

# Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form **990**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

**1**  
**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.  
▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**A** For the 2014 calendar year, or tax year beginning **2014**, and ending **2014**, and ending **20**

<b>B</b> Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization ROOT CAPITAL, INC.			<b>D</b> Employer identification number 04-3478123		
	Doing Business As			<b>E</b> Telephone number (617) 661-5792		
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	<b>G</b> Gross receipts \$ 28,445,652.		
	130 BISHOP ALLEN DRIVE 2ND FLOOR					
City or town, state or province, country, and ZIP or foreign postal code CAMBRIDGE, MA 02139-3309			<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>F</b> Name and address of principal officer: WILLIAM F. FOOTE 130 BISHOP ALLEN DRIVE 2ND FL CAMBRIDGE, MA 02139			<b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No			
<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			<b>H(c)</b> Group exemption number ▶			
<b>J</b> Website: ▶ WWW.ROOTCAPITAL.ORG						
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: 1999		<b>M</b> State of legal domicile: MA	

Part I Summary				
Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities: A NONPROFIT SOCIAL INVESTMENT FUND THAT GROWS RURAL PROSPERITY IN POOR, ENVIRONMENTALLY VULNERABLE PLACES IN AFRICA AND LATIN AMERICA.			
	<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)	3	15.	
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	4	14.	
	<b>5</b> Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	78.	
	<b>6</b> Total number of volunteers (estimate if necessary)	6	17.	
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	7b	0		
Revenue	<b>8</b> Contributions and grants (Part VIII, line 1h)	16,302,985.	7,221,264.	
	<b>9</b> Program service revenue (Part VIII, line 2g)	8,055,309.	11,893,488.	
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	222,179.	169,098.	
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	278,620.	
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	24,580,473.	19,562,470.	
Expenses	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,442,412.	0	
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0	
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	7,324,298.	9,608,293.	
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0	
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 528,970.			
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	10,311,809.	13,799,054.	
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	19,078,519.	23,407,347.	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	5,501,954.	-3,844,877.		
Net Assets or Fund Balances	<b>20</b> Total assets (Part X, line 16)	115,526,832.	141,261,244.	
	<b>21</b> Total liabilities (Part X, line 26)	78,419,626.	108,602,390.	
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	37,107,206.	32,658,854.	

**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>	▶ Signature of officer	Date 11/9/15
	▶ RANDALL ATKIN Type or print name and title	SVP FIN & TREASURER

<b>Paid Preparer Use Only</b>	Print/Type preparer's name ROBERT J BUTLER JR.	Preparer's signature	Date 11.6.15	Check <input type="checkbox"/> if self-employed	PTIN P00037953
	Firm's name ▶ GRANT THORNTON LLP	Firm's EIN ▶ 36-6055558		Phone no. 617-723-7900	
	Firm's address ▶ 75 STATE STREET BOSTON, MA 02109				

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

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2014)

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

▶ **File a separate application for each return.**  
▶ Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

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

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

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

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

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

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns. Enter filer's identifying number, see instructions

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. ROOT CAPITAL, INC.	Employer identification number (EIN) or 04-3478123
	Number, street, and room or suite no. If a P.O. box, see instructions. 955 MASSACHUSETTS AVENUE 5TH FLOOR	Social security number (SSN)
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CAMBRIDGE, MA 02139	

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

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

- The books are in the care of ▶ RANDALL ATKIN

Telephone No. ▶ 617 299-2424 FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/17, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year 2014 or

▶  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

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

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

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Grant Thornton LLP  
75 State Street  
Boston, MA 02109

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box. . . . .  **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

<b>Type or print</b>	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions
	ROOT CAPITAL, INC.	Employer identification number (EIN) or 04-3478123
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	955 MASSACHUSETTS AVENUE 5TH FLOOR	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CAMBRIDGE, MA 02139	

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

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

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

- The books are in the care of  RANDALL ATKIN  
Telephone No.  617 299-2424 Fax No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/16, 2015.
- For calendar year 2014, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO OBTAIN SUFFICIENT INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0
c <b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

**Signature and Verification must be completed for Part II only.**

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

Signature  Title  MANAGING DIRECTOR Date  08/03/2015

GRANT THORNTON LLP 75 STATE STREET BOSTON, MA 02109

8/3/2015 2:51:30 PM

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ROOT CAPITAL GROWS RURAL PROSPERITY IN POOR, ENVIRONMENTALLY VULNERABLE PLACES IN AFRICA AND LATIN AMERICA BY PROVIDING CAPITAL, DELIVERING FINANCIAL TRAINING, AND STRENGTHENING MARKET CONNECTIONS FOR SMALL AND GROWING AGRICULTURAL BUSINESSES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
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 [X] 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 \$ 14,077,053. including grants of \$ ) (Revenue \$ 12,259,122. )

ROOT CAPITAL'S CORE ACTIVITIES - LENDING, PROVIDING FINANCIAL ADVISORY SERVICES TO CURRENT AND PROSPECTIVE CLIENTS, AND THE DEVELOPMENT OF INNOVATIVE APPROACHES TO FINANCING RURAL SMALL AND GROWING BUSINESSES - COMPRISE A THREE-PRONG STRATEGY: FINANCE, ADVISE, CATALYZE.

FINANCE: ROOT CAPITAL TYPICALLY PROVIDES LOANS RANGING FROM \$50,000 TO \$4 MILLION TO RURAL SMALL AND GROWING BUSINESSES, ESPECIALLY THOSE BUSINESSES NOT CURRENTLY REACHED BY COMMERCIAL LENDERS.

4b (Code: ) (Expenses \$ 4,098,784. including grants of \$ ) (Revenue \$ )

ADVISE: ROOT CAPITAL'S FINANCIAL ADVISORY SERVICES PROGRAM (FAS) PROVIDES TARGETED FINANCIAL MANAGEMENT TRAINING TO CURRENT AND PROSPECTIVE CLIENTS THAT MAY NOT OTHERWISE QUALIFY FOR A LOAN. FAS IS DESIGNED TO PREPARE BUSINESSES WITH GROWTH POTENTIAL TO QUALIFY FOR CREDIT, TO SHEPHERD MORE PROSPECTIVE CLIENTS INTO OUR PORTFOLIO, AND TO MITIGATE THE RISK OF LENDING TO THESE BUSINESSES.

4c (Code: ) (Expenses \$ 2,204,845. including grants of \$ ) (Revenue \$ )

CATALYZE: ROOT CAPITAL SEEKS TO DEMONSTRATE AND INSPIRE OTHERS TO PRACTICE AN APPROACH TO RURAL LENDING THAT IS GROUNDED IN LONG-TERM CLIENT RELATIONSHIPS, A DEEP UNDERSTANDING OF RURAL BUSINESS' FINANCING NEEDS, AND SHARED SOCIAL AND ENVIRONMENTAL VALUES. ROOT CAPITAL AIMS TO CATALYZE A NEW FINANCIAL MARKET AND TO SET THE STANDARD WITHIN THAT MARKET FOR SUSTAINABLE SOCIAL AND ENVIRONMENTAL PRACTICES OVER THE LONG TERM.

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 20,380,682.

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-20b detailing various organizational requirements and their completion status.

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

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>		X
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	<b>Section 501(c)(3), 501(c)(4), and 501(c)(29) 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>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II.</i>	X	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	X	
36	<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>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-14b regarding IRS filings, gaming, employee reports, foreign accounts, and charitable contributions.

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

**Section A. Governing Body and Management**

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

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

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

**Section C. Disclosure**

- 17 List the states with which a copy of this Form 990 is required to be filed **ATTACHMENT 2**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website  Another's website  Upon request  Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records:▶

RANDALL ATKIN 130 BISHOP ALLEN DRIVE 2ND FLOOR CAMBRIDGE, MA 02139-3309 617-299-2424



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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per Week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JEREMY MINDICH CHAIR	1.00 0	X		X				0	0	0
(2) KATHERINE BORSECNIK VICE CHAIR	1.00 0	X		X				0	0	0
(3) HANK CAULEY ASST. CLERK	1.00 0	X						0	0	0
(4) KEN ANSIN BOARD MEMBER	1.00 0	X						0	0	0
(5) PETER BERNARD BOARD MEMBER	1.00 0	X						0	0	0
(6) DAN CRISAFULLI BOARD MEMBER	1.00 0	X						0	0	0
(7) MELISSA DANN BOARD MEMBER	1.00 0	X						0	0	0
(8) MARCELA ESCOBARI BOARD MEMBER	1.00 0	X						0	0	0
(9) RYAN ISRAEL BOARD MEMBER	1.00 0	X						0	0	0
(10) PAUL LEANDER-ENGSTROM BOARD MEMBER	1.00 0	X						0	0	0
(11) ELIZABETH LUCKETT BOARD MEMBER	1.00 0	X						0	0	0
(12) FUNKE OYEWOLE BOARD MEMBER	1.00 0	X						0	0	0
(13) SIMON WINTER BOARD MEMBER	1.00 0	X						0	0	0
(14) PHILIP MARTIN BROWN BOARD MEMBER	1.00 0	X						0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 15) RICK PEYSER ----- BOARD MEMBER	1.00 0	X						0	0	
( 16) TOM KANEB ----- BOARD MEMBER (THRU 3/14)	1.00 0	X						0	0	
( 17) JUAN MORILLO ----- BOARD MEMBER (THRU 3/14)	1.00 0	X						0	0	
( 18) WILLIAM F. FOOTE ----- CEO & PRESIDENT	40.00 0			X			275,589.	0	29,556.	
( 19) RANDALL ATKIN ----- SVP FIN, AND TREASURER	40.00 0			X			174,251.	0	30,979.	
( 20) LUBNA MARIA ELIA ----- SR DIR OF GOVERNANCE & CLERK	40.00 0			X			116,439.	0	6,403.	
( 21) LIAM BRODY ----- SVP OF COMM & MKTG	40.00 0				X		169,399.	0	18,445.	
( 22) CATHERINE GILL ----- SVP OF INVESTOR RELATIONS	40.00 0				X		165,714.	0	25,682.	
( 23) BRIAN MILDER ----- SVP OF STRATEGY, ADV, & INNOV	40.00 0				X		168,275.	0	9,889.	
( 24) NATHANIEL SCHAFFRAN ----- SVP OF LENDING	40.00 0					X	149,123.	0	7,279.	
( 25) DARCY SALINGER ----- CHIEF CREDIT OFFICER	40.00 0					X	138,146.	0	7,725.	
<b>1b Sub-total</b> . . . . .							0	0	0	
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .							1,698,589.	0	155,738.	
<b>d Total (add lines 1b and 1c)</b> . . . . .							1,698,589.	0	155,738.	

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 ▶ 16

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual . . . . .	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual . . . . .	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person . . . . .	5	X

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

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

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

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position (Individual trustee or director, Institutional trustee, Officer, Key employee, Highest compensated employee, Former), (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Rows include MARY HELEN NSANGO, BRYAN G. WOLINER, and JERONIMO BOLLEN.

1b Sub-total
c Total from continuation sheets to Part VII, Section A
d Total (add lines 1b and 1c)

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 16

Table with 3 columns: Question number, Yes, No. Contains questions 3, 4, and 5 regarding compensation reporting.

Section B. Independent Contractors

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

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. This table is currently empty.

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

**Part VIII Statement of Revenue**

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . . . .				
		1b				
		1c				
		1d				
		1e	Government grants (contributions) . . . . .	311,636.		
		1f	All other contributions, gifts, grants, and similar amounts not included above . . . . .	6,909,628.		
		g	Noncash contributions included in lines 1a-1f: \$ . . . . .			
		h	<b>Total. Add lines 1a-1f . . . . .</b>	<b>7,221,264.</b>		
Program Service Revenue			<b>Business Code</b>			
	2a	LOAN INTEREST	522298	8,678,848.	8,678,848.	
	b	LOAN FEES	522298	1,570,459.	1,570,459.	
	c	RECOVERED LOANS	522298	1,644,181.	1,644,181.	
	d					
	e					
	f	All other program service revenue . . . . .				
	g	<b>Total. Add lines 2a-2f . . . . .</b>		<b>11,893,488.</b>		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts). . . . .		152,280.		152,280.
	4	Income from investment of tax-exempt bond proceeds . . . . .		0		
	5	Royalties . . . . .		0		
			(i) Real	(ii) Personal		
	6a	Gross rents . . . . .				
	b	Less: rental expenses . . . . .				
	c	Rental income or (loss) . . . . .				
	d	<b>Net rental income or (loss) . . . . .</b>		0		
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
			8,900,000.			
	b	Less: cost or other basis and sales expenses . . . . .		8,883,182.		
	c	Gain or (loss) . . . . .		16,818.		
	d	<b>Net gain or (loss) . . . . .</b>		16,818.		16,818.
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 . . . . .	a			
	b	Less: direct expenses . . . . .	b			
c	<b>Net income or (loss) from fundraising events . . . . .</b>		0			
9a	Gross income from gaming activities. See Part IV, line 19 . . . . .	a				
b	Less: direct expenses . . . . .	b				
c	<b>Net income or (loss) from gaming activities . . . . .</b>		0			
10a	Gross sales of inventory, less returns and allowances . . . . .	a				
b	Less: cost of goods sold . . . . .	b				
c	<b>Net income or (loss) from sales of inventory . . . . .</b>		0			
		<b>Miscellaneous Revenue</b>		<b>Business Code</b>		
11a	CONTRACT REVENUE	900099	258,620.	258,620.		
b	OTHER REVENUE	900099	20,000.	20,000.		
c						
d	All other revenue . . . . .					
e	<b>Total. Add lines 11a-11d . . . . .</b>		278,620.			
12	<b>Total revenue. See instructions . . . . .</b>		<b>19,562,470.</b>	<b>12,172,108.</b>		<b>169,098.</b>

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 . . . . .	0			
2 Grants and other assistance to domestic individuals. See Part IV, line 22 . . . . .	0			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 . . . . .	0			
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	1,190,621.	613,729.	401,736.	175,156.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
7 Other salaries and wages . . . . .	6,969,575.	5,815,360.	978,747.	175,468.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	117,404.	100,722.	14,803.	1,879.
9 Other employee benefits . . . . .	939,692.	703,605.	190,880.	45,207.
10 Payroll taxes . . . . .	391,001.	292,285.	79,860.	18,856.
11 Fees for services (non-employees):				
a Management . . . . .	0			
b Legal . . . . .	80,010.	43,998.	36,012.	
c Accounting . . . . .	103,780.		103,780.	
d Lobbying . . . . .	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees . . . . .	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) . . . . .	221,337.	36,277.	185,060.	
12 Advertising and promotion . . . . .	0			
13 Office expenses . . . . .	238,773.	186,347.	43,588.	8,838.
14 Information technology . . . . .	350,685.	270,733.	58,467.	21,485.
15 Royalties . . . . .	0			
16 Occupancy . . . . .	600,018.	468,452.	122,777.	8,789.
17 Travel . . . . .	1,221,178.	1,097,986.	94,973.	28,219.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	196,267.	146,715.	40,087.	9,465.
20 Interest . . . . .	2,056,594.	2,056,594.		
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	99,541.	65,954.	27,679.	5,908.
23 Insurance . . . . .	64,398.	48,139.	13,153.	3,106.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a ALLOWANCE FOR LOAN LOSS . . . . .	6,291,880.	6,291,880.		
b OTHER PROF. PROGRAM SUPPORT . . . . .	1,875,132.	1,857,130.		18,002.
c OTHER DIRECT COSTS . . . . .	340,502.	240,702.	94,051.	5,749.
d MEMBERSHIP & PUBS. . . . .	58,959.	44,074.	12,042.	2,843.
e All other expenses . . . . .				
25 Total functional expenses. Add lines 1 through 24e	23,407,347.	20,380,682.	2,497,695.	528,970.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0			

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year		
Assets	1	Cash - non-interest-bearing	20,691,551.	1	26,071,832.	
	2	Savings and temporary cash investments	0	2	2,628,162.	
	3	Pledges and grants receivable, net	13,090,539.	3	8,315,567.	
	4	Accounts receivable, net	565,750.	4	1,016,900.	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0	
	7	Notes and loans receivable, net	0	7	0	
	8	Inventories for sale or use	0	8	0	
	9	Prepaid expenses and deferred charges	300,672.	9	422,391.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	850,266.		
	b	Less: accumulated depreciation	10b	714,683.	10c	135,583.
	11	Investments - publicly traded securities	9,045,149.	11	198,006.	
	12	Investments - other securities. See Part IV, line 11	0	12	0	
	13	Investments - program-related. See Part IV, line 11	70,224,192.	13	100,038,039.	
	14	Intangible assets	0	14	0	
	15	Other assets. See Part IV, line 11	1,400,020.	15	2,434,764.	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	115,526,832.	16	141,261,244.		
Liabilities	17	Accounts payable and accrued expenses	2,043,217.	17	2,788,034.	
	18	Grants payable	0	18	0	
	19	Deferred revenue	0	19	0	
	20	Tax-exempt bond liabilities	0	20	0	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	1,331,107.	21	1,928,261.	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	2,020,111.	22	2,050,000.	
	23	Secured mortgages and notes payable to unrelated third parties	72,928,129.	23	101,803,463.	
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	97,062.	25	32,632.	
	26	<b>Total liabilities.</b> Add lines 17 through 25	78,419,626.	26	108,602,390.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets	11,921,431.	27	12,269,634.	
	28	Temporarily restricted net assets	25,185,775.	28	20,389,220.	
	29	Permanently restricted net assets	0	29	0	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds		30		
	31	Paid-in or capital surplus, or land, building, or equipment fund		31		
	32	Retained earnings, endowment, accumulated income, or other funds		32		
33	<b>Total net assets or fund balances</b>	37,107,206.	33	32,658,854.		
34	<b>Total liabilities and net assets/fund balances.</b>	115,526,832.	34	141,261,244.		

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	19,562,470.
2	Total expenses (must equal Part IX, column (A), line 25)	2	23,407,347.
3	Revenue less expenses. Subtract line 2 from line 1	3	-3,844,877.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	37,107,206.
5	Net unrealized gains (losses) on investments	5	47,139.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-650,614.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	32,658,854.

**Part XII Financial Statements and Reporting**

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

- 1 Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_  
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .  
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant? . . . . .  
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .
- 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.

	Yes	No
1		
2a		X
2b	X	
2c	X	
3a		X
3b		

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

**Public Charity Status and Public Support**

OMB No. 1545-0047

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

L **1**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**Open to Public Inspection**

Name of the organization

ROOT CAPITAL, INC.

Employer identification number

04-3478123

**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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
  - f Enter the number of supported organizations . . . . .
  - g 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 listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
				Yes	No		
(A)							
(B)							
(C)							
(D)							
(E)							
<b>Total</b>							

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

Schedule A (Form 990 or 990-EZ) 2014



Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc.; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2014 (73.37%); 15 Public support percentage from 2013 Schedule A (56.80%); 16a 33 1/3% support test - 2014 (checked); 16b 33 1/3% support test - 2013; 17a 10%-facts-and-circumstances test - 2014; 17b 10%-facts-and-circumstances test - 2013; 18 Private foundation.

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

Table with 7 columns: (a) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

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

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Value, Percentage. Row 15: Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2013 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Value, Percentage. Row 17: Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2013 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2014. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

b 33 1/3% support tests - 2013. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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

**Part IV Supporting Organizations**

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer (b) below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

**Part IV Supporting Organizations** (continued)

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

**Section B. Type I Supporting Organizations**

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

**Section C. Type II Supporting Organizations**

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

**Section D. All Type III Supporting Organizations**

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

**Section E. Type III Functionally-Integrated Supporting Organizations**

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.			
2a			
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.			
2b			
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.			
3a			
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			
3b			

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6 and 7 from line 4)	8	
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	
Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).		

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 <b>Total annual distributions.</b> Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013 . . . . .			
f <b>Total</b> of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 <b>Excess distributions carryover to 2015.</b> Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013 . . . . .			
e Excess from 2014 . . . . .			

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**Part VI** **Supplemental Information.** 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).

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Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

1

Name of the organization

ROOT CAPITAL, INC.

Employer identification number

04-3478123

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

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



Name of organization **ROOT CAPITAL, INC.**

Employer identification number  
04-3478123

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	----- ----- -----	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	----- ----- -----	\$ 648,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	----- ----- -----	\$ 370,175.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	----- ----- -----	\$ 311,636.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	----- ----- -----	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **ROOT CAPITAL, INC.**

Employer identification number  
04-3478123

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	----- ----- -----	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	----- ----- -----	\$ 280,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	----- ----- -----	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	----- ----- -----	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	----- ----- -----	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	----- ----- -----	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **ROOT CAPITAL, INC.**

Employer identification number  
04-3478123

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	----- ----- -----	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	----- ----- -----	\$ 175,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	----- ----- -----	\$ 166,386.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization ROOT CAPITAL, INC.

Employer identification number

04-3478123

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

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

Name of organization ROOT CAPITAL, INC.

Employer identification number

04-3478123

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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.

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

1 Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization

ROOT CAPITAL, INC.

Employer identification number

04-3478123

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 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?

Part II Conservation Easements.

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

Form with multiple sections: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 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. (Includes sub-table with columns: Held at the End of the Tax Year, rows: 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register), 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, 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)?, 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.

Form with multiple sections: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenue included 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 Revenue included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

Schedule D (Form 990) 2014

JSA 4E1268 1 000

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a  Public exhibition
  - b  Scholarly research
  - c  Preservation for future generations
  - d  Loan or exchange programs
  - e  Other \_\_\_\_\_
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . . . .  Yes  No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? . . . . .  Yes  No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- |   | Amount |
|---|--------|
| c Beginning balance . . . . .             | 1c     |
| d Additions during the year . . . . .     | 1d     |
| e Distributions during the year . . . . . | 1e     |
| f Ending balance . . . . .                | 1f     |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. . . . .

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

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

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment  %
  - b Permanent endowment  %
  - c Temporarily restricted endowment  %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

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

**Part VI Land, Buildings, and Equipment.** Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .				
b Buildings . . . . .				
c Leasehold improvements . . . . .		324,241.	302,553.	113,895.
d Equipment . . . . .				
e Other . . . . .		526,024.	412,129.	21,688.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . .				135,583.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

**Part VIII Investments - Program Related.**

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

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) LOANS RECEIVABLE	100,038,039.	FMV
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶	100,038,039.	

**Part IX Other Assets.**

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

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

**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT ABATEMENT	32,632.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	32,632.

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



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**  
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Includes columns for line numbers and dollar amounts. Total revenue reported as 19,562,470.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**  
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Includes columns for line numbers and dollar amounts. Total expenses reported as 23,407,347.

**Part XIII Supplemental Information.**

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

SEE PAGE 5

Series of horizontal dashed lines provided for entering supplemental information.

**Part XIII** Supplemental Information (continued)

## ESCROW AND CUSTODIAL ARRANGEMENTS

SCHEDULE D, PART IV, LINE 2B

AT TIMES, ROOT CAPITAL CO-LENDS WITH OTHER ORGANIZATIONS AND ADMINISTERS THE ENTIRE LOAN. CREDIT COUNSELING AND DEBT MANAGEMENT SERVICES ARE PROVIDED BY THE CO-LENDER. IN MANY LOCATIONS, ROOT CAPITAL BEARS THE RESPONSIBILITY TO CREATE A TRIANGULATED PARTNERSHIP BETWEEN THE CO-LENDER, BORROWER, AND COMMERCIAL BUYER. THIS CREATES AN ADDED MEASURE OF SECURITY FOR ROOT CAPITAL'S CLIENTS BY ENSURING THAT THEIR PRODUCTS CAN BE SOLD AT A FAIR PRICE, AND HELPS BUYERS CONTRIBUTE TO THE LOCAL ECONOMIES.

THE ESCROW FUNDS REPRESENT A TIMING DIFFERENCE BETWEEN REPAYMENTS FROM BORROWERS AND TRANSFER OF FUNDS DUE TO CO-LENDING PARTNERS. THE ESCROW ACCOUNT IS ALSO USED WHEN A BUYER PAYS ROOT CAPITAL THE FULL AMOUNT OF THE MONEY OWED TO A SUPPLIER/BORROWER. ROOT CAPITAL DEDUCTS THE PRINCIPAL AND INTEREST OWED ON ITS LOAN AND FORWARDS THE REMAINING BALANCE TO THE SUPPLIER/BORROWER.

ASC 740

SCHEDULE D, PART X, LINE 2

ROOT CAPITAL IS A TAX-EXEMPT ORGANIZATION AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND IS GENERALLY EXEMPT FROM INCOME TAXES PURSUANT TO SECTION 501(A). ACCDER AND ROOT CAPITAL A.C. ARE ORGANIZED AND OPERATED UNDER THE REGULATIONS OF THEIR RESPECTIVE COUNTRIES, PERU AND MEXICO. ROOT CAPITAL A.C. IS A REGISTERED CHARITABLE ORGANIZATION IN MEXICO. THE INCOME TAX CONSEQUENCES, IF ANY, ARE REFLECTED IN THE FINANCIAL STATEMENTS AND DO NOT HAVE A MATERIAL EFFECT,

**Part XIII** Supplemental Information (continued)

INDIVIDUALLY OR IN THE AGGREGATE, UPON ROOT CAPITAL'S FINANCIAL STATEMENTS. ROOT CAPITAL BELIEVES IT HAS TAKEN NO UNCERTAIN TAX POSITIONS.

## OTHER REVENUES NOT REPORTED ON FORM 990

## SCHEDULE D, PART XI, LINE 2D

ALLOWANCE FOR LOAN LOSS:	\$ (6,291,880)
FOREIGN CURRENCY EXCHANGE LOSS:	\$ (622,016)
INTEREST EXPENSE:	\$ (2,056,594)
	-----
TOTAL	\$ (8,970,490)

## OTHER EXPENSES NOT REPORTED ON FINANCIAL STATEMENTS

## SCHEDULE D, PART XII, LINE 4B

ALLOWANCE FOR LOAN LOSS:	\$6,291,879
INTEREST EXPENSE:	\$2,056,594
	-----
TOTAL	\$8,348,473

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**1**

**Open to Public Inspection**

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990.
- ▶ Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Department of the Treasury  
Internal Revenue Service

Name of the organization

ROOT CAPITAL, INC.

Employer identification number

04-3478123

**Part I** General Information on Activities Outside the United States. Complete if the organization answered "Yes" on 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) SUB-SAHARAN AFRICA	1.	22.	PROGRAM SERVICES	LOAN DISBURSEMENTS	54,366,602.
(2) SOUTH AMERICA	1.	18.	PROGRAM SERVICES	LOAN DISBURSEMENTS	53,813,905.
(3) CENTRAL AMERICA/CARIBBEAN	1.	24.	PROGRAM SERVICES	LOAN DISBURSEMENTS	55,486,075.
(4) NORTH AMERICA	1.	13.	PROGRAM SERVICES	LOAN DISBURSEMENTS	13,635,211.
(5) EAST ASIA AND THE PACIFIC		1.	PROGRAM SERVICES	LOAN DISBURSEMENTS	371,008.
(6) SUB-SAHARAN AFRICA			PROGRAM SERVICES	LENDING/ADVISORY	1,647,238.
(7) SOUTH AMERICA			PROGRAM SERVICES	LENDING/ADVISORY	1,246,840.
(8) CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	LENDING/ADVISORY	2,291,727.
(9) NORTH AMERICA			PROGRAM SERVICES	LENDING/ADVISORY	746,594.
(10) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	LENDING/ADVISORY	22,101.
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total . . . . .	4.	78.			183,627,301.
b Total from continuation sheets to Part I . . . . .					
c Totals (add lines 3a and 3b)	4.	78.			183,627,301.

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

Schedule F (Form 990) 2014

JSA  
4E1274 1.000

**Part II** Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on 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.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) 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" on 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; do not file with Form 990)* . . . . .  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; do not file with Form 990)* . . . . .  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).



**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

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

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

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Department of the Treasury  
Internal Revenue Service

**1**

**Open to Public  
Inspection**

Name of the organization

ROOT CAPITAL, INC.

Employer identification number

04-3478123

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain . . . . .

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a? . . . . .

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? . . . . .
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .
- c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5–9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? . . . . .
- b** Any related organization? . . . . .
- If "Yes" to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? . . . . .
- b** Any related organization? . . . . .
- If "Yes" to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III . . . . .

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III . . . . .

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? . . . . .

	Yes	No
1a		
1b		
2		
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2014

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 WILLIAM F. FOOTE CEO & PRESIDENT	(i) 275,478.	(ii) 0	(iii) 111.	11,111.	18,445.	305,145.	0
2 RANDALL ATKIN SVP FIN. AND TREASURER	(i) 174,251.	(ii) 0	(iii) 0	7,272.	23,707.	205,230.	0
3 LIAM BRODY SVP OF COMM & MKTG	(i) 169,288.	(ii) 0	(iii) 111.	0	18,445.	187,844.	0
4 CATHERINE GILL SVP OF INVESTOR RELATIONS	(i) 165,681.	(ii) 0	(iii) 33.	6,739.	18,943.	191,396.	0
5 BRIAN MILDER SVP OF STRATEGY, ADV. & INNOV	(i) 168,242.	(ii) 0	(iii) 33.	6,739.	3,150.	178,164.	0
6 NATHANIEL SCHAFFRAN SVP OF LENDING	(i) 149,123.	(ii) 0	(iii) 0	5,991.	1,288.	156,402.	0
7	(i) 0	(ii) 0	(iii) 0	0	0	0	0
8	(i) 0	(ii) 0	(iii) 0	0	0	0	0
9	(i) 0	(ii) 0	(iii) 0	0	0	0	0
10	(i) 0	(ii) 0	(iii) 0	0	0	0	0
11	(i) 0	(ii) 0	(iii) 0	0	0	0	0
12	(i) 0	(ii) 0	(iii) 0	0	0	0	0
13	(i) 0	(ii) 0	(iii) 0	0	0	0	0
14	(i) 0	(ii) 0	(iii) 0	0	0	0	0
15	(i) 0	(ii) 0	(iii) 0	0	0	0	0
16	(i) 0	(ii) 0	(iii) 0	0	0	0	0

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

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

**Transactions With Interested Persons**

OMB No. 1545-0047

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

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**1**

**Open To Public Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
ROOT CAPITAL, INC.

Employer identification number  
04-3478123

**Part I Excess Benefit Transactions** (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only).  
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$ \_\_\_\_\_

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$ \_\_\_\_\_

**Part II Loans to and/or From Interested Persons.**  
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

1	(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
				To	From			Yes	No	Yes	No	Yes	No
				(1)	PAUL LEANDER-ENGSTRO			BOARD MEMBER	INVESTMENT	X		2,000,000.	2,000,000.
(2)	RANDALL ATKIN	OFFICER	INVESTMENT	X		50,000.	50,000.		X	X		X	
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
Total . . . . .							▶ \$ 2,050,000.						

**Part III Grants or Assistance Benefiting Interested Persons.**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

1	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part IV Business Transactions Involving Interested Persons.**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part V Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions).

LOANS TO ROOT CAPITAL, INC.

SCHEDULE L, PART II

LOANS TO ROOT CAPITAL, INC. ARE DOCUMENTED IN A WRITTEN AGREEMENT BETWEEN THE ORGANIZATION AND THE RELATED PARTY AND SUBJECT TO REVIEW AND APPROVAL BY THE GOVERNANCE COMMITTEE OF THE BOARD. THE LOANS ARE ENTERED INTO AT ARM'S LENGTH AND MADE WITHIN THE USUAL PARAMETERS OFFERED TO ALL INVESTORS.

SCHEDULE O  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Name of the organization

ROOT CAPITAL, INC.

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

L 1

Open to Public  
Inspection

Employer identification number

04-3478123

ORGANIZATION'S MISSION, CONTINUED

FORM 990, PART III, LINE 1

ROOT CAPITAL CLIENTS ARE ASSOCIATIONS AND PRIVATE BUSINESSES THAT BRING TOGETHER SMALL-SCALE RURAL PRODUCERS. THESE ENTERPRISES HELP BUILD SUSTAINABLE LIVELIHOODS IN SECTORS SUCH AS AGRICULTURE, WILD-HARVESTED FOREST PRODUCTS, AND HANDCRAFTS. ROOT CAPITAL CURRENTLY WORKS IN LATIN AMERICA, SUB-SAHARAN AFRICA, AND SOUTHEAST ASIA.

SINCE 1999, ROOT CAPITAL HAS DISBURSED MORE THAN \$887 MILLION IN CREDIT TO MORE THAN 593 ENTERPRISES. ROOT CAPITAL CLIENTS HAVE HELPED IMPROVE LIVELIHOODS FOR MORE THAN 963,000 RURAL HOUSEHOLDS IN AFRICA AND LATIN AMERICA. IN CALENDAR YEAR 2014, ROOT CAPITAL DISBURSED \$178 MILLION TO 231 SMALL AND GROWING BUSINESSES (SGBS) WHO REPRESENT MORE THAN 441,000 FARM HOUSEHOLDS IN AFRICA AND LATIN AMERICA.

AS A NON-PROFIT COMMITTED TO ALLEVIATING RURAL POVERTY, ROOT CAPITAL SEEKS TO MAXIMIZE THE POSITIVE SOCIAL AND ENVIRONMENTAL IMPACT OF OUR WORK. SOCIAL IMPACT INCLUDES STABILIZING INCOMES IN RURAL COMMUNITIES AND CREATING NEW ECONOMIC OPPORTUNITIES FOR WOMEN, INDIGENOUS PEOPLES, AND OTHER MARGINALIZED GROUPS. ROOT CAPITAL CLIENTS ALSO PROMOTE BETTER ENVIRONMENTAL PRACTICES, SUCH AS IMPROVED SOIL AND WATER MANAGEMENT.

Name of the organization ROOT CAPITAL, INC.	Employer identification number 04-3478123
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## PROGRAM SERVICE ACCOMPLISHMENTS, CONTINUED

## FINANCE

FORM 990, PART III, LINE 4A

MOST ROOT CAPITAL LOANS CAN BE CATEGORIZED AS FOLLOWS:

1) SHORT-TERM TRADE CREDIT LOANS WITH TERMS OF UP TO ONE YEAR THAT ARE GENERALLY ORIENTED AROUND A HARVEST OR PRODUCTION CYCLE. THESE LOANS ARE TYPICALLY USED BY BORROWERS TO COVER COSTS DURING THE MONTHS BETWEEN PURCHASING RAW PRODUCT FROM THEIR FARMER SUPPLIERS AND RECEIVING PAYMENT FROM THEIR BUYERS.

2) LONG-TERM FIXED-ASSET LOANS WITH TERMS OF UP TO SEVEN YEARS FOR INVESTMENT IN PROCESSING EQUIPMENT, INFRASTRUCTURE, AND GENERAL OPERATIONS.

ROOT CAPITAL ASSESSES PROSPECTIVE CLIENTS AND EVALUATES THEM ON A SERIES OF FINANCIAL, SOCIAL, AND ENVIRONMENTAL CRITERIA. SOCIAL CRITERIA INCLUDE PRICES PAID TO SUPPLIERS, EMPLOYEE WAGES, AND WORKING CONDITIONS, AND COMPANY SUPPORT FOR SOCIAL PROGRAMS SUCH AS TRAINING AND MEDICAL CARE. ENVIRONMENTAL CRITERIA INCLUDE SOIL AND WATER MANAGEMENT, THE IMPACT OF THE BUSINESS ON THE SURROUNDING COMMUNITY, AND STANDARDS FOR PRODUCT HANDLING AND PROCESSING.

ROOT CAPITAL'S LENDING SUPPORTS SUSTAINABLE ENVIRONMENTAL PRACTICES THAT PROTECT RURAL ECOSYSTEMS. CROPS PROCESSED AND MARKETED BY ROOT CAPITAL

Name of the organization ROOT CAPITAL, INC.	Employer identification number 04-3478123
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CLIENTS INCLUDE WILD-HARVESTED PRODUCTS SUCH AS NUTS AND NATIVE PLANTS FOR OILS, AGRO-FORESTRY CROPS SUCH AS SHADE-GROWN COFFEE AND COCOA, AND FARM-GROWN FRUITS AND VEGETABLES.

LENDING OFFICERS STAY ENGAGED WITH CLIENTS THROUGHOUT THE TERM OF EACH LOAN, AND ROOT CAPITAL'S FINANCIAL ADVISORY SERVICES PROGRAM PROVIDES TRAINING AS NEEDED. THIS LONG-TERM APPROACH TO CLIENT RELATIONSHIPS HAS LED TO A REPAYMENT RATE OF 95% OR BETTER SINCE INCEPTION.

ADVISE

FORM 990, PART III, LINE 4B

SINCE ITS LAUNCH IN 2006, ROOT CAPITAL'S FINANCIAL ADVISORY SERVICES PROGRAM HAS SUCCESSFULLY STRENGTHENED THE FINANCIAL MANAGEMENT CAPACITY OF 600 PRODUCER ASSOCIATIONS REPRESENTING THOUSANDS OF PEOPLE. THESE ENGAGEMENTS HAVE CONFIRMED THAT RURAL BUSINESS LEADERS, WHEN EQUIPPED WITH SOUND FINANCIAL MANAGEMENT PRACTICES AND PROCESSES, ARE BETTER POSITIONED TO ACCESS CREDIT, COMPETE IN THE MARKETPLACE, AND GROW THEIR BUSINESSES.

FINANCIAL ADVISORY SERVICES PROVIDES TRAINING ON THE FOLLOWING TOPICS: ACCOUNTING, FINANCIAL PLANNING, FINANCIAL RISK MANAGEMENT, FINANCIAL STATEMENT ANALYSIS, LOAN APPLICATION PREPARATION, AND CREDIT MANAGEMENT.



Name of the organization ROOT CAPITAL, INC.	Employer identification number 04-3478123
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## FINANCIAL ADVISORY SERVICES PRODUCTS INCLUDE:

- INFORMATION SEMINARS THAT EXPLAIN ROOT CAPITAL'S CREDIT PRODUCTS, CREDIT REQUIREMENTS, AND TRAINING SERVICES
- DIAGNOSTICS AND WORKPLAN WORKSHOPS THAT OFFER COMPREHENSIVE BUSINESS PROCESS ASSESSMENT AND IDENTIFY AREAS FOR IMPROVEMENT AND DEVELOPMENT
- FINANCIAL TRAINING FOR POTENTIAL AND CURRENT CLIENTS THAT FOCUS ON DEVELOPING AND IMPROVING FINANCIAL MANAGEMENT SYSTEMS
- LOAN APPLICATION PREPARATION SERVICES FOR POTENTIAL AND CURRENT CLIENTS.

## CATALYZE

FORM 990, PART III, LINE 4C

THROUGH INDUSTRY ASSOCIATIONS SUCH AS THE ASPEN NETWORK OF DEVELOPMENT ENTREPRENEURS AND THE GLOBAL IMPACT INVESTMENT NETWORK, ROOT CAPITAL PLAYS A LEADERSHIP ROLE IN BUILDING THE ENABLING ENVIRONMENT FOR RURAL SMALL AND GROWING BUSINESS FINANCE.

AS A NON-PROFIT COMMITTED TO ALLEVIATING RURAL POVERTY, ROOT CAPITAL SEEKS TO MAXIMIZE THE POSITIVE SOCIAL AND ENVIRONMENTAL IMPACT OF OUR WORK. ECONOMIC, COMMUNITY, AND ENVIRONMENTAL SUSTAINABILITY ARE ALL PART OF OUR CORE VALUES.

ECONOMIC SUSTAINABILITY - ROOT CAPITAL CLIENTS LINK SMALL-SCALE FARMERS TO MARKETS THAT CAN OFFER HIGHER AND MORE STABLE PRICES THAN THEY HAVE

Name of the organization ROOT CAPITAL, INC.	Employer identification number 04-3478123
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HISTORICALLY RECEIVED. ROOT CAPITAL CLIENTS ALSO GENERATE EMPLOYMENT INCLUDING MANAGERS, ACCOUNTANTS, AGRICULTURAL EXTENSION STAFF, DRIVERS, AND WORKERS AT PROCESSING PLANTS.

ROOT CAPITAL WORKS WITH MORE THAN 120 LEADING BUYERS OF AGRICULTURAL SUSTAINABLE PRODUCTS WORLDWIDE. BUYERS OF GOODS FROM ROOT CAPITAL CLIENTS INCLUDE COMPANIES SUCH AS EQUAL EXCHANGE, GENERAL MILLS, GREEN MOUNTAIN COFFEE, PIER 1 IMPORTS, STARBUCKS, TAZA CHOCOLATE, THE BODY SHOP, AND WHOLE FOODS MARKET.

IN 2014, ROOT CAPITAL CLIENTS SPENT \$842 MILLION TO PURCHASE THE PRODUCTS OF SMALL-SCALE FARMERS AND ARTISANS.

COMMUNITY SUSTAINABILITY - FARMER ASSOCIATIONS ENCOURAGE PARTICIPATORY DECISION-MAKING AND ARE A SOURCE OF COMMUNITY OWNERSHIP AND PRIDE. THEY ALSO STEM MIGRATION TO URBAN AREAS BY MAKING TRADITIONAL AGRICULTURAL ACTIVITIES MORE VIABLE. SOCIAL IMPACT INCLUDES STABILIZING INCOMES IN RURAL COMMUNITIES AND CREATING NEW ECONOMIC OPPORTUNITIES FOR WOMEN, INDIGENOUS PEOPLES AND OTHER MARGINALIZED GROUPS.

ENVIRONMENTAL SUSTAINABILITY - ROOT CAPITAL CLIENTS TYPICALLY PROVIDE FARMERS WITH TRAINING IN SUSTAINABLE PRODUCTION TO AVOID DEFORESTATION, REDUCE CHEMICAL USE, IMPROVE WATER AND SOIL MANAGEMENT, AND OTHERWISE PROTECT THE HEALTH OF RURAL ECOSYSTEMS.

Name of the organization ROOT CAPITAL, INC.	Employer identification number 04-3478123
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IN 2014, SMALL SCALE PRODUCERS WHO SELL TO ROOT CAPITAL CLIENTS  
SUSTAINABLY MANAGED 672,000 HECTARES OF LAND IN AFRICA AND LATIN AMERICA.

BUSINESS RELATIONSHIPS

FORM 990, PART VI, LINE 2

BOARD MEMBERS ELIZABETH LUCKETT AND JEREMY MINDICH HAVE A BUSINESS  
RELATIONSHIP.

FORM 990 REVIEW PROCESS

FORM 990, PART VI, LINE 11B

THE FORM 990 WAS PREPARED BY AN INDEPENDENT PUBLIC ACCOUNTING FIRM WITH  
INFORMATION PROVIDED BY MANAGEMENT. THE FORM 990 IS REVIEWED BY THE  
PRESIDENT AND TREASURER AND PRESENTED TO THE AUDIT COMMITTEE FOR  
APPROVAL. UPON APPROVAL BY THE AUDIT COMMITTEE, THE COMPLETE FORM 990 IS  
PROVIDED TO ALL VOTING MEMBERS OF THE BOARD OF DIRECTORS WITH OPPORTUNITY  
FOR QUESTIONS, COMMENTS, OR EDITS. PRIOR TO FILING WITH THE INTERNAL  
REVENUE SERVICE, DIRECTOR COMMENTS ARE INCORPORATED AS APPROPRIATE AND  
THE FINAL VERSION OF THE 990, AS IT WILL ULTIMATELY BE FILED, IS PROVIDED  
TO EACH VOTING MEMBER.

CONFLICT OF INTEREST POLICY

FORM 990, PART VI, LINE 12C

ALL ROOT CAPITAL BOARD MEMBERS AND EMPLOYEES PARTICIPATE IN AN ANNUAL  
TRAINING ON ROOT CAPITAL'S CODE OF ETHICS, WHICH INCLUDES A CONFLICT OF  
INTEREST POLICY. DIRECTORS AND OFFICERS COMPLETE A CONFLICT OF INTEREST  
DISCLOSURE FORM EACH YEAR, WHICH IS REVIEWED BY ROOT CAPITAL'S

Name of the organization ROOT CAPITAL, INC.	Employer identification number 04-3478123
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GOVERNANCE, RISK MANAGEMENT & COMPLIANCE (GRC) TEAM, AND VETTED WITH LEGAL COUNSEL IF NEEDED. IF IT IS NECESSARY TO REVIEW OR CLEAR A CONFLICT RELATED TO THE CURRENT WORK OR ACTIVITY OF ROOT CAPITAL, THAT CONFLICT IS BROUGHT BEFORE THE GOVERNANCE COMMITTEE OF THE BOARD. IF THE DIRECTOR WITH THE CONFLICT SERVES ON THE GOVERNANCE COMMITTEE, S/HE IS RECUSED FROM THE CONVERSATION. THE GOVERNANCE COMMITTEE ENSURES THAT ANY BUSINESS DECISION THAT COULD BE AFFECTED BY THE PARTICULAR CONFLICT IS CONSIDERED OBJECTIVELY BY THE ROOT CAPITAL TEAM AND IS IN THE BEST INTEREST OF THE ORGANIZATION. THE GOVERNANCE COMMITTEE'S CONVERSATION AND DECISION WITH RESPECT TO THE CONFLICT IS RECORDED IN THE MINUTES OF THE MEETING AND SHARED WITH THE WHOLE BOARD IN THE SUBSEQUENT QUARTERLY BOARD BOOK.

LENDING PERSONNEL AT ROOT CAPITAL ARE TRAINED ON ROOT'S CONFLICT OF INTEREST POLICY IN THE COURSE OF ITS ANNUAL CODE OF ETHICS (COE) WORKSHOPS. BEFORE THESE WORKSHOPS, ALL OF ROOT CAPITAL'S INTERNAL POLICIES ARE SHARED WITH THE PARTICIPANTS AND, AFTER THE TRAINING, PARTICIPANTS ARE ASKED TO SIGN AN ACKNOWLEDGEMENT FORM ATTESTING THAT THEY HAVE READ THE POLICIES AND COMPLETED THE TRAINING. TO ENSURE THAT LENDING PERSONNEL ARE CLEAR REGARDING WHAT CONSTITUTES A CONFLICT OF INTEREST, IT IS ALWAYS THE CASE THAT ONE OF THE COE VIGNETTES USED IN THE TRAINING FOCUSES ON A CONFLICT OF INTEREST SITUATION INVOLVING A CREDIT DECISION. THOSE WHO DO NOT ATTEND THE TRAINING IN PERSON ARE REQUIRED TO SUBMIT A WRITTEN RESPONSE TO THE COE VIGNETTES BY YEAR END.

Name of the organization ROOT CAPITAL, INC.	Employer identification number 04-3478123
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## COMPENSATION REVIEW PROCESS

FORM 990, PART VI, LINE 15

PER DELEGATION OF THE FULL BOARD OF DIRECTORS EACH YEAR, THE ROOT CAPITAL BOARD OF DIRECTORS' GOVERNANCE COMMITTEE REVIEWS THE CEO'S PERFORMANCE AND COMPENSATION ANNUALLY AND RECOMMENDS A SALARY FOR APPROVAL BY THE EXECUTIVE COMMITTEE OF THE BOARD. THIS POWER IS DELEGATED TO THE EXECUTIVE COMMITTEE BY THE BOARD SINCE THE FIRST QUARTER BOARD MEETING OCCURS PRIOR TO SALARY ADJUSTMENTS EACH YEAR. THE CEO'S SALARY RECOMMENDATION IS SUPPORTED BY A COMPENSATION STUDY PERFORMED BY AN OUTSIDE COMPENSATION EXPERT EVERY TWO YEARS. DOCUMENTATION OF THE DELIBERATION AND DECISION IS FILED IN THE CEO'S PERSONNEL FOLDER.

COMPENSATION OF OTHER OFFICERS AND KEY EMPLOYEES IS DETERMINED BY THE CEO OF THE ORGANIZATION USING THE RESULTS OF A COMPENSATION SURVEY CONDUCTED ON AN ANNUAL BASIS.

SALARIES FOR ALL STAFF, INCLUDING THE CEO, WERE LAST REVIEWED IN APRIL 2014.

## PUBLIC DISCLOSURE

FORM 990, PART VI, LINE 19

THE ORGANIZATION'S AUDITED FINANCIALS ARE AVAILABLE ON ITS WEBSITE. GOVERNING DOCUMENTS AND THE CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

Name of the organization ROOT CAPITAL, INC.	Employer identification number 04-3478123
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OTHER CHANGES IN NET ASSETS

FORM 990, PART XI, LINE 9

FOREIGN CURRENCY EXCHANGE LOSS: (\$622,016)

CONSOLIDATION OF FOREIGN AFFILIATE

FINANCIALS REPORTED ON FORM 990: (\$28,598)

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TOTAL (\$650,614)

ATTACHMENT 1

FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

KENYA

MEXICO

COSTA RICA

SENEGAL

PERU

ATTACHMENT 2

FORM 990, PART VI, LINE 17 - STATES

AL, AK, AR, CA, CO, CT,

DC, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI,

MN, MS, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,

RI, SC, TN, UT, VA, WA, WV, WI,

Name of the organization ROOT CAPITAL, INC.	Employer identification number 04-3478123
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ATTACHMENT 3

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
STITCHING PROGRESSO FOUNDATION KEIZERSGRACHT 452 1016 GD AMSTERDAM NETHERLANDS	AGRONOMIC COORD	589,778.
INSOURCE SERVICES, INC. 148 LINDEN STREET WELLESLEY, MA 02482	IT SERVICES	114,650.

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990.

Department of the Treasury  
Internal Revenue Service

Name of the organization

ROOT CAPITAL, INC.

▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Employer identification number

04-3478123

Open to Public Inspection

**Part I Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(1)	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

**Part II Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	ROOT CAPITAL AC MS. ADELINA FLORES NO. 20 COLO CHIAPÁ, SAN CRISTOBAL DE L	PRGM SUPPORT	MX	N/A	N/A	ROOT CAPITAL	X	
(2)	ASOCIACION CAPACITADORA Y CATALIZADORA AV. CAMINO PEAL 348 TERRE EL P LINA, PE	PRGM SUPPORT	PE	N/A	N/A	ROOT CAPITAL	X	
(3)								
(4)								
(5)								
(6)								
(7)								

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

Schedule R (Form 990) 2014



**Part III** Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

**Part IV** Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

**Part V Transactions With Related Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses	X	
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(1)	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	ROOT CAPITAL AC	P	762,554.	FMV
(2)	ASOCIACIÓN CAPACITADORA Y CATALIZADORA	P	1,314,831.	FMV
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Table with 16 rows and 11 columns: (a) Name, address, and EIN of entity; (b) Primary activity; (c) Legal domicile; (d) Predominant income; (e) Are all partners 501(c)(3) organizations?; (f) Share of total income; (g) Share of end-of-year assets; (h) Disproportionate allocations?; (i) Code V - UBI amount; (j) General or managing partner?; (k) Percentage ownership.

**Part VII** Supplemental Information

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