

|                                                                                                                                                 |                                                                                                                                                                                                                                                                                  |                                                     |
|-------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| <b>Form CHAR500</b><br><br><small>This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006)</small> | <b>Annual Filing for Charitable Organizations</b><br>New York State Department of Law (Office of the Attorney General)<br>Charities Bureau - Registration Section<br>120 Broadway<br>New York, NY 10271<br><a href="http://www.charitiesnys.com">http://www.charitiesnys.com</a> | <b>2012</b><br><br><b>Open to Public Inspection</b> |
|-------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|

|                                                                                                                                                                                                                                                                                                       |                                                                                                |                       |                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|-----------------------|---------------------------------------------------------------------|
| <b>1. General Information</b>                                                                                                                                                                                                                                                                         |                                                                                                |                       |                                                                     |
| a. For the fiscal year beginning (mm/dd/yyyy) <u>03/01</u> / <b>2012</b> and ending (mm/dd/yyyy) <u>02/28/2013</u>                                                                                                                                                                                    |                                                                                                |                       |                                                                     |
| b. Check if applicable for NYS:<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial filing<br><input type="checkbox"/> Final filing<br><input type="checkbox"/> Amended filing<br><input type="checkbox"/> NY registration pending | c. Name of organization<br>Software Freedom Conservancy, Inc.                                  |                       | d. Fed. employer ID no. (EIN) (##-####-####)<br>4 1 - 2 2 0 3 6 3 2 |
|                                                                                                                                                                                                                                                                                                       | e. NY State registration no. (##-##-###)<br>4 0 - 3 9 - 0 9                                    |                       | f. Telephone number<br>( 2 1 2 ) 4 6 1 - 3 2 4 5                    |
|                                                                                                                                                                                                                                                                                                       | Number and street (or P.O. box if mail not delivered to street address)<br>137 Montague Street | Room/suite<br>STE 380 | g. Email<br>info@sfconservancy.org                                  |
|                                                                                                                                                                                                                                                                                                       | City or town, state or country and zip + 4<br>Brooklyn, NY 11201-3548                          |                       |                                                                     |

|                                                                                                                                                                                                                                                                 |                              |                           |                     |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|---------------------------|---------------------|--|
| <b>2. Certification - Two Signatures Required</b>                                                                                                                                                                                                               |                              |                           |                     |  |
| We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report. |                              |                           |                     |  |
| a. President or Authorized Officer                                                                                                                                                                                                                              | <br><small>Signature</small> | Bradley M. Kuhn President | 01/08/2014          |  |
|                                                                                                                                                                                                                                                                 | <small>Printed Name</small>  | <small>Title</small>      | <small>Date</small> |  |
| b. Chief Financial Officer or Treas.                                                                                                                                                                                                                            | <br><small>Signature</small> | Peter T. Brown Treasurer  | 01/08/2014          |  |
|                                                                                                                                                                                                                                                                 | <small>Printed Name</small>  | <small>Title</small>      | <small>Date</small> |  |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>3. Annual Report Exemption Information</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |
| a. <b>Article 7-A annual report exemption</b> (Article 7-A registrants and dual registrants)<br>Check <input type="checkbox"/> if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed \$25,000 <b>and</b> the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year.<br><b>NOTE:</b> An organization may claim this exemption if no PFR or FRC was used <b>and</b> either: 1) it received an allocation from a federated fund, United Way or incorporated community appeal <b>and</b> contributions from other sources did not exceed \$25,000 <b>or</b> 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A. |  |
| b. <b>EPTL annual report exemption</b> (EPTL registrants and dual registrants)<br>Check <input type="checkbox"/> if gross receipts did not exceed \$25,000 <b>and</b> assets (market value) did not exceed \$25,000 at any time during this fiscal year.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |
| For EPTL or Article-7A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above.<br><b>Do not submit a fee, do not complete the following schedules and do not submit any attachments to this form.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |

|                                                                                                                                                                                                                                                            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>4. Article 7-A Schedules</b>                                                                                                                                                                                                                            |  |
| If you did <b>not</b> check the Article 7-A annual report exemption above, complete the following for this fiscal year:                                                                                                                                    |  |
| a. Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? .. <input type="checkbox"/> Yes* <input checked="" type="checkbox"/> No<br>* If "Yes", complete Schedule 4a. |  |
| b. Did the organization receive government contributions (grants)? ..... <input type="checkbox"/> Yes* <input checked="" type="checkbox"/> No<br>* If "Yes", complete Schedule 4b.                                                                         |  |

|                                                                                                   |        |
|---------------------------------------------------------------------------------------------------|--------|
| <b>5. Fee Submitted:</b> See last page for <b>summary of fee requirements.</b>                    |        |
| Indicate the filing fee(s) you are submitting along with this form:                               |        |
| a. Article 7-A filing fee .....                                                                   | \$ 25  |
| b. EPTL filing fee .....                                                                          | \$ 100 |
| c. <b>Total fee</b> .....                                                                         | \$ 125 |
| <b>Submit only one check or money order for the total fee, payable to "NYS Department of Law"</b> |        |

|                                                                                                                                                      |
|------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>6. Attachments</b> - For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments →→→ |
|------------------------------------------------------------------------------------------------------------------------------------------------------|

**Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsels (FRC), Commercial Co-Venturers (CCV)**

If you checked the box in question 4.a. on page 1, complete the following schedule for **each** PFR, FRC or CCV that the organization engaged for fund raising activity in NY State:

**1. Type of fund raising professional (FRP):**

Professional fund raiser ..... ☐  
Fund raising counsel ..... ☐  
Commercial co-venturer ..... ☐

**2. Name of FRP:**

\_\_\_\_\_

Number and street (or P.O. box if mail is not delivered to street address):

\_\_\_\_\_

City or town, state or country and zip + 4:

\_\_\_\_\_

**3. FRP telephone number:**

()  -

**4. Services provided by FRP (provide description):****5. Compensation arrangement with FRP (provide description):**

6. Dates of contract ..... (mm/dd/yyyy) through ..... (mm/dd/yyyy)

7. Amount paid to FRP ..... \$ \_\_\_\_\_

8. If services were provided by a CCV, did the CCV provide the charitable organization with the interim report(s) required by §§ 173-a. 3 of the Executive Law? ☐ Yes ☐ No

)

### Schedule 4b: Government Contributions (Grants)

If you checked the box in question **4.b.** on page 1, complete the following schedule for **each** government contribution (grant). Use additional copies of this page if necessary to list each government contribution (grant) separately.

[illegible]

## 5. Fee Instructions

The filing fee depends on the organization's Registration Type. For details on Registration Type and filing fees, see the Instructions for Form CHAR500.

| Organization's Registration Type | Fee Instructions                                                                                                                                                                                                                                 |
|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| • <b>Article 7-A</b>             | Calculate the Article 7-A filing fee using the table in <b>part a</b> below. The EPTL filing fee is \$0.                                                                                                                                         |
| • <b>EPTL</b>                    | Calculate the EPTL filing fee using the table in <b>part b</b> below. The Article 7-A filing fee is \$0.                                                                                                                                         |
| • <b>Dual</b>                    | Calculate both the Article 7-A and EPTL filing fees using the tables in <b>parts a and b</b> below. Add the Article 7-A and EPTL filing fees together to calculate the total fee. Submit a <b>single</b> check or money order for the total fee. |

### a) Article 7-A filing fee

| Total Support & Revenue | Article 7-A Fee |
|-------------------------|-----------------|
| more than \$250,000     | \$25            |
| up to \$250,000 *       | \$10            |

\* Any organization that contracted with or used the services of a professional fund raiser (PFR) or fund raising counsel (FRC) during the reporting period must pay an Article 7-A filing fee of \$25, regardless of total support and revenue.

### b) EPTL filing fee

| Net Worth at End of Year                         | EPTL Fee |
|--------------------------------------------------|----------|
| Less than \$50,000                               | \$25     |
| \$50,000 or more, but less than \$250,000        | \$50     |
| \$250,000 or more, but less than \$1,000,000     | \$100    |
| \$1,000,000 or more, but less than \$10,000,000  | \$250    |
| \$10,000,000 or more, but less than \$50,000,000 | \$750    |
| \$50,000,000 or more                             | \$1500   |

## 6. Attachments – Document Attachment Check-List

Check the boxes for the documents you are attaching.

### For All Filers

#### Filing Fee

☒ Single check or money order payable to "NYS Department of Law"

#### Copies of Internal Revenue Service Forms

☒ **IRS Form 990**

☒ All required schedules (including Schedule B)

☒ IRS Form 990-T

☐ **IRS Form 990-EZ**

☐ All required schedules (including Schedule B)

☐ IRS Form 990-T

☐ **IRS Form 990-PF**

☐ All required schedules (including Schedule B)

☐ IRS Form 990-T

### Additional Article 7-A Document Attachment Requirement

#### Independent Accountant's Report

☒ Audit Report (total support & revenue more than \$250,000)

☐ Review Report (total support & revenue \$100,001 to \$250,000)

☐ No Accountant's Report Required (total support & revenue not more than \$100,000)

**Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

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

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

**2012****Open to Public Inspection**

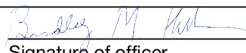
|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> For the 2012 calendar year, or tax year beginning <b>1 March</b> , 2012, and ending <b>28 February</b> , 20 <b>13</b>                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>B</b> Check if applicable:<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C</b> Name of organization <b>Software Freedom Conservancy, Inc.</b><br>Doing Business As _____<br>Number and street (or P.O. box if mail is not delivered to street address) Room/suite<br><b>137 MONTAGUE ST</b> <b>STE 380</b><br>City, town or post office, state, and ZIP code<br><b>BROOKLYN, NY 11201-3548</b><br><b>D</b> Employer identification number <b>41-2203632</b><br><b>E</b> Telephone number <b>212-461-3245</b><br><b>G</b> Gross receipts \$ <b>617,134</b><br><b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list. (see instructions)<br><b>H(c)</b> Group exemption number ▶ _____<br><b>I</b> 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<br><b>J</b> Website: ▶ <b>https://sfconservancy.org/</b><br><b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ _____<br><b>L</b> Year of formation: <b>2006</b> <b>M</b> State of legal domicile: <b>NY</b> |
| <b>F</b> Name and address of principal officer: _____                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

**Part I Summary**

|                                    |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                  |                     |
|------------------------------------|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------|
| <b>Activities &amp; Governance</b> | <b>1</b>   | Briefly describe the organization's mission or most significant activities: <b>Conservancy promotes, improves, develops, facilitates &amp; defends Free, Libre, and Open Source Software (FLOSS) projects &amp; provides a non-profit home &amp; infrastructure for FLOSS projects. Conservancy directly handles many key tasks &amp; urgent needs for its projects, which are mostly created by volunteer software developers. Conservancy helps those developers focus on improving FLOSS for the general public.</b> |                                  |                     |
|                                    | <b>2</b>   | Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.                                                                                                                                                                                                                                                                                                                                                                                 |                                  |                     |
|                                    | <b>3</b>   | Number of voting members of the governing body (Part VI, line 1a)                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>3</b>                         | <b>7</b>            |
|                                    | <b>4</b>   | Number of independent voting members of the governing body (Part VI, line 1b)                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>4</b>                         | <b>6</b>            |
|                                    | <b>5</b>   | Total number of individuals employed in calendar year 2012 (Part V, line 2a)                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>5</b>                         | <b>3</b>            |
|                                    | <b>6</b>   | Total number of volunteers (estimate if necessary)                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>6</b>                         | <b>1,070</b>        |
|                                    | <b>7a</b>  | Total unrelated business revenue from Part VIII, column (C), line 12                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>7a</b>                        | <b>3,357</b>        |
|                                    | <b>b</b>   | Net unrelated business taxable income from Form 990-T, line 34                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>7b</b>                        | <b>3,357</b>        |
| <b>Revenue</b>                     | <b>8</b>   | Contributions and grants (Part VIII, line 1h)                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Prior Year</b>                | <b>Current Year</b> |
|                                    | <b>9</b>   | Program service revenue (Part VIII, line 2g)                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1,080,513</b>                 | <b>398,058</b>      |
|                                    | <b>10</b>  | Investment income (Part VIII, column (A), lines 3, 4, and 7d)                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>666,347</b>                   | <b>210,423</b>      |
|                                    | <b>11</b>  | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1,483</b>                     | <b>5,746</b>        |
|                                    | <b>12</b>  | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>19,752</b>                    | <b>2,907</b>        |
|                                    |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1,768,095</b>                 | <b>617,134</b>      |
| <b>Expenses</b>                    | <b>13</b>  | Grants and similar amounts paid (Part IX, column (A), lines 1–3)                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                  |                     |
|                                    | <b>14</b>  | Benefits paid to or for members (Part IX, column (A), line 4)                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                  |                     |
|                                    | <b>15</b>  | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>156,663</b>                   | <b>247,462</b>      |
|                                    | <b>16a</b> | Professional fundraising fees (Part IX, column (A), line 11e)                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                  |                     |
|                                    | <b>b</b>   | Total fundraising expenses (Part IX, column (D), line 25) ▶                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                  |                     |
|                                    | <b>17</b>  | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1,066,989</b>                 | <b>679,048</b>      |
|                                    | <b>18</b>  | Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1,223,652</b>                 | <b>926,510</b>      |
|                                    | <b>19</b>  | Revenue less expenses. Subtract line 18 from line 12                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>544,443</b>                   | <b>-309,376</b>     |
| <b>Net Assets or Fund Balances</b> |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Beginning of Current Year</b> | <b>End of Year</b>  |
|                                    | <b>20</b>  | Total assets (Part X, line 16)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1,273,353</b>                 | <b>905,161</b>      |
|                                    | <b>21</b>  | Total liabilities (Part X, line 26)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>213,851</b>                   | <b>155,035</b>      |
|                                    | <b>22</b>  | Net assets or fund balances. Subtract line 21 from line 20                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>1,059,502</b>                 | <b>750,126</b>      |

**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.

|                               |                                                                                                             |                         |      |                                                 |      |
|-------------------------------|-------------------------------------------------------------------------------------------------------------|-------------------------|------|-------------------------------------------------|------|
| <b>Sign Here</b>              | <br>Signature of officer | 10 January 2014<br>Date |      |                                                 |      |
|                               | Bradley M. Kuhn, President<br>Type or print name and title                                                  |                         |      |                                                 |      |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name                                                                                  | Preparer's signature    | Date | Check <input type="checkbox"/> if self-employed | PTIN |
|                               | Firm's name ▶                                                                                               | Firm's EIN ▶            |      |                                                 |      |
|                               | Firm's address ▶                                                                                            | Phone no.               |      |                                                 |      |

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No**For Paperwork Reduction Act Notice, see the separate instructions.**

Cat. No. 11282Y

Form **990** (2012)

**Part III** Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒**1** Briefly describe the organization's mission:

Conservancy promotes, improves, develops, facilitates & defends Free, Libre, and Open Source Software (FLOSS) projects and provides a non-profit home & infrastructure for FLOSS projects. Conservancy directly handles many key tasks & urgent needs for its projects -- mostly created by volunteer software developers. Conservancy helps developers focus on improving FLOSS for the public. Projects include: education software for schools, integrated library service systems, and embedded software for electronic devices.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

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

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

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

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 440,152 including grants of \$ ) (Revenue \$ 2,907 )

FLOSS development, documentation, mentoring, & project support: During the tax year, Conservancy engaged 16 different software developers as independent contractors to improve the software in its Mercurial, jQuery, PyPy, and Twisted projects. This work generated many thousands of new lines of software code. The code was released freely to the public under copyright licenses that encourage the general public to use, share, & modify it. These contractors also worked diligently with the community to coordinate volunteer software developers to contribute further software code. In addition to these 16 contracts, 30 other developers mentored student software developers during a summer participation program. These developers helped the students get involved with FLOSS development and contribute new code to the projects. In addition to helping students improve their software development skills, their new code was also made available to the public, as described above. Finally, Conservancy staff assists volunteers in our projects on a daily basis to acclimate to and make best use of the services available from a non-profit fiscal sponsor, including our full range of services listed at <https://sfconservancy.org/members/services/>, which include administrative, coordination, legal, and infrastructural assistance to volunteer software developers.

**4b** (Code: ) (Expenses \$ 264,803 including grants of \$ ) (Revenue \$ 183,183 )

Facilitating FLOSS conferences: During the tax year of 2012, Conservancy planned, organized and ran one conference each for its Boost, Evergreen, and Selenium projects. Additionally, Conservancy coordinated and funded three additional small events, called "code sprints" for its Mercurial and PyPy projects. These events allow the projects to speak about their work to the general public, teach the general public how to use and improve their software, and generally promote the projects. Additionally, these conferences provide an opportunity for software developers to meet and rapidly work closely together to make improvements to the software, and release those improvements to the general public. Additionally, Conservancy also sent various project volunteers and staff to over thirty third-party conferences in related fields. At those conferences, these volunteers and staff spoke about the work of Conservancy and the work of its projects, answered questions from the public, and advised projects and other tax-exempt 501(c)(3) organizations that have goals similar to Conservancy's.

**4c** (Code: ) (Expenses \$ 70,028 including grants of \$ 23,515 ) (Revenue \$ )

License Compliance Activity: Many of Conservancy's projects are available under "copyleft" licenses, such as the GNU General Public License (GPL). "Copyleft" licenses are copyright licenses which allow everyone to freely share, copy, modify, and install modified versions of the software, but "copyleft" licenses additionally require that everyone who receives the software has an equal right to engage in those activities. Conservancy identifies situations where distributors fail to meet those requirements. Conservancy then enforces the copyright license, thereby requiring these distributors to provide the same rights to copy, share, modify & install modified versions of the software to all those who receive the software distribution, just as those distributors had initially received those rights. Through this process, Conservancy ensures that the general public has equal rights to use, improve, & study the software, and to experiment with their own modifications to the software. Rarely, in particularly egregious cases of GPL violation, Conservancy does seek remedy in the courts through copyright litigation. The primary goal of all these copyright enforcement activities is always to ensure that all who receive copies of the copylefted software (or modified versions thereof) can freely engage in copying, modifying, improving & installing modified versions of the software.

**4d** Other program services (Describe in Schedule O.)(Expenses \$ 13,134 including grants of \$ ) (Revenue \$ 368 )**4e** Total program service expenses **788,117**

**Part IV Checklist of Required Schedules**

|                                                                                                                                                                                                                                                                                                                              | Yes          | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| <b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .                                                                                                                                                                         | <b>1</b> ✓   |    |
| <b>2</b> Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? . . . . .                                                                                                                                                                                                         | <b>2</b> ✓   |    |
| <b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .                                                                                                                      | <b>3</b>     | ✓  |
| <b>4</b> <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .                                                                                                       | <b>4</b>     | ✓  |
| <b>5</b> 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? If "Yes," complete Schedule C, Part III . . . . .                                                                               | <b>5</b>     | ✓  |
| <b>6</b> 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? If "Yes," complete Schedule D, Part I . . . . .                                                    | <b>6</b>     | ✓  |
| <b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II . . . . .                                                                                            | <b>7</b>     | ✓  |
| <b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III . . . . .                                                                                                                                                         | <b>8</b>     | ✓  |
| <b>9</b> 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? If "Yes," complete Schedule D, Part IV . . . . .            | <b>9</b>     | ✓  |
| <b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V . . . . .                                                                                                     | <b>10</b>    | ✓  |
| <b>11</b> 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.                                                                                                                                                                    |              |    |
| <b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI . . . . .                                                                                                                                                                       | <b>11a</b>   | ✓  |
| <b>b</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? If "Yes," complete Schedule D, Part VII . . . . .                                                                                                     | <b>11b</b>   | ✓  |
| <b>c</b> 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? If "Yes," complete Schedule D, Part VIII . . . . .                                                                                                     | <b>11c</b>   | ✓  |
| <b>d</b> 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? If "Yes," complete Schedule D, Part IX . . . . .                                                                                                                      | <b>11d</b>   | ✓  |
| <b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X . . . . .                                                                                                                                                                                     | <b>11e</b> ✓ |    |
| <b>f</b> 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)? If "Yes," complete Schedule D, Part X . . . . .                                                            | <b>11f</b>   | ✓  |
| <b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII . . . . .                                                                                                                                                        | <b>12a</b> ✓ |    |
| <b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional . . . . .                                                                           | <b>12b</b>   | ✓  |
| <b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .                                                                                                                                                                                                        | <b>13</b>    | ✓  |
| <b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States? . . . . .                                                                                                                                                                                                             | <b>14a</b>   | ✓  |
| <b>b</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? If "Yes," complete Schedule F, Parts I and IV . . . . . | <b>14b</b> ✓ |    |
| <b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV . . . . .                                                                                    | <b>15</b>    | ✓  |
| <b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV . . . . .                                                                                        | <b>16</b>    | ✓  |
| <b>17</b> 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? If "Yes," complete Schedule G, Part I (see instructions) . . . . .                                                                                            | <b>17</b>    | ✓  |
| <b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .                                                                                                                           | <b>18</b>    | ✓  |
| <b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .                                                                                                                                                     | <b>19</b>    | ✓  |
| <b>20a</b> Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H . . . . .                                                                                                                                                                                                             | <b>20a</b>   | ✓  |
| <b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? . . . . .                                                                                                                                                                                              | <b>20b</b>   |    |

**Part IV Checklist of Required Schedules** (continued)

|                                                                                                                                                                                                                                                                                                                            | Yes        | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----|
| <b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>                                                                                         | <b>21</b>  | ✓  |
| <b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>                                                                                                           | <b>22</b>  | ✓  |
| <b>23</b> 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>                                                      | <b>23</b>  | ✓  |
| <b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>                            | <b>24a</b> | ✓  |
| <b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?                                                                                                                                                                                                                 | <b>24b</b> |    |
| <b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?                                                                                                                                                                        | <b>24c</b> |    |
| <b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?                                                                                                                                                                                                           | <b>24d</b> |    |
| <b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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>                                                                                                     | <b>25a</b> | ✓  |
| <b>b</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>                                        | <b>25b</b> | ✓  |
| <b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>                                                                   | <b>26</b>  | ✓  |
| <b>27</b> 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> | <b>27</b>  | ✓  |
| <b>28</b> 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):                                                                                                                    |            |    |
| <b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>                                                                                                                                                                                                    | <b>28a</b> | ✓  |
| <b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>                                                                                                                                                                                 | <b>28b</b> | ✓  |
| <b>c</b> 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>                                                                                     | <b>28c</b> | ✓  |
| <b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>                                                                                                                                                                                                  | <b>29</b>  | ✓  |
| <b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>                                                                                                                                  | <b>30</b>  | ✓  |
| <b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>                                                                                                                                                                                        | <b>31</b>  | ✓  |
| <b>32</b> 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>                                                                                                                                                                      | <b>32</b>  | ✓  |
| <b>33</b> 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>                                                                                                                      | <b>33</b>  | ✓  |
| <b>34</b> 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>                                                                                                                                                                  | <b>34</b>  | ✓  |
| <b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?                                                                                                                                                                                                                         | <b>35a</b> | ✓  |
| <b>b</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>                                                                                          | <b>35b</b> |    |
| <b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>                                                                                                                           | <b>36</b>  | ✓  |
| <b>37</b> 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>                                                                             | <b>37</b>  | ✓  |
| <b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O                                                                                                                              | <b>38</b>  | ✓  |

**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☒

|                                                                                                                                                                                                                                                                                          |                    | Yes                                 | No                                  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-------------------------------------|-------------------------------------|
| <b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable . . . . .                                                                                                                                                                                         | <b>1a</b> <u>9</u> |                                     |                                     |
| <b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable . . . . .                                                                                                                                                                                       | <b>1b</b> <u>0</u> |                                     |                                     |
| <b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .                                                                                                              | <b>1c</b>          |                                     |                                     |
| <b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return                                                                                                  | <b>2a</b> <u>3</u> |                                     |                                     |
| <b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? . . . . .                                                                                                                                                        | <b>2b</b>          | <input checked="" type="checkbox"/> |                                     |
| <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) . . . . .                                                                                                                                                               |                    |                                     |                                     |
| <b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                        | <b>3a</b>          | <input checked="" type="checkbox"/> |                                     |
| <b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .                                                                                                                                                                      | <b>3b</b>          | <input checked="" type="checkbox"/> |                                     |
| <b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .                           | <b>4a</b>          |                                     | <input checked="" type="checkbox"/> |
| <b>b</b> If "Yes," enter the name of the foreign country: ▶<br>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.                                                                                                            |                    |                                     |                                     |
| <b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .                                                                                                                                                                | <b>5a</b>          |                                     | <input checked="" type="checkbox"/> |
| <b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .                                                                                                                                                      | <b>5b</b>          |                                     | <input checked="" type="checkbox"/> |
| <b>c</b> If "Yes" to line 5a or 5b, did the organization file Form 8886-T? . . . . .                                                                                                                                                                                                     | <b>5c</b>          |                                     |                                     |
| <b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . . . .                                                              | <b>6a</b>          |                                     | <input checked="" type="checkbox"/> |
| <b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .                                                                                                                         | <b>6b</b>          |                                     |                                     |
| <b>7 Organizations that may receive deductible contributions under section 170(c).</b>                                                                                                                                                                                                   |                    |                                     |                                     |
| <b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .                                                                                                                       | <b>7a</b>          | <input checked="" type="checkbox"/> |                                     |
| <b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .                                                                                                                                                                       | <b>7b</b>          |                                     | <input checked="" type="checkbox"/> |
| <b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .                                                                                                                                  | <b>7c</b>          |                                     | <input checked="" type="checkbox"/> |
| <b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year . . . . .                                                                                                                                                                                                     | <b>7d</b>          |                                     |                                     |
| <b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .                                                                                                                                                       | <b>7e</b>          |                                     | <input checked="" type="checkbox"/> |
| <b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .                                                                                                                                                          | <b>7f</b>          |                                     | <input checked="" type="checkbox"/> |
| <b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .                                                                                                                                      | <b>7g</b>          |                                     |                                     |
| <b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .                                                                                                                                    | <b>7h</b>          |                                     |                                     |
| <b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . . | <b>8</b>           |                                     |                                     |
| <b>9 Sponsoring organizations maintaining donor advised funds.</b>                                                                                                                                                                                                                       |                    |                                     |                                     |
| <b>a</b> Did the organization make any taxable distributions under section 4966? . . . . .                                                                                                                                                                                               | <b>9a</b>          |                                     |                                     |
| <b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .                                                                                                                                                                                | <b>9b</b>          |                                     |                                     |
| <b>10 Section 501(c)(7) organizations.</b> Enter:                                                                                                                                                                                                                                        |                    |                                     |                                     |
| <b>a</b> Initiation fees and capital contributions included on Part VIII, line 12 . . . . .                                                                                                                                                                                              | <b>10a</b>         |                                     |                                     |
| <b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . .                                                                                                                                                                           | <b>10b</b>         |                                     |                                     |
| <b>11 Section 501(c)(12) organizations.</b> Enter:                                                                                                                                                                                                                                       |                    |                                     |                                     |
| <b>a</b> Gross income from members or shareholders . . . . .                                                                                                                                                                                                                             | <b>11a</b>         |                                     |                                     |
| <b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . .                                                                                                                                          | <b>11b</b>         |                                     |                                     |
| <b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .                                                                                                                                                          | <b>12a</b>         |                                     |                                     |
| <b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .                                                                                                                                                                                 | <b>12b</b>         |                                     |                                     |
| <b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>                                                                                                                                                                                                               |                    |                                     |                                     |
| <b>a</b> Is the organization licensed to issue qualified health plans in more than one state? . . . . .                                                                                                                                                                                  | <b>13a</b>         |                                     |                                     |
| <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.                                                                                                                                                                                 |                    |                                     |                                     |
| <b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . . . .                                                                                                             | <b>13b</b>         |                                     |                                     |
| <b>c</b> Enter the amount of reserves on hand . . . . .                                                                                                                                                                                                                                  | <b>13c</b>         |                                     |                                     |
| <b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year? . . . . .                                                                                                                                                                          | <b>14a</b>         |                                     | <input checked="" type="checkbox"/> |
| <b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . .                                                                                                                                                             | <b>14b</b>         |                                     |                                     |

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

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

**Section A. Governing Body and Management**

|                                                                                                                                                                                                                                     |                    | Yes                                 | No                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-------------------------------------|-------------------------------------|
| <b>1a</b> Enter the number of voting members of the governing body at the end of the tax year . . .                                                                                                                                 | <b>1a</b> <b>7</b> |                                     |                                     |
| 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.                   |                    |                                     |                                     |
| <b>b</b> Enter the number of voting members included in line 1a, above, who are independent . . .                                                                                                                                   | <b>1b</b> <b>6</b> |                                     |                                     |
| <b>2</b> 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? . . . . .                                            | <b>2</b>           |                                     | <input checked="" type="checkbox"/> |
| <b>3</b> 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? . . . | <b>3</b>           |                                     | <input checked="" type="checkbox"/> |
| <b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?                                                                                                           | <b>4</b>           |                                     | <input checked="" type="checkbox"/> |
| <b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets? . . .                                                                                                           | <b>5</b>           |                                     | <input checked="" type="checkbox"/> |
| <b>6</b> Did the organization have members or stockholders? . . . . .                                                                                                                                                               | <b>6</b>           |                                     |                                     |
| <b>7a</b> 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? . . . . .                                                              | <b>7a</b>          |                                     | <input checked="" type="checkbox"/> |
| <b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .                                                        | <b>7b</b>          |                                     | <input checked="" type="checkbox"/> |
| <b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:                                                                                          |                    |                                     |                                     |
| <b>a</b> The governing body? . . . . .                                                                                                                                                                                              | <b>8a</b>          | <input checked="" type="checkbox"/> |                                     |
| <b>b</b> Each committee with authority to act on behalf of the governing body? . . . . .                                                                                                                                            | <b>8b</b>          | <input checked="" type="checkbox"/> |                                     |
| <b>9</b> 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 . . . . .     | <b>9</b>           |                                     | <input checked="" type="checkbox"/> |

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

|                                                                                                                                                                                                                                                                                                                 |            | Yes                                 | No                                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-------------------------------------|-------------------------------------|
| <b>10a</b> Did the organization have local chapters, branches, or affiliates? . . . . .                                                                                                                                                                                                                         | <b>10a</b> |                                     | <input checked="" type="checkbox"/> |
| <b>b</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?                                                                             | <b>10b</b> |                                     |                                     |
| <b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?                                                                                                                                                                          | <b>11a</b> | <input checked="" type="checkbox"/> |                                     |
| <b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.                                                                                                                                                                                                          |            |                                     |                                     |
| <b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .                                                                                                                                                                                                    | <b>12a</b> | <input checked="" type="checkbox"/> |                                     |
| <b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?                                                                                                                                                                    | <b>12b</b> | <input checked="" type="checkbox"/> |                                     |
| <b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .                                                                                                                                           | <b>12c</b> | <input checked="" type="checkbox"/> |                                     |
| <b>13</b> Did the organization have a written whistleblower policy? . . . . .                                                                                                                                                                                                                                   | <b>13</b>  | <input checked="" type="checkbox"/> |                                     |
| <b>14</b> Did the organization have a written document retention and destruction policy? . . . . .                                                                                                                                                                                                              | <b>14</b>  | <input checked="" type="checkbox"/> |                                     |
| <b>15</b> 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?                                                                                  |            |                                     |                                     |
| <b>a</b> The organization's CEO, Executive Director, or top management official . . . . .                                                                                                                                                                                                                       | <b>15a</b> | <input checked="" type="checkbox"/> |                                     |
| <b>b</b> Other officers or key employees of the organization . . . . .                                                                                                                                                                                                                                          | <b>15b</b> | <input checked="" type="checkbox"/> |                                     |
| If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).                                                                                                                                                                                                                             |            |                                     |                                     |
| <b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .                                                                                                                                      | <b>16a</b> |                                     | <input checked="" type="checkbox"/> |
| <b>b</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? . . . . . | <b>16b</b> |                                     |                                     |

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed ► **NY**

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

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

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► **Bradley M. Kuhn, 137 MONTAGUE ST STE 380, BROOKLYN, NY 11201-3548, +1-212-461-3245, x. 10**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response to any question in this Part VII ☒**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

| (A)<br>Name and Title                                                   | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position<br>(do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>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) <b>Jeremy Allison</b><br>Director                                   | 1.5                                                                                        | ✓                                                                                                            |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (2) <b>Peter T. Brown</b><br>Treasurer and Director                     | 2.0                                                                                        | ✓                                                                                                            |                       | ✓       |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (3) <b>Loïc Dachary</b><br>Director                                     | 2.0                                                                                        | ✓                                                                                                            |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (4) <b>Mark Galassi</b><br>Vice President and Director                  | 1.5                                                                                        | ✓                                                                                                            |                       | ✓       |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (5) <b>Bradley M. Kuhn</b><br>President, Executive Director, & Director | 48.1                                                                                       | ✓                                                                                                            |                       | ✓       |              |                              |        | 90,000                                                               |                                                                           | 24,566                                                                                        |
| (6) <b>Mike Linksvayer</b><br>Director                                  | 2.0                                                                                        | ✓                                                                                                            |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (7) <b>Stormy Peters</b><br>Director                                    | 1.0                                                                                        | ✓                                                                                                            |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (8) <b>Karen M. Sandler</b><br>Corporate Secretary and Legal Counsel    | 1.0                                                                                        |                                                                                                              |                       | ✓       |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (9)                                                                     |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (10)                                                                    |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (11)                                                                    |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (12)                                                                    |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (13)                                                                    |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (14)                                                                    |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |

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

| (A)<br>Name and title                                          | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position<br>(do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                                |                                                                                            | Individual trustee or director                                                                               | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| (15)                                                           |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (16)                                                           |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (17)                                                           |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (18)                                                           |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (19)                                                           |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (20)                                                           |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (21)                                                           |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (22)                                                           |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (23)                                                           |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (24)                                                           |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (25)                                                           |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| <b>1b Sub-total</b>                                            |                                                                                            |                                                                                                              |                       |         |              |                              |        | <b>90,000</b>                                                        |                                                                           | <b>24,566</b>                                                                                 |
| <b>c Total from continuation sheets to Part VII, Section A</b> |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| <b>d Total (add lines 1b and 1c)</b>                           |                                                                                            |                                                                                                              |                       |         |              |                              |        | <b>90,000</b>                                                        |                                                                           | <b>24,566</b>                                                                                 |

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

**3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*

|          | Yes | No |
|----------|-----|----|
| <b>3</b> |     | ✓  |
| <b>4</b> |     | ✓  |
| <b>5</b> |     | ✓  |

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

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

**Section B. Independent Contractors**

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

| (A)<br>Name and business address                                 | (B)<br>Description of services | (C)<br>Compensation |
|------------------------------------------------------------------|--------------------------------|---------------------|
| <b>Scott González 3432 E. Sorrel Street, York, PA 17404-8504</b> | <b>software development</b>    | <b>115,013</b>      |
|                                                                  |                                |                     |
|                                                                  |                                |                     |
|                                                                  |                                |                     |

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **1**

**Part VIII Statement of Revenue**Check if Schedule O contains a response to any question in this Part VIII. ☐

|                                                                   |                                                   |                                                                                                                                                |           | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from tax<br>under sections<br>512, 513, or 514 |
|-------------------------------------------------------------------|---------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------|
| <b>Contributions, Gifts, Grants<br/>and Other Similar Amounts</b> | <b>1a</b>                                         | Federated campaigns . . . . .                                                                                                                  | <b>1a</b> |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>b</b>                                          | Membership dues . . . . .                                                                                                                      | <b>1b</b> |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>c</b>                                          | Fundraising events . . . . .                                                                                                                   | <b>1c</b> |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>d</b>                                          | Related organizations . . . . .                                                                                                                | <b>1d</b> |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>e</b>                                          | Government grants (contributions)                                                                                                              | <b>1e</b> |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>f</b>                                          | All other contributions, gifts, grants,<br>and similar amounts not included above                                                              | <b>1f</b> | 398,058              |                                                    |                                         |                                                                           |
|                                                                   | <b>g</b>                                          | Noncash contributions included in lines 1a-1f: \$                                                                                              |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>h</b>                                          | <b>Total.</b> Add lines 1a-1f . . . . . ▶                                                                                                      |           |                      | 398,058                                            |                                         |                                                                           |
| <b>Program Service Revenue</b>                                    |                                                   |                                                                                                                                                |           | <b>Business Code</b> |                                                    |                                         |                                                                           |
|                                                                   | <b>2a</b>                                         | Conference Registration Fees                                                                                                                   | 561920    | 174,534              | 174,534                                            |                                         |                                                                           |
|                                                                   | <b>b</b>                                          | Legal Settlements                                                                                                                              | 541110    | 10,000               | 10,000                                             |                                         |                                                                           |
|                                                                   | <b>c</b>                                          | Consulting Services                                                                                                                            | 541519    | 13,515               | 13,515                                             |                                         |                                                                           |
|                                                                   | <b>d</b>                                          | Sponsorship Benefit Income                                                                                                                     | 561920    | 8,549                | 8,549                                              |                                         |                                                                           |
|                                                                   | <b>e</b>                                          | Internet Advertising                                                                                                                           | 541800    | 3,357                | 3,357                                              |                                         |                                                                           |
|                                                                   | <b>f</b>                                          | All other program service revenue . . . . .                                                                                                    |           |                      | 468                                                | 468                                     |                                                                           |
|                                                                   | <b>g</b>                                          | <b>Total.</b> Add lines 2a-2f . . . . . ▶                                                                                                      |           |                      | 210,423                                            |                                         |                                                                           |
| <b>Other Revenue</b>                                              | <b>3</b>                                          | Investment income (including dividends, interest,<br>and other similar amounts) . . . . . ▶                                                    |           |                      | 5,746                                              | 5,746                                   |                                                                           |
|                                                                   | <b>4</b>                                          | Income from investment of tax-exempt bond proceeds ▶                                                                                           |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>5</b>                                          | Royalties . . . . . ▶                                                                                                                          |           |                      | 2,907                                              | 2,907                                   |                                                                           |
|                                                                   | <b>6a</b>                                         | (i) Real                                                                                                                                       |           | (ii) Personal        |                                                    |                                         |                                                                           |
|                                                                   |                                                   | Gross rents . . . . .                                                                                                                          |           |                      |                                                    |                                         |                                                                           |
|                                                                   |                                                   | Less: rental expenses . . . . .                                                                                                                |           |                      |                                                    |                                         |                                                                           |
|                                                                   |                                                   | Rental income or (loss) . . . . .                                                                                                              |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>d</b>                                          | Net rental income or (loss) . . . . . ▶                                                                                                        |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>7a</b>                                         | (i) Securities                                                                                                                                 |           | (ii) Other           |                                                    |                                         |                                                                           |
|                                                                   |                                                   | Gross amount from sales of<br>assets other than inventory . . . . .                                                                            |           |                      |                                                    |                                         |                                                                           |
|                                                                   |                                                   | Less: cost or other basis<br>and sales expenses . . . . .                                                                                      |           |                      |                                                    |                                         |                                                                           |
|                                                                   |                                                   | Gain or (loss) . . . . .                                                                                                                       |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>d</b>                                          | Net gain or (loss) . . . . . ▶                                                                                                                 |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>8a</b>                                         | Gross income from fundraising<br>events (not including \$<br>of contributions reported on line 1c).<br>See Part IV, line 18 . . . . . <b>a</b> |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>b</b>                                          | Less: direct expenses . . . . . <b>b</b>                                                                                                       |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>c</b>                                          | Net income or (loss) from fundraising events . ▶                                                                                               |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>9a</b>                                         | Gross income from gaming activities.<br>See Part IV, line 19 . . . . . <b>a</b>                                                                |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>b</b>                                          | Less: direct expenses . . . . . <b>b</b>                                                                                                       |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>c</b>                                          | Net income or (loss) from gaming activities . . ▶                                                                                              |           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>10a</b>                                        | Gross sales of inventory, less<br>returns and allowances . . . . . <b>a</b>                                                                    |           |                      |                                                    |                                         |                                                                           |
| Less: cost of goods sold . . . . . <b>b</b>                       |                                                   |                                                                                                                                                |           |                      |                                                    |                                         |                                                                           |
| Net income or (loss) from sales of inventory . . ▶                |                                                   |                                                                                                                                                |           |                      |                                                    |                                         |                                                                           |
| Miscellaneous Revenue                                             |                                                   |                                                                                                                                                |           | <b>Business Code</b> |                                                    |                                         |                                                                           |
| <b>11a</b>                                                        |                                                   |                                                                                                                                                |           |                      |                                                    |                                         |                                                                           |
| <b>b</b>                                                          |                                                   |                                                                                                                                                |           |                      |                                                    |                                         |                                                                           |
| <b>c</b>                                                          |                                                   |                                                                                                                                                |           |                      |                                                    |                                         |                                                                           |
| <b>d</b>                                                          | All other revenue . . . . .                       |                                                                                                                                                |           |                      |                                                    |                                         |                                                                           |
| <b>e</b>                                                          | <b>Total.</b> Add lines 11a-11d . . . . . ▶       |                                                                                                                                                |           |                      |                                                    |                                         |                                                                           |
| <b>12</b>                                                         | <b>Total revenue.</b> See instructions. . . . . ▶ |                                                                                                                                                |           | 617,134              | 215,719                                            | 3,357                                   |                                                                           |

**Part IX Statement of Functional Expenses**

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

Check if Schedule O contains a response to any question in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

|                                                                                                                                                                                                                                                                 | (A)<br>Total expenses | (B)<br>Program service<br>expenses | (C)<br>Management and<br>general expenses | (D)<br>Fundraising<br>expenses |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------------------|-------------------------------------------|--------------------------------|
| <b>1</b> Grants and other assistance to governments and organizations in the United States. See Part IV, line 21                                                                                                                                                |                       |                                    |                                           |                                |
| <b>2</b> Grants and other assistance to individuals in the United States. See Part IV, line 22 . . . .                                                                                                                                                          |                       |                                    |                                           |                                |
| <b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 . .                                                                                                                 |                       |                                    |                                           |                                |
| <b>4</b> Benefits paid to or for members . . . . .                                                                                                                                                                                                              |                       |                                    |                                           |                                |
| <b>5</b> Compensation of current officers, directors, trustees, and key employees . . . . .                                                                                                                                                                     | <b>90,000</b>         | <b>39,357</b>                      | <b>41,724</b>                             | <b>8,918</b>                   |
| <b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . .                                                                                                      |                       |                                    |                                           |                                |
| <b>7</b> Other salaries and wages . . . . .                                                                                                                                                                                                                     | <b>113,560</b>        | <b>81,531</b>                      | <b>32,030</b>                             |                                |
| <b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)                                                                                                                                                     |                       |                                    |                                           |                                |
| <b>9</b> Other employee benefits . . . . .                                                                                                                                                                                                                      | <b>27,263</b>         | <b>12,570</b>                      | <b>12,235</b>                             | <b>2,458</b>                   |
| <b>10</b> Payroll taxes . . . . .                                                                                                                                                                                                                               | <b>16,639</b>         | <b>9,882</b>                       | <b>6,027</b>                              | <b>730</b>                     |
| <b>11</b> Fees for services (non-employees):                                                                                                                                                                                                                    |                       |                                    |                                           |                                |
| <b>a</b> Management . . . . .                                                                                                                                                                                                                                   |                       |                                    |                                           |                                |
| <b>b</b> Legal . . . . .                                                                                                                                                                                                                                        | <b>444</b>            | <b>311</b>                         | <b>133</b>                                |                                |
| <b>c</b> Accounting . . . . .                                                                                                                                                                                                                                   | <b>12,759</b>         | <b>572</b>                         | <b>12,144</b>                             | <b>43</b>                      |
| <b>d</b> Lobbying . . . . .                                                                                                                                                                                                                                     |                       |                                    |                                           |                                |
| <b>e</b> Professional fundraising services. See Part IV, line 17                                                                                                                                                                                                |                       |                                    |                                           |                                |
| <b>f</b> Investment management fees . . . . .                                                                                                                                                                                                                   |                       |                                    |                                           |                                |
| <b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) . .                                                                                                                                       | <b>400</b>            |                                    |                                           | <b>400</b>                     |
| <b>12</b> Advertising and promotion . . . . .                                                                                                                                                                                                                   | <b>2,390</b>          | <b>2,390</b>                       |                                           |                                |
| <b>13</b> Office expenses . . . . .                                                                                                                                                                                                                             | <b>1,968</b>          | <b>1,169</b>                       | <b>711</b>                                | <b>88</b>                      |
| <b>14</b> Information technology . . . . .                                                                                                                                                                                                                      | <b>17,851</b>         | <b>13,829</b>                      | <b>4,022</b>                              |                                |
| <b>15</b> Royalties . . . . .                                                                                                                                                                                                                                   |                       |                                    |                                           |                                |
| <b>16</b> Occupancy . . . . .                                                                                                                                                                                                                                   | <b>19,620</b>         | <b>11,658</b>                      | <b>7,088</b>                              | <b>874</b>                     |
| <b>17</b> Travel . . . . .                                                                                                                                                                                                                                      | <b>15,353</b>         | <b>14,816</b>                      | <b>8</b>                                  | <b>529</b>                     |
| <b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials                                                                                                                                                        |                       |                                    |                                           |                                |
| <b>19</b> Conferences, conventions, and meetings . .                                                                                                                                                                                                            | <b>201,851</b>        | <b>201,851</b>                     |                                           |                                |
| <b>20</b> Interest . . . . .                                                                                                                                                                                                                                    |                       |                                    |                                           |                                |
| <b>21</b> Payments to affiliates . . . . .                                                                                                                                                                                                                      |                       |                                    |                                           |                                |
| <b>22</b> Depreciation, depletion, and amortization .                                                                                                                                                                                                           |                       |                                    |                                           |                                |
| <b>23</b> Insurance . . . . .                                                                                                                                                                                                                                   | <b>1,228</b>          |                                    | <b>1,228</b>                              |                                |
| <b>24</b> 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.)                                                     |                       |                                    |                                           |                                |
| <b>a</b> <u>Software development and design</u>                                                                                                                                                                                                                 | <b>385,768</b>        | <b>385,208</b>                     | <b>560</b>                                |                                |
| <b>b</b> <u>Copyright License Enforcement</u>                                                                                                                                                                                                                   | <b>9,255</b>          | <b>9,255</b>                       |                                           |                                |
| <b>c</b> <u>Mentoring student software developers</u>                                                                                                                                                                                                           | <b>3,325</b>          | <b>3,325</b>                       |                                           |                                |
| <b>d</b> <u>Taxes &amp; Government Assessments</u>                                                                                                                                                                                                              | <b>3,277</b>          | <b>64</b>                          | <b>3,213</b>                              |                                |
| <b>e</b> All other expenses <u>BankFees,481(a), et al</u>                                                                                                                                                                                                       | <b>3,559</b>          | <b>329</b>                         | <b>3,230</b>                              |                                |
| <b>25</b> <b>Total functional expenses.</b> Add lines 1 through 24e                                                                                                                                                                                             |                       |                                    |                                           |                                |
| <b>26</b> <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . | <b>926,510</b>        | <b>788,117</b>                     | <b>124,353</b>                            | <b>14,040</b>                  |

**Part X Balance Sheet**Check if Schedule O contains a response to any question in this Part X ☐

|                                                                               |                                                                                                                                                                                                                                                                                                                                                  | (A)<br>Beginning of year |                | (B)<br>End of year |
|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|----------------|--------------------|
| <b>Assets</b>                                                                 | <b>1</b> Cash—non-interest-bearing . . . . .                                                                                                                                                                                                                                                                                                     | <b>115,276</b>           | <b>1</b>       | <b>84,666</b>      |
|                                                                               | <b>2</b> Savings and temporary cash investments . . . . .                                                                                                                                                                                                                                                                                        | <b>860,316</b>           | <b>2</b>       | <b>696,072</b>     |
|                                                                               | <b>3</b> Pledges and grants receivable, net . . . . .                                                                                                                                                                                                                                                                                            | <b>160,069</b>           | <b>3</b>       | <b>116,083</b>     |
|                                                                               | <b>4</b> Accounts receivable, net . . . . .                                                                                                                                                                                                                                                                                                      |                          | <b>4</b>       |                    |
|                                                                               | <b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .                                                                                                                                                           |                          | <b>5</b>       |                    |
|                                                                               | <b>6</b> 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 instructions). Complete Part II of Schedule L . . . . . |                          | <b>6</b>       |                    |
|                                                                               | <b>7</b> Notes and loans receivable, net . . . . .                                                                                                                                                                                                                                                                                               | <b>132,000</b>           | <b>7</b>       |                    |
|                                                                               | <b>8</b> Inventories for sale or use . . . . .                                                                                                                                                                                                                                                                                                   |                          | <b>8</b>       |                    |
|                                                                               | <b>9</b> Prepaid expenses and deferred charges . . . . .                                                                                                                                                                                                                                                                                         | <b>3,567</b>             | <b>9</b>       | <b>6,215</b>       |
|                                                                               | <b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D                                                                                                                                                                                                                                                   | <b>10a</b>               |                |                    |
|                                                                               | <b>b</b> Less: accumulated depreciation . . . . .                                                                                                                                                                                                                                                                                                | <b>10b</b>               | <b>10c</b>     |                    |
|                                                                               | <b>11</b> Investments—publicly traded securities . . . . .                                                                                                                                                                                                                                                                                       |                          | <b>11</b>      |                    |
|                                                                               | <b>12</b> Investments—other securities. See Part IV, line 11 . . . . .                                                                                                                                                                                                                                                                           |                          | <b>12</b>      |                    |
|                                                                               | <b>13</b> Investments—program-related. See Part IV, line 11 . . . . .                                                                                                                                                                                                                                                                            |                          | <b>13</b>      |                    |
|                                                                               | <b>14</b> Intangible assets . . . . .                                                                                                                                                                                                                                                                                                            |                          | <b>14</b>      |                    |
|                                                                               | <b>15</b> Other assets. See Part IV, line 11 . . . . .                                                                                                                                                                                                                                                                                           | <b>2,125</b>             | <b>15</b>      | <b>2,125</b>       |
| <b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . . | <b>1,273,353</b>                                                                                                                                                                                                                                                                                                                                 | <b>16</b>                | <b>905,161</b> |                    |
| <b>Liabilities</b>                                                            | <b>17</b> Accounts payable and accrued expenses . . . . .                                                                                                                                                                                                                                                                                        | <b>90,129</b>            | <b>17</b>      | <b>42,684</b>      |
|                                                                               | <b>18</b> Grants payable . . . . .                                                                                                                                                                                                                                                                                                               |                          | <b>18</b>      |                    |
|                                                                               | <b>19</b> Deferred revenue . . . . .                                                                                                                                                                                                                                                                                                             |                          | <b>19</b>      |                    |
|                                                                               | <b>20</b> Tax-exempt bond liabilities . . . . .                                                                                                                                                                                                                                                                                                  |                          | <b>20</b>      |                    |
|                                                                               | <b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .                                                                                                                                                                                                                                                        |                          | <b>21</b>      |                    |
|                                                                               | <b>22</b> 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 . . . . .                                                                                                                                         |                          | <b>22</b>      |                    |
|                                                                               | <b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .                                                                                                                                                                                                                                                               |                          | <b>23</b>      |                    |
|                                                                               | <b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .                                                                                                                                                                                                                                                                 |                          | <b>24</b>      |                    |
|                                                                               | <b>25</b> 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 . . . . .                                                                                                                                                        | <b>123,722</b>           | <b>25</b>      | <b>112,351</b>     |
|                                                                               | <b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .                                                                                                                                                                                                                                                                                   | <b>213,851</b>           | <b>26</b>      | <b>155,035</b>     |
| <b>Net Assets or Fund Balances</b>                                            | <b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>                                                                                                                                                                                |                          |                |                    |
|                                                                               | <b>27</b> Unrestricted net assets . . . . .                                                                                                                                                                                                                                                                                                      | <b>13,985</b>            | <b>27</b>      | <b>-1,026</b>      |
|                                                                               | <b>28</b> Temporarily restricted net assets . . . . .                                                                                                                                                                                                                                                                                            | <b>1,045,517</b>         | <b>28</b>      | <b>751,152</b>     |
|                                                                               | <b>29</b> Permanently restricted net assets . . . . .                                                                                                                                                                                                                                                                                            |                          | <b>29</b>      |                    |
|                                                                               | <b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>                                                                                                                                                                                                         |                          |                |                    |
|                                                                               | <b>30</b> Capital stock or trust principal, or current funds . . . . .                                                                                                                                                                                                                                                                           |                          | <b>30</b>      |                    |
|                                                                               | <b>31</b> Paid-in or capital surplus, or land, building, or equipment fund . . . . .                                                                                                                                                                                                                                                             |                          | <b>31</b>      |                    |
|                                                                               | <b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .                                                                                                                                                                                                                                                             |                          | <b>32</b>      |                    |
|                                                                               | <b>33</b> Total net assets or fund balances . . . . .                                                                                                                                                                                                                                                                                            | <b>1,059,502</b>         | <b>33</b>      | <b>750,126</b>     |
| <b>34</b> Total liabilities and net assets/fund balances . . . . .            | <b>1,273,353</b>                                                                                                                                                                                                                                                                                                                                 | <b>34</b>                | <b>905,161</b> |                    |

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI ☐

|           |                                                                                                                |           |                  |
|-----------|----------------------------------------------------------------------------------------------------------------|-----------|------------------|
| <b>1</b>  | Total revenue (must equal Part VIII, column (A), line 12)                                                      | <b>1</b>  | <b>617,134</b>   |
| <b>2</b>  | Total expenses (must equal Part IX, column (A), line 25)                                                       | <b>2</b>  | <b>926,510</b>   |
| <b>3</b>  | Revenue less expenses. Subtract line 2 from line 1                                                             | <b>3</b>  | <b>-309,376</b>  |
| <b>4</b>  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                      | <b>4</b>  | <b>1,059,502</b> |
| <b>5</b>  | Net unrealized gains (losses) on investments                                                                   | <b>5</b>  |                  |
| <b>6</b>  | Donated services and use of facilities                                                                         | <b>6</b>  |                  |
| <b>7</b>  | Investment expenses                                                                                            | <b>7</b>  |                  |
| <b>8</b>  | Prior period adjustments                                                                                       | <b>8</b>  |                  |
| <b>9</b>  | Other changes in net assets or fund balances (explain in Schedule O)                                           | <b>9</b>  |                  |
| <b>10</b> | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | <b>10</b> | <b>750,126</b>   |

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII ☐

|                                                                                                                                                                                                                                                                                                                                                                                                                                           | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1</b> Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.                                                                                                                                              |     |    |
| <b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant? . . .<br>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:<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis |     | ✓  |
| <b>b</b> Were the organization's financial statements audited by an independent accountant? . . .<br>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:<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis                 | ✓   |    |
| <b>c</b> 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?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.                                                                            | ✓   |    |
| <b>3a</b> 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? . . .                                                                                                                                                                                                                                                                  |     | ✓  |
| <b>b</b> If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits                                                                                                                                                                                                             |     |    |

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

**Software Freedom Conservancy, Inc.**

Employer identification number

**41-2203632**

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

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

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

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? . . . . .
- (ii) A family member of a person described in (i) above? . . . . .
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? . . . . .

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

h Provide the following information about the supported organization(s).

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

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

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

**Section A. Public Support**

| Calendar year (or fiscal year beginning in) ►                                                                                                                                                                          | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011  | (e) 2012 | (f) Total |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|-----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .                                                                                                  | 103,450  | 116,178  | 427,645  | 1,080,513 | 398,058  | 2,125,844 |
| <b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .                                                                                                     |          |          |          |           |          |           |
| <b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .                                                                                             |          |          |          |           |          |           |
| <b>4 Total.</b> Add lines 1 through 3 . . . . .                                                                                                                                                                        | 103,450  | 116,178  | 427,645  | 1,080,513 | 398,058  | 2,125,844 |
| <b>5</b> 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) . . . . . |          |          |          |           |          | 808,467   |
| <b>6 Public support.</b> Subtract line 5 from line 4.                                                                                                                                                                  |          |          |          |           |          | 1,317,377 |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ►                                                                                                                                                            | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011  | (e) 2012 | (f) Total                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|-----------|----------|--------------------------|
| <b>7</b> Amounts from line 4 . . . . .                                                                                                                                                                   | 103,450  | 116,178  | 427,645  | 1,080,513 | 398,058  | 2,125,844                |
| <b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .                                                        | 269      | 697      | 482      | 1,483     | 5,746    | 8,677                    |
| <b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .                                                                                    |          |          | 145      | 10,486    | 3,357    | 13,988                   |
| <b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .                                                                                      |          |          |          |           |          |                          |
| <b>11 Total support.</b> Add lines 7 through 10                                                                                                                                                          |          |          |          |           |          | 2,148,509                |
| <b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .                                                                                                                      |          |          |          |           | 12       | 1,661,580                |
| <b>13 First five years.</b> 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 <b>stop here</b> . . . . . |          |          |          |           |          | <input type="checkbox"/> |

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

|                                                                                                                                                                                                                                                                                                                                                                                                                      |                                     |        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|--------|
| <b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) . . . . .                                                                                                                                                                                                                                                                                                           | <b>14</b>                           | 61.3 % |
| <b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 . . . . .                                                                                                                                                                                                                                                                                                                                 | <b>15</b>                           | 58.9 % |
| <b>16a 33⅓% support test—2012.</b> If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .                                                                                                                                                                                 | <input checked="" type="checkbox"/> |        |
| <b>b 33⅓% support test—2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .                                                                                                                                                                              | <input type="checkbox"/>            |        |
| <b>17a 10%-facts-and-circumstances test—2012.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .    | <input type="checkbox"/>            |        |
| <b>b 10%-facts-and-circumstances test—2011.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . | <input type="checkbox"/>            |        |
| <b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .                                                                                                                                                                                                                                                               | <input type="checkbox"/>            |        |

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

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

**Section A. Public Support**

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

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ►                                                                                                                                                                                   | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| <b>9</b> Amounts from line 6 . . . .                                                                                                                                                                                            |          |          |          |          |          |           |
| <b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .                                                                                     |          |          |          |          |          |           |
| <b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . .                                                                                                        |          |          |          |          |          |           |
| <b>c</b> Add lines 10a and 10b . . . .                                                                                                                                                                                          |          |          |          |          |          |           |
| <b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on                                                                                           |          |          |          |          |          |           |
| <b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . .                                                                                                               |          |          |          |          |          |           |
| <b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . .                                                                                                                                                                |          |          |          |          |          |           |
| <b>14 First five years.</b> 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 <b>stop here</b> . . . . <input type="checkbox"/> |          |          |          |          |          |           |

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

|                                                                                                          |           |   |
|----------------------------------------------------------------------------------------------------------|-----------|---|
| <b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) . . . . | <b>15</b> | % |
| <b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 . . . .                      | <b>16</b> | % |

**Section D. Computation of Investment Income Percentage**

|                                                                                                                                                                                                                                                                                                                     |           |   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>17</b> Investment income percentage for <b>2012</b> (line 10c, column (f) divided by line 13, column (f)) . . . .                                                                                                                                                                                                | <b>17</b> | % |
| <b>18</b> Investment income percentage from <b>2011</b> Schedule A, Part III, line 17 . . . .                                                                                                                                                                                                                       | <b>18</b> | % |
| <b>19a 33 1/3% support tests—2012.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization . . . . <input type="checkbox"/>         |           |   |
| <b>b 33 1/3% support tests—2011.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization . . . . <input type="checkbox"/> |           |   |
| <b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions . . . . <input type="checkbox"/>                                                                                                                                                 |           |   |

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

**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Supplemental Financial Statements**

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

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Software Freedom Conservancy, Inc.

Employer identification number

41-2203632

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

|                                                                                                                                                                                                                                                                                 | (a) Donor advised funds | (b) Funds and other accounts                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|----------------------------------------------------------|
| 1 Total number at end of year . . . . .                                                                                                                                                                                                                                         |                         |                                                          |
| 2 Aggregate contributions to (during year) . . . . .                                                                                                                                                                                                                            |                         |                                                          |
| 3 Aggregate grants from (during year) . . . . .                                                                                                                                                                                                                                 |                         |                                                          |
| 4 Aggregate value at end of year . . . . .                                                                                                                                                                                                                                      |                         |                                                          |
| 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? . . . . .                                                            |                         | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? . . . . . |                         | <input type="checkbox"/> Yes <input type="checkbox"/> No |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$

(ii) Assets included in Form 990, Part X . . . . . ► \$

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

a Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$

b Assets included in Form 990, Part X . . . . . ► \$

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

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

- a** ☐ Public exhibition  
**b** ☐ Scholarly research  
**c** ☐ Preservation for future generations

- d** ☐ Loan or exchange programs  
**e** ☐ Other .....

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

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

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

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

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

|                                        | Amount    |
|----------------------------------------|-----------|
| <b>c</b> Beginning balance             | <b>1c</b> |
| <b>d</b> Additions during the year     | <b>1d</b> |
| <b>e</b> Distributions during the year | <b>1e</b> |
| <b>f</b> Ending balance                | <b>1f</b> |

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

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

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

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

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

- a** Board designated or quasi-endowment ▶ ..... %  
**b** Permanent endowment ▶ ..... %  
**c** Temporarily restricted endowment ▶ ..... %

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

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

- (i)** unrelated organizations .....  
**(ii)** related organizations .....

|               | Yes | No |
|---------------|-----|----|
| <b>3a(i)</b>  |     |    |
| <b>3a(ii)</b> |     |    |
| <b>3b</b>     |     |    |

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

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

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

| Description of property         | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---------------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| <b>1a</b> Land                  |                                      |                                 |                              |                |
| <b>b</b> Buildings              |                                      |                                 |                              |                |
| <b>c</b> Leasehold improvements |                                      |                                 |                              |                |
| <b>d</b> Equipment              |                                      |                                 |                              |                |
| <b>e</b> Other                  |                                      |                                 |                              |                |

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

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

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

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

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

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

| (a) Description                                                                       | (b) Book value |
|---------------------------------------------------------------------------------------|----------------|
| (1) <b>Security Deposits for Occupancy and Mobile Telephone Service</b>               | <b>2,125</b>   |
| (2)                                                                                   |                |
| (3)                                                                                   |                |
| (4)                                                                                   |                |
| (5)                                                                                   |                |
| (6)                                                                                   |                |
| (7)                                                                                   |                |
| (8)                                                                                   |                |
| (9)                                                                                   |                |
| (10)                                                                                  |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) . . . . . ► | <b>2,125</b>   |

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

| 1. (a) Description of liability                                             | (b) Book value |  |
|-----------------------------------------------------------------------------|----------------|--|
| (1) Federal income taxes                                                    |                |  |
| (2) <b>Deferred Revenue - 481(a) Adjustment</b>                             | <b>27,842</b>  |  |
| (3) <b>Unearned Income - Advance Program Revenue</b>                        | <b>84,509</b>  |  |
| (4)                                                                         |                |  |
| (5)                                                                         |                |  |
| (6)                                                                         |                |  |
| (7)                                                                         |                |  |
| (8)                                                                         |                |  |
| (9)                                                                         |                |  |
| (10)                                                                        |                |  |
| (11)                                                                        |                |  |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ► | <b>112,351</b> |  |

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

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

|          |                                                                                                          |           |                |
|----------|----------------------------------------------------------------------------------------------------------|-----------|----------------|
| <b>1</b> | Total revenue, gains, and other support per audited financial statements . . . . .                       | <b>1</b>  | <b>587,505</b> |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part VIII, line 12:                                      |           |                |
| <b>a</b> | Net unrealized gains on investments . . . . .                                                            | <b>2a</b> |                |
| <b>b</b> | Donated services and use of facilities . . . . .                                                         | <b>2b</b> |                |
| <b>c</b> | Recoveries of prior year grants . . . . .                                                                | <b>2c</b> |                |
| <b>d</b> | Other (Describe in Part XIII.) . . . . .                                                                 | <b>2d</b> |                |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b> . . . . .                                                          | <b>2e</b> |                |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> . . . . .                                                     | <b>3</b>  | <b>587,505</b> |
| <b>4</b> | Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b> :                             |           |                |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                               | <b>4a</b> |                |
| <b>b</b> | Other (Describe in Part XIII.) . . . . .                                                                 | <b>4b</b> | <b>29,629</b>  |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b> . . . . .                                                              | <b>4c</b> | <b>29,629</b>  |
| <b>5</b> | Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.) . . . . . | <b>5</b>  | <b>617,134</b> |

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

|          |                                                                                                           |           |                |
|----------|-----------------------------------------------------------------------------------------------------------|-----------|----------------|
| <b>1</b> | Total expenses and losses per audited financial statements . . . . .                                      | <b>1</b>  | <b>924,721</b> |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part IX, line 25:                                         |           |                |
| <b>a</b> | Donated services and use of facilities . . . . .                                                          | <b>2a</b> |                |
| <b>b</b> | Prior year adjustments . . . . .                                                                          | <b>2b</b> |                |
| <b>c</b> | Other losses . . . . .                                                                                    | <b>2c</b> |                |
| <b>d</b> | Other (Describe in Part XIII.) . . . . .                                                                  | <b>2d</b> |                |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b> . . . . .                                                           | <b>2e</b> |                |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> . . . . .                                                      | <b>3</b>  |                |
| <b>4</b> | Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :                                |           |                |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                                | <b>4a</b> |                |
| <b>b</b> | Other (Describe in Part XIII.) . . . . .                                                                  | <b>4b</b> | <b>1,789</b>   |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b> . . . . .                                                               | <b>4c</b> | <b>1,789</b>   |
| <b>5</b> | Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.) . . . . . | <b>5</b>  | <b>926,510</b> |

**Part XIII Supplemental Information**

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

**Schedule D, Part XI, Line 4b: Other Revenue Included on Form 990 but NOT included on Audited Financial Statements**

**481(a) ADJUSTMENT:** **\$29,629**

**Schedule D, Part XII, Line 4b: Other Expenses Included on Form 990 but NOT included on Audited Financial Statements**

**481(a) ADJUSTMENT:** **\$ 1,789**

**Conservancy changed from the cash to accrual basis in FY 2010. A Form 3115 was filed on 2012-01-14 showing a net 481(a) adjustment of**

**\$111,363, which is being accounted for evenly across FY 2010, 2011, 2012, and 2013. Herein are those adjustments for FY 2012.**

**Part XIII**      **Supplemental Information** *(continued)*[illegible]

**SCHEDULE F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

► **Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b, 15, or 16.**

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

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

**Software Freedom Conservancy, Inc.**

Employer identification number

**41-2203632**

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

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

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

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

| (a) Region                                                  | (b) Number of offices in the region | (c) Number of employees, agents, and independent contractors in region | (d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in region | (f) Total expenditures for and investments in region |
|-------------------------------------------------------------|-------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------|
| (1) <b>Europe</b>                                           | <b>0</b>                            | <b>0</b>                                                               | <b>program services</b>                                                                                                                     | <b>hosted FLOSS conference</b>                                                                     | <b>92,911</b>                                        |
| (2) <b>Europe</b>                                           | <b>0</b>                            | <b>0</b>                                                               | <b>program services</b>                                                                                                                     | <b>attended conferences</b>                                                                        | <b>30,643</b>                                        |
| (3)                                                         |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (4)                                                         |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (5)                                                         |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (6)                                                         |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (7)                                                         |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (8)                                                         |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (9)                                                         |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (10)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (11)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (12)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (13)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (14)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (15)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (16)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (17)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| <b>3a</b> Sub-total . . . . .                               | <b>0</b>                            | <b>0</b>                                                               |                                                                                                                                             |                                                                                                    |                                                      |
| <b>b</b> Total from continuation sheets to Part I . . . . . |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| <b>c Totals</b> (add lines 3a and 3b)                       | <b>0</b>                            | <b>0</b>                                                               |                                                                                                                                             |                                                                                                    | <b>123,554</b>                                       |

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

| <b>1</b> | <b>(a)</b> Name of organization | <b>(b)</b> IRS code section and EIN (if applicable) | <b>(c)</b> Region | <b>(d)</b> Purpose of grant | <b>(e)</b> Amount of cash grant | <b>(f)</b> Manner of cash disbursement | <b>(g)</b> Amount of non-cash assistance | <b>(h)</b> Description of non-cash assistance | <b>(i)</b> Method of valuation (book, FMV, appraisal, other) |
|----------|---------------------------------|-----------------------------------------------------|-------------------|-----------------------------|---------------------------------|----------------------------------------|------------------------------------------|-----------------------------------------------|--------------------------------------------------------------|
| (1)      |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (2)      |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (3)      |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (4)      |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (5)      |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (6)      |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (7)      |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (8)      |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (9)      |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (10)     |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (11)     |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (12)     |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (13)     |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (14)     |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (15)     |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |
| (16)     |                                 |                                                     |                   |                             |                                 |                                        |                                          |                                               |                                                              |

**2** Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . **▲**

**3** Enter total number of other organizations or entities . . . . . **▲**

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.  
Part III can be duplicated if additional space is needed.

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

**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* . . . . . ☐ Yes ☒ No
  
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* . . . . . ☐ Yes ☒ No
  
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* . . . . . ☐ Yes ☒ No
  
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* . . . . . ☐ Yes ☒ No
  
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* . . . . . ☐ Yes ☒ No
  
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* . . . . . ☐ Yes ☒ No

## Part V Supplemental Information

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

[illegible]

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

► Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

**Software Freedom Conservancy, Inc.**

Employer identification number

**41-2203632**

**Form 990, Part I, Line 2 and Part IV, Line 32:**

Conservancy's net assets were reduced by 29.2% in this tax year. However, that reduction in net assets was not due to the sale, exchange, disposition, nor transfer of assets, but was instead due to expenses, grants, and other assistance made in the ordinary course of Conservancy's exempt activities to accomplish Conservancy's exempt purposes.

**FORM 990, Part III, Line 4d - Other Program Services Description:**

Other Miscellaneous Program Services: Expenses: \$13,134 Revenue: \$368

Additionally, Conservancy performed other essential non-profit services for FLOSS projects. These include, but are not necessarily limited to: Internet hosting & bandwidth costs, computer equipment and hardware to facilitate software development, advising FLOSS projects on how to make use of non-profit resources and other incidental expenses incurred by FLOSS projects.

**FORM 990, PART V, LINES 7(a-b):**

Conservancy received some payments in the forms of conference sponsorship payments and conference registration fees. For registration fees, and in the instances where Conservancy also gave conference sponsors some substantial benefit, Conservancy treated the portion of the payment equal to the fair market value of the benefit as related business income. The remainder was treated as a contribution. As of January 2013, Conservancy (a) sends automated emails to conference registrants to inform them of the amount that was treated as a contribution, and (b) includes the amount that was treated as a contribution on the invoices sent to conference sponsors and conference registrants who pay via invoice.

**FORM 990, PART VI, SECTION A, LINE 1(a):**

Conservancy's Board of Directors chartered an Evaluation Committee, and delegates to that Committee the authority to evaluate FLOSS projects that have applied to join Conservancy. The Evaluation Committee is authorized to engage with prospective member projects and make recommendations to the Board as to which projects Conservancy should accept. Prior to 30 January 2013, Conservancy's Board retained ultimate authority to approve the addition of new FLOSS projects. On 30 January 2013, Conservancy's Board of Directors rechartered the Evaluation Committee, and delegated to the Committee full authority to evaluate and add new FLOSS projects without direct Board approval. During the tax year, the following people served on Conservancy's Evaluation Committee:

Jeremy Allison, Tom Callaway, Loïc Dachary, Mark Galassi, Mike Hostetter, Bradley M. Kuhn, Mike Linksvayer, Martin Michlmayr, Evan Prodromou, Karen Sandler, Tony Sebros

Sebros is on staff, but is not a Director. Sandler is an Officer, but is not a Director. Hostetter, Prodromou, & Michlmayr are not Directors.

|                                                                       |                                                     |
|-----------------------------------------------------------------------|-----------------------------------------------------|
| Name of the organization<br><b>Software Freedom Conservancy, Inc.</b> | Employer identification number<br><b>41-2203632</b> |
|-----------------------------------------------------------------------|-----------------------------------------------------|

**FORM 990, PART VI, SECTION B, LINE 11(B) - Form 990 Review Process:**

Before Conservancy files a 990, a final draft is submitted to the Board of Directors for review. The Directors then review discuss and it at their next meeting. Conservancy requires its Directors to vote to approve the 990 before it is filed. The vote is conducted under the usual rules in the organization's by-laws regarding Board actions.

**FORM 990, PART VI, SECTION B, LINES 12, 13, 14:**

The Board of Directors formally adopted and consented to Conservancy's Conflict of Interest, Whistleblower, and Document Retention policy on 16 March 2012. Conservancy's policy is to remind the Board annually that the Conflict of Interest policy is in effect and any conflicts must be disclosed at each Directors' meeting. Volunteers who help Conservancy select contractors for Conservancy are required to adhere to the Conflict of Interest policy, and those with potential conflicts are recused from the process.

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

All full-time employees (including any key employees or full-time compensated officers) receive the same paid-time-off, medical, vision and dental benefits package (which includes employee-selectable options). That benefits package, and changes thereto, are discussed and approved by the Board of Directors. Cost of living adjustments (COLAs) are generally given annually to all employees. These are determined using the Bureau of Labor Statistics' Consumer Price Index (CPI). These COLAs are approved by the Board of Directors as a part of annual budget approval. Any employee serving on the Board of Directors recuse themselves from that vote.

**FORM 990, PART VI, SECTION B, LINE 15a - Compensation Review & Approval Process for CEO, Executive Director or Top Management:**

In September 2010, prior to Kuhn's hire in January 2011 as Executive Director, Kuhn presented to Conservancy's Board a compensation package proposal. Kuhn left the meeting while the Board reviewed, discussed, considered, and voted to approve Kuhn's compensation package. Part of Kuhn's presentation included a spreadsheet which calculates the average CEO/Executive Director salaries at 35 different non-profit organizations in related fields. The Board set Kuhn's salary at well below that average. The spreadsheet is publicly available at: <http://ur1.ca/gdaa6>

That spreadsheet has been regularly updated with newer information from those 35 organizations, including Conservancy itself.

All changes in Kuhn's compensation or benefits since January 2011 have been presented to and approved by Conservancy's Board. Kuhn leaves the meeting while any proposed change in his compensation package is discussed and voted on.

**FORM 990, PART VI, LINE 19 - Other Organization Documents Publicly Available:**

Conservancy's Form 990s, auditor reports, articles of incorporation & by-laws are always available on Conservancy's website.

Conservancy's articles of incorporation. Any other official Conservancy policy are available upon request.

**FORM 990, PART VII, LINE (5)(F):** \$24,566 is payments of Kuhn's health and dental insurance premiums during the tax year.

Form **990-T**Department of the Treasury  
Internal Revenue Service**Exempt Organization Business Income Tax Return**  
**(and proxy tax under section 6033(e))**For calendar year 2012 or other tax year beginning 1 March, 2012, and  
ending 28 Feb., 20 13 . **▶ See separate instructions.**

OMB No. 1545-0687

**2012**Open to Public Inspection for  
501(c)(3) Organizations Only**A** ☐ Check box if  
address changed**B** Exempt under section☒ 501( c )( 3 )☐ 408(e) ☐ 220(e)☐ 408A ☐ 530(a)☐ 529(a)**C** Book value of all assets  
at end of year **905,161****Print  
or  
Type**Name of organization ( ☐ Check box if name changed and see instructions.)**Software Freedom Conservancy, Inc.**

Number, street, and room or suite no. If a P.O. box, see instructions.

**137 MONTAGUE ST STE 380**

City or town, state, and ZIP code

**BROOKLYN, NY 11201-3548****D** Employer identification number  
(Employees' trust, see instructions.)**41-2203632****E** Unrelated business activity codes  
(see instructions)**541800****F** Group exemption number (see instructions) ▶**G** Check organization type ▶ ☒ 501(c) corporation ☐ 501(c) trust ☐ 401(a) trust ☐ Other trust**H** Describe the organization's primary unrelated business activity. ▶ **internet advertising (banner ads)****I** During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? . . ▶ ☐ Yes ☒ No

If "Yes," enter the name and identifying number of the parent corporation. ▶

**J** The books are in care of ▶ **Bradley M. Kuhn**Telephone number ▶ **212-461-3245, x. 10****Part I Unrelated Trade or Business Income**

|                                                                                                         | (A) Income   | (B) Expenses | (C) Net      |
|---------------------------------------------------------------------------------------------------------|--------------|--------------|--------------|
| <b>1a</b> Gross receipts or sales                                                                       |              |              |              |
| <b>b</b> Less returns and allowances                                                                    |              |              |              |
| <b>c</b> Balance ▶ <b>1c</b>                                                                            |              |              |              |
| <b>2</b> Cost of goods sold (Schedule A, line 7) . . . . .                                              | <b>2</b>     |              |              |
| <b>3</b> Gross profit. Subtract line 2 from line 1c . . . . .                                           | <b>3</b>     |              |              |
| <b>4a</b> Capital gain net income (attach Schedule D) . . . . .                                         | <b>4a</b>    |              |              |
| <b>b</b> Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)                               | <b>4b</b>    |              |              |
| <b>c</b> Capital loss deduction for trusts . . . . .                                                    | <b>4c</b>    |              |              |
| <b>5</b> Income (loss) from partnerships and S corporations (attach statement)                          | <b>5</b>     |              |              |
| <b>6</b> Rent income (Schedule C) . . . . .                                                             | <b>6</b>     |              |              |
| <b>7</b> Unrelated debt-financed income (Schedule E) . . . . .                                          | <b>7</b>     |              |              |
| <b>8</b> Interest, annuities, royalties, and rents from controlled organizations (Schedule F) . . . . . | <b>8</b>     |              |              |
| <b>9</b> Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G) . . . . .     | <b>9</b>     |              |              |
| <b>10</b> Exploited exempt activity income (Schedule I) . . . . .                                       | <b>10</b>    |              |              |
| <b>11</b> Advertising income (Schedule J) . . . . .                                                     | <b>11</b>    |              |              |
| <b>12</b> Other income (see instructions; attach statement). . . . .                                    | <b>12</b>    |              |              |
|                                                                                                         | <b>3,357</b> |              | <b>3,357</b> |
| <b>13 Total.</b> Combine lines 3 through 12 . . . . .                                                   | <b>13</b>    |              | <b>3,357</b> |

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

|                                                                                                                                                                |            |  |              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|--------------|
| <b>14</b> Compensation of officers, directors, and trustees (Schedule K) . . . . .                                                                             | <b>14</b>  |  |              |
| <b>15</b> Salaries and wages . . . . .                                                                                                                         | <b>15</b>  |  |              |
| <b>16</b> Repairs and maintenance . . . . .                                                                                                                    | <b>16</b>  |  |              |
| <b>17</b> Bad debts . . . . .                                                                                                                                  | <b>17</b>  |  |              |
| <b>18</b> Interest (attach statement) . . . . .                                                                                                                | <b>18</b>  |  |              |
| <b>19</b> Taxes and licenses . . . . .                                                                                                                         | <b>19</b>  |  |              |
| <b>20</b> Charitable contributions (see instructions for limitation rules) . . . . .                                                                           | <b>20</b>  |  |              |
| <b>21</b> Depreciation (attach Form 4562) . . . . .                                                                                                            | <b>21</b>  |  |              |
| <b>22</b> Less depreciation claimed on Schedule A and elsewhere on return . . . . .                                                                            | <b>22a</b> |  | <b>22b</b>   |
| <b>23</b> Depletion . . . . .                                                                                                                                  | <b>23</b>  |  |              |
| <b>24</b> Contributions to deferred compensation plans . . . . .                                                                                               | <b>24</b>  |  |              |
| <b>25</b> Employee benefit programs . . . . .                                                                                                                  | <b>25</b>  |  |              |
| <b>26</b> Excess exempt expenses (Schedule I) . . . . .                                                                                                        | <b>26</b>  |  |              |
| <b>27</b> Excess readership costs (Schedule J) . . . . .                                                                                                       | <b>27</b>  |  |              |
| <b>28</b> Other deductions (attach statement) . . . . .                                                                                                        | <b>28</b>  |  |              |
| <b>29 Total deductions.</b> Add lines 14 through 28 . . . . .                                                                                                  | <b>29</b>  |  |              |
| <b>30</b> Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13                                                 | <b>30</b>  |  | <b>3,357</b> |
| <b>31</b> Net operating loss deduction (limited to the amount on line 30) . . . . .                                                                            | <b>31</b>  |  |              |
| <b>32</b> Unrelated business taxable income before specific deduction. Subtract line 31 from line 30 . . . . .                                                 | <b>32</b>  |  | <b>3,357</b> |
| <b>33</b> Specific deduction (generally \$1,000, but see line 33 instructions for exceptions) . . . . .                                                        | <b>33</b>  |  | <b>1,000</b> |
| <b>34 Unrelated business taxable income.</b> Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32 . . . . . | <b>34</b>  |  | <b>2,357</b> |

**Part III Tax Computation**

|                                                                                                                                                                                                                         |            |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|
| <b>35 Organizations taxable as corporations</b> (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> <b>See instructions</b> and:              |            |            |
| <b>a</b> Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):<br>(1) \$ <input type="text"/> (2) \$ <input type="text"/> (3) \$ <input type="text"/>                    |            |            |
| <b>b</b> Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ <input type="text"/><br>(2) Additional 3% tax (not more than \$100,000) \$ <input type="text"/>                               |            |            |
| <b>c</b> Income tax on the amount on line 34                                                                                                                                                                            | <b>35c</b> | <b>354</b> |
| <b>36 Trusts taxable at trust rates</b> (see instructions for tax computation). Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041) | <b>36</b>  |            |
| <b>37 Proxy tax</b> (see instructions)                                                                                                                                                                                  | <b>37</b>  |            |
| <b>38 Alternative minimum tax</b>                                                                                                                                                                                       | <b>38</b>  |            |
| <b>39 Total.</b> Add lines 37 and 38 to line 35c or 36, whichever applies                                                                                                                                               | <b>39</b>  | <b>354</b> |

**Part IV Tax and Payments**

|                                                                                                                                                                                                                                      |            |            |            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|------------|
| <b>40a</b> Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)                                                                                                                                               | <b>40a</b> |            |            |
| <b>b</b> Other credits (see instructions)                                                                                                                                                                                            | <b>40b</b> |            |            |
| <b>c</b> General business credit. Attach Form 3800 (see instructions)                                                                                                                                                                | <b>40c</b> |            |            |
| <b>d</b> Credit for prior year minimum tax (attach Form 8801 or 8827)                                                                                                                                                                | <b>40d</b> |            |            |
| <b>e Total credits.</b> Add lines 40a through 40d                                                                                                                                                                                    | <b>40e</b> |            |            |
| <b>41</b> Subtract line 40e from line 39                                                                                                                                                                                             | <b>41</b>  |            | <b>354</b> |
| <b>42</b> Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach statement). | <b>42</b>  |            |            |
| <b>43 Total tax.</b> Add lines 41 and 42                                                                                                                                                                                             | <b>43</b>  |            | <b>354</b> |
| <b>44a</b> Payments: A 2011 overpayment credited to 2012                                                                                                                                                                             | <b>44a</b> | <b>377</b> |            |
| <b>b</b> 2012 estimated tax payments                                                                                                                                                                                                 | <b>44b</b> |            |            |
| <b>c</b> Tax deposited with Form 8868                                                                                                                                                                                                | <b>44c</b> | <b>200</b> |            |
| <b>d</b> Foreign organizations: Tax paid or withheld at source (see instructions)                                                                                                                                                    | <b>44d</b> |            |            |
| <b>e</b> Backup withholding (see instructions)                                                                                                                                                                                       | <b>44e</b> |            |            |
| <b>f</b> Credit for small employer health insurance premiums (Attach Form 8941)                                                                                                                                                      | <b>44f</b> |            |            |
| <b>g</b> Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other <input type="checkbox"/> Total                                                             | <b>44g</b> |            |            |
| <b>45 Total payments.</b> Add lines 44a through 44g                                                                                                                                                                                  | <b>45</b>  |            | <b>577</b> |
| <b>46</b> Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>                                                                                                                          | <b>46</b>  |            |            |
| <b>47 Tax due.</b> If line 45 is less than the total of lines 43 and 46, enter amount owed                                                                                                                                           | <b>47</b>  |            |            |
| <b>48 Overpayment.</b> If line 45 is larger than the total of lines 43 and 46, enter amount overpaid                                                                                                                                 | <b>48</b>  |            | <b>223</b> |
| <b>49</b> Enter the amount of line 48 you want: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>                                                                              | <b>49</b>  |            | <b>223</b> |

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

|                                                                                                                                                                                                                                                                                                                                                                               |     |    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1</b> At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here | Yes | No |
| <b>2</b> During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.                                                                                                                                                    |     |    |
| <b>3</b> Enter the amount of tax-exempt interest received or accrued during the tax year \$                                                                                                                                                                                                                                                                                   |     |    |

**Schedule A—Cost of Goods Sold.** Enter method of inventory valuation

|                                                            |           |  |  |                                                                                                                             |          |     |    |
|------------------------------------------------------------|-----------|--|--|-----------------------------------------------------------------------------------------------------------------------------|----------|-----|----|
| <b>1</b> Inventory at beginning of year                    | <b>1</b>  |  |  | <b>6</b> Inventory at end of year                                                                                           | <b>6</b> |     |    |
| <b>2</b> Purchases                                         | <b>2</b>  |  |  | <b>7</b> <b>Cost of goods sold.</b> Subtract line 6 from line 5. Enter here and in Part I, line 2                           | <b>7</b> |     |    |
| <b>3</b> Cost of labor                                     | <b>3</b>  |  |  | <b>8</b> Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? |          | Yes | No |
| <b>4a</b> Additional section 263A costs (attach statement) | <b>4a</b> |  |  |                                                                                                                             |          |     |    |
| <b>b</b> Other costs (attach statement)                    | <b>4b</b> |  |  |                                                                                                                             |          |     |    |
| <b>5 Total.</b> Add lines 1 through 4b                     | <b>5</b>  |  |  |                                                                                                                             |          |     |    |

**Sign Here**

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

Signature of officer Brendley M. Kuhl Date 10 Jan. 2014 Title President

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

**Paid Preparer Use Only**

Print/Type preparer's name \_\_\_\_\_ Preparer's signature \_\_\_\_\_ Date \_\_\_\_\_ Check ☐ if self-employed PTIN \_\_\_\_\_  
 Firm's name \_\_\_\_\_ Firm's EIN \_\_\_\_\_  
 Firm's address \_\_\_\_\_ Phone no. \_\_\_\_\_

**Schedule C—Rent Income (From Real Property and Personal Property Leased With Real Property)**

(see instructions)

**1. Description of property**

|     |
|-----|
| (1) |
| (2) |
| (3) |
| (4) |

**2. Rent received or accrued**

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

**(c) Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) . . . . . ▶**(b) Total deductions.** Enter here and on page 1, Part I, line 6, column (B) ▶**Schedule E—Unrelated Debt-Financed Income** (see instructions)

| 1. Description of debt-financed property                                                           |                                                                                        | 2. Gross income from or allocable to debt-financed property | 3. Deductions directly connected with or allocable to debt-financed property |                                                                     |
|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------------------------------------|
|                                                                                                    |                                                                                        |                                                             | (a) Straight line depreciation (attach statement)                            | (b) Other deductions (attach statement)                             |
| (1)                                                                                                |                                                                                        |                                                             |                                                                              |                                                                     |
| (2)                                                                                                |                                                                                        |                                                             |                                                                              |                                                                     |
| (3)                                                                                                |                                                                                        |                                                             |                                                                              |                                                                     |
| (4)                                                                                                |                                                                                        |                                                             |                                                                              |                                                                     |
| 4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement) | 5. Average adjusted basis of or allocable to debt-financed property (attach statement) | 6. Column 4 divided by column 5                             | 7. Gross income reportable (column 2 × column 6)                             | 8. Allocable deductions (column 6 × total of columns 3(a) and 3(b)) |
| (1)                                                                                                |                                                                                        | %                                                           |                                                                              |                                                                     |
| (2)                                                                                                |                                                                                        | %                                                           |                                                                              |                                                                     |
| (3)                                                                                                |                                                                                        | %                                                           |                                                                              |                                                                     |
| (4)                                                                                                |                                                                                        | %                                                           |                                                                              |                                                                     |
| <b>Totals</b> . . . . . ▶                                                                          |                                                                                        |                                                             | Enter here and on page 1, Part I, line 7, column (A).                        | Enter here and on page 1, Part I, line 7, column (B).               |

**Total dividends-received deductions** included in column 8 . . . . . ▶**Schedule F—Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

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

**Nonexempt Controlled Organizations**

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

Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).

Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

**Totals** . . . . . ▶

**Schedule G—Investment Income of a Section 501(c)(7), (9), or (17) Organization** (see instructions)

| 1. Description of income | 2. Amount of income                                   | 3. Deductions directly connected (attach statement) | 4. Set-asides (attach statement) | 5. Total deductions and set-asides (col. 3 plus col. 4) |
|--------------------------|-------------------------------------------------------|-----------------------------------------------------|----------------------------------|---------------------------------------------------------|
| (1)                      |                                                       |                                                     |                                  |                                                         |
| (2)                      |                                                       |                                                     |                                  |                                                         |
| (3)                      |                                                       |                                                     |                                  |                                                         |
| (4)                      |                                                       |                                                     |                                  |                                                         |
| <b>Totals</b>            | Enter here and on page 1, Part I, line 9, column (A). |                                                     |                                  | Enter here and on page 1, Part I, line 9, column (B).   |

**Schedule I—Exploited Exempt Activity Income, Other Than Advertising Income** (see instructions)

| 1. Description of exploited activity | 2. Gross unrelated business income from trade or business | 3. Expenses directly connected with production of unrelated business income | 4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7. | 5. Gross income from activity that is not unrelated business income | 6. Expenses attributable to column 5 | 7. Excess exempt expenses (column 6 minus column 5, but not more than column 4). |
|--------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------------|
| (1)                                  |                                                           |                                                                             |                                                                                                                        |                                                                     |                                      |                                                                                  |
| (2)                                  |                                                           |                                                                             |                                                                                                                        |                                                                     |                                      |                                                                                  |
| (3)                                  |                                                           |                                                                             |                                                                                                                        |                                                                     |                                      |                                                                                  |
| (4)                                  |                                                           |                                                                             |                                                                                                                        |                                                                     |                                      |                                                                                  |
| <b>Totals</b>                        | Enter here and on page 1, Part I, line 10, col. (A).      | Enter here and on page 1, Part I, line 10, col. (B).                        |                                                                                                                        |                                                                     |                                      | Enter here and on page 1, Part II, line 26.                                      |

**Schedule J—Advertising Income** (see instructions)**Part I Income From Periodicals Reported on a Consolidated Basis**

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

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

| 1. Name of periodical              | 2. Gross advertising income                          | 3. Direct advertising costs                          | 4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. | 5. Circulation income | 6. Readership costs | 7. Excess readership costs (column 6 minus column 5, but not more than column 4). |
|------------------------------------|------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------|---------------------|-----------------------------------------------------------------------------------|
| (1)                                |                                                      |                                                      |                                                                                            |                       |                     |                                                                                   |
| (2)                                |                                                      |                                                      |                                                                                            |                       |                     |                                                                                   |
| (3)                                |                                                      |                                                      |                                                                                            |                       |                     |                                                                                   |
| (4)                                |                                                      |                                                      |                                                                                            |                       |                     |                                                                                   |
| <b>Totals from Part I</b>          |                                                      |                                                      |                                                                                            |                       |                     |                                                                                   |
| <b>Totals, Part II (lines 1-5)</b> | Enter here and on page 1, Part I, line 11, col. (A). | Enter here and on page 1, Part I, line 11, col. (B). |                                                                                            |                       |                     | Enter here and on page 1, Part II, line 27.                                       |

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

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

**2012****Federal Statements****Page 1****SOFTWARE FREEDOM CONSERVANCY, INC.****41-2203632****Statement 1****Form 990-T, Part I, Line 12****Other Income**

Internet advertising revenue

|       |    |                 |
|-------|----|-----------------|
|       | \$ | 3,357.00        |
| TOTAL | \$ | <u>3,357.00</u> |

**Software Freedom Conservancy, Inc.**  
**Financial Statements**  
**February 28, 2013**

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Independent Auditor's Report

To the Board of Directors of  
Software Freedom Conservancy, Inc.

I have audited the accompanying financial statements of Software Freedom Conservancy, Inc., the statement of financial position as of February 28, 2013, the related statements of activities, cash flows and functional expenses for the year then ended, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, I express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

**Opinion**

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Software Freedom Conservancy, Inc., as of February 28, 2013, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### **Report on Summarized Comparative Information**

I have previously audited Software Freedom Conservancy, Inc. 2012 financial statements, and my report dated January 25, 2013, expressed an unmodified opinion on those audited financial statements. In my opinion, the summarized comparative information presented herein as of and for the year ended February 29, 2012 is consistent, in all material respects, with the audited financial statements from which it has been derived.

A handwritten signature in black ink, appearing to be "D. R. [unclear]", with a large, stylized flourish at the end.

January 8, 2014

**Software Freedom Conservancy, Inc.**  
**Statement of Financial Position**  
**February 28, 2013**  
**(With Summarized Financial Information for 2012)**

|                                                        | <b>February 28,<br/><u>2013</u></b> | <b>February 29,<br/><u>2012</u></b> |
|--------------------------------------------------------|-------------------------------------|-------------------------------------|
| <b>Assets</b>                                          |                                     |                                     |
| Current Assets                                         |                                     |                                     |
| Cash                                                   | \$ 780,738                          | \$ 975,592                          |
| Prepaid expenses                                       | 6,215                               | 3,772                               |
| Contributions receivable                               | 116,083                             | 159,864                             |
| Loans receivable                                       | -                                   | 132,000                             |
|                                                        | <u>903,036</u>                      | <u>1,271,228</u>                    |
| Security deposit                                       | 2,125                               | 2,125                               |
|                                                        | <u>\$ 905,161</u>                   | <u>\$ 1,273,353</u>                 |
| <b>Liabilities and Net Assets</b>                      |                                     |                                     |
| Current Liabilities                                    |                                     |                                     |
| Accounts payable and accrued expenses                  | \$ 42,684                           | \$ 90,129                           |
| Unearned income - advance program<br>registration fees | 84,509                              | 68,040                              |
|                                                        | <u>127,193</u>                      | <u>158,169</u>                      |
| Net Assets                                             |                                     |                                     |
| Unrestricted                                           | 26,816                              | 69,667                              |
| Temporarily restricted                                 | 751,152                             | 1,045,517                           |
|                                                        | <u>777,968</u>                      | <u>1,115,184</u>                    |
|                                                        | <u>\$ 905,161</u>                   | <u>\$ 1,273,353</u>                 |

See notes to these financial statements and independent auditor's report.

**Software Freedom Conservancy, Inc.**  
**Statement of Activities**  
**For the Year Ended February 28, 2013**  
**(With Summarized Financial Information for 2012)**

|                                      | <u>Unrestricted</u> | <u>Temporarily<br/>Restricted</u> | <u>Total<br/>Year Ended<br/>February 28,<br/>2013</u> | <u>Year Ended<br/>February 29,<br/>2012</u> |
|--------------------------------------|---------------------|-----------------------------------|-------------------------------------------------------|---------------------------------------------|
| <b>Support and Revenue</b>           |                     |                                   |                                                       |                                             |
| Contributions                        | \$ 213,821          | \$ 154,608                        | \$ 368,429                                            | \$ 1,050,884                                |
| Conference registration fees         | -                   | 174,534                           | 174,534                                               | 470,144                                     |
| Legal settlements                    | -                   | 10,000                            | 10,000                                                | 128,136                                     |
| Consulting                           | -                   | 13,515                            | 13,515                                                | -                                           |
| Trademark sales                      | -                   | -                                 | -                                                     | 32,000                                      |
| Book royalties                       | 158                 | 2,749                             | 2,907                                                 | 19,752                                      |
| Trademark licensing                  | -                   | -                                 | -                                                     | 9,570                                       |
| Conference sponsorship income        | -                   | 8,549                             | 8,549                                                 | 11,233                                      |
| Advertising                          | 336                 | 3,021                             | 3,357                                                 | 10,486                                      |
| Promotional items sales              | -                   | -                                 | -                                                     | 2,467                                       |
| Other program service income         | -                   | 368                               | 368                                                   | 1,561                                       |
| Honoraria                            | 100                 | -                                 | 100                                                   | 750                                         |
| Investment income                    | 325                 | 5,421                             | 5,746                                                 | 1,483                                       |
| Satisfaction of program restrictions | 667,130             | (667,130)                         | -                                                     | -                                           |
|                                      | <u>881,870</u>      | <u>(294,365)</u>                  | <u>587,505</u>                                        | <u>1,738,466</u>                            |
| <b>Expenses</b>                      |                     |                                   |                                                       |                                             |
| Program services                     | <u>787,828</u>      | <u>-</u>                          | <u>787,828</u>                                        | <u>1,104,982</u>                            |
| Supporting services:                 |                     |                                   |                                                       |                                             |
| General and administrative           | 122,853             | -                                 | 122,853                                               | 105,475                                     |
| Fund-raising                         | 14,040              | -                                 | 14,040                                                | 11,407                                      |
|                                      | <u>136,893</u>      | <u>-</u>                          | <u>136,893</u>                                        | <u>116,882</u>                              |
| Total expenses                       | <u>924,721</u>      | <u>-</u>                          | <u>924,721</u>                                        | <u>1,221,864</u>                            |
| Increase (decrease) in net assets    | (42,851)            | (294,365)                         | (337,216)                                             | 516,602                                     |
| Beginning net assets                 | 69,667              | 1,045,517                         | 1,115,184                                             | 598,582                                     |
| Ending net assets                    | <u>\$ 26,816</u>    | <u>\$ 751,152</u>                 | <u>\$ 777,968</u>                                     | <u>1,115,184</u>                            |

See notes to these financial statements and independent auditor's report.

**Software Freedom Conservancy, Inc.**  
**Statement of Cash Flows**  
**For the Year Ended February 28, 2013**  
**(With Summarized Financial Information for 2012)**

|                                                                                                          | Year Ended<br>February 28,<br><u>2013</u> | Year Ended<br>February 29,<br><u>2012</u> |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------|-------------------------------------------|
| <b>Cash Flows from Operating Activities</b>                                                              |                                           |                                           |
| Increase (decrease) in net assets                                                                        | \$ (337,216)                              | \$ 516,602                                |
| Adjustment to reconcile changes in net assets<br>to net cash provided by (used in) operating activities: |                                           |                                           |
| (Increase) decrease in:                                                                                  |                                           |                                           |
| Prepaid expenses                                                                                         | (2,648)                                   | (3,567)                                   |
| Contributions receivable                                                                                 | 43,986                                    | (142,594)                                 |
| Security deposit                                                                                         | -                                         | (1,175)                                   |
| Increase (decrease) in:                                                                                  |                                           |                                           |
| Accounts payable and accrued expenses                                                                    | (47,445)                                  | 27,162                                    |
| Unearned income - advance program<br>registration fees                                                   | 16,469                                    | 19,766                                    |
| Net cash provided by (used in) operating activities                                                      | <u>(326,854)</u>                          | <u>416,194</u>                            |
| <b>Cash Flows from Investing Activities</b>                                                              |                                           |                                           |
| Change in loans receivable                                                                               | <u>132,000</u>                            | <u>(132,000)</u>                          |
| Increase (decrease) in Cash                                                                              | (194,854)                                 | 284,194                                   |
| Beginning Cash                                                                                           | 975,592                                   | 691,398                                   |
| Ending Cash                                                                                              | <u>\$ 780,738</u>                         | <u>\$ 975,592</u>                         |

See notes to these financial statements and independent auditor's report.

**Software Freedom Conservancy, Inc.**  
**Statement of Functional Expenses**  
**For the Year Ended February 28, 2013**  
**(With Summarized Financial Information for 2012)**

|                                       | <u>Program Services</u> |                | <u>Supporting Services</u>                |                     |                                                       |                                             |
|---------------------------------------|-------------------------|----------------|-------------------------------------------|---------------------|-------------------------------------------------------|---------------------------------------------|
|                                       |                         |                | <u>General<br/>and<br/>Administrative</u> | <u>Fund-raising</u> | <u>Total<br/>Year Ended<br/>February 28,<br/>2013</u> | <u>Year Ended<br/>February 29,<br/>2012</u> |
| Salaries and wages                    | \$                      | 120,888        | \$ 73,754                                 | \$ 8,918            | \$ 203,560                                            | \$ 138,800                                  |
| Payroll taxes                         |                         | 9,882          | 6,027                                     | 730                 | 16,639                                                | 12,611                                      |
| Employee benefits                     |                         | 12,570         | 12,235                                    | 2,458               | 27,263                                                | 5,252                                       |
| Payroll processing fees               |                         | 572            | 348                                       | 43                  | 963                                                   | 1,430                                       |
| Copyright license enforcement         |                         | 9,255          | -                                         | -                   | 9,255                                                 | 61,167                                      |
| Trademark registration & enforcement  |                         | 40             | -                                         | -                   | 40                                                    | 825                                         |
| Non-license enforcement legal fees    |                         | 311            | 133                                       | -                   | 444                                                   | 6,903                                       |
| Occupancy                             |                         | 11,658         | 7,088                                     | 874                 | 19,620                                                | 15,473                                      |
| Technology expenses                   |                         | 13,829         | 4,022                                     | -                   | 17,851                                                | 12,745                                      |
| Taxes and government assessments      |                         | 64             | 3,213                                     | -                   | 3,277                                                 | 307                                         |
| Accounting and audit fees             |                         | -              | 11,796                                    | -                   | 11,796                                                | 12,515                                      |
| Mentoring student software developers |                         | 3,325          | -                                         | -                   | 3,325                                                 | 6,475                                       |
| Travel, meals and lodging             |                         | 175            | 8                                         | 529                 | 712                                                   | 6,105                                       |
| Merchandise                           |                         | -              | -                                         | -                   | -                                                     | 4,464                                       |
| Office supplies and other             |                         | 1,169          | 711                                       | 88                  | 1,968                                                 | 2,901                                       |
| Bank charges and other fees           |                         | -              | 1,730                                     | -                   | 1,730                                                 | 2,801                                       |
| Insurance                             |                         | -              | 1,228                                     | -                   | 1,228                                                 | 486                                         |
| Membership                            |                         | -              | -                                         | -                   | -                                                     | 350                                         |
| Professional services:                |                         |                |                                           |                     |                                                       |                                             |
| Software development and design       |                         | 385,208        | 560                                       | -                   | 385,768                                               | 353,895                                     |
| Promotional                           |                         | 2,390          | -                                         | -                   | 2,390                                                 | 145,305                                     |
| Graphic design                        |                         | -              | -                                         | 400                 | 400                                                   | 600                                         |
|                                       |                         | <u>571,336</u> | <u>122,853</u>                            | <u>14,040</u>       | <u>708,229</u>                                        | <u>791,410</u>                              |
| Direct conference expenses:           |                         |                |                                           |                     |                                                       |                                             |
| Venue rental                          |                         | 114,873        | -                                         | -                   | 114,873                                               | 271,686                                     |
| Travel, meals and lodging             |                         | 75,742         | -                                         | -                   | 75,742                                                | 94,194                                      |
| Other conference expenses             |                         | -              | -                                         | -                   | -                                                     | 35,680                                      |
| Services                              |                         | 2,000          | -                                         | -                   | 2,000                                                 | 17,364                                      |
| Bank charges and other fees           |                         | 6,473          | -                                         | -                   | 6,473                                                 | 11,530                                      |
| Registration service fees             |                         | 1,742          | -                                         | -                   | 1,742                                                 | -                                           |
| Audio / video                         |                         | 10,731         | -                                         | -                   | 10,731                                                | -                                           |
| Materials                             |                         | 1,703          | -                                         | -                   | 1,703                                                 | -                                           |
| T-shirts                              |                         | 1,590          | -                                         | -                   | 1,590                                                 | -                                           |
| Badges                                |                         | 1,638          | -                                         | -                   | 1,638                                                 | -                                           |
|                                       |                         | <u>216,492</u> | <u>-</u>                                  | <u>-</u>            | <u>216,492</u>                                        | <u>430,454</u>                              |
|                                       | \$                      | 787,828        | \$ 122,853                                | \$ 14,040           | 924,721                                               | \$ 1,221,864                                |

See notes to these financial statements and independent auditor's report.

**Software Freedom Conservancy, Inc.**  
**Notes to Financial Statements**  
**February 28, 2013**

**Note 1 - Nature of Activities and Summary of Significant Accounting Policies**

Nature of Activities

The Software Freedom Conservancy (Conservancy) is a not-for-profit organization that helps promote, improve, develop, and defend Free, Libre, and Open Source Software (FLOSS) projects. Conservancy provides a non-profit home and infrastructure for FLOSS projects. This allows FLOSS developers to focus on what they do best — writing and improving FLOSS for the general public — while Conservancy takes care of the projects' needs that do not relate directly to software development and documentation.

FLOSS projects whose applications are accepted become part of the Software Freedom Conservancy (akin to a separate department of a large agency). Once joined, the "member project" receives most of the benefits of existing as a non-profit corporate entity without engaging in the arduous work of forming a separate, new organization. Conservancy aggregates the work of running a FLOSS non-profit for its many members.

The Conservancy provides many important services for its member projects. Member projects can take directed donations, which allows donors to earmark their donations for the benefit of a specific FLOSS project. Conservancy provides fiscal oversight to ensure that these funds are spent in a manner that advances the project and fits with Conservancy's 501(c)(3) mission to promote, advance, and defend software freedom.

If the member project's leaders want, Conservancy can also hold other assets and titles on behalf of the projects, such as copyrights, trademarks, domain names, online hosting accounts, and title and ownership of physical hardware. Also at discretion of the project's leaders, Conservancy can assist in defending the rights represented in these assets. For example, Conservancy is available to assist member projects in enforcing the terms of the projects' FLOSS license.

Finally, developers of Conservancy's member projects, when operating in their capacity as project leaders, could receive some protection from personal liability for their work on the project.

Software Freedom Conservancy, Inc., was incorporated in the State of New York in 2006.

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles.

Revenue

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted depending on the existence and / or nature of any donor restrictions. Conservancy has not received any contributions with donor-imposed restrictions that would result in permanently restricted net assets.

Income is recognized when earned.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

**Software Freedom Conservancy, Inc.**  
**Notes to Financial Statements**  
**February 28, 2013**

**Note 1 - (Continued)**

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Organization considers all highly liquid investments available for current use with an initial maturity of three months or less to be cash equivalents.

Income Taxes

Software Freedom Conservancy, Inc., is exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code. Therefore, no provision for income taxes has been made in the accompanying financial statements.

Reclassification

Certain reclassifications have been made to prior year amounts to conform to the current year presentation.

Functional Allocation of Expenses

The costs of providing various programs and other activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Subsequent Events

In preparing these financial statements, Software Freedom Conservancy, Inc., has evaluated events and transactions for potential recognition or disclosure through January 8, 2014, the date the financial statements were available to be issued.

Concentrations

The Organization maintains cash balances in two financial institutions. Balances in one of those institutions at times exceed federally insured limits. The Organization has not experienced any losses related to these accounts and believes it is not exposed to any significant credit risk.

**Note 2 - Commitment**

Software Freedom Conservancy, Inc., leases its premises on a month by month basis.

Payments during the year ended February 28, 2013 amounted to \$19,500.

**Note 3 - Loans Receivable**

Software Freedom Conservancy, Inc. loaned \$132,000 to a foundation. The loan matured on July 31, 2012, and bore interest at the rate of 10%. The loan was repaid during the year ended February 28, 2013.

**Software Freedom Conservancy, Inc.**  
**Notes to Financial Statements**  
**February 28, 2013**

**Note 4 - Temporarily Restricted Net Assets**

Temporarily restricted net assets by revenue source and changes therein for the year ended February 28, 2013, were as follows:

|                                                             | Balance as<br>of March 1,<br>2012 | Additions         | Releases<br>From<br>Restrictions | Balance as of<br>February 28,<br>2013 |
|-------------------------------------------------------------|-----------------------------------|-------------------|----------------------------------|---------------------------------------|
| <b>Restricted by purpose to<br/>the following projects:</b> |                                   |                   |                                  |                                       |
| Amarok                                                      | \$ 5,906                          | \$ 1,130          | \$ 390                           | \$ 6,646                              |
| ArgoUML                                                     | 12,586                            | 26                | (18)                             | 12,630                                |
| Boost                                                       | 98,971                            | 68,151            | 42,423                           | 124,699                               |
| Buildbot                                                    | -                                 | 900               | 76                               | 824                                   |
| BusyBox                                                     | 153,003                           | 23,561            | 52,681                           | 123,883                               |
| Coreboot                                                    | 1,800                             | -                 | -                                | 1,800                                 |
| Darcs                                                       | 1,958                             | 255               | 601                              | 1,612                                 |
| Evergreen                                                   | 9,093                             | 63,264            | 31,741                           | 40,616                                |
| Foresight                                                   | 393                               | -                 | -                                | 393                                   |
| Gevent                                                      | 123                               | 128               | 6                                | 245                                   |
| Git                                                         | 6,180                             | 3,337             | 867                              | 8,650                                 |
| Inkscape                                                    | 20,301                            | 6,958             | 1,654                            | 25,605                                |
| K3D                                                         | 2,883                             | -                 | 25                               | 2,858                                 |
| Kohana                                                      | 3,386                             | 435               | 340                              | 3,481                                 |
| Libbraille                                                  | 459                               | -                 | -                                | 459                                   |
| Mercurial                                                   | 22,231                            | 14,341            | 34,979                           | 1,593                                 |
| Metalink                                                    | -                                 | 1,800             | 906                              | 894                                   |
| Mifos                                                       | 7,003                             | 86                | 753                              | 6,336                                 |
| OpenChange                                                  | 4,483                             | 252               | 8                                | 4,727                                 |
| PyPy                                                        | 80,165                            | 27,930            | 53,612                           | 54,483                                |
| SWIG                                                        | 586                               | 2,816             | 487                              | 2,915                                 |
| Samba                                                       | 148,953                           | 42,684            | 20,708                           | 170,929                               |
| Selenium                                                    | 76,924                            | 101,251           | 96,093                           | 82,082                                |
| Squeak                                                      | 3,534                             | 48                | 2,389                            | 1,193                                 |
| Sugar                                                       | 19,823                            | (1,699)           | 9,451                            | 8,673                                 |
| Twisted                                                     | 39,107                            | (2,918)           | 8,333                            | 27,856                                |
| Wine                                                        | 9,147                             | 12,752            | 6,973                            | 14,926                                |
| jQuery                                                      | 316,519                           | 5,277             | 301,652                          | 20,144                                |
|                                                             | <u>\$ 1,045,517</u>               | <u>\$ 372,765</u> | <u>\$ 667,130</u>                | <u>\$ 751,152</u>                     |

See independent auditor's report.