

GRANT THORNTON LLP  
226 CAUSEWAY STREET  
BOSTON, MA 02114

\*\*\*\*\*

INSTRUCTIONS FOR FILING  
YEAR UP, INC.  
FORM 8879-EO - IRS E-FILE SIGNATURE AUTHORIZATION  
FOR THE PERIOD ENDED DECEMBER 31, 2012

\*\*\*\*\*

SIGNATURE...

THE ORIGINAL IRS E-FILE SIGNATURE AUTHORIZATION FORM SHOULD BE  
SIGNED (USE FULL NAME) AND DATED BY THE TAXPAYER.

FILING...

RETURN YOUR SIGNED FORM 8879-EO TO:

GRANT THORNTON LLP  
226 CAUSEWAY STREET  
BOSTON MA 02114-2155

PAYMENT OF TAX...

NO PAYMENT OF TAX IS REQUIRED.

FORM 8879-EO SERVES AS A REPLACEMENT FOR YOUR SIGNATURE THAT WOULD BE  
AFFIXED TO FORM 990 IF YOU PAPER FILED YOUR RETURN.  
PLEASE DO NOT SEPARATELY FILE FORM 990 WITH THE INTERNAL REVENUE  
SERVICE. DOING SO WILL DELAY THE PROCESSING OF YOUR RETURN.

WE MUST RECEIVE YOUR SIGNED FORM BEFORE WE CAN ELECTRONICALLY  
TRANSMIT YOUR RETURN WHICH IS DUE ON MAY 15, 2013. WE  
WOULD APPRECIATE YOUR RETURNING THIS FORM AS SOON AS POSSIBLE  
AS THIS WILL EXPEDITE THE PROCESSING OF YOUR RETURN. THE INTERNAL  
REVENUE SERVICE WILL NOTIFY US WHEN YOUR RETURN IS ACCEPTED.  
YOUR RETURN IS NOT CONSIDERED FILED UNTIL THE INTERNAL REVENUE  
SERVICE CONFIRMS THEIR ACCEPTANCE, WHICH MAY OCCUR AFTER THE DUE  
DATE OF YOUR RETURN.

\*\*\*\*\*

# IRS e-file Signature Authorization for an Exempt Organization

For calendar year 2012, or fiscal year beginning 01/01, 2012, and ending 12/31, 20 12

# 2012

Department of the Treasury  
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**

Name of exempt organization

Employer identification number

YEAR UP, INC.

04-3534407

Name and title of officer

GERALD CHERTAVIAN, CEO

## Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

|    |                            |                                     |                                                                                  |           |                  |
|----|----------------------------|-------------------------------------|----------------------------------------------------------------------------------|-----------|------------------|
| 1a | Form 990 check here ▶      | <input checked="" type="checkbox"/> | <b>b Total revenue</b> , if any (Form 990, Part VIII, column (A), line 12) . . . | <b>1b</b> | <u>51494313.</u> |
| 2a | Form 990-EZ check here ▶   | <input type="checkbox"/>            | <b>b Total revenue</b> , if any (Form 990-EZ, line 9) . . . . .                  | <b>2b</b> | _____            |
| 3a | Form 1120-POL check here ▶ | <input type="checkbox"/>            | <b>b Total tax</b> (Form 1120-POL, line 22) . . . . .                            | <b>3b</b> | _____            |
| 4a | Form 990-PF check here ▶   | <input type="checkbox"/>            | <b>b Tax based on investment income</b> (Form 990-PF, Part VI, line 5),          | <b>4b</b> | _____            |
| 5a | Form 8868 check here ▶     | <input type="checkbox"/>            | <b>b Balance Due</b> (Form 8868, Part I, line 3c or Part II, line 8c) . . . . .  | <b>5b</b> | _____            |

## Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

### Officer's PIN: check one box only

I authorize GRANT THORNTON LLP to enter my PIN 

|   |   |   |   |   |
|---|---|---|---|---|
| 2 | 8 | 6 | 1 | 6 |
|---|---|---|---|---|

 as my signature  
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ \_\_\_\_\_

Date ▶ \_\_\_\_\_

## Part III Certification and Authentication

**ERO's EFIN/PIN.** Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

|   |   |   |   |   |   |   |   |   |   |   |
|---|---|---|---|---|---|---|---|---|---|---|
| 0 | 4 | 4 | 8 | 9 | 1 | 3 | 6 | 6 | 0 | 5 |
|---|---|---|---|---|---|---|---|---|---|---|

  
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ \_\_\_\_\_

Date ▶ 5/6/13

**ERO Must Retain This Form - See Instructions**  
**Do Not Submit This Form To the IRS Unless Requested To Do So**

For Paperwork Reduction Act Notice, see back of form.

# Return of Organization Exempt From Income Tax

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

Department of the Treasury  
Internal Revenue Service

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

**A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20**

|                                                                                                                                                                                                                                                                                                   |                                                                                                        |  |                                  |                                                                                                                                                                                                                                                                           |                                      |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|--|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|--|
| <b>B</b> Check if applicable:<br><br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C Name of organization</b><br>YEAR UP, INC.<br>Doing Business As                                    |  |                                  | <b>D Employer identification number</b><br>04-3534407                                                                                                                                                                                                                     |                                      |  |
|                                                                                                                                                                                                                                                                                                   | Number and street (or P.O. box if mail is not delivered to street address)<br>93 SUMMER STREET         |  | Room/suite<br>5TH FL             | <b>E Telephone number</b><br>(617) 542-1533                                                                                                                                                                                                                               |                                      |  |
|                                                                                                                                                                                                                                                                                                   | City, town or post office, state, and ZIP code<br>BOSTON, MA 02110                                     |  |                                  | <b>G Gross receipts \$</b> 51,909,867.                                                                                                                                                                                                                                    |                                      |  |
|                                                                                                                                                                                                                                                                                                   | <b>F Name and address of principal officer:</b> GERALD CHERTAVIAN<br>93 SUMMER STREET BOSTON, MA 02110 |  |                                  | <b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list. (see instructions) |                                      |  |
| <b>I Tax-exempt status:</b> <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>J Website:</b> WWW.YEARUP.ORG                                                                                                                                                                                                                                                                  |                                                                                                        |  |                                  | <b>H(c) Group exemption number</b> ▶                                                                                                                                                                                                                                      |                                      |  |
| <b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶                                                                                                               |                                                                                                        |  | <b>L Year of formation:</b> 2000 |                                                                                                                                                                                                                                                                           | <b>M State of legal domicile:</b> MA |  |

**Part I Summary**

|                                                                                     |                                                                                                                                                                                                                                                                                                    |                     |             |
|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-------------|
| <b>Activities &amp; Governance</b>                                                  | <b>1</b> Briefly describe the organization's mission or most significant activities:<br>TO CLOSE THE OPPORTUNITY DIVIDE BY PROVIDING URBAN YOUNG ADULTS WITH THE SKILLS, EXPERIENCE AND SUPPORT THAT WILL EMPOWER THEM TO REACH THEIR POTENTIAL THROUGH PROFESSIONAL CAREERS AND HIGHER EDUCATION. |                     |             |
|                                                                                     | <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>                                                                                                                                                                                                                                                                                           | 13.                 |             |
|                                                                                     | <b>4</b>                                                                                                                                                                                                                                                                                           | 12.                 |             |
|                                                                                     | <b>5</b>                                                                                                                                                                                                                                                                                           | 439.                |             |
|                                                                                     | <b>6</b>                                                                                                                                                                                                                                                                                           | 1,395.              |             |
|                                                                                     | <b>7a</b>                                                                                                                                                                                                                                                                                          | 0                   |             |
| <b>7b</b>                                                                           | 0                                                                                                                                                                                                                                                                                                  |                     |             |
| <b>Revenue</b>                                                                      | <b>Prior Year</b>                                                                                                                                                                                                                                                                                  | <b>Current Year</b> |             |
|                                                                                     | <b>8</b> Contributions and grants (Part VIII, line 1h)                                                                                                                                                                                                                                             | 28,143,755.         | 29,474,559. |
|                                                                                     | <b>9</b> Program service revenue (Part VIII, line 2g)                                                                                                                                                                                                                                              | 18,261,758.         | 21,942,374. |
|                                                                                     | <b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)                                                                                                                                                                                                                            | 119,290.            | 273,413.    |
|                                                                                     | <b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)                                                                                                                                                                                                                 | -80,609.            | -196,033.   |
|                                                                                     | <b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)                                                                                                                                                                                                       | 46,444,194.         | 51,494,313. |
| <b>Expenses</b>                                                                     | <b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)                                                                                                                                                                                                                         | 9,139,232.          | 10,206,559. |
|                                                                                     | <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)                                                                                                                                                                                                        | 20,713,281.         | 24,779,294. |
|                                                                                     | <b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)                                                                                                                                                                                                                           | 23,450.             | 51,750.     |
|                                                                                     | <b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,984,283.                                                                                                                                                                                                                    |                     |             |
|                                                                                     | <b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)                                                                                                                                                                                                                             | 9,973,332.          | 10,817,548. |
| <b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 39,849,295.                                                                                                                                                                                                                                                                                        | 45,855,151.         |             |
| <b>19</b> Revenue less expenses. Subtract line 18 from line 12                      | 6,594,899.                                                                                                                                                                                                                                                                                         | 5,639,162.          |             |
| <b>Net Assets or Fund Balances</b>                                                  | <b>Beginning of Current Year</b>                                                                                                                                                                                                                                                                   | <b>End of Year</b>  |             |
|                                                                                     | <b>20</b> Total assets (Part X, line 16)                                                                                                                                                                                                                                                           | 49,421,976.         | 54,904,292. |
|                                                                                     | <b>21</b> Total liabilities (Part X, line 26)                                                                                                                                                                                                                                                      | 8,297,279.          | 9,083,877.  |
| <b>22</b> Net assets or fund balances. Subtract line 21 from line 20                | 41,124,697.                                                                                                                                                                                                                                                                                        | 45,820,415.         |             |

**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 _____                      |                               |               |                                                 |                   |
|                               | Type or print name and title _____                         |                               |               |                                                 |                   |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name<br>LAURA J. KENNEY              | Preparer's signature<br>_____ | Date<br>_____ | Check <input type="checkbox"/> if self-employed | PTIN<br>P00202198 |
|                               | Firm's name ▶ GRANT THORNTON LLP                           |                               |               | Firm's EIN ▶ 36-6055558                         |                   |
|                               | Firm's address ▶ 226 CAUSEWAY STREET BOSTON, MA 02114-2155 |                               |               | Phone no. 617-723-7900                          |                   |

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

**For Paperwork Reduction Act Notice, see the separate instructions.**

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III  Yes  No

**1** Briefly describe the organization's mission:

ATTACHMENT 1

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

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

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

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

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

**4a** (Code: 611710 ) (Expenses \$ 38,050,936. including grants of \$ 10,206,559. ) (Revenue \$ 21,942,374. )

ATTACHMENT 2

**4b** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4c** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

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

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

**4e Total program service expenses** 38,050,936.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and financial reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 21 through 38 regarding grants, compensation, tax-exempt bonds, excess benefit transactions, and controlled entities.

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding IRS filings, employee reporting, 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 to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (13), 1b (12), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA, FL, GA, IL, MD, MA, NY, RI, VA, WA
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.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ANDREA HAYWARD 93 SUMMER STREET BOSTON, MA 02110 617-542-1533



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

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

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

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

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

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

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

| (A)<br>Name and Title                         | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position<br>(do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|-----------------------------------------------|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                               |                                                                                            | Individual trustee or director                                                                               | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| (1) GERALD CHERTAVIAN<br>CEO AND BOARD MEMBER | 40.00                                                                                      | X                                                                                                            |                       | X       |              |                              |        | 249,999.                                                             | 0                                                                         | 12,256.                                                                                       |
| (2) PAUL SALEM<br>BOARD CHAIRMAN              | 1.00                                                                                       | X                                                                                                            |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (3) PETER HANDRINOS<br>BOARD SECRETARY        | 1.00                                                                                       | X                                                                                                            |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (4) TIMOTHY DIBBLE<br>BOARD TREASURER         | 1.00                                                                                       | X                                                                                                            |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (5) GREGORY WALTON<br>BOARD MEMBER            | 1.00                                                                                       | X                                                                                                            |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (6) SHANIQUE DAVIS<br>BOARD MEMBER            | 1.00                                                                                       | X                                                                                                            |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (7) LISA JACKSON<br>BOARD MEMBER              | 1.00                                                                                       | X                                                                                                            |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (8) ROBERT G. TEMPLIN, JR.<br>BOARD MEMBER    | 1.00                                                                                       | X                                                                                                            |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (9) MELODIE MAYBERRY-STEWART<br>BOARD MEMBER  | 1.00                                                                                       | X                                                                                                            |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (10) PEDRO NOGUERA<br>BOARD MEMBER            | 1.00                                                                                       | X                                                                                                            |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (11) KERRY SULLIVAN<br>BOARD MEMBER           | 1.00                                                                                       | X                                                                                                            |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (12) GAIL SNOWDEN<br>BOARD MEMBER             | 1.00                                                                                       | X                                                                                                            |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (13) ROD MCCOWAN<br>BOARD MEMBER              | 1.00                                                                                       | X                                                                                                            |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (14) SUSAN MEEHAN<br>CHIEF OPERATING OFFICER  | 40.00                                                                                      |                                                                                                              |                       | X       |              |                              |        | 176,770.                                                             | 0                                                                         | 16,441.                                                                                       |

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

| (A)<br>Name and title                                                | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                                      |                                                                                            | Individual trustee or director                                                                            | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| ( 15) ANDREA HAYWARD<br>-----<br>SENIOR DIR OF FINANCE & ADMIN       | 40.00                                                                                      |                                                                                                           |                       | X       |              |                              |        | 147,380.                                                             | 0                                                                         | 20,007.                                                                                       |
| ( 16) WILLIAM M. LEHMAN<br>-----<br>NATIONAL SITE DIRECTOR           | 40.00                                                                                      |                                                                                                           |                       |         | X            |                              |        | 164,200.                                                             | 0                                                                         | 20,180.                                                                                       |
| ( 17) KWEKU FORSTALL<br>-----<br>EXECUTIVE DIRECTOR                  | 40.00                                                                                      |                                                                                                           |                       |         |              | X                            |        | 180,334.                                                             | 0                                                                         | 23,079.                                                                                       |
| ( 18) SANDRA STARK<br>-----<br>NTL DIRECT DEVELOP/EXT AFFAIRS        | 40.00                                                                                      |                                                                                                           |                       |         |              | X                            |        | 166,006.                                                             | 0                                                                         | 13,241.                                                                                       |
| ( 19) SHAWN J. BOWEN<br>-----<br>NTL DIRECTOR STRATEGIC GROWTH       | 40.00                                                                                      |                                                                                                           |                       |         |              | X                            |        | 165,905.                                                             | 0                                                                         | 21,364.                                                                                       |
| ( 20) NOEL ANDERSON<br>-----<br>SENIOR DIRECTOR OF PROGRAM           | 40.00                                                                                      |                                                                                                           |                       |         |              | X                            |        | 148,517.                                                             | 0                                                                         | 5,895.                                                                                        |
| ( 21) JULIA SANTIAGO<br>-----<br>SR DIRECTOR STRATEGIC HR            | 40.00                                                                                      |                                                                                                           |                       |         |              | X                            |        | 136,798.                                                             | 0                                                                         | 14,845.                                                                                       |
| <b>1b Sub-total</b> .....                                            |                                                                                            |                                                                                                           |                       |         |              |                              |        | 426,769.                                                             | 0                                                                         | 28,697.                                                                                       |
| <b>c Total from continuation sheets to Part VII, Section A</b> ..... |                                                                                            |                                                                                                           |                       |         |              |                              |        | 1,109,140.                                                           | 0                                                                         | 118,611.                                                                                      |
| <b>d Total (add lines 1b and 1c)</b> .....                           |                                                                                            |                                                                                                           |                       |         |              |                              |        | 1,535,909.                                                           | 0                                                                         | 147,308.                                                                                      |

**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 ► 24

|                                                                                                                                                                                                                                                    | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> .....                                       |     | X  |
| <b>4</b> 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? <i>If "Yes," complete Schedule J for such individual</i> ..... | X   |    |
| <b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> .....                       |     | 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)<br>Name and business address | (B)<br>Description of services | (C)<br>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 ► 6

**Part VIII Statement of Revenue**

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

|                                                                               |                                                                                                                                                          |                                                                    |                      | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from tax<br>under sections<br>512, 513, or 514 |
|-------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|----------------------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------|
| <b>Contributions, Gifts, Grants<br/>and Other Similar Amounts</b>             | <b>1a</b> Federated campaigns . . . . .                                                                                                                  | <b>1a</b>                                                          |                      |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>b</b> Membership dues . . . . .                                                                                                                       | <b>1b</b>                                                          |                      |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>c</b> Fundraising events . . . . .                                                                                                                    | <b>1c</b>                                                          | 499,229.             |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>d</b> Related organizations . . . . .                                                                                                                 | <b>1d</b>                                                          |                      |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>e</b> Government grants (contributions) . .                                                                                                           | <b>1e</b>                                                          | 2,313,455.           |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>f</b> All other contributions, gifts, grants,<br>and similar amounts not included above .                                                             | <b>1f</b>                                                          | 26,661,875.          |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>g</b> Noncash contributions included in lines 1a-1f: \$                                                                                               |                                                                    | 489,344.             |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>h Total.</b> Add lines 1a-1f . . . . .                                                                                                                |                                                                    |                      | 29,474,559.          |                                                    |                                         |                                                                           |
| <b>Program Service Revenue</b>                                                | <b>2a</b> PROGRAM SERVICE FEE                                                                                                                            | <b>Business Code</b>                                               |                      |                      |                                                    |                                         |                                                                           |
|                                                                               |                                                                                                                                                          | 611710                                                             |                      | 21,942,374.          | 21,942,374.                                        |                                         |                                                                           |
|                                                                               | <b>b</b>                                                                                                                                                 |                                                                    |                      |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>c</b>                                                                                                                                                 |                                                                    |                      |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>d</b>                                                                                                                                                 |                                                                    |                      |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>e</b>                                                                                                                                                 |                                                                    |                      |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>f</b> All other program service revenue . . . . .                                                                                                     |                                                                    |                      |                      |                                                    |                                         |                                                                           |
| <b>g Total.</b> Add lines 2a-2f . . . . .                                     |                                                                                                                                                          |                                                                    | 21,942,374.          |                      |                                                    |                                         |                                                                           |
| <b>Other Revenue</b>                                                          | <b>3</b> Investment income (including dividends, interest, and<br>other similar amounts) . . . . .                                                       |                                                                    |                      | 120,778.             |                                                    |                                         | 120,778.                                                                  |
|                                                                               | <b>4</b> Income from investment of tax-exempt bond proceeds . . .                                                                                        |                                                                    |                      | 0                    |                                                    |                                         |                                                                           |
|                                                                               | <b>5</b> Royalties . . . . .                                                                                                                             |                                                                    |                      | 0                    |                                                    |                                         |                                                                           |
|                                                                               | <b>6a</b> Gross rents . . . . .                                                                                                                          | (i) Real                                                           | (ii) Personal        |                      |                                                    |                                         |                                                                           |
|                                                                               |                                                                                                                                                          | <b>b</b> Less: rental expenses . . . . .                           |                      |                      |                                                    |                                         |                                                                           |
|                                                                               |                                                                                                                                                          | <b>c</b> Rental income or (loss) . . . . .                         |                      |                      |                                                    |                                         |                                                                           |
|                                                                               |                                                                                                                                                          | <b>d</b> Net rental income or (loss) . . . . .                     |                      |                      | 0                                                  |                                         |                                                                           |
|                                                                               | <b>7a</b> Gross amount from sales of<br>assets other than inventory                                                                                      | (i) Securities                                                     | (ii) Other           |                      |                                                    |                                         |                                                                           |
|                                                                               |                                                                                                                                                          | <b>b</b> Less: cost or other basis<br>and sales expenses . . . . . |                      |                      |                                                    |                                         |                                                                           |
|                                                                               |                                                                                                                                                          | <b>c</b> Gain or (loss) . . . . .                                  | 152,635.             |                      |                                                    |                                         |                                                                           |
|                                                                               |                                                                                                                                                          | <b>d</b> Net gain or (loss) . . . . .                              |                      |                      | 152,635.                                           |                                         | 152,635.                                                                  |
|                                                                               | <b>8a</b> Gross income from fundraising<br>events (not including \$ 499,229.<br>of contributions reported on line 1c).<br>See Part IV, line 18 . . . . . | <b>a</b>                                                           | 90,582.              |                      |                                                    |                                         |                                                                           |
|                                                                               |                                                                                                                                                          | <b>b</b> Less: direct expenses . . . . .                           | <b>b</b> 415,554.    |                      |                                                    |                                         |                                                                           |
|                                                                               |                                                                                                                                                          | <b>c</b> Net income or (loss) from fundraising events . . . . .    |                      |                      | -324,972.                                          |                                         | -324,972.                                                                 |
|                                                                               | <b>9a</b> Gross income from gaming activities.<br>See Part IV, line 19 . . . . .                                                                         | <b>a</b>                                                           |                      |                      |                                                    |                                         |                                                                           |
| <b>b</b> Less: direct expenses . . . . .                                      |                                                                                                                                                          | <b>b</b>                                                           |                      |                      |                                                    |                                         |                                                                           |
| <b>c</b> Net income or (loss) from gaming activities . . . . .                |                                                                                                                                                          |                                                                    |                      | 0                    |                                                    |                                         |                                                                           |
| <b>10a</b> Gross sales of inventory, less<br>returns and allowances . . . . . | <b>a</b>                                                                                                                                                 |                                                                    |                      |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>b</b> Less: cost of goods sold . . . . .                                                                                                              | <b>b</b>                                                           |                      |                      |                                                    |                                         |                                                                           |
|                                                                               | <b>c</b> Net income or (loss) from sales of inventory . . . . .                                                                                          |                                                                    |                      | 0                    |                                                    |                                         |                                                                           |
| <b>Miscellaneous Revenue</b>                                                  |                                                                                                                                                          |                                                                    | <b>Business Code</b> |                      |                                                    |                                         |                                                                           |
| <b>11a</b> MISCELLANEOUS INCOME                                               | 900099                                                                                                                                                   |                                                                    | 128,939.             |                      |                                                    | 128,939.                                |                                                                           |
| <b>b</b>                                                                      |                                                                                                                                                          |                                                                    |                      |                      |                                                    |                                         |                                                                           |
| <b>c</b>                                                                      |                                                                                                                                                          |                                                                    |                      |                      |                                                    |                                         |                                                                           |
| <b>d</b> All other revenue . . . . .                                          |                                                                                                                                                          |                                                                    |                      |                      |                                                    |                                         |                                                                           |
| <b>e Total.</b> Add lines 11a-11d . . . . .                                   |                                                                                                                                                          |                                                                    | 128,939.             |                      |                                                    |                                         |                                                                           |
| <b>12 Total revenue.</b> See instructions . . . . .                           |                                                                                                                                                          |                                                                    | 51,494,313.          | 21,942,374.          |                                                    | 77,380.                                 |                                                                           |

**Part IX Statement of Functional Expenses**

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

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

| <b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>                                                                                                                                                                      | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .                                                                                                                                                | 0                     |                                 |                                        |                             |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 . . . . .                                                                                                                                                          | 10,206,559.           | 10,206,559.                     |                                        |                             |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. 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 . . . . .                                                                                                                                                                       | 639,847.              | 252,152.                        | 256,567.                               | 131,128.                    |
| 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 . . . . .                                                                                                                                                                                                                       | 19,226,901.           | 14,419,514.                     | 2,121,140.                             | 2,686,247.                  |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .                                                                                                                                             | 496,946.              | 468,326.                        | 6,449.                                 | 22,171.                     |
| 9 Other employee benefits . . . . .                                                                                                                                                                                                                        | 2,790,280.            | 2,158,643.                      | 279,790.                               | 351,847.                    |
| 10 Payroll taxes . . . . .                                                                                                                                                                                                                                 | 1,625,320.            | 1,240,024.                      | 169,075.                               | 216,221.                    |
| 11 Fees for services (non-employees):                                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| a Management . . . . .                                                                                                                                                                                                                                     | 497,867.              | 378,512.                        | 119,355.                               |                             |
| b Legal . . . . .                                                                                                                                                                                                                                          | 8,625.                | 5,641.                          | 2,984.                                 |                             |
| c Accounting . . . . .                                                                                                                                                                                                                                     | 76,646.               | 55,846.                         | 20,800.                                |                             |
| d Lobbying . . . . .                                                                                                                                                                                                                                       | 16,250.               | 16,250.                         |                                        |                             |
| e Professional fundraising services. See Part IV, line 17                                                                                                                                                                                                  | 51,750.               |                                 |                                        | 51,750.                     |
| 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.) . . . . .                                                                                                                                   | 1,411,101.            | 1,063,688.                      | 203,954.                               | 143,459.                    |
| 12 Advertising and promotion . . . . .                                                                                                                                                                                                                     | 109,893.              | 77,335.                         | 32,030.                                | 528.                        |
| 13 Office expenses . . . . .                                                                                                                                                                                                                               | 823,472.              | 779,261.                        | 27,569.                                | 16,642.                     |
| 14 Information technology . . . . .                                                                                                                                                                                                                        | 129,712.              | 78,368.                         | 49,710.                                | 1,634.                      |
| 15 Royalties . . . . .                                                                                                                                                                                                                                     | 0                     |                                 |                                        |                             |
| 16 Occupancy . . . . .                                                                                                                                                                                                                                     | 2,859,278.            | 2,838,005.                      | 21,273.                                |                             |
| 17 Travel . . . . .                                                                                                                                                                                                                                        | 940,152.              | 744,241.                        | 137,620.                               | 58,291.                     |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials                                                                                                                                                          | 0                     |                                 |                                        |                             |
| 19 Conferences, conventions, and meetings . . . . .                                                                                                                                                                                                        | 387,820.              | 337,629.                        | 47,334.                                | 2,857.                      |
| 20 Interest . . . . .                                                                                                                                                                                                                                      | 292,281.              | 292,281.                        |                                        |                             |
| 21 Payments to affiliates . . . . .                                                                                                                                                                                                                        | 0                     |                                 |                                        |                             |
| 22 Depreciation, depletion, and amortization . . . . .                                                                                                                                                                                                     | 1,193,614.            | 714,182.                        | 479,432.                               |                             |
| 23 Insurance . . . . .                                                                                                                                                                                                                                     | 56,275.               | 29,912.                         | 26,363.                                |                             |
| 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 GRADUATION/ CATERING -----                                                                                                                                                                                                                               | 616,675.              | 422,488.                        | 118,486.                               | 75,701.                     |
| b MISCELLANEOUS -----                                                                                                                                                                                                                                      | 1,397,887.            | 1,024,349.                      | 147,731.                               | 225,807.                    |
| c NATIONAL ALLOCATION -----                                                                                                                                                                                                                                |                       | 447,730.                        | -447,730.                              |                             |
| d -----                                                                                                                                                                                                                                                    |                       |                                 |                                        |                             |
| e All other expenses -----                                                                                                                                                                                                                                 |                       |                                 |                                        |                             |
| 25 <b>Total functional expenses.</b> Add lines 1 through 24e                                                                                                                                                                                               | 45,855,151.           | 38,050,936.                     | 3,819,932.                             | 3,984,283.                  |
| 26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . . | 0                     |                                 |                                        |                             |

Part X Balance Sheet

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

Table with columns for (A) Beginning of year and (B) End of year. Rows include Assets (1-16), Liabilities (17-26), and Net Assets or Fund Balances (27-34). Includes sub-rows 10a, 10b, 10c and checkboxes for SFAS 117 (ASC 958).

**Part XI Reconciliation of Net Assets**

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

|           |                                                                                                                |           |             |
|-----------|----------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b>  | Total revenue (must equal Part VIII, column (A), line 12)                                                      | <b>1</b>  | 51,494,313. |
| <b>2</b>  | Total expenses (must equal Part IX, column (A), line 25)                                                       | <b>2</b>  | 45,855,151. |
| <b>3</b>  | Revenue less expenses. Subtract line 2 from line 1                                                             | <b>3</b>  | 5,639,162.  |
| <b>4</b>  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                      | <b>4</b>  | 41,124,697. |
| <b>5</b>  | Net unrealized gains (losses) on investments                                                                   | <b>5</b>  | 0           |
| <b>6</b>  | Donated services and use of facilities                                                                         | <b>6</b>  | -943,444.   |
| <b>7</b>  | Investment expenses                                                                                            | <b>7</b>  | 0           |
| <b>8</b>  | Prior period adjustments                                                                                       | <b>8</b>  | 0           |
| <b>9</b>  | Other changes in net assets or fund balances (explain in Schedule O)                                           | <b>9</b>  | 0           |
| <b>10</b> | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | <b>10</b> | 45,820,415. |

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question 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 |
|-----------|-----|----|
|           |     |    |
| <b>2a</b> |     | X  |
| <b>2b</b> | X   |    |
| <b>2c</b> | X   |    |
| <b>3a</b> | X   |    |
| <b>3b</b> | X   |    |

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

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization

YEAR UP, INC.

Employer identification number

04-3534407

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

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a  Type I    b  Type II    c  Type III-Functionally integrated    d  Type III-Non-functionally integrated

e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2012

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) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (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) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (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. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Percentage, %. Rows include: 14 Public support percentage for 2012; 15 Public support percentage from 2011 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2012; b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; b 10%-facts-and-circumstances test - 2011; 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) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (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) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (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 2 columns: Line number, Percentage. Row 15: Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2011 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 2 columns: Line number, Percentage. Row 17: Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2011 Schedule A, Part III, line 17.

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

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

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

---

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

---

**Schedule of Contributors**

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

**2012**

**Name of the organization**

YEAR UP, INC.

**Employer identification number**

04-3534407

**Organization type** (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization YEAR UP, INC.

Employer identification number

04-3534407

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                             | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|------------|-------------------------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | KLARMAN FAMILY FOUNDATION<br>PO BOX 171627<br>BOSTON, MA 02117                | \$ 3,000,000.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 2          | NEW PROFIT INC.<br>2 CANAL PARK<br>CAMBRIDGE, MA 02141                        | \$ 2,250,000.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 3          | PAUL EDGERLEY<br>119 HYSLOP RD<br>BROOKLINE, MA 02445                         | \$ 1,000,000.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 4          | JOSH BEKENSTEIN<br>200 CLARENDON ST<br>BOSTON, MA 02116                       | \$ 1,000,000.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 5          | PAUL SALEM FOUNDATION<br>50 KENNEDY PLAZA, 18TH FLOOR<br>PROVIDENCE, RI 02903 | \$ 1,000,000.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 6          | JENESIS GROUP<br>130 E JOHN CARPENTER FRWY<br>IRVING, TX 75062                | \$ 1,000,000.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |

Name of organization YEAR UP, INC.

Employer identification number

04-3534407

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                              | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|------------|------------------------------------------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7          | BANK OF AMERICA CHARITABLE FOUNDATION<br>100 FEDERAL STREET MA-5-100-15-01<br>BOSTON, MA 02110 | \$ 905,000.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 8          | VENTURE PHILANTHROPY PARTNERS<br>1201 15TH ST NW STE 420<br>WASHINGTON, DC 20005               | \$ 675,000.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|            |                                                                                                | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                                                | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                                                | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                                                | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |

Name of organization YEAR UP, INC.

Employer identification number

04-3534407

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

Name of organization YEAR UP, INC.

Employer identification number  
04-3534407

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

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. 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 |
|-----------------------------------------|-------------------------|------------------------------------------|-------------------------------------|
| ---                                     | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| <b>(e) Transfer of gift</b>             |                         |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |
| ---                                     | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| <b>(e) Transfer of gift</b>             |                         |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |
| ---                                     | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| <b>(e) Transfer of gift</b>             |                         |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |
| ---                                     | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| <b>(e) Transfer of gift</b>             |                         |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |

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

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

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

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

▶ **See separate instructions.**

**2012**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

**If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then**

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

|                                       |                                              |
|---------------------------------------|----------------------------------------------|
| Name of organization<br>YEAR UP, INC. | Employer identification number<br>04-3534407 |
|---------------------------------------|----------------------------------------------|

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

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

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. . . . . ▶ \$ 0
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . . . . ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? . . . . .  Yes  No
- 4a Was a correction made? . . . . .  Yes  No  
b If "Yes," describe in Part IV.

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities . . . . . ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities . . . . . ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b . . . . . ▶ \$
- 4 Did the filing organization file **Form 1120-POL** for this year? . . . . .  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds. If none, enter -0-. | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-. |
|----------|-------------|---------|-----------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| (1)      |             |         |                                                                       |                                                                                                                                              |
| (2)      |             |         |                                                                       |                                                                                                                                              |
| (3)      |             |         |                                                                       |                                                                                                                                              |
| (4)      |             |         |                                                                       |                                                                                                                                              |
| (5)      |             |         |                                                                       |                                                                                                                                              |
| (6)      |             |         |                                                                       |                                                                                                                                              |



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

- A** Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check  if the filing organization checked box A and "limited control" provisions apply.

| <b>Limits on Lobbying Expenditures</b><br>(The term "expenditures" means amounts paid or incurred.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                             | (a) Filing organization's totals                                    | (b) Affiliated group totals        |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------|--------------------|-------------------------------|-----------------------------------------|--------------------------------------------------|-------------------------------------------|----------------------------------------------------|--------------------------------------------|---------------------------------------------------|-------------------|--------------|--|--|
| <b>1 a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Total lobbying expenditures to influence public opinion (grass roots lobbying) . . . . .                                                                    |                                                                     |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .                                                                     | 16,250.                                                             |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Total lobbying expenditures (add lines 1a and 1b) . . . . .                                                                                                 | 16,250.                                                             |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| <b>d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Other exempt purpose expenditures . . . . .                                                                                                                 | 41,854,618.                                                         |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| <b>e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Total exempt purpose expenditures (add lines 1c and 1d) . . . . .                                                                                           | 41,870,868.                                                         |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| <b>f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Lobbying nontaxable amount. Enter the amount from the following table in both columns.                                                                      | 1,000,000.                                                          |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> |                                                                                                                                                             | If the amount on line 1e, column (a) or (b) is:                     | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. |  |  |
| If the amount on line 1e, column (a) or (b) is:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | The lobbying nontaxable amount is:                                                                                                                          |                                                                     |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| Not over \$500,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 20% of the amount on line 1e.                                                                                                                               |                                                                     |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| Over \$500,000 but not over \$1,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | \$100,000 plus 15% of the excess over \$500,000.                                                                                                            |                                                                     |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| Over \$1,000,000 but not over \$1,500,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | \$175,000 plus 10% of the excess over \$1,000,000.                                                                                                          |                                                                     |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| Over \$1,500,000 but not over \$17,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | \$225,000 plus 5% of the excess over \$1,500,000.                                                                                                           |                                                                     |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| Over \$17,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | \$1,000,000.                                                                                                                                                |                                                                     |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| <b>g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Grassroots nontaxable amount (enter 25% of line 1f) . . . . .                                                                                               | 250,000.                                                            |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| <b>h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Subtract line 1g from line 1a. If zero or less, enter -0- . . . . .                                                                                         | 0                                                                   | 0                                  |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| <b>i</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Subtract line 1f from line 1c. If zero or less, enter -0- . . . . .                                                                                         | 0                                                                   | 0                                  |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |
| <b>j</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? . . . . . | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                    |                    |                               |                                         |                                                  |                                           |                                                    |                                            |                                                   |                   |              |  |  |

**4-Year Averaging Period Under Section 501(h)**  
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

| <b>Lobbying Expenditures During 4-Year Averaging Period</b>      |            |            |            |            |            |
|------------------------------------------------------------------|------------|------------|------------|------------|------------|
| Calendar year (or fiscal year beginning in)                      | (a) 2009   | (b) 2010   | (c) 2011   | (d) 2012   | (e) Total  |
| <b>2 a</b> Lobbying nontaxable amount                            | 1,000,000. | 1,000,000. | 1,000,000. | 1,000,000. | 4,000,000. |
| <b>b</b> Lobbying ceiling amount (150% of line 2a, column (e))   |            |            |            |            | 6,000,000. |
| <b>c</b> Total lobbying expenditures                             | 166,769.   | 154,668.   | 95,944.    | 16,250.    | 433,631.   |
| <b>d</b> Grassroots nontaxable amount                            | 250,000.   | 250,000.   | 250,000.   | 250,000.   | 1,000,000. |
| <b>e</b> Grassroots ceiling amount (150% of line 2d, column (e)) |            |            |            |            | 1,500,000. |
| <b>f</b> Grassroots lobbying expenditures                        |            |            | 57,566.    |            | 57,566.    |

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

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 2b If "Yes," enter the amount of any tax incurred under section 4912; 2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; 2d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

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

Table with 3 columns: Question, Yes, No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members?; 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?; 3 Did the organization agree to carry over lobbying and political expenditures from the prior year?

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

Table with 2 columns: Question, Amount. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); 2a Current year; 2b Carryover from last year; 2c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

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

Horizontal dashed lines for supplemental information input.

---

**Part IV** Supplemental Information *(continued)*

---

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

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

Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization

YEAR UP, INC.

Employer identification number

04-3534407

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 contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees... Yes No.

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution, 3 Number of conservation easements modified, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

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.

Table with 2 columns: \$, \$, \$, \$. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report..., 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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

Schedule D (Form 990) 2012

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

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

- a Public exhibition, b Scholarly research, c Preservation for future generations, d Loan or exchange programs, e Other

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

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?

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21?

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.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g Balance and expense categories.

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

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

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

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

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b

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

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

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

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a-1e Land, Buildings, Leasehold improvements, Equipment, Other.

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

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

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

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

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

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

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

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

| 1. (a) Description of liability                                             | (b) Book value |
|-----------------------------------------------------------------------------|----------------|
| (1) Federal income taxes                                                    |                |
| (2) CAPITAL LEASE OBLIGATION                                                | 4,824,974.     |
| (3)                                                                         |                |
| (4)                                                                         |                |
| (5)                                                                         |                |
| (6)                                                                         |                |
| (7)                                                                         |                |
| (8)                                                                         |                |
| (9)                                                                         |                |
| (10)                                                                        |                |
| (11)                                                                        |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | 4,824,974.     |

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

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

|          |                                                                                                |           |            |             |
|----------|------------------------------------------------------------------------------------------------|-----------|------------|-------------|
| <b>1</b> | Total revenue, gains, and other support per audited financial statements                       |           | <b>1</b>   | 53,015,843. |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part VIII, line 12:                            |           |            |             |
| <b>a</b> | Net unrealized gains on investments                                                            | <b>2a</b> |            |             |
| <b>b</b> | Donated services and use of facilities                                                         | <b>2b</b> | 1,105,976. |             |
| <b>c</b> | Recoveries of prior year grants                                                                | <b>2c</b> |            |             |
| <b>d</b> | Other (Describe in Part XIII.)                                                                 | <b>2d</b> | 415,554.   |             |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b>                                                          |           | <b>2e</b>  | 1,521,530.  |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b>                                                     |           | <b>3</b>   | 51,494,313. |
| <b>4</b> | Amounts included on Form 990, Part VIII, line 12, but not on line 1:                           |           |            |             |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b                               | <b>4a</b> |            |             |
| <b>b</b> | Other (Describe in Part XIII.)                                                                 | <b>4b</b> |            |             |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b>                                                              |           | <b>4c</b>  |             |
| <b>5</b> | Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.) |           | <b>5</b>   | 51,494,313. |

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

|          |                                                                                                 |           |            |             |
|----------|-------------------------------------------------------------------------------------------------|-----------|------------|-------------|
| <b>1</b> | Total expenses and losses per audited financial statements                                      |           | <b>1</b>   | 48,320,125. |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part IX, line 25:                               |           |            |             |
| <b>a</b> | Donated services and use of facilities                                                          | <b>2a</b> | 2,049,420. |             |
| <b>b</b> | Prior year adjustments                                                                          | <b>2b</b> |            |             |
| <b>c</b> | Other losses                                                                                    | <b>2c</b> |            |             |
| <b>d</b> | Other (Describe in Part XIII.)                                                                  | <b>2d</b> | 415,554.   |             |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b>                                                           |           | <b>2e</b>  | 2,464,974.  |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b>                                                      |           | <b>3</b>   | 45,855,151. |
| <b>4</b> | Amounts included on Form 990, Part IX, line 25, but not on line 1:                              |           |            |             |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b                                | <b>4a</b> |            |             |
| <b>b</b> | Other (Describe in Part XIII.)                                                                  | <b>4b</b> |            |             |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b>                                                               |           | <b>4c</b>  |             |
| <b>5</b> | Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.) |           | <b>5</b>   | 45,855,151. |

**Part XIII Supplemental Information**

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

SEE PAGE 5

**Part XIII** Supplemental Information (continued)

PART XII LINE 2D & PART XIII LINE 2D

SPECIAL EVENT EXPENSES: \$415,554

ASC 740

PART X LINE 2

THE ORGANIZATION ADOPTED THE PROVISIONS OF ASC 740, INCOME TAXES, EFFECTIVE JANUARY 1, 2009. AS REQUIRED BY ASC 740-10, THE ORGANIZATION RECOGNIZES THE FINANCIAL STATEMENT BENEFIT OF A TAX POSITION ONLY AFTER DETERMINING THAT THE RELEVANT TAX AUTHORITY WOULD MORE LIKELY THAN NOT SUSTAIN THE POSITION FOLLOWING AN AUDIT. FOR TAX POSITIONS MEETING THE MORE-LIKELY-THAN-NOT THRESHOLD, THE AMOUNT RECOGNIZED IN THE FINANCIAL STATEMENTS IS THE LARGEST BENEFIT THAT HAS A GREATER THAN 50 PERCENT LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT WITH THE RELEVANT TAX AUTHORITY.

AT JANUARY 1, 2009, THE ORGANIZATION APPLIED ASC 740 TO ALL TAX POSITIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAINED OPEN AND DETERMINED THERE WERE NO MATERIAL UNRECOGNIZED TAX BENEFITS AS OF THAT DATE. IN ADDITION, THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS FROM JANUARY 1, 2012 TO DECEMBER 31, 2012. MANAGEMENT BELIEVES THAT THE ORGANIZATION'S STATUTE OF LIMITATIONS FOR THE YEARS ENDING PRIOR TO DECEMBER 31, 2009 ARE NO LONGER SUBJECT TO EXAMINATION BY TAX AUTHORITIES IN ITS MAJOR TAX JURISDICTIONS. ACCORDINGLY, THE ORGANIZATION HAS NOT RECORDED ANY PROVISION FOR INCOME TAXES.



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

**Schools**

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990,  
Part IV, line 13, or Form 990-EZ, Part VI, line 48.  
▶ Attach to Form 990 or Form 990-EZ.**

Name of the organization  
YEAR UP, INC.

Employer identification number  
04-3534407

**Part I**

|                                                                                                                                                                                                                                                                                                                                                                                                                                  | YES | NO |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1</b> Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? . . . . .                                                                                                                                                                                                                     | X   |    |
| <b>2</b> Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? . . . . .                                                                                                                                                            | X   |    |
| <b>3</b> Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain. If you need more space, use Part II . . . . . | X   |    |
| -----<br>SEE SUPPLEMENTAL PAGE<br>-----                                                                                                                                                                                                                                                                                                                                                                                          |     |    |
| <b>4</b> Does the organization maintain the following?                                                                                                                                                                                                                                                                                                                                                                           |     |    |
| <b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff? . . . . .                                                                                                                                                                                                                                                                                                             | X   |    |
| <b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? . . . . .                                                                                                                                                                                                                                                                                       | X   |    |
| <b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? . . . . .                                                                                                                                                                                                                                               | X   |    |
| <b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions? . . . . .<br>If you answered "No" to any of the above, please explain. If you need more space, use Part II.                                                                                                                                                                                                                  | X   |    |
| -----                                                                                                                                                                                                                                                                                                                                                                                                                            |     |    |
| <b>5</b> Does the organization discriminate by race in any way with respect to:                                                                                                                                                                                                                                                                                                                                                  |     |    |
| <b>a</b> Students' rights or privileges? . . . . .                                                                                                                                                                                                                                                                                                                                                                               |     | X  |
| <b>b</b> Admissions policies? . . . . .                                                                                                                                                                                                                                                                                                                                                                                          |     | X  |
| <b>c</b> Employment of faculty or administrative staff? . . . . .                                                                                                                                                                                                                                                                                                                                                                |     | X  |
| <b>d</b> Scholarships or other financial assistance? . . . . .                                                                                                                                                                                                                                                                                                                                                                   |     | X  |
| <b>e</b> Educational policies? . . . . .                                                                                                                                                                                                                                                                                                                                                                                         |     | X  |
| <b>f</b> Use of facilities? . . . . .                                                                                                                                                                                                                                                                                                                                                                                            |     | X  |
| <b>g</b> Athletic programs? . . . . .                                                                                                                                                                                                                                                                                                                                                                                            |     | X  |
| <b>h</b> Other extracurricular activities? . . . . .<br>If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.                                                                                                                                                                                                                                                                          |     | X  |
| -----                                                                                                                                                                                                                                                                                                                                                                                                                            |     |    |
| <b>6a</b> Does the organization receive any financial aid or assistance from a governmental agency? . . . . .                                                                                                                                                                                                                                                                                                                    | X   |    |
| <b>b</b> Has the organization's right to such aid ever been revoked or suspended? . . . . .<br>If you answered "Yes" to either line 6a or line 6b, explain on Part II.                                                                                                                                                                                                                                                           |     | X  |
| <b>7</b> Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," explain on Part II . . . . .                                                                                                                                                                                        | X   |    |

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

Schedule E (Form 990 or 990-EZ) (2012)

**Part II** **Supplemental Information.** Complete this part to provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to provide any other additional information (see instructions).

## PART I LINE 3

YEAR UP MAKES ITS RACIALLY NONDISCRIMINATORY POLICIES KNOWN TO THE GENERAL COMMUNITY THAT IT SERVES THROUGH ITS CORPORATE SPONSOR BROCHURE, JOB POSTINGS, ADMISSIONS MATERIAL, THE EMPLOYEE HANDBOOK, AND THE ORGANIZATION'S WEBSITE.

## PART I LINE 6A

YEAR UP RECEIVED GRANTS FROM U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT - SUPPORTING NEW YORK, U.S. DEPARTMENT OF EDUCATION - SUPPORTING RHODE ISLAND, U.S. DEPARTMENT OF HEALTH AND HUMAN SERVICES (TANF) - SUPPORTING NEW YORK, U.S. DEPARTMENT OF LABOR (WIA) - SUPPORTING SAN FRANCISCO, WASHINGTON DC, WASHINGTON STATE, THE CITY OF PROVIDENCE, AND THE STATE OF RHODE ISLAND. THE \$2,192,561 IN GRANTS WAS FOR DEVELOPMENT TO SUPPORT THE ABOVE MENTIONED STATES.

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

Department of the Treasury  
Internal Revenue Service

Name of the organization  
YEAR UP, INC.

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Employer identification number  
04-3534407

**Part I**

**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

**1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a  Mail solicitations
- b  Internet and email solicitations
- c  Phone solicitations
- d  In-person solicitations
- e  Solicitation of non-government grants
- f  Solicitation of government grants
- g  Special fundraising events

**2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  **Yes**  **No**

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? |    | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col. (i) | (vi) Amount paid to (or retained by) organization |
|-----------------------------------------------------------|---------------|----------------------------------------------------------------|----|-----------------------------------|-------------------------------------------------------------------|---------------------------------------------------|
|                                                           |               | Yes                                                            | No |                                   |                                                                   |                                                   |
| 1 SUSAN BALLATI, PH.D.<br>ADVISORS LLC                    | CONSULTING    |                                                                | X  | 104,703.                          | 51,750.                                                           | 52,953.                                           |
| 2                                                         |               |                                                                |    |                                   |                                                                   |                                                   |
| 3                                                         |               |                                                                |    |                                   |                                                                   |                                                   |
| 4                                                         |               |                                                                |    |                                   |                                                                   |                                                   |
| 5                                                         |               |                                                                |    |                                   |                                                                   |                                                   |
| 6                                                         |               |                                                                |    |                                   |                                                                   |                                                   |
| 7                                                         |               |                                                                |    |                                   |                                                                   |                                                   |
| 8                                                         |               |                                                                |    |                                   |                                                                   |                                                   |
| 9                                                         |               |                                                                |    |                                   |                                                                   |                                                   |
| 10                                                        |               |                                                                |    |                                   |                                                                   |                                                   |
| <b>Total</b> .....                                        |               |                                                                |    | 104,703.                          | 51,750.                                                           | 52,953.                                           |

**3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

CA, FL, GA, IL, MD, MA, NY, RI, VA, WA,

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

|                 |                                                                                   | (a) Event #1                    | (b) Event #2                  | (c) Other events     | (d) Total events                |
|-----------------|-----------------------------------------------------------------------------------|---------------------------------|-------------------------------|----------------------|---------------------------------|
|                 |                                                                                   | SF GAME ON GALA<br>(event type) | NCR GEEK GALA<br>(event type) | 4.<br>(total number) | (add col. (a) through col. (c)) |
| Revenue         | <b>1</b> Gross receipts . . . . .                                                 | 207,297.                        | 188,400.                      | 194,114.             | 589,811.                        |
|                 | <b>2</b> Less: Contributions . . . . .                                            | 165,425.                        | 172,782.                      | 161,022.             | 499,229.                        |
|                 | <b>3</b> Gross income (line 1 minus line 2) . . . . .                             | 41,872.                         | 15,618.                       | 33,092.              | 90,582.                         |
| Direct Expenses | <b>4</b> Cash prizes . . . . .                                                    |                                 |                               |                      |                                 |
|                 | <b>5</b> Noncash prizes . . . . .                                                 |                                 |                               |                      |                                 |
|                 | <b>6</b> Rent/facility costs . . . . .                                            |                                 |                               |                      |                                 |
|                 | <b>7</b> Food and beverages . . . . .                                             |                                 |                               |                      |                                 |
|                 | <b>8</b> Entertainment . . . . .                                                  |                                 |                               |                      |                                 |
|                 | <b>9</b> Other direct expenses . . . . .                                          | 124,761.                        | 98,251.                       | 192,542.             | 415,554.                        |
|                 | <b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) . . . . . ▶ |                                 |                               |                      | ( 415,554.)                     |
|                 | <b>11</b> Net income summary. Combine line 3, column (d), and line 10 . . . . . ▶ |                                 |                               |                      | -324,972.                       |

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

|                 |                                                                                      | (a) Bingo                                                           | (b) Pull tabs/instant bingo/progressive bingo                       | (c) Other gaming                                                    | (d) Total gaming (add col. (a) through col. (c)) |
|-----------------|--------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------|
|                 |                                                                                      |                                                                     |                                                                     |                                                                     |                                                  |
| Revenue         | <b>1</b> Gross revenue . . . . .                                                     |                                                                     |                                                                     |                                                                     |                                                  |
| Direct Expenses | <b>2</b> Cash prizes . . . . .                                                       |                                                                     |                                                                     |                                                                     |                                                  |
|                 | <b>3</b> Noncash prizes . . . . .                                                    |                                                                     |                                                                     |                                                                     |                                                  |
|                 | <b>4</b> Rent/facility costs . . . . .                                               |                                                                     |                                                                     |                                                                     |                                                  |
|                 | <b>5</b> Other direct expenses . . . . .                                             |                                                                     |                                                                     |                                                                     |                                                  |
|                 | <b>6</b> Volunteer labor . . . . .                                                   | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No |                                                  |
|                 | <b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) . . . . . ▶     |                                                                     |                                                                     |                                                                     | ( )                                              |
|                 | <b>8</b> Net gaming income summary. Combine line 1, column d, and line 7 . . . . . ▶ |                                                                     |                                                                     |                                                                     |                                                  |

**9** Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_

**a** Is the organization licensed to operate gaming activities in each of these states?  Yes  No

**b** If "No," explain: \_\_\_\_\_

\_\_\_\_\_

**10 a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No

**b** If "Yes," explain: \_\_\_\_\_

\_\_\_\_\_

- 11 Does the organization operate gaming activities with nonmembers?  Yes  No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13 Indicate the percentage of gaming activity operated in:
 

|                               |            |   |
|-------------------------------|------------|---|
| a The organization's facility | <b>13a</b> | % |
| b An outside facility         | <b>13b</b> | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_.
- c If "Yes," enter name and address of the third party:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ \_\_\_\_\_

**Part IV Supplemental Information.** Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE I  
(Form 990)**

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.

Name of the organization

YEAR UP, INC.

Employer identification number

04-3534407

**Part I General Information on Grants and Assistance**

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

| 1    | (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|------|----------------------------------------------------|---------|-------------------------------|--------------------------|-----------------------------------|-------------------------------------------------------|----------------------------------------|------------------------------------|
| (1)  |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |
| (2)  |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |
| (3)  |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |
| (4)  |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |
| (5)  |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |
| (6)  |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |
| (7)  |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |
| (8)  |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |
| (9)  |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |
| (10) |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |
| (11) |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |
| (12) |                                                    |         |                               |                          |                                   |                                                       |                                        |                                    |

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

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

Schedule I (Form 990) (2012)

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance    | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|------------------------------------|--------------------------|--------------------------|-----------------------------------|-------------------------------------------------------|----------------------------------------|
| 1 STUDENT TRANSPORTATION           | 898.                     | 314,270.                 |                                   |                                                       |                                        |
| 2 COLLEGE TUITION AND RELATED FEES | 722.                     | 722,520.                 |                                   |                                                       |                                        |
| 3 EDUCATIONAL STIPENDS             | 2,592.                   | 9,169,769.               |                                   |                                                       |                                        |
| 4                                  |                          |                          |                                   |                                                       |                                        |
| 5                                  |                          |                          |                                   |                                                       |                                        |
| 6                                  |                          |                          |                                   |                                                       |                                        |
| 7                                  |                          |                          |                                   |                                                       |                                        |

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

SCHEDULE I

PART 1 LINE 2

EDUCATIONAL STIPENDS ARE DISTRIBUTED TO ALL ENROLLED STUDENTS AND ARE MONITORED AND APPROVED, ON AN ON-GOING BASIS, BY PROGRAM MANAGER, SITE LEADERSHIP AND FINANCE MANAGER. ALL EDUCATION STIPENDS ARE FULLY DOCUMENTED. A SMALL PORTION OF STUDENT TRANSPORTATION COSTS ARE SUBSIDIZED. STUDENT TRANSPORTATION SUBSIDIES ARE ALSO MONITORED AND APPROVED, ON AN ON-GOING BASIS, BY PROGRAM MANAGER, SITE LEADERSHIP AND FINANCE MANAGER. TRANSPORTATION SUBSIDIES ARE ALSO FULLY DOCUMENTED. STUDENTS EARN COLLEGE CREDITS THROUGH PROGRAM PARTICIPATION. YEAR UP

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|-------------------------------------------------------|----------------------------------------|
| 1                               |                          |                          |                                   |                                                       |                                        |
| 2                               |                          |                          |                                   |                                                       |                                        |
| 3                               |                          |                          |                                   |                                                       |                                        |
| 4                               |                          |                          |                                   |                                                       |                                        |
| 5                               |                          |                          |                                   |                                                       |                                        |
| 6                               |                          |                          |                                   |                                                       |                                        |
| 7                               |                          |                          |                                   |                                                       |                                        |

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

PAYS THE TUITION FEES RELATED TO THOSE COLLEGE CREDITS. THOSE FEES ARE PAID DIRECTLY TO THE PARTICIPATING EDUCATIONAL INSTITUTION AND ARE MONITORED VIA INTERNAL CONTROL PROCESSES.



**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
YEAR UP, INC.

**Compensation Information**

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Employer identification number  
04-3534407

**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 officers, directors, trustees, and 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 type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input 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) and 501(c)(4) 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 |
|-----------|-----|----|
| <b>1b</b> |     |    |
| <b>2</b>  |     |    |
| <b>4a</b> |     | X  |
| <b>4b</b> |     | X  |
| <b>4c</b> |     | X  |
| <b>5a</b> |     | X  |
| <b>5b</b> |     | X  |
| <b>6a</b> |     | X  |
| <b>6b</b> |     | X  |
| <b>7</b>  |     | X  |
| <b>8</b>  |     | X  |
| <b>9</b>  |     |    |

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

Schedule J (Form 990) 2012

**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 reported as deferred in prior Form 990 |
|---------------------------------------------------|------|----------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|---------------------------------------------------------|
|                                                   |      | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |                                                |                         |                                 |                                                         |
| 1 GERALD CHERTAVIAN<br>CEO AND BOARD MEMBER       | (i)  | 249,999.                                           | 0                                   | 0                                   | 0                                              | 12,256.                 | 262,255.                        | 0                                                       |
|                                                   | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                       |
| 2 SUSAN MEEHAN<br>CHIEF OPERATING OFFICER         | (i)  | 176,770.                                           | 0                                   | 0                                   | 8,973.                                         | 7,468.                  | 193,211.                        | 0                                                       |
|                                                   | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                       |
| 3 WILLIAM M. LEHMAN<br>NATIONAL SITE DIRECTOR     | (i)  | 164,200.                                           | 0                                   | 0                                   | 7,924.                                         | 12,256.                 | 184,380.                        | 0                                                       |
|                                                   | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                       |
| 4 KWEKU FORSTALL<br>EXECUTIVE DIRECTOR            | (i)  | 180,334.                                           | 0                                   | 0                                   | 9,103.                                         | 13,976.                 | 203,413.                        | 0                                                       |
|                                                   | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                       |
| 5 SANDRA STARK<br>NTL DIRECT DEVELOP/EXT AFFAIRS  | (i)  | 166,006.                                           | 0                                   | 0                                   | 7,693.                                         | 5,548.                  | 179,247.                        | 0                                                       |
|                                                   | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                       |
| 6 SHAWN J. BOWEN<br>NTL DIRECTOR STRATEGIC GROWTH | (i)  | 165,905.                                           | 0                                   | 0                                   | 8,334.                                         | 13,030.                 | 187,269.                        | 0                                                       |
|                                                   | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                       |
| 7 ANDREA HAYWARD<br>SENIOR DIR OF FINANCE & ADMIN | (i)  | 147,380.                                           | 0                                   | 0                                   | 5,121.                                         | 14,886.                 | 167,387.                        | 0                                                       |
|                                                   | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                       |
| 8 NOEL ANDERSON<br>SENIOR DIRECTOR OF PROGRAM     | (i)  | 148,517.                                           | 0                                   | 0                                   | 0                                              | 5,895.                  | 154,412.                        | 0                                                       |
|                                                   | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                       |
| 9 JULIA SANTIAGO<br>SR DIRECTOR STRATEGIC HR      | (i)  | 136,798.                                           | 0                                   | 0                                   | 0                                              | 14,845.                 | 151,643.                        | 0                                                       |
|                                                   | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                       |
| 10                                                | (i)  |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
|                                                   | (ii) |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
| 11                                                | (i)  |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
|                                                   | (ii) |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
| 12                                                | (i)  |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
|                                                   | (ii) |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
| 13                                                | (i)  |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
|                                                   | (ii) |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
| 14                                                | (i)  |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
|                                                   | (ii) |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
| 15                                                | (i)  |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
|                                                   | (ii) |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
| 16                                                | (i)  |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |
|                                                   | (ii) |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |

**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 M  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**  
▶ **Attach to Form 990.**

OMB No. 1545-0047

**2012**

**Open To Public  
Inspection**

Name of the organization

YEAR UP, INC.

Employer identification number

04-3534407

**Part I Types of Property**

|                                                                        | (a)<br>Check if applicable | (b)<br>Number of contributions or items contributed | (c)<br>Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d)<br>Method of determining noncash contribution amounts |
|------------------------------------------------------------------------|----------------------------|-----------------------------------------------------|------------------------------------------------------------------------------|-----------------------------------------------------------|
| 1 Art - Works of art . . . . .                                         |                            |                                                     |                                                                              |                                                           |
| 2 Art - Historical treasures . . . . .                                 |                            |                                                     |                                                                              |                                                           |
| 3 Art - Fractional interests . . . . .                                 |                            |                                                     |                                                                              |                                                           |
| 4 Books and publications . . . . .                                     |                            |                                                     |                                                                              |                                                           |
| 5 Clothing and household goods . . . . .                               |                            |                                                     |                                                                              |                                                           |
| 6 Cars and other vehicles . . . . .                                    |                            |                                                     |                                                                              |                                                           |
| 7 Boats and planes . . . . .                                           |                            |                                                     |                                                                              |                                                           |
| 8 Intellectual property . . . . .                                      |                            |                                                     |                                                                              |                                                           |
| 9 Securities - Publicly traded . . . . .                               | X                          | 15.                                                 | 301,016.                                                                     | FAIR VALUE                                                |
| 10 Securities - Closely held stock . . . . .                           |                            |                                                     |                                                                              |                                                           |
| 11 Securities - Partnership, LLC, or trust interests . . . . .         |                            |                                                     |                                                                              |                                                           |
| 12 Securities - Miscellaneous . . . . .                                |                            |                                                     |                                                                              |                                                           |
| 13 Qualified conservation contribution - Historic structures . . . . . |                            |                                                     |                                                                              |                                                           |
| 14 Qualified conservation contribution - Other . . . . .               |                            |                                                     |                                                                              |                                                           |
| 15 Real estate - Residential . . . . .                                 |                            |                                                     |                                                                              |                                                           |
| 16 Real estate - Commercial . . . . .                                  |                            |                                                     |                                                                              |                                                           |
| 17 Real estate - Other . . . . .                                       |                            |                                                     |                                                                              |                                                           |
| 18 Collectibles . . . . .                                              |                            |                                                     |                                                                              |                                                           |
| 19 Food inventory . . . . .                                            |                            |                                                     |                                                                              |                                                           |
| 20 Drugs and medical supplies . . . . .                                |                            |                                                     |                                                                              |                                                           |
| 21 Taxidermy . . . . .                                                 |                            |                                                     |                                                                              |                                                           |
| 22 Historical artifacts . . . . .                                      |                            |                                                     |                                                                              |                                                           |
| 23 Scientific specimens . . . . .                                      |                            |                                                     |                                                                              |                                                           |
| 24 Archeological artifacts . . . . .                                   |                            |                                                     |                                                                              |                                                           |
| 25 Other ▶ ( COMPUTERS ) . . . . .                                     | X                          | 35.                                                 | 62,612.                                                                      | FMV                                                       |
| 26 Other ▶ ( SOFTWARE ) . . . . .                                      | X                          |                                                     | 125,716.                                                                     | FMV                                                       |
| 27 Other ▶ ( ) . . . . .                                               |                            |                                                     |                                                                              |                                                           |
| 28 Other ▶ ( ) . . . . .                                               |                            |                                                     |                                                                              |                                                           |

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . . . **29**

|                                                                                                                                                                                                                                                                                                        | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? . . . . . |     | X  |
| b If "Yes," describe the arrangement in Part II.                                                                                                                                                                                                                                                       |     |    |
| 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? . . . . .                                                                                                                                                                           |     | X  |
| 32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .                                                                                                                                                            | X   |    |
| b If "Yes," describe in Part II.                                                                                                                                                                                                                                                                       |     |    |
| 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.                                                                                                                                                             |     |    |

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

Schedule M (Form 990) (2012)

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

PART I, LINE 32A

THE ORGANIZATION USES FIDELITY INVESTMENTS TO SELL DONATED STOCK.

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

Department of the Treasury  
Internal Revenue Service

Name of the organization

YEAR UP, 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

**2012**

**Open to Public  
Inspection**

Employer identification number

04-3534407

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION B LINE 11A

THE FULL 990 IS REVIEWED IN DETAIL BY THE AUDIT COMMITTEE AT A FULL AUDIT COMMITTEE MEETING WITH OUR 990 PREPARER GRANT THORNTON IN ATTENDANCE. AFTER SATISFACTION OF ALL AUDIT COMMITTEE REVIEW POINTS, THE FULL 990 IS APPROVED BY THE AUDIT COMMITTEE. AT THAT TIME, THE 990 IN FULL IS ELECTRONICALLY MAILED TO THE BOARD OF DIRECTORS. EACH DIRECTOR HAS THE OPPORTUNITY TO REVIEW THE 990 AND TO ASK ANY QUESTIONS IN ADVANCE OF FILING. THE CHAIR OF THE AUDIT COMMITTEE THEN REPORTS TO THE BOARD ANY CONCERNS ARISING FROM THE 990 OR STATES THAT THERE WERE NO ISSUES ARISING FROM THE 990 AND ASKS THAT THE FULL BOARD VOTE TO APPROVE THE 990.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION B LINE 12C

EACH YEAR ALL MEMBERS OF THE BOARD AND ALL KEY MANAGEMENT EMPLOYEES MUST SIGN THE CONFLICT OF INTEREST POLICY TO INDICATE THAT THEY COMPLIED WITH THIS POLICY. ALL SENIOR MEMBERS OF YEAR UP'S MANAGEMENT ARE AWARE OF THE POLICY AND TAKE THIS INTO CONSIDERATION AS PART OF THE DUE DILIGENCE FOR ALL BUSINESS TRANSACTIONS. AFTER DISCLOSURE OF A FINANCIAL INTEREST AND ALL MATERIAL FACTS, AND AFTER DISCUSSION WITH THE INTERESTED PERSON, HE OR SHE SHALL LEAVE THE GOVERNING BOARD OR COMMITTEE MEETING WHILE THE REMAINING BOARD OR COMMITTEE MEMBERS DISCUSS AND DETERMINE BY VOTE WHETHER A CONFLICT OF INTEREST EXISTS. IF A POTENTIAL CONFLICT OF INTEREST EXISTS, A VOTE ON WHETHER OR NOT TO ENTER INTO THE TRANSACTION

|                                           |                                              |
|-------------------------------------------|----------------------------------------------|
| Name of the organization<br>YEAR UP, INC. | Employer identification number<br>04-3534407 |
|-------------------------------------------|----------------------------------------------|

WILL BE TAKEN BY THE DISINTERESTED DIRECTORS OR MEMBERS.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION B LINE 15

EACH YEAR UP STAFF MEMBER, INCLUDING THE CEO, RECEIVES A 360 DEGREE REVIEW, WHICH INCLUDES A REVIEW FROM LOCAL OR NATIONAL BOARD FOR SENIOR EXECUTIVES, PRIOR TO RECEIVING A SALARY ADJUSTMENT.

THIS REVIEW OCCURS ANNUALLY.

INPUTS TO SALARY INCREASE ARE INFORMED BY A NUMBER OF FACTORS, INCLUDING BUT NOT LIMITED TO, COMPETENCY PROFICIENCY, PERFORMANCE, EXPERIENCE, GEOGRAPHY, ORGANIZATIONAL GROWTH, AND OVERALL ECONOMY. THE GOVERNING BOARD REVIEWS PERFORMANCE EVALUATIONS, SALARIES AND RECOMMENDATIONS FOR INCREASES FOR ALL YEAR UP EXECUTIVES ANNUALLY TO ENSURE OUR COMPENSATION SYSTEM IS FAIR AND EQUITABLE, AND IN LINE WITH MARKET ANALYSIS. YEAR UP SALARIES AND SALARY BANDS ARE REVIEWED AGAINST MARKET DATA ON AN ON-GOING BASIS. THE MOST RECENT REVIEW WAS Q-1 2011 WITH PRIMARY MARKET DATA OF 20 PEER ORGANIZATIONS AND SECONDARY DATA FROM 8 SOURCES REPRESENTING THOUSANDS OF ORGANIZATIONS. RELEVANT DATA REVIEWED INCLUDED ACADEMIC SOURCES, 2 YEAR AND 4 YEAR PUBLIC AND PRIVATE COLLEGES; CORPORATE TRAINING PROGRAMS; BUSINESS/COMPUTER TRAINING PROGRAMS; TECHNICAL AND TRADE SCHOOLS; AND HIGH SCHOOLS.

THIS REVIEW IS CONDUCTED TO ENSURE YEAR UP'S COMPENSATION IS COMPETITIVE AND IN LINE WITH OUR MARKET NICHE. THE HUMAN CAPITAL COMMITTEE OF THE BOARD CONDUCTS THE CEO REVIEW. INCLUDED IN THE COMMITTEE FILE IS A WRITTEN PERFORMANCE REVIEW GIVEN TO THE CEO, A COMPETITIVE BENCHMARK STUDY ON EXECUTIVE LEVEL COMPENSATION, AS WELL AS DOCUMENTATION IN THE

|                                           |                                              |
|-------------------------------------------|----------------------------------------------|
| Name of the organization<br>YEAR UP, INC. | Employer identification number<br>04-3534407 |
|-------------------------------------------|----------------------------------------------|

MEETING MINUTES REGARDING A REVIEW OF ALL EXECUTIVE COMPENSATION  
DECISIONS.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION C LINE 19

AUDITED FINANCIAL STATEMENTS, GOVERNING DOCUMENTS AND CONFLICT OF  
INTEREST POLICY DOCUMENTS ARE AVAILABLE UPON REQUEST.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI, LINE 1B

THE ONE NON-INDEPENDENT BOARD MEMBER IS THE CEO WHO IS A COMPENSATED  
EMPLOYEE.

RECONCILIATION OF NET ASSETS

PART XI, LINE 5

|                                              |             |
|----------------------------------------------|-------------|
| NONCASH DONATIONS OF SERVICES AND FACILITIES | 1,105,976   |
| USE OF DONATIONS OF SERVICES AND FACILITIES  | (2,049,420) |
|                                              | -----       |
|                                              | (943,444)   |

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

YEAR UP'S MISSION IS TO CLOSE THE OPPORTUNITY DIVIDE BY PROVIDING  
URBAN YOUNG ADULTS WITH THE SKILLS, EXPERIENCE AND SUPPORT THAT WILL  
EMPOWER THEM TO REACH THEIR POTENTIAL THROUGH PROFESSIONAL CAREERS  
AND HIGHER EDUCATION. WE ACHIEVE THIS MISSION THROUGH A HIGH SUPPORT,



Name of the organization

YEAR UP, INC.

Employer identification number

04-3534407

ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

HIGH EXPECTATIONS MODEL THAT COMBINES MARKETABLE JOB SKILLS, STIPENDS, INTERNSHIPS, COLLEGE CREDIT, A BEHAVIOR MANAGEMENT SYSTEM AND SEVERAL LEVELS OF SUPPORT TO PLACE THESE YOUNG ADULTS ON A VIABLE PATH TO ECONOMIC SELF-SUFFICIENCY.

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4A

YEAR UP, INC. IS AN INNOVATIVE WORKFORCE DEVELOPMENT PROGRAM WHICH SERVES DISCONNECTED YOUNG ADULTS FROM MAJOR URBAN AREAS. YEAR UP IS BASED ON A SIMPLE PREMISE: IF YOUNG ADULTS FROM URBAN COMMUNITIES ARE CHALLENGED AND SUPPORTED TO LEARN REAL JOB SKILLS AND GAIN HANDS-ON WORK EXPERIENCE IN A CORPORATE ENVIRONMENT, THEY'RE MORE LIKELY TO GET LIVEABLE-WAGE JOBS AND GO ON TO COLLEGE. IN OUR TWELVE YEAR HISTORY, YEAR UP'S GROWTH TRAJECTORY HAS BEEN STEEP. WE HAVE INCREASED OUR ANNUAL OPERATING BUDGET FROM \$700,000 IN 2001 TO \$53 MILLION IN 2012. FROM A CLASS OF 22 STUDENTS IN 2001 WE HAVE SERVED APPROXIMATELY 1,800 STUDENTS IN 2012. YEAR UP NOW OPERATES IN TEN CITIES: BOSTON, PROVIDENCE, NEW YORK CITY, WASHINGTON DC, SAN FRANCISCO, ATLANTA, CHICAGO, BALTIMORE, SEATTLE, AND MIAMI. YEAR UP HAS UNIQUE PARTNERSHIPS WITH INSTITUTIONS OF HIGHER EDUCATION TO PROVIDE OUR STUDENTS WITH UP TO 23 COLLEGE CREDITS UPON GRADUATION. WE HAVE DEVELOPED A NETWORK OF MORE THAN 200 CORPORATE PARTNERS; COMPANIES THAT SUPPORT YEAR UP'S INTERNSHIP PROGRAM WHICH CURRENTLY ACCOUNTS FOR OVER 41% OF YEAR UP'S OPERATING REVENUE. YEAR UP'S MODEL WORKS. IN

|                                           |                                              |
|-------------------------------------------|----------------------------------------------|
| Name of the organization<br>YEAR UP, INC. | Employer identification number<br>04-3534407 |
|-------------------------------------------|----------------------------------------------|

ATTACHMENT 2 (CONT'D)

OUR TWELVE YEARS, IT HAS SERVED OVER 5,000 AT RISK YOUNG ADULTS. NEARLY 70% OF OUR STUDENTS HAVE COMPLETED THE INTENSIVE PROGRAM. MORE THAN 84% OF YEAR UP GRADUATES SECURE FULL-TIME OR PART-TIME EMPLOYMENT EARNING AN AVERAGE WAGE OF \$15/HOUR (EQUIVALENT TO \$30,000 ANNUAL SALARY) OR ENROLL IN COLLEGE FULL TIME WITHIN FOUR MONTHS OF GRADUATION. YEAR UP IS PROVIDING REAL OPPORTUNITIES FOR URBAN YOUNG ADULTS TO DEMONSTRATE THEIR POTENTIAL AND, AT THE SAME TIME, PARTNERING WITH CORPORATIONS TO PROVIDE THEM WITH A NEW SOURCE OF TALENT. RECENTLY RELEASED RESEARCH INDEPENDENTLY CONDUCTED BY ECONOMIC MOBILITY CORPORATION INDICATES THAT STUDENTS WHO COMPLETE THE YEAR UP PROGRAM HAVE ACCESS TO HIGHER QUALITY JOBS AND EARNED UP TO 30 PERCENT MORE THAN THOSE WHO DID NOT.

ATTACHMENT 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

| <u>NAME AND ADDRESS</u>                                                   | <u>DESCRIPTION OF SERVICES</u> | <u>COMPENSATION</u> |
|---------------------------------------------------------------------------|--------------------------------|---------------------|
| DEVELOPMENT GUILD/DDI<br>233 HARVARD ST, SUITE 107<br>BROOKLINE, MA 02446 | EXECUTIVE SEARCH               | 229,128.            |
| ACCOUNTING MANAGEMENT SOLUTIONS<br>801 SOUTH ST<br>WALTHAM, MA 02454      | ACCOUNTING SERVICES            | 214,827.            |
| SCOTT DONOHUE<br>601 BELEVEDERE ST<br>SAN FRANCISCO, CA 94117             | PROGRAM MANAGEMENT             | 135,625.            |