (line 6, column (f) divided by line 11, column (f)) | 14 | 31.96 % |
| 15 Public support percentage from 2015 Schedule A, Part II, line 14 | 15 | 33.34 % |
| 16a 33 1/3% support test - 2016. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 33 1/3% support test - 2015. 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 checked="" type="checkbox"/> |
| 17a 10% -facts-and-circumstances test - 2016. 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 VI 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 - 2015. 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 VI 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 10 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) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (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) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (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 VI.) | | | | | | |
| 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 2016 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2015 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---|
| 17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2015 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2016. 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 - 2015. 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 Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

| | Yes | No |
|--|-----|----|
| 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i> | | |
| 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i> | | |
| 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i> | | |
| b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i> | | |
| c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i> | | |
| 4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i> | | |
| b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i> | | |
| c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i> | | |
| 5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i> | | |
| b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document? | | |
| c Substitutions only. Was the substitution the result of an event beyond the organization's control? | | |
| 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i> | | |
| 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i> | | |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i> | | |
| 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i> | | |
| b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i> | | |
| c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i> | | |
| 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i> | | |
| b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i> | | |

Part IV Supporting Organizations (continued)

| | Yes | No |
|--|-----|----|
| 11 Has the organization accepted a gift or contribution from any of the following persons? | | |
| a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization? | | |
| b A family member of a person described in (a) above? | | |
| c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI. | | |

Section B. Type I Supporting Organizations

| | Yes | No |
|--|-----|----|
| 1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year. | | |
| 2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization. | | |

Section C. Type II Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s). | | |

Section D. All Type III Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? | | |
| 2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s). | | |
| 3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard. | | |

Section E. Type III Functionally Integrated Supporting Organizations

| | | |
|--|-----|----|
| 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). | | |
| a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below. | | |
| b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below. | | |
| c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions). | | |
| 2 Activities Test. Answer (a) and (b) below. | | |
| a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities. | Yes | No |
| b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement. | | |
| 3 Parent of Supported Organizations. Answer (a) and (b) below. | | |
| a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI. | | |
| b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard. | | |

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

| Section A - Adjusted Net Income | | (A) Prior Year | (B) Current Year (optional) |
|--|--|----------------|-----------------------------|
| 1 | Net short-term capital gain | 1 | |
| 2 | Recoveries of prior-year distributions | 2 | |
| 3 | Other gross income (see instructions) | 3 | |
| 4 | Add lines 1 through 3 | 4 | |
| 5 | Depreciation and depletion | 5 | |
| 6 | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6 | |
| 7 | Other expenses (see instructions) | 7 | |
| 8 | Adjusted Net Income (subtract lines 5, 6, and 7 from line 4) | 8 | |

| Section B - Minimum Asset Amount | | (A) Prior Year | (B) Current Year (optional) |
|---|---|----------------|-----------------------------|
| 1 | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year): | | |
| a | Average monthly value of securities | 1a | |
| b | Average monthly cash balances | 1b | |
| c | Fair market value of other non-exempt-use assets | 1c | |
| d | Total (add lines 1a, 1b, and 1c) | 1d | |
| e | Discount claimed for blockage or other factors (explain in detail in Part VI): | | |
| 2 | Acquisition indebtedness applicable to non-exempt-use assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | |
| 4 | Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | |
| 5 | Net value of non-exempt-use assets (subtract line 4 from line 3) | 5 | |
| 6 | Multiply line 5 by .035 | 6 | |
| 7 | Recoveries of prior-year distributions | 7 | |
| 8 | Minimum Asset Amount (add line 7 to line 6) | 8 | |

| Section C - Distributable Amount | | | Current Year |
|---|---|---|--------------|
| 1 | Adjusted net income for prior year (from Section A, line 8, Column A) | 1 | |
| 2 | Enter 85% of line 1 | 2 | |
| 3 | Minimum asset amount for prior year (from Section B, line 8, Column A) | 3 | |
| 4 | Enter greater of line 2 or line 3 | 4 | |
| 5 | Income tax imposed in prior year | 5 | |
| 6 | Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions) | 6 | |
| 7 | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions). | | |

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

| Section D - Distributions | Current Year |
|--|--------------|
| 1 Amounts paid to supported organizations to accomplish exempt purposes | |
| 2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity | |
| 3 Administrative expenses paid to accomplish exempt purposes of supported organizations | |
| 4 Amounts paid to acquire exempt-use assets | |
| 5 Qualified set-aside amounts (prior IRS approval required) | |
| 6 Other distributions (describe in Part VI). See instructions | |
| 7 Total annual distributions. Add lines 1 through 6 | |
| 8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions | |
| 9 Distributable amount for 2016 from Section C, line 6 | |
| 10 Line 8 amount divided by Line 9 amount | |

| Section E - Distribution Allocations (see instructions) | (i) Excess Distributions | (ii) Underdistributions Pre-2016 | (iii) Distributable Amount for 2016 |
|---|-----------------------------|--|---|
| 1 Distributable amount for 2016 from Section C, line 6 | | | |
| 2 Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI). See instructions | | | |
| 3 Excess distributions carryover, if any, to 2016: | | | |
| a | | | |
| b | | | |
| c From 2013 | | | |
| d From 2014 | | | |
| e From 2015 | | | |
| f Total of lines 3a through e | | | |
| g Applied to underdistributions of prior years | | | |
| h Applied to 2016 distributable amount | | | |
| i Carryover from 2011 not applied (see instructions) | | | |
| j Remainder. Subtract lines 3g, 3h, and 3i from 3f. | | | |
| 4 Distributions for 2016 from Section D, line 7: \$ | | | |
| a Applied to underdistributions of prior years | | | |
| b Applied to 2016 distributable amount | | | |
| c Remainder. Subtract lines 4a and 4b from 4 | | | |
| 5 Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions | | | |
| 6 Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions | | | |
| 7 Excess distributions carryover to 2017. Add lines 3j and 4c | | | |
| 8 Breakdown of line 7: | | | |
| a | | | |
| b Excess from 2013 | | | |
| c Excess from 2014 | | | |
| d Excess from 2015 | | | |
| e Excess from 2016 | | | |

Schedule A (Form 990 or 990-EZ) 2016

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Multiple horizontal lines for supplemental information.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2016

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't 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) (2016)

| | |
|---|--|
| Name of organization THE SPROUT FUND | Employer identification number 20-4077513 |
|---|--|

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 | <hr/> <hr/> <hr/> | \$ <u>500,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 2 | <hr/> <hr/> <hr/> | \$ <u>200,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 3 | <hr/> <hr/> <hr/> | \$ <u>200,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 4 | <hr/> <hr/> <hr/> | \$ <u>79,500.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 5 | <hr/> <hr/> <hr/> | \$ <u>65,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 6 | <hr/> <hr/> <hr/> | \$ <u>50,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|--|---|
| Name of organization THE SPROUT FUND | Employer identification number 20-4077513 |
|--|---|

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 |
|--|---|

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. 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 | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (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" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2016

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" on Form 990, Part IV, line 6.

| | (a) Donor advised funds | (b) Funds and other accounts |
|---|-------------------------|--|
| 1 Total number at end of year | | |
| 2 Aggregate value of contributions to (during year) | | |
| 3 Aggregate value of 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" on 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 a 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?

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

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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)?

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" on 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) Revenue included on 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 Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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

Schedule D (Form 990) 2016

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" on 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, for escrow or custodial account liability? Yes No

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

Part V Endowment Funds. Complete if the organization answered "Yes" on 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 on lines 2a, 2b, and 2c should equal 100%.

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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. 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 | | 24,377. | 24,377. | 0. |
| e Other | | | | |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) | | | | 0. |

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. 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) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶ | | |

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. 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) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | |

2. Liability for uncertain tax positions. 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.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

| | | | | |
|----------|--|-----------|-----------|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 1,653,650. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| a | Net unrealized gains (losses) 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 | 1,653,650. |
| 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 | 1,653,650. |

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

| | | | | |
|----------|---|-----------|-----------|------------|
| 1 | Total expenses and losses per audited financial statements | | 1 | 2,066,387. |
| 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 | 2,066,387. |
| 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 | 2,066,387. |

Part XIII Supplemental Information.

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:

THE ORGANIZATION IS A TAX-EXEMPT ORGANIZATION UNDER INTERNAL REVENUE SERVICE CODE SECTION 501(C)(3) AND IS NOT A PRIVATE FOUNDATION AS PROVIDED BY THE INTERNAL REVENUE CODE. ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA REQUIRE THE ORGANIZATION'S MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE ORGANIZATION AND RECOGNIZE A TAX LIABILITY (OR ASSET) IF THE ORGANIZATION 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 ORGANIZATION AND HAS CONCLUDED THAT, AS OF DECEMBER 31, 2016, THERE ARE NO UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED TO BE

**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" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

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 Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on 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 noncash assistance | (h) Purpose of grant or assistance |
|---|------------|---------------------------------|--------------------------|-----------------------------------|---|---------------------------------------|------------------------------------|
| HOMEWOOD CHILDREN'S VILLAGE 801 N HOMEWOOD AVE STE 201 PITTSBURGH, PA 15208 | 27-1885583 | 501(C)(3) | 70,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| CARNEGIE MELLON UNIVERSITY 5000 FORBES AVE PITTSBURGH, PA 15213 | 25-0969449 | 501(C)(3) | 47,150. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| CARNEGIE LIBRARY OF PITTSBURGH 4400 FORBES AVE PITTSBURGH, PA 15213 | 25-0965281 | 501(C)(3) | 41,500. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| NORTHSIDE COMMUNITY DEVELOPMENT FUND - 922 MIDDLE ST - PITTSBURGH, PA 15212 | 25-1855490 | 501(C)(3) | 34,050. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| DUQUESNE UNIVERSITY 600 FORBES AVE PITTSBURGH, PA 15282 | 25-1035663 | 501(C)(3) | 29,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| PITTSBURGH PUBLIC SCHOOLS 341 S BELLEFIELD AVE PITTSBURGH, PA 15213 | 25-1157808 | PUBLIC SCHOOL | 27,325. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **42.**

3 Enter total number of other organizations listed in the line 1 table **0.**

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Schedule I (Form 990) (2016)

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 |
|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|---|
| ASSEMBLE 4824 PENN AVE PITTSBURGH, PA 15224 | 45-1582644 | 501(C)(3) | 17,500. | 0. | N/A | N/A | LEARNING & COMMUNITY INNOVATION PROJECTS |
| NEW SUN RISING P.O. BOX 58005 MILLVALE, PA 15209 | 20-3496988 | 501(C)(3) | 17,100. | 0. | N/A | N/A | LEARNING & COMMUNITY INNOVATION PROJECTS |
| NORTHSIDE LEADERSHIP CONFERENCE 1319 ALLEGHENY AVE FL 2 PITTSBURGH, PA 15233 | 25-1689304 | 501(C)(3) | 16,050. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| PITTSBURGH PARKS CONSERVANCY 45 S 23RD ST STE 101 PITTSBURGH, PA 15203 | 23-2882145 | 501(C)(3) | 15,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| GREEN BUILDING ALLIANCE 33 TERMINAL WAY STE 331 PITTSBURGH, PA 15219 | 25-1832931 | 501(C)(3) | 12,500. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| WESTERN PENNSYLVANIA CONSERVANCY 800 WATERFRONT DR PITTSBURGH, PA 15222 | 25-1053485 | 501(C)(3) | 12,500. | 0. | N/A | N/A | LEARNING & COMMUNITY INNOVATION PROJECTS |
| BLOOMFIELD-GARFIELD CORPORATION 5149 PENN AVE PITTSBURGH, PA 15224 | 25-1290469 | 501(C)(3) | 11,500. | 0. | N/A | N/A | LEARNING & COMMUNITY INNOVATION PROJECTS |
| LEGACY ARTS PROJECT INC 201 N BRADDOCK AVE PITTSBURGH, PA 15208 | 45-0594199 | 501(C)(3) | 11,313. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| ARTISTS IMAGE RESOURCE 518 FORELAND ST PITTSBURGH, PA 15212 | 25-1803816 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |

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.)

| (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 |
|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| BRIGHTON HEIGHTS CITIZENS FEDERATION - 3629 CALIFORNIA AVE - PITTSBURGH, PA 15212 | 25-1385638 | 501(C)(3) | 10,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| GREENVILLE AREA SCHOOL DISTRICT 9 DONATION RD GREENVILLE, PA 16125 | 25-6011926 | PUBLIC SCHOOL | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| GTECH STRATEGIES 6587 HAMILTON AVE PITTSBURGH, PA 15206 | 35-2309836 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| LIFE MALE STEAM ACADEMY P.O. BOX 8 NORTH VERSAILLES, PA 15137 | 47-4593867 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| NORTHSIDE OLDTIMERS 1310 ARCH ST PITTSBURGH, PA 15212 | 26-2184332 | 501(C)(3) | 10,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| PENNSYLVANIA WOMEN WORK 650 SMITHFIELD ST STE 520 PITTSBURGH, PA 15222 | 25-1705976 | 501(C)(3) | 10,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| PETERS TOWNSHIP SCHOOL DISTRICT 631 E MCMURRAY RD MCMURRAY, PA 15317 | 25-6002463 | PUBLIC SCHOOL | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| PITTSBURGH PROJECT 2801 N CHARLES ST PITTSBURGH, PA 15214 | 25-1594578 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| STUDENT CONSERVATION ASSOCIATION 689 RIVER RD CHARLESTOWN, NH 03603 | 91-0880684 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |

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.)

| (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 |
|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| YOUNG PRESERVATIONISTS ASSOCIATION 700 RIVER AVE STE 318 PITTSBURGH, PA 15212 | 30-0214451 | 501(C)(3) | 10,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| YOUTH PLACES 711 WEST COMMONS PITTSBURGH, PA 15212 | 43-2068912 | 501(C)(3) | 10,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| CHILDREN'S MUSEUM OF PITTSBURGH 10 CHILDREN'S WAY PITTSBURGH, PA 15212 | 25-1379704 | 501(C)(3) | 8,300. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| SARAH HEINZ HOUSE 1 HEINZ ST PITTSBURGH, PA 15212 | 25-0965390 | 501(C)(3) | 8,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| VENTURE OUTDOORS 33 TERMINAL WAY STE 537A PITTSBURGH, PA 15219 | 20-3275291 | 501(C)(3) | 7,500. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| SLB RADIO PRODUCTIONS, INC. 10 CHILDREN'S WAY STE 2 PITTSBURGH, PA 15212 | 25-1859072 | 501(C)(3) | 6,500. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| EAST ALLEGHENY COMMUNITY COUNCIL 415 E OHIO ST PITTSBURGH, PA 15212 | 25-1325425 | 501(C)(3) | 6,050. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| HIS PLACE COMMUNITY CENTER P.O. BOX 4119 PITTSBURGH, PA 15202 | 25-1287723 | 501(C)(3) | 6,050. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| OBSERVATORY HILL INC. P.O. BOX 100247 PITTSBURGH, PA 15233 | 25-1474261 | 501(C)(3) | 6,050. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |

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.)

| (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 |
|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| NORTHSIDE COMMON MINISTRIES 1601 BRIGHTON RD PITTSBURGH, PA 15212 | 25-1098928 | 501(C)(3) | 6,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECTS |
| CARNEGIE MUSEUMS OF PITTSBURGH 4400 FORBES AVE PITTSBURGH, PA 15213 | 25-0965280 | 501(C)(3) | 5,750. | 0. | N/A | N/A | LEARNING INNOVATION PROJECTS |
| DUQUESNE CITY SCHOOL DISTRICT 300 KENNEDY AVE DUQUESNE, PA 15110 | 25-6001157 | PUBLIC SCHOOL | 5,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| HOLLOW OAK LAND TRUST P.O. BOX 741 CORAOPOLIS, PA 15108 | 25-6374165 | 501(C)(3) | 5,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| INNOVATION WORKS 2 ALLEGHENY CTR STE 100 PITTSBURGH, PA 15212 | 25-1588611 | 501(C)(3) | 5,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |
| NEU KIRCHE CONTEMPORARY ART CENTER 1000 MADISON AVE PITTSBURGH, PA 15212 | 46-5550745 | 501(C)(3) | 5,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| PERRY HILLTOP CITIZENS COUNCIL 2344 PERRYSVILLE AVE PITTSBURGH, PA 15214 | 25-1195783 | 501(C)(3) | 5,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| PRESSLEY RIDGE 5500 CORPORATE DR STE 400 PITTSBURGH, PA 15237 | 25-0965460 | 501(C)(3) | 5,000. | 0. | N/A | N/A | COMMUNITY INNOVATION PROJECT |
| VIRTUOUS ACADEMY 1 LIBRARY PL DUQUESNE, PA 15110 | 80-0277640 | 501(C)(3) | 5,000. | 0. | N/A | N/A | LEARNING INNOVATION PROJECT |

Schedule I (Form 990)

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on 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 noncash assistance |
|--|--------------------------|--------------------------|-----------------------------------|---|---------------------------------------|
| GRANTS AWARDED TO INDIVIDUALS FOR PROJECTS | 17 | 14,600. | 0. | N/A | N/A |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part IV **Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

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:

THE SPROUT FUND PROVIDES CONSULTING SERVICES TO LIKE-MINDED NONPROFIT
ORGANIZATIONS AND FOUNDATIONS BASED ON ITS EXPERTISE IN EFFECTIVE
NETWORKS AND CATALYTIC FUNDING. IN 2016, SPROUT UNDERTOOK 2 MAJOR
CONTRACTS WORKING WITH COLLECTIVE SHIFT ON THE NATIONAL ROLL-OUT OF ITS
DIGITAL BADGE PLATFORM AND THE GATES FOUNDATION TO EXPLORE KNOWLEDGE
MANAGEMENT ACROSS SCHOOL DISTRICT NETWORKS.

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

IN 2016, THE SPROUT FUND CEASED TO OPERATE THE SPARK FUND FOR EARLY
LEARNING AND THE HIVE FUND FOR CONNECTED LEARNING AS DISCRETE PROGRAM
OFFERINGS CHOOSING INSTEAD TO FOLD THEM BENEATH THE "REMAKE LEARNING"
BRAND AND TO TRACK GRANTMAKING AS PART OF REMAKE LEARNING NETWORK
STEWARDSHIP.

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

OTHER PROGRAM SERVICES INCLUDE THE SEED AWARD FUND FOR COMMUNITY
INNOVATION AT THE SPROUT FUND, WHICH SUPPORTS PITTSBURGH-BASED PROJECTS

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

Schedule O (Form 990 or 990-EZ) (2016)

632211 08-25-16

Name of the organization

THE SPROUT FUND

Employer identification number

20-4077513

AND CIVIC ENGAGEMENT INITIATIVES, AND OTHER LEARNING INNOVATION
SERVICES AND MINOR PROGRAMS.

EXPENSES \$ 169,018. INCLUDING GRANTS OF \$ 100,650. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 1:

THE EXECUTIVE COMMITTEE IS COMPOSED OF THE OFFICERS OF THE CORPORATION, 4
OF 5 OF WHICH ARE ALSO MEMBERS OF THE GOVERNING BODY (THE VICE PRESIDENT IS
NOT A DIRECTOR). BY ITS CORPORATE BYLAWS, THE EXECUTIVE COMMITTEE HAS ALL
OF THE POWERS OF THE BOARD OF DIRECTORS EXCEPT THAT THE EXECUTIVE COMMITTEE
DOES NOT HAVE THE POWER TO AMEND OR REPEAL THE BYLAWS OR TO ADOPT NEW
BYLAWS; TO FILL VACANCIES IN, CHANGE THE NUMBER OF, OR REMOVE MEMBERS OF
THE BOARD OF DIRECTORS; OR TO DISSOLVE, REMOVE MEMBERS OR CHANGE THE NUMBER
OF, OR FILL VACANCIES IN THE EXECUTIVE COMMITTEE; OR TO AMEND OR REPEAL ANY
RESOLUTION OF THE BOARD OF DIRECTORS WHICH BY ITS TERMS SHALL NOT BE
AMENDABLE OR REPEALABLE. IN PRACTICE, ALL RESOLUTIONS OF THE EXECUTIVE
COMMITTEE ARE RATIFIED BY THE FULL BOARD AT ITS NEXT SCHEDULED MEETING.

FORM 990, PART VI, SECTION B, LINE 11B:

THE FINAL VERSION OF THE FORM 990 WAS REVIEWED AND ADOPTED BY THE EXECUTIVE
COMMITTEE OF THE BOARD OF DIRECTORS PRIOR TO SUBMISSION.

FORM 990, PART VI, SECTION B, LINE 12:

DIRECTORS ARE ASKED TO RECUSE THEMSELVES FROM VOTES AND/OR DECISIONS ON
GRANTS WHERE THEY ARE A BOARD MEMBER OR KEY OFFICER OF THE RECIPIENT
ORGANIZATION. THIS HAPPENS INFREQUENTLY AND IS NOTED IN THE MINUTES.

FORM 990, PART VI, SECTION B, LINE 15:

IN 2016, THE COMPENSATION OF THE PRESIDENT AND VICE PRESIDENT OF THE

| | |
|---|--|
| Name of the organization THE SPROUT FUND | Employer identification number 20-4077513 |
|---|--|

CORPORATION WAS REVIEWED BY AN AD-HOC COMMITTEE OF INDEPENDENT DIRECTORS AND FORMER DIRECTORS OF THE CORPORATION. THE COMMITTEE RECOMMENDED SALARY ADJUSTMENTS AND BONUS COMPENSATION AFTER EVALUATING LOCAL COMPARABLE DATA, ORGANIZATIONAL AND INDIVIDUAL PERFORMANCE, AND THE CONSUMER PRICE INDEX FOR URBAN AND CLERICAL WORKERS TO TRACK INFLATION. THE COMMITTEE MADE RECOMMENDATIONS TO THE FULL BOARD WHICH WERE ADOPTED UNANIMOUSLY IN DURING THE MARCH 2, 2016 MEETING OF THE BOARD'S INDEPENDENT DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION MAKES ITS FORM 990 AND AUDITED FINANCIAL STATEMENTS AVAILABLE FOR PUBLIC INSPECTION ON ITS WEBSITE AND UPON REQUEST. THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC.

FORM 990, PART XII, LINE 2C:

THE ORGANIZATION'S FINANCIAL STATEMENTS ARE AUDITED BY AN INDEPENDENT ACCOUNTING FIRM. IN ADDITION, THE ORGANIZATION HAS A COMMITTEE THAT ASSUMES THE RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND ITS SELECTION OF THE INDEPENDENT ACCOUNTANT. THIS PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.